

DREW INDUSTRIES INC
Form 4
November 24, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mereness Scott T

(Last) (First) (Middle)

C/O DREW INDUSTRIES
INCORPORATED, 3501 COUNTY
ROAD 6 EAST

(Street)

ELKHART, IN 46514

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DREW INDUSTRIES INC [DW]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
Common Stock	11/20/2014		M		1,885	A	\$ 0 70,878
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Deferred Stock Units	\$ 0 ⁽¹⁾	11/20/2014		A	4,400 ⁽²⁾	11/20/2015 11/20/2019	Common Stock	4,400
Deferred Stock Units	\$ 0 ⁽¹⁾	11/20/2014		A	4,400 ⁽³⁾	01/01/2016 12/31/2019	Common Stock	4,400
Deferred Stock Units	\$ 0 ⁽¹⁾	11/20/2014		M	1,884.69	11/20/2014 11/20/2014	Common Stock	1,884.69

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mereness Scott T
 C/O DREW INDUSTRIES INCORPORATED
 3501 COUNTY ROAD 6 EAST
 ELKHART, IN 46514

President

Signatures

/s/ Joseph S. Giordano III on behalf of Scott T. Mereness

11/24/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.

(2) These Deferred Stock Units vest at the rate of 20% per year for 5 years.

These performance-based Deferred Stock Units will vest at the rate of two (2) percent for each \$0.01 that the Company's earnings per

(3) diluted share in any year in the period 2015 - 2019 exceeds the greater of \$2.60 or the highest earnings per diluted share for any prior year in the vesting period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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