

DREW INDUSTRIES INC
Form 4
January 20, 2015

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 *
HEGI FREDERICK B JR

(Last) (First) (Middle)

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

ELKHART, IN 46514

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

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

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common Stock	01/15/2015		M	2,019 A \$0	82,754	D	
Common Stock					69,000 ⁽¹⁾	I	Shares held by Hegi Family Holdings, LP

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

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displays a currently valid OMB control number.

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

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Deferred Stock Units	\$ 0 ⁽²⁾	01/15/2015		M	2,018.03	01/15/2015 01/15/2015	Common Stock	2,019

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEGI FREDERICK B JR
C/O DREW INDUSTRIES INCORPORATED
3501 COUNTY ROAD 6 EAST
ELKHART, IN 46514

X

Signatures

/s/ Joseph S. Giordano III on behalf of Frederick B. Hegi Jr.

01/20/2015

__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) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- (2) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
- (3) Deferred Stock Units issued in lieu of cash fees as part of director compensation in fiscal 2014. Price reflects weighted average of closing market prices used to calculate number of Deferred Stock Units issued.

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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