

DREW INDUSTRIES INC
Form 4
March 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GIORDANO JOSEPH S III

(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)
02/26/2015

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)
CFO & Treasurer

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/26/2015		M	10,000	A	\$ 15.49	19,888	D
Common Stock	02/26/2015		S	10,000	D	\$ 60.13 (1)	9,888	D
Common Stock	02/26/2015		S	6,000	D	\$ 60.04 (2)	3,888	D
Common Stock	02/26/2015		M	3,743 (3)	A	\$ 0	7,631	D

Edgar Filing: DREW INDUSTRIES INC - Form 4

Common Stock 02/26/2015 F 1,212 D \$ 60.24 6,419 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Underlying (Instr. 3 a)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Options	\$ 15.49	02/26/2015		M	10,000	11/18/2010 ⁽⁴⁾ 11/18/2015 ⁽⁴⁾	Common Stock
Deferred Stock Units	\$ 0 ⁽⁵⁾	02/26/2015		M	3,742.72 ⁽³⁾	02/26/2015 02/26/2015	Common Stock
Deferred Stock Units	\$ 0 ⁽⁵⁾	02/26/2015		A	649.36 ⁽⁶⁾	02/26/2018 02/26/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIORDANO JOSEPH S III C/O DREW INDUSTRIES INCORPORATED 3501 COUNTY ROAD 6 EAST ELKHART, IN 46514			CFO & Treasurer	

Signatures

/s/ Joseph S. Giordano III 03/02/2015

**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) This transaction was executed at one price of \$60.13.
- (2) This transaction was executed at one price of \$60.04.
- (3) Performance-based Deferred Stock Units vested based on growth in earnings per share in accordance with their terms.
- (4) Employee Stock Options become exercisable at the rate of 20% per year for 5 years.
- (5) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
- (6) Deferred Stock Units were granted to Mr. Giordano in lieu of cash compensation of \$39,150 in accordance with his Executive Employment and Non-Competition Agreement dated February 10, 2012, as amended April 10, 2013.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.