DREW INDUSTRIES INC

Form 4

March 02, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

DREW INDUSTRIES INC [DW]

(Check all applicable)

(Last)

(First)

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

Director X_ Officer (give title

10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

02/26/2015

X Form filed by One Reporting Person Form filed by More than One Reporting

President

ELKHART, IN 46514

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Common Stock	02/26/2015		Code V M	Amount 4,575 (1)	(D)	Price \$ 0	85,190	D	
Common Stock	02/26/2015		F	2,162	D	\$ 60.24	83,028	D	
Common Stock	02/26/2015		A	12,476 (2)	A	\$ 0	95,504	D	
Common Stock	02/26/2015		F	5,895	D	\$ 60.24	89,609	D	
Common Stock	02/26/2015		A	25,348 (3)	A	\$ 0	114,957	D	

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Common Stock 02/26/2015 F 11,977 D \$ 102,980 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)

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)	onSecurities Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ui (Ii
							Date Exercisable	Expiration Date	Ti
Deferred Stock Units	\$ 0 (4)	02/26/2015		Code V M	(A)	(D) 4,574.43 (1)	02/26/2015	02/26/2015	C
Deferred Stock Units	\$ 0 (4)	02/26/2015		A	7,375.79 (5)		02/26/2018	02/26/2018	C
Deferred Stock Units	\$ 0 (4)	02/26/2015		A	12,124.04		03/01/2016(6)	03/01/2018(6)	C
Performance Stock Awards	\$ 0	02/26/2015		A	24,615 (7)		03/01/2018	03/01/2018	C

Reporting Owners

**Signature of Reporting Person

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.		03/02/	2015			

Reporting Owners 2

Date

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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) Performance-based Deferred Stock Units vested based on growth in earnings per share in accordance with their terms.
 - Shares of Common Stock were issued to Mr. Mereness in accordance with his Amended and Restated Executive Employment and
- (2) Non-Competition Agreement dated March 4, 2013. The sale of these shares of Common Stock is restricted for a period of one year from the award date.
- (3) Shares of Common Stock were issued to Mr. Mereness in accordance with his Amended and Restated Executive Employment and Non-Competition Agreement dated March 4, 2013.
- (4) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
- (5) Deferred Stock Units were granted to Mr. Mereness in lieu of cash compensation of \$444,686 in accordance with his Amended and Restated Executive Employment and Non-Competition Agreement dated March 4, 2013.
- (6) These Deferred Stock Units vest on March 1 at the rate of one third per year for 3 years.
- (7) These Performance Stock Awards represent a contingent right to receive shares of DW Common Stock based on cumulative growth in earnings per share over two years, and vesting on March 1, 2018.

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.