

DREW INDUSTRIES INC  
Form 4  
April 02, 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 \*  
Rose Edward W. 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)  
03/19/2015

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)

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				
Common Stock	03/19/2015		D	2,777	D	\$ 0 (1)	411,484	D	
Common Stock							100,000 (2)	I	Shares held in a trust for wife
Common Stock							1,200 (2)	I	Shares held by wife

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Deferred Stock Units	\$ 0	03/31/2015		A		182.96 (3)		01/15/2016	01/15/2016	Common Stock	182.96
Deferred Stock Units	\$ 0	03/31/2015		A		35.24 (3)		01/15/2016	01/15/2016	Common Stock	35.24
Deferred Stock Units	\$ 0	03/31/2015		A		33.05 (3)		01/15/2016	01/15/2016	Common Stock	33.05
Deferred Stock Units	\$ 0	03/31/2015		A		28.61 (3)		01/15/2016	01/15/2016	Common Stock	28.61
Deferred Stock Units	\$ 0	03/31/2015		A		28.75 (3)		01/15/2016	01/15/2016	Common Stock	28.75
Deferred Stock Units	\$ 0	03/31/2015		A		28.01 (3)		01/15/2016	01/15/2016	Common Stock	28.01

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rose Edward W. III C/O DREW INDUSTRIES INCORPORATED 3501 COUNTY ROAD 6 EAST ELKHART, IN 46514	X			

## Signatures

/s/ Joseph S. Giordano III on behalf of Edward W.  
Rose III

04/02/2015

\_\_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) Forfeiture of restricted stock as a result of resignation from the Company's Board of Directors.
- (2) 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.
- (3) DSUs issued at quarter end as part of director compensation. Number of DSUs issued based on closing market price on the day preceding the Board or Committee meeting.

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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