

DREW INDUSTRIES Inc  
 Form 3  
 June 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><b>DRIVER TODD W</b></p> <p>(Last) (First) (Middle)</p> <p><b>C/O DREW INDUSTRIES INCORPORATED, 3501 COUNTY ROAD 6 EAST</b></p> <p>(Street)</p> <p><b>ELKHART, IN 46514</b></p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p><b>05/21/2015</b></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><b>DREW INDUSTRIES Inc [DW]</b></p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)  <b>Chief Operations Officer</b></p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,152	D	^

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options	11/29/2011 <sup>(1)</sup>	11/29/2016	Common Stock	3,200	\$ 13.67	D	Â
Employee Stock Options	11/15/2012 <sup>(1)</sup>	11/15/2017	Common Stock	5,160	\$ 17.17	D	Â
Deferred Stock Units	11/29/2015	11/29/2015	Common Stock	3,029	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	11/15/2016	11/15/2016	Common Stock	3,246	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	11/20/2015 <sup>(3)</sup>	11/20/2017	Common Stock	3,400	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	02/15/2017	02/15/2017	Common Stock	4,712 <sup>(4)</sup>	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	11/20/2014 <sup>(5)</sup>	11/20/2018	Common Stock	3,868	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	03/01/2018	03/01/2018	Common Stock	4,582 <sup>(6)</sup>	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	01/01/2016 <sup>(7)</sup>	12/31/2019	Common Stock	4,651	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	11/20/2015 <sup>(5)</sup>	11/20/2019	Common Stock	4,651	\$ 0 <sup>(2)</sup>	D	Â
Deferred Stock Units	03/01/2016 <sup>(8)</sup>	03/01/2018	Common Stock	8,784	\$ 0 <sup>(2)</sup>	D	Â
Performance Stock Awards	01/01/2016	01/01/2016	Common Stock	5,372 <sup>(9)</sup>	\$ 0	D	Â
Performance Stock Awards	01/01/2017	01/01/2017	Common Stock	8,267 <sup>(9)</sup>	\$ 0	D	Â
Performance Stock Awards	03/01/2018 <sup>(10)</sup>	03/01/2018	Common Stock	16,534	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRIVER TODD W C/O DREW INDUSTRIES INCORPORATED 3501 COUNTY ROAD 6 EAST ELKHART, IN 46514	Â	Â	Â Chief Operations Officer	Â

## Signatures

/s/ TODD W  
DRIVER

06/05/2015

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Employee Stock Options become exercisable at the rate of 20% per year for 5 years.
- (2) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
- (3) These Deferred Stock Units vest at the rate of one third per year for 3 years beginning November 20, 2015.
- (4) Deferred Stock Units were granted to Mr. Driver in lieu of cash compensation of \$209,633 in accordance with his Employment and Non-Competition Agreement dated October 28, 2013.
- (5) These Deferred Stock Units vest at the rate of 20% per year for 5 years.
- (6) Deferred Stock Units were granted to Mr. Driver in lieu of cash compensation of \$231,443 in accordance with his Employment and Non-Competition Agreement dated October 28, 2013.  
  
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 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.
- (7) These Deferred Stock Units vest on March 1 at the rate of one third per year for 3 years.
- (8) These Performance Stock Awards represent a contingent right to receive shares of DW Common Stock based on cumulative growth in earnings per share over a two year and/or three year period.
- (9) 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 if earned, vesting occurs on March 1, 2018.
- (10) 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 if earned, vesting occurs 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.