

DREW INDUSTRIES Inc
Form 4
January 19, 2016

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)
01/15/2016

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

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 Ownership (Instr. 4)			
			Code	V	Amount or Price (A) or (D) (1) (2)					
Common Stock	01/15/2016		M		1,708 (1)	A	\$ 0 (2)	88,460	D	
Common Stock								69,000 (3)	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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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⁾	01/15/2016		M	1,707.82 ₍₁₎	01/15/2016 01/15/2016	Common Stock	1,708

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/ Robert A. Kuhns on behalf of Frederick B. Hegi Jr.

01/19/2016

__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).

- Includes 16 shares received as a result of a special cash dividend of \$2.00 per share paid to holders of registrant's common stock on April 10, 2015. In accordance with the registrant's Equity Award and Incentive Plan, holders of deferred stock units received additional deferred stock units equivalent to \$2.00 per deferred stock unit held on April 10, 2015.
- (2) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
 - (3) 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.
 - (4) Deferred Stock Units issued in lieu of cash fees as part of director compensation in fiscal 2015. 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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