

DREW INDUSTRIES Inc
Form 4
February 12, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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 *
Mereness Scott T

(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)
02/10/2016

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)
President

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		
Common Stock	02/10/2016		M	3,820 (1)	\$ 0	119,062	D
Common Stock	02/10/2016		F	1,805	\$ 55.22	117,257	D
Common Stock	02/10/2016		M	12,401 (2) (3)	\$ 0	129,658	D
Common Stock	02/10/2016		F	5,859	\$ 55.22	123,799	D
Common Stock	02/10/2016		M	24,710 (4) (5)	\$ 0	148,509	D

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Common Stock 02/10/2016 F 11,675 D \$ 55.22 136,834 D

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)
				Code V	(A) (D)	Date Exercisable Expiration Date
Deferred Stock Units	\$ 0 ⁽⁶⁾	02/10/2016		M	3,819.32 ₍₁₎	02/10/2016 02/10/2016
Deferred Stock Units	\$ 0 ⁽⁶⁾	02/10/2016		A	2,656.71 ₍₇₎	03/01/2017 03/01/2017
Deferred Stock Units	\$ 0 ⁽⁶⁾	02/10/2016		A	11,645.78	03/01/2017 ⁽⁸⁾ 03/01/2019 ⁽⁸⁾
Performance Stock Awards	\$ 0	02/10/2016		M	12,400.4 _{(2) (3)}	02/10/2016 02/10/2017
Performance Stock Awards	\$ 0	02/10/2016		M	24,709.65 _{(4) (5)}	02/10/2016 02/10/2016
Performance Stock Awards	\$ 0	02/10/2016		A	23,644.47 ₍₉₎	03/01/2019 03/01/2019

Reporting Owners

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/ Robert A. Kuhns on behalf of Scott T.
Mereness

02/12/2016

__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).
- (1) Performance-based Deferred Stock Units vested based on growth in earnings per share and converted to Common Stock in accordance with their terms.
- (2) 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. The sale of these shares of Common Stock is restricted for a period of one year from the award date.
- (3) Includes 400 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.
- (4) 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.
- (5) Includes 1,709 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.
- (6) Each Deferred Stock Unit represents a contingent right to receive one share of DW Common Stock.
- (7) Deferred Stock Units were granted to Mr. Mereness in lieu of cash compensation of \$146,690 in accordance with his Executive Employment Agreement dated February 26, 2015 and related 2015 Management Incentive Plan.
- (8) These Deferred Stock Units vest on March 1 at the rate of one third per year for 3 years.
- (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 vesting on March 1, 2019.

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.