

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

Milman Harvey F

CIK: **1320584**

Type: **4** | Act: **34** | File No.: **001-13646** | Film No.: **13663100**

Mailing Address

200 MAMARONECK AVE.
WHITE PLAINS NY 10601

ISSUER

DREW INDUSTRIES INC

CIK: **763744** | IRS No.: **133250533** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3714** Motor vehicle parts & accessories

Mailing Address

200 MAMARONECK AVE
WHITE PLAINS NY 10601

Business Address

200 MAMARONECK AVE
WHITE PLAINS NY 10601
9144289098

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person Milman Harvey F			2. Issuer Name and Ticker or Trading Symbol DREW INDUSTRIES INC [DW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP - Chief Legal Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013					
C/O DREW INDUSTRIES INCORPORATED, 200 MAMARONECK AVENUE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
WHITE PLAINS, NY 10601								
(City)	(State)	(Zip)						

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2013		<input checked="" type="checkbox"/>		3,203	A	\$29.11	11,003	D	
Common Stock	02/28/2013		<input checked="" type="checkbox"/>		3,203	D	\$36.58 ⁽¹⁾	7,800	D	
Common Stock	03/01/2013		<input checked="" type="checkbox"/>		6,797	A	\$29.11	14,597	D	
Common Stock	03/01/2013		<input checked="" type="checkbox"/>		6,797	D	\$36.61 ⁽³⁾	7,800	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options	\$29.11	02/28/2013		<input checked="" type="checkbox"/>			3,203	11/15/2008 ⁽²⁾	11/15/2013 ⁽²⁾	Common Stock	3,203	\$ 0	29,797	D	
Employee Stock Options	\$29.11	03/01/2013		<input checked="" type="checkbox"/>			6,797	11/15/2008 ⁽²⁾	11/15/2013 ⁽²⁾	Common Stock	6,797	\$ 0	23,000	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$36.55 to \$36.61; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.
2. Employee Stock Options become exercisable at the rate of 20% per year for 5 years.
3. This transaction was executed in multiple trades at prices ranging from \$36.60 to \$36.61; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

Signatures

/s/ Joseph S. Giordano III on behalf of Harvey F. Milman

** Signature of Reporting Person

03/04/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.