

POWELL INDUSTRIES INC
Form 4
July 31, 2008

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 *
POWELL THOMAS W

2. Issuer Name and Ticker or Trading Symbol
POWELL INDUSTRIES INC [POWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

PO BOX 12818

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/29/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO

HOUSTON, TX 77217

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 07/29/2008 | | S | 532 D \$ 56.33 | 560,968 | D | |
| Common Stock | 07/29/2008 | | S | 300 D \$ 56.61 | 560,668 | D | |
| Common Stock | 07/29/2008 | | S | 200 D \$ 56.4 | 560,468 | D | |
| Common Stock | 07/29/2008 | | S | 1,313 D \$ 56.6 | 559,155 | D | |
| Common Stock | 07/29/2008 | | S | 700 D \$ 56.59 | 558,455 | D | |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|-----------|---|----------------------|
| Common Stock | 07/29/2008 | S | 365 | D | \$ 56.69 | 558,090 | D | |
| Common Stock | 07/29/2008 | S | 287 | D | \$ 56.55 | 557,803 | D | |
| Common Stock | 07/29/2008 | S | 200 | D | \$ 56.5 | 557,603 | D | |
| Common Stock | 07/29/2008 | S | 200 | D | \$ 56.41 | 557,403 | D | |
| Common Stock | 07/29/2008 | S | 3 | D | \$ 56.66 | 557,400 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.62 | 557,300 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.56 | 557,200 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.51 | 557,100 | D | |
| Common Stock | 07/29/2008 | S | 200 | D | \$ 56.54 | 556,900 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.7 | 556,800 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.45 | 556,700 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.42 | 556,600 | D | |
| Common Stock | 07/29/2008 | S | 100 | D | \$ 56.39 | 556,500 | D | |
| Common Stock | | | | | | 1,798,628 | I | Held in TWP Holdings |
| Common Stock | | | | | | 78,720 | I | Held in IRA |
| Common Stock | | | | | | 818 | I | Held in 401K |
| Common Stock | | | | | | 260,860 | I | Held in TWP Trust |

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

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(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| POWELL THOMAS W PO BOX 12818 HOUSTON, TX 77217 | X | X | President, CEO | |

Signatures

Don R. Madison, Power of Attorney for Thomas W. Powell
 07/31/2008
 **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).

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