

POWELL INDUSTRIES INC

Form 4

January 25, 2008

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

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

OMB APPROVAL

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(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)

HOUSTON, TX 77217

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2008

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President, CEO

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 Beneficial Ownership (Instr. 4)
Common Stock	01/23/2008		S ⁽¹⁾	100 D \$ 37.4	1,933,192	I	Held as TWP Holdings
Common Stock	01/23/2008		S ⁽¹⁾	5,700 D \$ 37.47	1,927,492	I	Held as TWP Holdings
Common Stock	01/23/2008		S ⁽¹⁾	100 D \$ 37.52	1,927,392	I	Held as TWP Holdings
Common Stock	01/23/2008		S ⁽¹⁾	1,200 D \$ 37.74	1,926,192	I	Held as TWP

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Common Stock	01/23/2008	S ⁽¹⁾	1,000	D	\$ 37.82	1,925,192	I	Held as TWP Holdings
Common Stock	01/23/2008	S ⁽¹⁾	900	D	\$ 37.9	1,924,292	I	Held as TWP Holdings
Common Stock	01/23/2008	S ⁽¹⁾	1,000	D	\$ 37.97	1,923,292	I	Held as TWP Holdings
Common Stock						581,500	D	
Common Stock						267,360	I	Held as TWP Trust
Common Stock						78,720	I	Held in IRA
Common Stock						818	I	Held in 401k

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	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	01/25/2008
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__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 21, 2007.

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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