

POWELL INDUSTRIES INC  
Form 4  
February 13, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**02/06/2008**

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)	(A) or (D)	5. Amount or Price	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)
Common Stock	02/06/2008		S <sup>(1)</sup>	700	D	\$ 39.52	1,904,789	I	Held as TWP Holdings
Common Stock	02/06/2008		S <sup>(1)</sup>	399	D	\$ 39.54	1,904,390	I	Held as TWP Holdings
Common Stock	02/06/2008		S <sup>(1)</sup>	797	D	\$ 39.55	1,903,593	I	Held as TWP Holdings
Common Stock	02/06/2008		S <sup>(1)</sup>	200	D	\$ 39.56	1,903,393	I	Held as TWP

								Holdings	
Common Stock	02/06/2008		<u>S</u> (1)	1	D	\$ 39.86	1,903,392	I	Held as TWP Holdings
Common Stock	02/06/2008		<u>S</u> (1)	100	D	\$ 39.94	1,903,292	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 Owned Following Reporting Transaction (Instr. 6)
				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	X	X	President, CEO	

HOUSTON, TX 77217

## Signatures

Don R. Madison, Power of Attorney for Thomas W.  
Powell

02/13/2008

\_\_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).
- (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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