

POWELL INDUSTRIES INC
Form 4
May 13, 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 *
SEALE STEPHEN W JR

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

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

PO BOX 790

(Street)

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

LAVERNIA, TX 78121-0790

(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 | 05/09/2008 | | M | 2,000 (1) A \$ 23.48 | 20,414 (2) | D | |
| Common Stock | 05/09/2008 | | M | 2,000 (3) A \$ 15.1 | 22,414 (2) | D | |
| Common Stock | 05/09/2008 | | M | 2,000 (4) A \$ 16.48 | 24,414 (2) | D | |
| Common Stock | 05/09/2008 | | S | 6,000 D \$ 50.018 | 18,414 (2) | D | |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options | \$ 23.48 | 05/09/2008 | | M | 2,000 | 06/26/2003 06/26/2010 | Common Stock | 2,000 |
| Stock Options | \$ 15.1 | 05/09/2008 | | M | 2,000 | 06/25/2004 06/25/2011 | Common Stock | 2,000 |
| Stock Options | \$ 16.48 | 05/09/2008 | | M | 2,000 | 06/24/2005 06/24/2012 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SEALE STEPHEN W JR PO BOX 790 LAVERNIA, TX 78121-0790 | | X | | |

Signatures

Don R. Madison, Power of Attorney for Stephen W. Seale, Jr. 05/13/2008

**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) Becomes exercisable on the first anniversary of 06/26/2002, the date of the grant.

This number does not include shares of common stock issuable upon exercise of stock options, which were inadvertently included in

(2) Column 5 of the reporting person's two most recent Form 4 reporting Table I information, filed on August 30, 2007 and January 3, 2008, but does include 3,000 shares of restricted stock subject to forfeiture upon certain conditions.

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- (3) Becomes exercisable on the first anniversary of 06/25/2003, the date of the grant.
- (4) Becomes exercisable on the first anniversary of 06/24/2004, the date of the grant.

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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