

POWELL THOMAS W
Form 4
August 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
08/26/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of the Board

HOUSTON, TX 77217
(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	08/26/2008		S	300 D \$ 46.99	541,200	D	
Common Stock	08/26/2008		S	200 D \$ 47	541,000	D	
Common Stock	08/26/2008		S	100 D \$ 47.02	540,900	D	
Common Stock	08/26/2008		S	100 D \$ 47.06	540,800	D	
Common Stock	08/26/2008		S	99 D \$ 47.07	540,701	D	

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Common Stock	08/26/2008	S	100	D	\$ 47.08	540,601	D
Common Stock	08/26/2008	S	100	D	\$ 47.09	540,501	D
Common Stock	08/26/2008	S	401	D	\$ 47.1	540,100	D
Common Stock	08/26/2008	S	208	D	\$ 47.22	539,892	D
Common Stock	08/26/2008	S	192	D	\$ 47.23	539,700	D
Common Stock	08/26/2008	S	300	D	\$ 47.31	539,400	D
Common Stock	08/26/2008	S	100	D	\$ 47.33	539,300	D
Common Stock	08/26/2008	S	92	D	\$ 47.34	539,208	D
Common Stock	08/26/2008	S	8	D	\$ 47.35	539,200	D
Common Stock	08/26/2008	S	400	D	\$ 47.4	538,800	D
Common Stock	08/26/2008	S	100	D	\$ 47.41	538,700	D
Common Stock	08/26/2008	S	200	D	\$ 47.42	538,500	D
Common Stock	08/26/2008	S	300	D	\$ 47.43	538,200	D
Common Stock	08/26/2008	S	100	D	\$ 47.44	538,100	D
Common Stock	08/26/2008	S	100	D	\$ 47.49	538,000	D
Common Stock	08/26/2008	S	200	D	\$ 47.28	537,800	D
Common Stock	08/26/2008	S	100	D	\$ 47.37	537,700	D
Common Stock	08/26/2008	S	500	D	\$ 47.45	537,200	D
Common Stock	08/26/2008	S	100	D	\$ 47.46	537,100	D
Common Stock	08/26/2008	S	100	D	\$ 47.48	537,000	D
						1,798,628	I

Common Stock						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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SEC 1474 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWELL THOMAS W PO BOX 12818 HOUSTON, TX 77217	X	X	CEO, Chairman of the Board	

Signatures

Don R. Madison, Power of Attorney for Thomas W. Powell 08/28/2008

__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).

Remarks:

Number of line items exceeds SEC Table allowance; total planned sell on two separate Form 4s. Part I of II.

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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