### Edgar Filing: POWELL THOMAS W - Form 4

POWELL TH Form 4	IOMAS W												
December 11										0. J.D. J.			
FORM 4 UNITED STATES SECURIT				ITIES	TIES AND EXCHANGE COMMISSION						PPROVAL		
Chaolt thi						D.C. 205				OMB Number:	3235-0287		
Subject to Section 16. Form 4 or			OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 20 Estimated average burden hours per response			
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{1}{1}$ Section 17	(a) of the		ility H	loldi	ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n			
(Print or Type R	esponses)												
POWELL THOMAS W Syr PC			Symbol						5. Relationship of Reporting Person(s) to Issuer				
			POWELL INDUSTRIES INC [POWL]						(Check all applicable)				
(Last) PO BOX 128	(Month/Da				-				X_ DirectorX_ 10% Owner Officer (give title below)Other (specify below)				
				ndment, Date Original th/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
HOUSTON,	TX 77217								Form filed by N Person	Iore than One Ro	eporting		
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	ecurit	ties Acq	uired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or					Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Stock	12/08/2009			А		16,166	А	\$0	529,666 <u>(1)</u>	D			
Common Stock									1,798,628	I	Held in TWP Holdings		
Common Stock									797	I	Held in 401K		
Common Stock									260,860	I	Held in TWP Trust		
Common Stock									3,817	I	ESOP Shares		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# 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)	4. Transacti Code (Instr. 8)	Securities Acquired	3	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Beno
				(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		Repo Trans (Instr
			Code V	(A) (D)				of Shares		

## **Reporting Owners**

Reporting Owner Name / Address								
reporting o when reality real cost	Director	10% Owner	Officer	Other				
POWELL THOMAS W PO BOX 12818 HOUSTON, TX 77217	Х	Х						
Signatures								
Don P. Madison, Power of Attorney for Thomas W								

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

\*\*Signature of Reporting Person

## **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) Includes 2,000 shares of restricted stock that have time-based vesting provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

12/10/2009

Date