

POWELL THOMAS W  
Form 4/A  
June 24, 2010

**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 \*  
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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/21/2010

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

PO BOX 12818

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/24/2010

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOUSTON, TX 77217

(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   | Price   |             |   |                      |
| Common Stock                    | 06/21/2010                           |  | S                              |   | 13,938  | D  | 27.98<br>(1)  | 763,811 (2) | D |                      |
| Common Stock                    | 06/21/2010                           |  | G                              |   | 120,345<br>(3)  | D  | \$ 0  | 643,466 (2) | D |                      |
| Common Stock                    | 06/22/2010                           |  | S                              |   | 28,562  | D  | 27.64<br>(4)  | 614,904 (2) | D |                      |
| Common Stock                    |                                      |  |                                |   |   |  |   | 1,798,628   | I | Held in TWP Holdings |

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|              |        |   |                   |
|--------------|--------|---|-------------------|
| Common Stock | 818    | I | Held in 401K      |
| Common Stock | 26,605 | I | Held in TWP Trust |
| Common Stock | 3,815  | I | ESOP Shares       |

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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>PO BOX 12818<br>HOUSTON, TX 77217 | X             | X         |         |       |

## Signatures

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

06/24/2010

\_\_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).

- The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$27.90 - \$28.10, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares sold at each price within the ranges set forth in footnotes 1 and 2.
- (1) Includes 3,000 shares of restricted stock that have time-based vesting provisions.
  - (2) Mr. Powell transferred shares from TWP Trust, disclosed in previous filing, to direct ownership and subsequently distributed the shares as a gift pursuant to TWP Trust.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.58 - \$28.08, inclusive.

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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