

HANCOCK BONNIE V
Form 4
February 13, 2013

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 *
HANCOCK BONNIE V

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)
02/11/2013

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

PO BOX 12818

(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

HOUSTON, TX 77075

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	02/11/2013		S ⁽¹⁾		900	D	\$ 55.72 4,600 ⁽³⁾ ₍₂₎
Common Stock	02/11/2013		S		900	D	\$ 54.73 3,700 ⁽³⁾ ₍₄₎
Common Stock	02/11/2013		P		368	A	\$ 55.94 4,068 ⁽³⁾ ₍₅₎
Common Stock	02/11/2013		P ⁽¹⁾		1,432	A	\$ 55.14 5,500 ⁽³⁾

(6)

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 Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANCOCK BONNIE V PO BOX 12818 HOUSTON, TX 77075		X		

Signatures

Don R. Madison, Power of Attorney for Bonnie V.
Hancock

02/13/2013

__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).

Certain of the reporting person's transactions described herein are matchable under Section 16(b) of the Securities Exchange Act of 1934.

(1) The reporting person has agreed to pay to Powell Industries, Inc. the full amount of profit realized in connection with such transactions (i.e. \$780.41), less transaction costs.

The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$55.477-55.82, 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 footnote 2.

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- (3) Includes 3,000 shares of restricted stock that have time-based vesting provisions.

The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$54.70-54.75, 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 footnote 4.

- (5) The price reported in Column 4 is a weighted average price; shares were bought in multiple transactions by the reporting person's IRA. Reporting range is \$55.85-55.97, 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 bought at each price within the ranges set forth in footnote 5.

- (6) The price reported in Column 4 is a weighted average price; shares were bought in multiple transactions by the reporting person's IRA. Reporting range is \$54.85-55.65, 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 bought at each price within the ranges set forth in footnote 6.

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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