### Edgar Filing: POWELL INDUSTRIES INC - Form 4

POWELL II Form 4 September 2	NDUSTRIES INC 25, 2008										
	UNITED STA		RITIES A shington,			NGE (	COMMISSION	OMB Number:	3235-0287		
Check th if no lon	ger				TOT			Expires:	January 31, 2005		
subject t Section Form 4 d	$_{0}^{\circ}$ <b>STATEMEN</b> 16.	' OF CHAN	IGES IN SECUR		ICIA		NERSHIP OF	Estimated a burden hou response	average Irs per		
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section $17(a)$ of		tility Hol	ding Cor	npan	y Act of		·	0.0		
(Print or Type	Responses)										
	Address of Reporting Person	r Name <b>and</b> Ticker or Trading LL INDUSTRIES INC				5. Relationship of Reporting Person(s) to Issuer					
		[POWI	.]				(Check all applicable)				
(Month/D				ransaction			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below)				
PO BOX 12	2818	09/16/2	2008	O real contractions of the second sec					Chairman of the Board		
(Street) 4. If Ame Filed(Mon				ate Origina r)	ıl		<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
HOUSTON	I, TX 77217						Person		eporting		
(City)	(State) (Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)		
Common			Code V	Amount	(D)	Price					
Stock	09/16/2008		S	891	D	\$ 40	525,609	D			
Common Stock	09/16/2008		S	200	D	\$ 40.01	525,409	D			
Common Stock	09/16/2008		S	100	D	\$ 40.02	525,309	D			
Common Stock	09/16/2008		S	200	D	\$ 40.05	525,109	D			
Common Stock	09/16/2008		S	9	D	\$ 40.06	525,100	D			

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Common Stock	09/16/2008	S	100	D	\$ 40.07	525,000	D	
Common Stock	09/16/2008	S	100	D	\$ 40.16	524,900	D	
Common Stock	09/16/2008	S	100	D	\$ 40.17	524,800	D	
Common Stock	09/16/2008	S	100	D	\$ 40.21	524,700	D	
Common Stock	09/16/2008	S	700	D	\$ 40.46	524,000	D	
Common Stock	09/16/2008	S	100	D	\$ 40.47	523,900	D	
Common Stock	09/16/2008	S	1,638	D	\$ 40.5	522,262	D	
Common Stock	09/16/2008	S	100	D	\$ 40.51	522,162	D	
Common Stock	09/16/2008	S	262	D	\$ 40.52	521,900	D	
Common Stock	09/16/2008	S	100	D	\$ 40.53	521,800	D	
Common Stock	09/16/2008	S	200	D	\$ 40.56	521,600	D	
Common Stock	09/16/2008	S	100	D	\$ 40.57	521,500	D	
Common Stock						1,798,628	Ι	Held in TWP Holdings
Common Stock						78,720	Ι	Held in IRA
Common Stock						818	I	Held in 401K
Common Stock						260,860	Ι	Held in TWP Trust

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships									
	Director	10% Owner	Officer	Other						
POWELL THOMAS W PO BOX 12818 HOUSTON, TX 77217	Х	Х	CEO, Chairman of the Board							
Signatures										
Don R. Madison, Power of Att Powell	09/25/2008									

\*\*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).

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.