

POWELL THOMAS W
Form 4
June 12, 2009

FORM 4

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

OMB APPROVAL

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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)
06/10/2009

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

HOUSTON, TX 77217

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

(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)
				(A) or (D) Code V Amount Price			
Common Stock	06/10/2009		S	100 D \$ 41.16	60,696	I	Held in IRA
Common Stock	06/10/2009		S	100 D \$ 41.17	60,596	I	Held in IRA
Common Stock	06/10/2009		S	200 D \$ 41.45	60,396	I	Held in IRA
Common Stock	06/10/2009		S	100 D \$ 41.47	60,296	I	Held in IRA
Common Stock	06/10/2009		S	100 D \$ 41.55	60,196	I	Held in IRA

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Common Stock	06/10/2009	S	100	D	\$ 41.56	60,096	I	Held in IRA
Common Stock	06/10/2009	S	100	D	\$ 41.64	59,996	I	Held in IRA
Common Stock	06/10/2009	S	222	D	\$ 42.04	59,774	I	Held in IRA
Common Stock						1,798,628	I	Held in TWP Holdings
Common Stock						818	I	Held in 401K
Common Stock						260,860	I	Held in TWP Trust
Common Stock						3,815	I	ESOP Shares
Common Stock						524,328	D	

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

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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)
				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

Reporting Owners

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

06/12/2009

__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.

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