

WMS INDUSTRIES INC /DE/
Form 4
September 22, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Lochiatto Kenneth

2. Issuer Name and Ticker or Trading Symbol
WMS INDUSTRIES INC /DE/
[WMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/18/2008

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP and COO

C/O WMS INDUSTRIES INC., 800
S. NORTHPOINT BLVD.

(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

WAUKEGAN, IL 60085

(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) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 09/18/2008 | | S | 868 | D | \$ 31.47 | 2,606 ⁽²⁾ ₍₁₎ | D |
| Common Stock | 09/18/2008 | | A | 7,500 | D | \$ 0 | 10,106 ⁽³⁾ | D |
| Common Stock | 09/18/2008 | | A | 6,175 | A | \$ 0 | 16,281 ⁽⁴⁾ | D |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 29.35 | 09/18/2008 | | A | 25,000 | <u>(5)</u> 09/18/2015 | Common Stock | 25,000 |
| Stock Option | \$ 29.35 | 09/18/2008 | | A | 17,295 | <u>(5)</u> 09/18/2015 | Common Stock | 17,295 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lochiatto Kenneth C/O WMS INDUSTRIES INC. 800 S. NORTHPOINT BLVD. WAUKEGAN, IL 60085 | | | Exec. VP and COO | |

Signatures

/s/ Kenneth
Lochiatto

09/22/2008

**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).

- (1) Reporting person sold 9 shares at \$31.01, 9 shares at \$31.10, 9 shares at \$31.18, 9 shares at \$31.20, 9 shares at \$31.22, 18 shares at \$31.24, 20 shares at \$31.30, 34 shares at \$31.31, 18 shares at \$31.33, 2 shares at \$31.35, 18 shares at \$31.43, 81 shares at \$31.44, 9 shares at \$31.45, 109 shares at \$31.47, 63 shares at \$31.49, 27 shares at \$31.50, 172 shares at \$31.51, 81 shares at \$31.52, 54 shares at \$31.54, 72 shares at \$31.64, 36 shares at \$31.65, and 9 shares at \$31.67 for an aggregate of 868 at an average price of \$31.47 per share.
- (2) Consists of 2,606 shares of restricted stock, restrictions will lapse on 868 shares on 9/19/2009 and on 869 on each of 9/19/2010 and 9/19/2011.
- (3) Consists of 10,106 shares of restricted stock, restrictions will lapse on (a) 1,875 on 9/18/2009 if certain performance goals are met, if not such shares will vest on 9/18/2010 provided certain performance goals are met as of that date; 1,875 shares on 9/18/2010 if certain

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performance goals are met, if not such shares and any remaining shares will forfeit; if such performance goals are met, thereafter, 1,875 shares on each of 9/18/2011 and 9/18/2012; and (b) 868 shares on 9/19/2009 and 869 shares on each of 9/19/2010 and 9/19/2011.

Consists of 16,281 shares of restricted stock, restrictions on which will lapse on (a) 1,543 shares on 9/18/09, and 1,544 on each of 9/18/10, 9/18/11 and 9/18/12; (b) 1,875 shares of restricted stock, restrictions on 1,875 on 9/18/2009 if certain performance goals are met, (4) if not such shares will vest on 9/18/2010 provided certain performance goals are met as of that date; 1,875 shares on 9/18/2010 if certain performance goals are met, if not such shares and any remaining shares will forfeit; if such performance goals are met, thereafter, 1,875 shares on each of 9/18/2011 and 9/18/2012; and (c) 868 shares on 9/19/2009 and 869 shares on each of 9/19/2010 and 9/19/2011.

(5) Vesting one-third each year on the anniversary of the grant date over three years.

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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