

POWELL INDUSTRIES INC  
Form 4  
May 13, 2008

**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 \*  
SEALE STEPHEN W JR

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 790

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2008

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

(Street)  
LAVERNIA, TX 78121-0790

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 05/09/2008                           |  | M                              |   | 2,000 <sup>(1)</sup><br>\$ 23.48  | 20,414 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 05/09/2008                           |  | M                              |   | 2,000 <sup>(3)</sup><br>\$ 15.1   | 22,414 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 05/09/2008                           |  | M                              |   | 2,000 <sup>(4)</sup><br>\$ 16.48  | 24,414 <sup>(2)</sup>                                    | D   |
| Common Stock                    | 05/09/2008                           |  | S                              |   | 6,000<br>\$ 50.018  | 18,414 <sup>(2)</sup>                                    | 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)

**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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|-------------------------------|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |                               |
| Stock Options                              | \$ 23.48   | 05/09/2008                           |  | M                              | 2,000  | 06/26/2003   | 06/26/2010      | Common Stock  | 2,000                         |
| Stock Options                              | \$ 15.1  | 05/09/2008                           |  | M                              | 2,000  | 06/25/2004   | 06/25/2011      | Common Stock  | 2,000                         |
| Stock Options                              | \$ 16.48   | 05/09/2008                           |  | M                              | 2,000  | 06/24/2005   | 06/24/2012      | Common Stock  | 2,000                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SEALE STEPHEN W JR<br>PO BOX 790<br>LAVERNIA, TX 78121-0790 |               | X         |         |       |

## Signatures

Don R. Madison, Power of Attorney for Stephen W. Seale, Jr.

05/13/2008

\*\*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) Becomes exercisable on the first anniversary of 06/26/2002, the date of the grant.

This number does not include shares of common stock issuable upon exercise of stock options, which were inadvertently included in

(2) Column 5 of the reporting person's two most recent Form 4 reporting Table I information, filed on August 30, 2007 and January 3, 2008, but does include 3,000 shares of restricted stock subject to forfeiture upon certain conditions.

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- (3) Becomes exercisable on the first anniversary of 06/25/2003, the date of the grant.
- (4) Becomes exercisable on the first anniversary of 06/24/2004, the date of the grant.

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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