

POWELL INDUSTRIES INC  
 Form 4  
 September 25, 2008

**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)  
**09/16/2008**

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

**HOUSTON, TX 77217**

(City) (State) (Zip)

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

**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		
Common 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	I	Held in TWP Holdings
Common Stock						78,720	I	Held in IRA
Common Stock						818	I	Held in 401K
Common Stock						260,860	I	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.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

