FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	S IN BENEFICIAL	L OWNERSHII

	OMB APPR	OVAL
P	OMB Number:	3235-0287
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0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* POWELL THOMAS W			POWELL INDUSTRIES INC [POWL]								Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner							
(Last)	,	First	t) (N	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2024								Officer (give title Other (specify below) below)						
P.O. BO	X 300	4. If Amendment, Date of Original Filed (Month/Day/Year) 6 L								dividual or)	Joint/Gro	oup Filir	ng (Chec	k Appl	licable			
(Street) GIDDIN	GS T	ГХ	7:	8942		y	X Form filed by One Reporting Person Form filed by More than One Reporting Person											
(City)	Rule 10b5-1(c) Transaction Indication																	
			Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													ed to		
			Table	I - Non-Deriva	tive Securit	ies	Acqı	uired	l, Dispose	ed of,	or Benefi	cial	ly Own	ed				
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date if any (Month/Day/Ye		3. Transa Code (8)		4. Securities Disposed O		ed (A) or str. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	ct ficial rship		
							Code	v	Amount	(A) or (D)	Price		Transact (Instr. 3 a	ion(s)				
Common	Stock			05/30/2024			S		417	D	\$202.065)2.0658(1)		1,688,211		I Hel TW Hol		
Common	Stock			05/30/2024			S		1,743	D	\$203.090	6(2)	1,686	5,468	:	I TV		l in D lings
Common	Stock			05/30/2024			S		984	D	\$204.228	3(3)	1,685,484			I Hel TW Hol		
Common	Stock			05/30/2024			S		3,070	D	\$205.145	8(4)	1,682,414			I	Held in TWP Holdings	
Common	Stock			05/30/2024			S		7,374	D	\$206.214	9 (5)	1,675,040		-	I Held in TWP Holdin		
Common	Stock			05/30/2024			S		5,494	D	\$206.947	7 ⁽⁶⁾	1,669,546			I Held TWP Holdi		•
Common	Stock			05/30/2024			S		918	D	\$207.736	7 ⁽⁷⁾	1,668,628		I		Held in TWP Holdings	
Common	Stock			05/31/2024			S		300	D	\$200.85	(8)	1,668,328		I		Held in TWP Holdings	
Common	Stock												707,265		I	D		
Common Stock											4,000			I R.		berly ell ⁽⁹⁾⁽¹⁰⁾		
			Tak	ole II - Derivati (e.a pu	ve Securitie								Owne	t				
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Security or Exercise (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) S A	Transaction of Code (Instr. Derivativ			hber 6. Date Exercisable and Expiration Date (Month/Day/Year) Secured Ged Seed Seed 3 and Expiration Date (Month/Day/Year) Secured Sec				Price of erivative ecurity nstr. 5)	derivative Securities Beneficies Owned Followin Reported Transact	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		nip o B O) C ct (l	11. Nature of Indirect Beneficial Ownership Instr. 4)	

		Tal	le II - Derivat (e.g., pı					ired, Disp options, o			ı or ı	-	d		
Esectantatio		3. Transaction Date s(Month/Day/Year) umn 4 is a weighted a	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (ction Instr.	of Deriv	um(D) r vative urities ,	Expiration Do (Month/Day/)	istable and te (ear)	Amou Secur	ities	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially	10. Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership
2. The price r 3. The price r	re Security Col reported in Col	lumn 4 is a weighted a	average price. These	shares w	ere sold ere sold	(A) Disp of (D	ritiple t nsed inple t	ransactions at p	rices ranging rices ranging	fiSecur from \$2	1692 (Tristr. \$2 2 0 3.69 to \$2	203.615, incluse 204.60, incluse	Reported Transaction(s)	or Indirect (I) (Instr. 4)	. (Instr. 4)
5. The price r	reported in Col	lumn 4 is a weighted a lumn 4 is a weighted a lumn 4 is a weighted a	average price. These	shares w	ere sold	and in mi	5) Iltiple t	ransactions at p	rices ranging	from \$2	205.6475 to	\$206.59, inc	lusive.		
8. The price r 9. These shar	reported in Col	lumn 4 is a weighted a lumn 4 is a weighted a ectly by the spouse of	average price. These f Thomas W. Powell.	shares w	ere sold	l in m	ıltiple t	ransactions at p	rices ranging	from \$2	200.47 to 20	01.04, inclusi	ve.		
10. For purpo therein, if any	oses of Section y, and this repo	16 of the Securities I ort shall not be deeme	Exchange Act of 1934 d an admission that s	uch repo	rting per	rson i	s the be	eneficial owner Date	of such securi	ities for	Amount of any suc PNUMBERO IS W. Pov	f Section 16 o	except to the extensor otherwise. 06/03/2024		iary interest
				Code	V	(A)	(D)	Exercisable	5410			I ling Person	Date	<u>.</u> I	

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

^{*} 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).