SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MADISON DON R	POWELL INDUSTRIES INC [POWL]	

1. Name and Address of Reporting Person*

MADISON DON R

(Last)   (First)   (Middle)

PO BOX 12818

(Street)

HOUSTON   TX   77217

(City)   (State)   (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

POWELL INDUSTRIES INC [POWL]

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

02/09/2010

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

Executive Vice President, CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2010	02/09/2010	A		900[1]	A	$0.00	10,623	D	
Common Stock	02/09/2010	02/09/2010	A		2,020[1]	A	$0.00	12,643	D	
Common Stock	02/09/2010	02/09/2010	M		10,100	A	$18.44	22,743	D	
Common Stock	02/09/2010	02/09/2010	M		4,500	A	$15.1	27,243	D	
Common Stock								972	I	ESOP Shares

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	$15.1	02/09/2010	02/09/2010	M			4,500	06/25/2008	06/25/2010	Common Stock	4,500	$15.1	0	D	
Stock Options	$18.44	02/09/2010	02/09/2010	M			10,100	06/24/2009[2]	06/24/2012	Common Stock	4,400	$18.44	4,400	D	

Explanation of Responses:

1. These restricted stock units were issued upon exercise of underlying stock options and vest in five equal installments from date of exercise; subject to certain conditions.

2. Stock Options become exercisable in equal installments on each of the first five anniversaries of 6/24/2005, the date of the Grant.

Remarks:

Don R. Madison   02/09/2010

** Signature of Reporting Person   Date