FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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1. Nume and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol POWELL INDUSTRIES INC [POWL]		5. Relationship of Reporting Person(s) to Iss (Check all applicable)				
MADISON DON R					Director	10% Owner			
·				х	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
	(1130)	(Midule)	02/09/2010		Executive Vice Presid	ent, CFO			
PO BOX 12818									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (C	Check Applicable			
HOUSTON	ТХ	77217		X	Form filed by One Reporti	ng Person			
					Form filed by More than O	ne Reporting			
(City)	(State)	(Zip)			Person	. 0			
(Oity)	(Olule)	(=)							

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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
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	М		10,100	A	\$18.44	22,743	D		
Common Stock	02/09/2010	02/09/2010	М		4,500	A	\$15.1	27,243	D		
Common Stock								972	Ι	ESOP Shares	

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

			(3)			,		· • ·			,				
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. Transa Code (8)		of Deri Sec Acq (A) Disp of (I	umber vative urities uired or oosed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of		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	М			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	м			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

** Signature of Reporting Person

Date

02/09/2010

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

* 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).

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.