

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* <u>COPE BRETT ALAN</u> (Last) (First) (Middle) 8550 MOSLEY ROAD (Street) HOUSTON TX 77075 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>POWELL INDUSTRIES INC [POWL]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President & CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2024</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> 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. | | |

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 | 08/09/2024 | 08/09/2024 | S | | 1,053 ⁽¹⁾ | D | \$161.35 ⁽²⁾ | 147,684 ⁽³⁾ | D | |
| Common Stock | 08/09/2024 | 08/09/2024 | S | | 921 ⁽¹⁾ | D | \$162.4 ⁽⁴⁾ | 146,763 ⁽³⁾ | D | |
| Common Stock | 08/09/2024 | 08/09/2024 | S | | 556 ⁽¹⁾ | D | \$163.59 ⁽⁵⁾ | 146,207 ⁽³⁾ | D | |
| Common Stock | 08/09/2024 | 08/09/2024 | S | | 220 ⁽¹⁾ | D | \$164.7 ⁽⁶⁾ | 145,987 ⁽³⁾ | D | |

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 | | | | | |

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 26, 2024.
- The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is \$161.03-161.80, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares sold at each price within the ranges set for in this footnote.
- Includes shares that have a time-based vesting provision.
- The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is \$162.06-162.66, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares sold at each price within the ranges set for in this footnote.
- The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is \$163.40-164.34, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares sold at each price within the ranges set for in this footnote.
- The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is \$164.45-164.76, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares sold at each price within the ranges set for in this footnote.

Remarks:

Michael W. Metcalf, Power of Attorney for Brett A. Cope 08/09/2024

** Signature of Reporting Person Date

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.