

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

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

1. Name and Address of Reporting Person* <u>HANCOCK BONNIE V</u> (Last) (First) (Middle) <u>PO BOX 12818</u> (Street) <u>HOUSTON TX 77075</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/11/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/11/2013		s ⁽¹⁾		900	D	\$55.72 ⁽²⁾	4,600 ⁽³⁾	D	
Common Stock	02/11/2013		s		900	D	\$54.73 ⁽⁴⁾	3,700 ⁽³⁾	D	
Common Stock	02/11/2013		p		368	A	\$55.94 ⁽⁵⁾	4,068 ⁽³⁾	D	
Common Stock	02/11/2013		p ⁽¹⁾		1,432	A	\$55.14 ⁽⁶⁾	5,500 ⁽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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

Explanation of Responses:

- Certain of the reporting person's transactions described herein are matchable under Section 16(b) of the Securities Exchange Act of 1934. The reporting person has agreed to pay to Powell Industries, Inc. the full amount of profit realized in connection with such transactions (i.e. \$780.41), less transaction costs.
- The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$55.477-55.82, 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 forth in footnote 2.
- Includes 3,000 shares of restricted stock that have time-based vesting provisions.
- The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$54.70-54.75, 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 forth in footnote 4.
- The price reported in Column 4 is a weighted average price; shares were bought in multiple transactions by the reporting person's IRA. Reporting range is \$55.85-55.97, 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 bought at each price within the ranges set forth in footnote 5.
- The price reported in Column 4 is a weighted average price; shares were bought in multiple transactions by the reporting person's IRA. Reporting range is \$54.85-55.65, 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 bought at each price within the ranges set forth in footnote 6.

Remarks:

Don R. Madison, Power of Attorney for Bonnie V. Hancock 02/13/2013

** 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.