

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

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>McGill James W</u> (Last) (First) (Middle) <u>8550 MOSLEY ROAD</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>08/27/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	08/27/2024	08/27/2024	S		1,831 ⁽¹⁾	D	\$183.22 ⁽²⁾	14,429 ⁽³⁾	D	
Common Stock	08/27/2024	08/27/2024	S		455 ⁽¹⁾	D	\$184.02 ⁽⁴⁾	13,974 ⁽³⁾	D	
Common Stock	08/27/2024	08/27/2024	S		1,315 ⁽¹⁾	D	\$185.77 ⁽⁵⁾	12,659 ⁽³⁾	D	
Common Stock	08/27/2024	08/27/2024	S		1,300 ⁽¹⁾	D	\$187.14 ⁽⁶⁾	11,359 ⁽³⁾	D	
Common Stock	08/27/2024	08/27/2024	S		1,589 ⁽¹⁾	D	\$188.19 ⁽⁷⁾	9,770 ⁽³⁾	D	
Common Stock	08/27/2024	08/27/2024	S		110 ⁽¹⁾	D	\$188.46 ⁽⁸⁾	9,660 ⁽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)					

Explanation of Responses:

- Represents number of shares sold at the average reporting range.
- Price in this column represents the average price of the reporting range. Shares were sold in multiple transactions with a reporting range of \$182.70-183.67, 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.
- Price in this column represents the average price of the reporting range. Shares were sold in multiple transactions with a reporting range of \$183.75-184.19, 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.
- Price in this column represents the average price of the reporting range. Shares were sold in multiple transactions with a reporting range of \$185.00-186.00, 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.
- Price in this column represents the average price of the reporting range. Shares were sold in multiple transactions with a reporting range of \$186.44-187.35, 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.
- Price in this column represents the average price of the reporting range. Shares were sold in multiple transactions with a reporting range of \$187.45-188.43, 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.
- Price in this column represents the average price of the reporting range. Shares were sold in multiple transactions with a reporting range of \$188.46-188.57, 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 James W. McGill 08/29/2024

** 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.

