

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 | |
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| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>POWELL THOMAS W</u> (Last) (First) (Middle) <u>PO BOX 12818</u> (Street) <u>HOUSTON TX 77217</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, Chairman of the Board</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/09/2008</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 <input type="checkbox"/> 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 | 09/09/2008 | | S | | 200 | D | \$41.76 | 531,300 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$41.77 | 531,200 | D | |
| Common Stock | 09/09/2008 | | S | | 800 | D | \$41.83 | 530,400 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$41.97 | 530,300 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$42.04 | 530,200 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$42.06 | 530,100 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$42.08 | 530,000 | D | |
| Common Stock | 09/09/2008 | | S | | 900 | D | \$42.19 | 529,100 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$42.36 | 529,000 | D | |
| Common Stock | 09/09/2008 | | S | | 800 | D | \$42.5 | 528,200 | D | |
| Common Stock | 09/09/2008 | | S | | 1,600 | D | \$42.51 | 526,600 | D | |
| Common Stock | 09/09/2008 | | S | | 100 | D | \$42.53 | 526,500 | D | |
| Common Stock | | | | | | | | 1,798,628 | I | Held in TWP Holdings |
| Common Stock | | | | | | | | 78,720 | I | Held in IRA |
| Common Stock | | | | | | | | 818 | I | Held in 401K |
| Common Stock | | | | | | | | 260,860 | I | Held in TWP Trust |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

Remarks:

[Attorney for Thomas W.
Powell](#)

** 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.