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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**DATE OF REPORT: March 8, 2006**  
*(Date of earliest event reported)*

**POWELL INDUSTRIES, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**001-12488**  
*(Commission File Number)*

**88-0106100**  
*(I.R.S. Employer  
Identification Number)*

**8550 Mosley Drive**  
**Houston, Texas**  
*(Address of Principal  
Executive Offices)*

**77075-1180**  
*(Zip Code)*

**(713) 944-6900**

*(Registrant's Telephone Number, Including Area Code)*

**N/A**  
*(Former Name or Former Address, if Changed Since Last Report)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14D-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))
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### **Item 2.02 – Results of Operations and Financial Condition**

On March 8, 2006, Powell Industries, Inc. (NASDAQ: POWL) held a conference call to discuss the results of its fiscal 2006 first quarter ended January 31, 2006, as reflected in the attached press release dated March 8, 2006 released earlier that day. A replay of the Company’s audio webcast can be accessed through the “Investor Relations/Events” tab at [www.powellind.com](http://www.powellind.com). The webcast and the press release contain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that such forward-looking statements involve risks and uncertainties in that actual results may differ materially from those projected in the forward-looking statements. In the course of operations, the Company is subject to certain risk factors, including but not limited to competition and competitive pressures, sensitivity to general economic and industrial conditions, international political and economic risks, availability and price of raw materials and execution of business strategy. The information in this Current Report is being furnished pursuant to Item 2.02, Results of Operations and Financial Condition. Pursuant to general instruction B.2. of Form 8-K, the information in this Current Report shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933.

### **Item 9.01 –Exhibits**

On March 8, 2006, the Company announced results for its fiscal 2006 first quarter ended January 31, 2006. A copy of the press release announcing the results is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

#### **(c) Exhibits:**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated March 8, 2006

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 9, 2006

POWELL INDUSTRIES, INC.

By:           /s/ DON R. MADISON          

Don R. Madison

Vice President

Chief Financial Officer

(Principal Accounting and Financial Officer)

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**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated March 8, 2006

**PRESS RELEASE****FOR IMMEDIATE RELEASE**

Contacts: Don R. Madison, CFO  
Powell Industries, Inc.  
713-947-4422

Ken Dennard / ksdennard@drg-e.com  
Karen Roan / kcroan@drg-e.com  
DRG&E / 713-529-6600

**POWELL INDUSTRIES ANNOUNCES FISCAL 2006  
FIRST QUARTER RESULTS**

HOUSTON — MARCH 8, 2006 — Powell Industries, Inc. (NASDAQ: POWL), a leading manufacturer of equipment and systems for the management and control of electrical energy and other critical processes, today announced results for the fiscal 2006 first quarter ended January 31, 2006.

Revenues for the first quarter of 2006 were \$83.8 million, of which \$12.6 million is attributable to business operations of the company's July 2005 acquisition, compared to revenues of \$47.7 million for the first quarter of fiscal 2005. First quarter revenue growth is a result of Powell's strengthening backlog in its Electrical Power Products business segment. Net income for the first quarter was \$1.1 million, or \$0.10 per diluted share, compared to a net loss of \$1.4 million, or (\$0.13) per share, in the same period a year ago.

Thomas W. Powell, chairman and chief executive officer, stated, "We are very pleased with our first quarter results, which reflect continued improvement in our Electrical Power Products business. We experienced revenue growth in all of the major sectors we serve, especially in those that call for highly complex projects with specific, customized needs, a part of the market where Powell is well positioned. In the first quarter we demonstrated a turnaround in our earnings from the first quarter of last year. Additionally, new orders continued to strengthen, and our backlog rose to a record \$287 million. We remain optimistic about the level of business activity and opportunities in our markets going forward."

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The Electrical Power Products segment recorded revenues of \$76.6 million in the first quarter, of which \$12.6 million is attributable to business operations of the company's July 2005 acquisition, compared to \$39.8 million in the first quarter a year ago. Income before income taxes for Electrical Power Products totaled \$1.4 million versus a loss before income taxes of \$2.6 million in last year's first quarter.

The Process Control Systems segment recorded revenues for the first quarter of \$7.2 million compared to \$7.9 million for the same period a year ago. Income before income taxes for Process Control Systems totaled \$361,000 versus \$255,000 a year ago.

The company's order backlog as of January 31, 2006 was a record \$287 million compared to \$147 million at the end of the first quarter a year ago and compared to \$259 million at the end of the fourth quarter of fiscal 2005. New orders placed during the first quarter totaled \$111 million compared to \$60 million in the first quarter a year ago and \$92 million in the fourth quarter of 2005.

## **OUTLOOK**

The following statements are based on the current expectations of the company. These statements are forward-looking and actual results may differ materially as further elaborated in the last paragraph below. As previously announced, the company will change its fiscal year-end to September 30 from October 31, effective September 30, 2006. Accordingly, the outlook provided for fiscal 2006 consists of eleven months compared to twelve months in fiscal 2005.

Powell Industries expects fiscal 2006 second quarter earnings to range between \$0.08 and \$0.12 per diluted share and full year 2006 earnings to range between \$0.45 and \$0.55 per diluted share. Included in the company's outlook for 2006 are projected incremental costs for the expensing of stock options and the implementation of a new ERP system. Fiscal 2006 revenue is expected to range between \$300 million and \$325 million.

## **CONFERENCE CALL**

Powell Industries has scheduled a conference call for Wednesday, March 8, 2006, at 11:00 a.m. eastern time. To participate in the conference call, dial 303-205-0066 at least 10 minutes before the call begins and ask for the Powell Industries conference call. A replay of the

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call will be available approximately two hours after the live broadcast ends and will be accessible until March 15, 2006. To access the replay, dial 303-590-3000 using a passcode of 11055349.

Investors, analysts and the general public will also have the opportunity to listen to the conference call over the Internet by visiting <http://www.powellind.com>. To listen to the live call on the web, please visit the website at least fifteen minutes before the call begins to register, download and install any necessary audio software. For those who cannot listen to the live webcast, an archive will be available shortly after the call and will remain available for approximately 90 days at <http://www.powellind.com>.

Powell Industries, Inc., headquartered in Houston, TX, designs, manufactures and services equipment and systems for the management and control of electrical energy and other critical processes. Powell provides products and services to the transportation, environmental, industrial and utility industries. For more information, please visit [www.powellind.com](http://www.powellind.com).

*Any forward-looking statements in the preceding paragraphs of this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainty in that actual results may differ materially from those projected in the forward-looking statements. In the course of operations, we are subject to certain risk factors, including but not limited to competition and competitive pressures, sensitivity to general economic and industrial conditions, international political and economic risks, availability and price of raw materials and execution of business strategy. For further information, please refer to the Company's filings with the Securities and Exchange Commission, copies of which are available from the Company without charge.*

*Tables to follow*

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**POWELL INDUSTRIES, INC. & SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS**

	Three Months Ended January 31,	
	2006	2005
	(Unaudited)	
(In thousands, except per share data)		
Revenues	\$ 83,813	\$ 47,689
Cost of goods sold	<u>69,036</u>	<u>40,730</u>
Gross profit	14,777	6,959
Selling, general and administrative expenses	<u>12,984</u>	<u>9,521</u>
Income (loss) before interest, income taxes and minority interest	1,793	(2,562)
Interest expense	335	77
Interest income	<u>(302)</u>	<u>(277)</u>
Income (loss) before income taxes and minority interest	1,760	(2,362)
Income tax provision (benefit)	649	(924)
Minority interest in net income (loss)	<u>18</u>	<u>(12)</u>
Net income (loss)	<u>\$ 1,093</u>	<u>\$ (1,426)</u>
Net earnings (loss) per common share:		
Basic	<u>\$ 0.10</u>	<u>\$ (0.13)</u>
Diluted	<u>\$ 0.10</u>	<u>\$ (0.13)</u>
Weighted average shares:		
Basic	<u>10,853</u>	<u>10,737</u>
Diluted	<u>11,004</u>	<u>10,737</u>
SELECTED FINANCIAL DATA:		
Capital Expenditures	<u>\$ 1,178</u>	<u>\$ 1,539</u>
Depreciation and amortization	<u>\$ 1,805</u>	<u>\$ 1,158</u>

**POWELL INDUSTRIES, INC. & SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

	<u>January 31,</u> <u>2006</u>	<u>October 31,</u> <u>2005</u>
	<u>(Unaudited)</u>	
	(In thousands)	
<b>Assets:</b>		
Current assets	\$ 168,393	\$ 162,177
Property, plant and equipment, net	55,281	55,678
Other assets	<u>7,168</u>	<u>8,804</u>
Total assets	<u>\$ 230,842</u>	<u>\$ 226,659</u>
<b>Liabilities &amp; stockholders' equity:</b>		
Current liabilities	\$ 61,991	\$ 58,739
Long-term debt and capital lease obligations, net of current maturities	18,833	19,436
Deferred and other long-term liabilities	3,521	3,789
Stockholders' equity and minority interest	<u>146,497</u>	<u>144,695</u>
Total liabilities and stockholders' equity	<u>\$ 230,842</u>	<u>\$ 226,659</u>

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**POWELL INDUSTRIES, INC. & SUBSIDIARIES**  
**BUSINESS SEGMENTS**

		Three Months Ended January 31,	
		2006	2005
		(Unaudited)	
(In thousands)			
<b>Revenues:</b>			
Electrical Power Products		\$ 76,642	\$ 39,764
Process Control Systems		<u>7,171</u>	<u>7,925</u>
Total revenues		<u>\$ 83,813</u>	<u>\$ 47,689</u>
<b>Income (loss) before income taxes:</b>			
Electrical Power Products		\$ 1,399	\$ (2,617)
Process Control Systems		<u>361</u>	<u>255</u>
Total income (loss) before income taxes		<u>\$ 1,760</u>	<u>\$ (2,362)</u>
		January 31,	October 31,
		2006	2005
		(Unaudited)	
(In thousands)			
<b>Identifiable tangible assets:</b>			
Electrical Power Products		\$ 184,750	\$ 172,544
Process Control Systems		11,256	10,762
Corporate		<u>30,860</u>	<u>39,013</u>
Total identifiable tangible assets		<u>\$ 226,866</u>	<u>\$ 222,319</u>
<b>Backlog:</b>			
Electrical Power Products		\$ 245,257	\$ 212,884
Process Control Systems		<u>41,257</u>	<u>46,129</u>
Total backlog		<u>\$ 286,514</u>	<u>\$ 259,013</u>