

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

FORM 10-Q

(Mark one)

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended April 30, 2000

or

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-6050

POWELL INDUSTRIES, INC.

-----  
(Exact name of registrant as specified in its charter)

NEVADA

-----  
(State or other jurisdiction of incorporation or organization)

88-0106100

-----  
(I.R.S. Employer Identification No.)

8550 Mosley Drive, Houston, Texas

-----  
(Address of principal executive offices)

77075-1180

-----  
(Zip Code)

Registrant's telephone number, including area code (713) 944-6900

Indicate by "X" whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X      No  
---

Common Stock, par value \$.01 per share; 10,367,000 shares outstanding on April 30, 2000.

Powell Industries, Inc. and Subsidiaries

Part I - Financial Information

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POWELL INDUSTRIES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	APRIL 30, 2000 -----	OCTOBER 31, 1999 -----
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents.....	\$ 4,686	\$ 10,646
Accounts receivable, less allowance for doubtful accounts of \$969 and \$852, respectively.....	46,087	43,003
Costs and estimated earnings in excess of billings.....	18,615	16,191
Inventories .....	16,273	15,173
Deferred income taxes.....	469	1,028
Prepaid expenses and other current assets.....	2,608	1,795
	-----	-----
<b>Total Current Assets.....</b>	<b>88,738</b>	<b>87,836</b>
Property, plant and equipment, net.....	32,583	33,286
Deferred income taxes.....	1,293	1,316
Other assets .....	5,307	5,093
	-----	-----
<b>Total Assets.....</b>	<b>\$127,921</b> =====	<b>\$127,531</b> =====
 <b>Liabilities and Stockholders' Equity</b>		
<b>Current Liabilities:</b>		
Current maturities of long-term debt.....	\$ 1,429	\$ 2,429
Accounts and income taxes payable.....	11,415	9,911
Accrued salaries, bonuses and commissions.....	5,494	5,447
Accrued product warranty.....	1,347	1,335
Other accrued expenses.....	4,834	4,727
Billings in excess of costs and estimated earnings.....	4,815	4,205
	-----	-----
<b>Total Current Liabilities.....</b>	<b>29,334</b>	<b>28,054</b>
Long-term debt, net of current maturities .....	6,428	7,143
Deferred compensation expense.....	1,199	1,127
Postretirement benefits liability.....	350	435
	-----	-----
Commitments and contingencies		
<b>Stockholders' Equity:</b>		
Preferred stock, par value \$.01; 5,000 shares authorized; none issued		
Common stock, par value \$.01; 30,000 shares authorized; 10,744 and 10,675 shares issued.....	107	107
Additional paid-in capital.....	6,464	6,043
Retained earnings.....	90,096	87,364
Treasury stock (377 shares at cost).....	(3,424)	---
Deferred compensation-ESOP.....	(2,633)	(2,742)
	-----	-----
<b>Total Stockholders' Equity.....</b>	<b>90,610</b>	<b>90,772</b>
	-----	-----
<b>Total Liabilities and Stockholders' Equity.....</b>	<b>\$127,921</b> =====	<b>\$127,531</b> =====

The accompanying notes are an integral part of these  
condensed consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)  
 (IN THOUSANDS, EXCEPT PER SHARE DATA)

	THREE MONTHS ENDED APRIL 30, 2000	1999
	-----	-----
Revenues.....	\$56,409	\$56,331
Cost of goods sold.....	46,905	46,093
Gross profit.....	9,504	10,238
Selling, general and administrative expenses.....	7,373	7,497
Earnings before interest and income taxes.....	2,131	2,741
Interest expense (income), net.....	(14)	137
Earnings before income taxes.....	2,145	2,604
Income tax provision.....	716	784
Net earnings.....	\$ 1,429	\$ 1,820
	=====	=====
Net earnings per common share:		
Basic.....	\$ 0.14	\$ 0.17
Diluted.....	0.14	0.17
Weighted average number of common shares outstanding.....	10,447	10,661
	=====	=====
Weighted average number of common and common equivalent shares outstanding.....	10,542	10,720
	=====	=====

The accompanying notes are an integral part of these  
 condensed consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)  
 (IN THOUSANDS, EXCEPT PER SHARE DATA)

	SIX MONTHS ENDED APRIL 30, 2000	1999
	-----	-----
Revenues.....	\$105,900	\$110,465
Cost of goods sold.....	87,354	89,295
Gross profit.....	----- 18,546	----- 21,170
Selling, general and administrative expenses.....	14,500	15,008
Earnings before interest and income taxes.....	----- 4,046	----- 6,162
Interest expense (income), net.....	(71)	273
Earnings before income taxes.....	----- 4,117	----- 5,889
Income tax provision.....	1,384	1,891
Net earnings.....	----- \$ 2,733 =====	----- \$ 3,998 =====
Net earnings per common share:		
Basic.....	\$ .26	\$ .38
Diluted.....	.26	.37
Weighted average number of common shares outstanding.....	----- 10,554 =====	----- 10,660 =====
Weighted average number of common and common equivalent shares outstanding.....	----- 10,648 =====	----- 10,744 =====

The accompanying notes are an integral part of  
 these condensed consolidated financial statements.

POWELL INDUSTRIES, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
(IN THOUSANDS)

	SIX MONTHS ENDED APRIL 30,	
	2000	1999
	-----	-----
<b>Operating Activities:</b>		
Net earnings .....	\$ 2,733	\$ 3,998
Adjustments to reconcile net earnings to net cash provided by (used in) operating activities:		
Depreciation and amortization.....	2,266	2,185
Deferred income tax provision.....	582	(51)
Postretirement benefits liability.....	(85)	(84)
Changes in operating assets and liabilities:		
Accounts receivable, net.....	(3,084)	(9,215)
Costs and estimated earnings in excess of billings.....	(2,424)	2,480
Inventories.....	(1,100)	(668)
Prepaid expenses and other current assets.....	(516)	(905)
Other assets.....	(304)	(463)
Accounts payable and income taxes payable or receivable.....	1,206	1,035
Accrued liabilities.....	166	(2,749)
Billings in excess of costs and estimated earnings.....	610	3,157
Deferred compensation expense.....	180	82
	-----	-----
Net cash provided by (used in) operating activities.....	230	(1,198)
<b>Investing Activities:</b>		
Purchases of property, plant and equipment.....	(1,473)	(3,743)
	-----	-----
Net cash used in investing activities.....	(1,473)	(3,743)
<b>Financing Activities:</b>		
Borrowings of long-term debt.....	--	17,500
Repayments of long-term debt.....	(1,714)	(12,713)
Payments to reacquire common stock.....	(3,424)	--
Exercise of stock options.....	421	31
	-----	-----
Net cash provided by (used in) financing activities.....	(4,717)	4,818
	-----	-----
Net decrease in cash and cash equivalents.....	(5,960)	(123)
Cash and cash equivalents at beginning of period.....	10,646	601
	-----	-----
Cash and cash equivalents at end of period.....	\$ 4,686	\$ 478
	=====	=====
<b>Supplemental disclosure of cash flow information (in thousands):</b>		
Cash paid during the period for:		
Interest .....	\$ 298	\$ 570
	=====	=====
Income taxes.....	\$ 1,250	--
	=====	=====

The accompanying notes are an integral part of these condensed consolidated financial statements.

Part I  
Item 1

POWELL INDUSTRIES, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

A. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, in the opinion of management, reflect all adjustments which are of a normal recurring nature necessary for a fair presentation of financial position, results of operations, and cash flows. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's October 31, 1999 annual report on Form 10-K.

In June 1998 the Financial Accounting Standards Board (FASB) issued SFAS No. 133 - "Accounting for Derivative Instruments and Hedging Activities". In June 1999 the FASB issued SFAS No. 137, which amended the effective adoption date of SFAS No. 133. This statement establishes accounting and reporting standards for derivative instruments, including derivative instruments embedded in other contracts, and for hedging activities. The statement, as amended and which is to be applied prospectively, is effective for the Company's quarter ending January 31, 2001. The Company is currently evaluating the impact of SFAS No. 133 on its future results of operations and financial position.

On December 3, 1999, the United States Securities and Exchange Commission released Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition, to provide guidance on the recognition, presentation and disclosure of revenue in financial statements. The Company reviewed its revenue recognition procedures and is satisfied that it is in compliance with SAB No. 101.

B. INVENTORIES

	April 30, 2000	October 31, 1999
	-----	-----
	(Unaudited)	
The components of inventories are summarized below (in thousands):		
Raw materials and subassemblies.....	\$10,414	\$ 9,058
Work-in-process.....	5,859	6,115
	-----	-----
Total inventories.....	\$16,273	\$15,173
	=====	=====

C. PROPERTY, PLANT AND EQUIPMENT

	April 30, 2000	October 31, 1999
	-----	-----
	(Unaudited)	
Property, plant and equipment is summarized below (in thousands):		
Land.....	\$ 3,193	\$ 3,193
Buildings and improvements.....	28,643	30,638
Machinery and equipment.....	33,371	30,409
Furniture & fixtures.....	3,923	4,464
Construction in process.....	1,337	1,035
	-----	-----
	70,467	69,739
Less-accumulated depreciation.....	(37,884)	(36,453)
	-----	-----
Total property, plant and equipment, net.....	\$32,583	\$33,286
	=====	=====

## D. PRODUCTION CONTRACTS

For contracts for which the percentage-of-completion method is used, costs and estimated earnings in excess of billings are shown as a current asset and billings in excess of costs and estimated earnings are shown as a current liability. The components of these contracts are as follows (in thousands):

	April 30, 2000 ----- (unaudited)	October 31, 1999 -----
Costs and estimated earnings.....	\$95,011	\$79,723
Progress billing.....	(76,396)	(63,532)
	-----	-----
Total costs and estimated earnings in excess of billings.....	\$18,615	\$16,191
	=====	=====
Progress billings.....	\$83,126	\$89,146
Costs and estimated earnings.....	(78,311)	(84,941)
	-----	-----
Total billings in excess of costs and estimated earnings.....	\$ 4,815	\$ 4,205
	=====	=====

## E. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share data):

	Three Months Ended April 30, 2000 ----- (unaudited)	1999 ----- (unaudited)	Six Months Ended April 30, 2000 ----- (unaudited)	1999 ----- (unaudited)
Numerator:				
Numerator for basic and diluted earnings per share-earnings from operations available to common stockholders.....	\$ 1,429	\$ 1,820	\$ 2,733	\$ 3,998
	=====	=====	=====	=====
Denominator:				
Denominator for basic earnings per share-weighted average shares.....	10,447	10,661	10,554	10,660
Effect of dilutive securities-Employee stock options...	95	59	94	84
	-----	-----	-----	-----
Denominator for diluted earnings per share-adjusted weighted-average shares with assumed conversions.....	10,542	10,720	10,648	10,744
	=====	=====	=====	=====
Basic earnings per share.....	\$0.14	\$0.17	\$0.26	\$0.38
	=====	=====	=====	=====
Diluted earnings per share.....	\$0.14	\$0.17	\$0.26	\$0.37
	=====	=====	=====	=====



## F. BUSINESS SEGMENTS

The Company has three reportable segments: 1. Switchgear and related equipment and service (Switchgear) for distribution, control and management of electrical energy, 2. Bus duct products (Bus Duct) for distribution of electric power, and 3. Process Control Systems, which consists principally of instrumentation, computer control, communications and data management system for the control of dynamic processes.

The tables below reflect certain information relating to the Company's operations by segment. Substantially all revenues represent sales to unaffiliated customers. The accounting policies of the segments are the same as those described in the summary of significant accounting policies as discussed in the Company's annual report on Form 10-K for year ended October 31, 1999. For purposes of this presentation, all general corporate expenses have not been allocated between operating segments. In addition, the corporate assets are mainly cash and cash equivalents transferred to the corporate office from the segments. The interest charges and credits to the segments from the corporate office are based on use of funds.

The required disclosures for the business segments are set forth below (in thousands):

	Three Months Ended April 30,		Six Months Ended April 30,	
	2000	1999	2000	1999
	-----		-----	
	(unaudited)		(unaudited)	
Revenues:				
Switchgear.....	\$41,313	\$40,374	\$ 76,698	\$ 81,901
Bus Duct.....	7,948	7,517	14,775	13,757
Process Control Systems.....	7,148	8,440	14,427	14,807
	-----	-----	-----	-----
Total Revenues.....	\$56,409	\$56,331	\$105,900	\$110,465
	=====	=====	=====	=====
Earnings from operations before income taxes:				
Switchgear.....	\$ 2,026	\$ 1,999	\$ 2,817	\$ 5,051
Bus Duct.....	1,529	1,386	2,524	2,474
Process Control Systems.....	(681)	301	(525)	549
Corporate.....	(729)	(1,082)	(699)	(2,185)
	-----	-----	-----	-----
Total earnings from operations before income taxes.....	\$ 2,145	\$ 2,604	\$ 4,117	\$ 5,889
	=====	=====	=====	=====
		April 30,		October 31,
		2000		1999
		-----		-----
		(unaudited)		
Assets				
Switchgear.....		\$91,008		\$ 85,157
Bus Duct.....		14,297		14,764
Process Control Systems.....		11,709		10,997
Corporate.....		10,907		16,613
		-----		-----
Total Assets.....		\$127,921		\$127,531
		=====		=====

Part I  
Item 2MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND QUARTERLY RESULTS  
OF OPERATIONS

## RESULTS OF OPERATIONS

The following table sets forth, as a percentage of revenues, certain items from the Condensed Consolidated Statements of Operations.

	April 30, 2000		April 30, 1999	
	Three Months Ended	Six Months Ended	Three Months Ended	Six Months Ended
Revenues	100.0%	100.0%	100.0%	100.0%
Gross profit	16.8	17.5	18.2	19.2
Selling, general and administrative expenses	13.1	13.7	13.3	13.6
Interest expense, net	--	--	.2	.2
Earnings from operations before income taxes	3.8	3.9	4.6	5.3
Net earnings	2.5	2.6	3.2	3.6

Revenues for the quarter ended April 30, 2000, were up 0.1 percent to \$56,409,000 from \$56,331,000 in the second quarter of last year. Revenue increases in both the Switchgear and Bus Duct business segments were offset by a decline in revenues for the Process Control Systems segments. Revenues for the six-months ended April 30, 2000, were down 4.1 percent to \$105,900,000 from \$110,465,000 for the same six-month period of last year. The decrease in revenues was mainly in the international markets, primarily consisting of sales decreases from the Switchgear business segment, offset, in part, by an increase in the Bus Duct business segment.

Gross profit, as a percentage of revenues, was 16.8 percent and 18.2 percent for the quarter ended April 30, 2000 and 1999, respectively. The decrease in the gross profit for the three-month period was due mainly to changes in scope in two major contracts in the Process Control Systems segment. Gross profit, as a percentage of revenues, was 17.5 percent and 19.2 percent for the six-months ended April 30, 2000 and 1999, respectively. The lower percentages in 2000 were mainly due to the decline in volume of the Switchgear business segment and lower prices from the domestic industrial markets and due to changes in scope in two major contracts in the Process Control Systems segment.

Selling, general and administrative expenses as a percentage of revenues were 13.1 percent and 13.3 percent for the quarter ended April 30, 2000 and 1999, respectively. Selling, general and administrative expenses as a percentage of revenues were 13.7 percent and 13.6 percent for the six-months ended April 30, 2000 and 1999, respectively. The lower percentage related to the quarter was due to decreases in administrative and legal expenses.

Interest expense (income), net The following schedule shows the amounts for interest expense and income:

	April 30, 2000		April 30, 1999	
	Three Months Ended	Six Months Ended	Three Month Ended	Six Months Ended
Expense.....	\$ 141	\$ 298	\$ 216	\$ 429
Income.....	(155)	(369)	(79)	(156)
Net.....	\$ (14)	\$ (71)	\$ 137	\$ 273
	=====	=====	=====	=====

Sources of interest expense in fiscal year 2000 and 1999 were primarily related to bank notes payable at rates between 5.2% and 7.0%. Sources of interest income were related to notes receivable and short-term investment of available funds at various rates between 5.1% and 7.0%.

Income tax provision The effective tax rate on earnings was 33.4 percent and 30.1 percent for the quarter ended April 30, 2000 and 1999, respectively. The effective tax rate on earnings was 33.7 percent and 32.2 percent for the six-months ended April 30, 2000 and 1999, respectively. The increases were primarily due to lower estimated foreign sales corporation credits compared to the prior year.

Net Earnings were \$1,429,000 or \$.14 per diluted share for the second quarter of fiscal 2000, a decrease from \$1,820,000 or \$.17 per diluted share for the same period last year. The decrease was mainly due to lower gross margins in the Process Control Systems business segment. Net Earnings were \$2,733,000 or \$.26 per diluted share for the first six-months of fiscal 2000, a decrease from \$3,998,000 or \$.37 per diluted share for the same period last year. The decrease was mainly due to lower gross margins in the Switchgear business segment and the cost of changes in scope in two major contracts in the Process Control System segment.

Backlog at April 30, 2000 the backlog was \$160,588,000 as compared to \$165,273,000 and \$156,143,000 at January 31, 2000 and October 31, 2000, respectively, a decrease of \$4,685,000 for three months and an increase of \$4,445,000 for six months. All business segments experienced decreases during the quarter with the exception of a slight increase in the Bus Duct segment. Backlog by product group at April 30, 2000, January 31, 2000, and October 31, 1999 was as follows (in thousands of dollars):

	April 2000 -----	January 2000 -----	October 1999 -----
Switchgear.....	\$106,559	\$108,334	\$105,116
Bus Duct.....	22,661	19,954	17,412
Process Control.....	31,368	36,985	33,615
	-----	-----	-----
Total.....	\$160,588 =====	\$165,273 =====	\$156,143 =====

#### LIQUIDITY AND CAPITAL RESOURCES

In September 1998, the Company amended a revolving line of credit agreement with a major domestic bank. The amendment provided for a \$10,000,000 term loan and a revolving line of credit of \$20,000,000. In December 1999 the revolving line of credit was amended to reduce the line to \$15,000,000 and to extend the maturity date to February 2002. The term of the loan was five years with four years remaining. The effective interest rate, after including an interest rate swap negotiated with the trust company of the same domestic bank, is 5.20 percent per annum plus a .75 to 1.25 percent fee based on financial performance ratios. As of April 30, 2000, the Company had no borrowings outstanding under this revolving line of credit.

The Company's ability to satisfy its cash requirements is evaluated by analyzing key measures of liquidity applicable to the Company. The following table is a summary of the measures which are significant to management:

	April 30, 2000 -----	October 31, 1999 -----
Working Capital	\$59,404,000	\$59,782,000
Current Ratio	3.03 to 1	3.13 to 1
Long-term Debt to Capitalization	.1 to 1	.1 to 1

Management believes that the Company continues to maintain a strong liquidity position. The decrease in working capital at April 30, 2000, as compared to October 31, 1999, is due mainly to a decrease in cash and cash equivalents.

Cash and cash equivalents decreased by \$5,960,000 during the six months ended April 30, 2000. The primary use of cash during this period was due to the increases in costs and estimated earnings in excess of billings and inventories. The decrease in net borrowings for the quarter was the result of a quarterly payment on the bank loan.

The Company has a stock repurchase plan under which the Company is authorized to spend up to \$5,000,000 for purchases of its common stock. Pursuant to this plan, the Company repurchased 377,000 shares of its common stock at an aggregate cost of approximately \$3,424,000 at April 30, 2000. Repurchased shares are added to treasury stock and are available for general corporate purposes including issuance under the Company's employee stock option plan.

The Company's fiscal 2000 asset management program will continue to focus on the collection of receivables and reduction in inventories. The Company believes it will be able to satisfy its capital requirements and operating needs over the

next twelve months primarily with funds available in cash and cash equivalents of \$4,686,000 funds generated from operating activities and funds available under its existing revolving credit line.

The previous discussion should be read in conjunction with the consolidated financial statements.

#### Year 2000 Readiness

The Year 2000 readiness issue results from the historical use in computer software programs and operating systems of a two digit number to represent the year. Concerns arose as to whether certain software and hardware would fail to properly function when confronted with dates that contain "00" as a two-digit year. To address the potential risk for disruption of operations, each subsidiary of the Company developed a compliance plan and conducted numerous tests as to the effectiveness of applied solutions. The costs to the Company to achieve Year 2000 readiness were approximately \$150,000.

To date, the Company has not experienced any material problems relating to the Year 2000 readiness issue. However, the Company may not have yet experienced all factors that might have Year 2000 readiness implications.

Any forward looking statements in the preceding paragraphs of this Form 10-Q 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. These risks and uncertainties include, without limitation, difficulties which could arise in obtaining materials or components in sufficient quantities as needed for the Company's manufacturing and assembly operations, unforeseen political or economic problems in countries to which the Company exports its products in relation to the Company's principal competitors, any significant decrease in the Company's backlog of orders, any material employee relations problems, or any material litigation or claims made against the Company, as well as general market conditions, competition and pricing.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's financial instruments include cash and equivalents, accounts receivable, accounts payable, debt obligations and interest rate swaps. The book value of cash and cash equivalents, accounts receivable, the short-term note payable and accounts payable are considered to be representative of fair value because of the short maturity of these instruments. The Company believes that the carrying value of its borrowings under the credit agreement approximate their fair value as they bear interest at rates indexed to the Bank's IBOR. The Company's accounts receivable are not concentrated in one customer or one industry and are not viewed as an unusual credit risk. The Company had recorded an allowance for doubtful accounts of \$969,000 at April 30, 2000 and \$852,000 at October 31, 1999, respectively.

The interest rate swap agreement, which is used by the Company in the management of interest rate exposure, is accounted for on the accrual basis. Income and expense resulting from this agreement is recorded in the same category as interest expense accrued on the related term loan. Amounts to be paid or received under the interest rate swap agreement are recognized as an adjustment to expense in the periods in which they occur.

At April 30, 2000 the Company had \$7,857,000 in borrowings subject to the interest rate swap at a rate of 5.20% through September 30, 2003. The 5.20% rate is currently approximately 1.17% below market and should represent approximately \$84,000 of reduced interest expense for fiscal year 2000 assuming the current market interest rates do not change. The approximate fair value of the swap agreement at April 30, 2000 is \$341,000. The fair value is the estimated amount the Company would receive to terminate the contract. The agreement requires that the Company pay the counterparty at the above fixed swap rate and requires the counterparty to pay the Company interest at the 90 day LIBOR rate. The closing 90 day LIBOR rate on April 30, 2000 was 6.37%.

## Part II

## OTHER INFORMATION

- ITEM 1. Legal Proceedings  
The Company is a party to disputes arising in the ordinary course of business. Management does not believe that the ultimate outcome of these disputes will materially affect the financial position or results of operations of the Company.
- ITEM 2. Changes in Securities and Use of Proceeds  
None
- ITEM 3. Defaults Upon Senior Securities  
Not applicable
- ITEM 4. Submission of Matters to a Vote of Security Holders  
At the annual meeting of stockholders of the Company held on March 17, 2000, Stephen W. Seale, Jr. and Robert C. Tranchon were elected as directors of the Company with terms ending in 2003. The directors continuing in office after the meeting are Bonnie L. Powell, Thomas W. Powell, J. F. Ahart, Eugene L. Butler, Lawrence R. Tanner and Joseph L. Becherer. As to each nominee for director, the number of votes cast for or withheld, as well as the number of abstentions and broker non-votes, were as follows:

Nominee	Votes Cast for	Votes Cast Against	Votes Withheld	Abstentions	Non-Votes
Stephen W. Seale, Jr.	8,679,486	23,886	45,558	--	1,944,700
Robert C. Tranchon	8,679,486	23,886	46,088	--	1,944,170

At the annual meeting, the stockholders also approved and ratified the actions of the directors and officers of the Company during fiscal 1999 as the acts of the Company. The number of votes cast for, against, or withheld, as well as the number of abstentions and broker non-votes, with respect to such matter was as follows:

Votes Cast For	Votes Cast Against	Abstentions	Non-Votes
8,749,460	--	--	1,944,170

- ITEM 5. Other Information  
None
- ITEM 6. Exhibits and Reports on Form 8-K  
a. Exhibits  
27.0 Financial Data Schedule  
b. Reports on Form 8-K  
None

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.

POWELL INDUSTRIES, INC.  
Registrant

June 14, 2000

-----  
Date

-----  
Thomas W. Powell  
President and Chief Executive Officer  
(Principal Executive Officer)

June 14, 2000

-----  
Date

-----  
J.F. Ahart  
Vice President,  
Secretary-Treasurer  
Chief Financial Officer  
(Principal Financial and Accounting Officer)



## EXHIBIT INDEX

Exhibit Number -----	Description -----
27	Financial Data Schedule

This schedule contains summary financial information extracted from the Company's unaudited condensed consolidated financial statements for the quarter ended April 30, 2000 and is qualified in its entirety by reference to such financial statements.

1,000

3-MOS	OCT-31-2000	
	APR-30-2000	
		4,686
		0
		47,056
		969
		16,273
		88,738
		70,467
		37,884
		127,921
		29,334
		6,428
		107
		0
		0
		90,503
127,921		56,409
		56,409
		46,905
		46,905
		7,373
		0
		(14)
		2,145
		716
1,429		0
		0
		0
		1,429
		0.14
		0.14