FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL					
OMB Number:	3235-0287					
Estimated average burden						
hours per response	e: 0.5					

Instruction 1(b)		Fil	led pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	1	nours per i	esponse: 0.5
	ess of Reporting Per MICHAEL W (First)		2. Issuer Name and Ticker or Trading Symbol POWELL INDUSTRIES INC [POWL] 3. Date of Earliest Transaction (Month/Day/Year) 10/01/2022		ationship of Reporting Po k all applicable) Director Officer (give title below) Exec Vice Pr	10% Owner Other (specify below)
(Street) HOUSTON (City)	TX (State)	77075 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting 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. Transa Code (8)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(11150.4)
Common Stock	10/01/2022	10/01/2022	A		10,000(1)	A	\$0.00	29,767 ⁽²⁾	D	
Common Stock	10/01/2022	10/01/2022	F		733	D	\$21.26(3)	29,034(2)	D	
Common Stock	10/01/2022	10/01/2022	A		6,300(4)	A	\$0.00	35,334(2)	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title of Derivative 3. Transaction Date 3A. Deemed Execution Date, 7. Title and 9. Number of 5. Number 8. Price of 10. Ownership 11. Nature 2. Conversion Transaction Amount of Derivative derivative of Indirect Security or Exercise Price of (Month/Day/Year if any (Month/Day/Year) Code (Instr. 8) Derivative Securities Security Securities Form: Direct (D) Beneficial (Instr. 3) Underlying Securities (Instr. 5) Beneficially Ownership Derivativ Owned Following or Indirect (I) (Instr. 4) Derivative Acquired (Instr. 4) Security (Instr. 3 and 4) (A) or Disposed of (D) (Instr. 3, 4 Security Reported Transaction(s) (Instr. 4) and 5) Amount Number Expiration Date Date Shares Code ν (A) (D) Exercisable Title

Explanation of Responses:

- 1. Shares granted under the Company's long-term equity compensation plan (time-vesting restricted stock unit agreement) which will equally vest on the second and third anniversaries of October 1, 2022, subject to the participant's continuous service with the Company.
- 2. Includes shares that have a time-based vesting provision.
- 3. Represents the average of the high and low stock price on 09/30/2022.
- 4. Represents time-based RSU awards that will vest in three equal annual installments on the first, second and third anniversaries of October 1, 2022, subject to the Reporting Person's continued employment with the Company.

Remarks:

Michael W. Metcalf

10/04/2022

** 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.