SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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

1. Name and Address of Reporting Person*
METCALF MICHAEL WILLIAM

(Last) (First) (Middle)
8550 MOSLEY ROAD

(Street)
HOUSTON TX 77075

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
POWELL INDUSTRIES INC [ POWL ]

3. Date of Earliest Transaction (Month/Day/Year)
06/07/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☐ Director ☐ 10% Owner
☑ Officer (give title below) ☐ Other (specify below)
Exec Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

### Rule 10b5-1(c) Transaction Indication

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

### 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 | 06/07/2024 | 06/07/2024 | S | | 600(1) | D | $155.86 | 42,600(2)(3) | D | |
| Common Stock | 06/07/2024 | 06/07/2024 | S | | 2,607(1) | D | $157.27 | 39,993(3)(4) | D | |
| Common Stock | 06/07/2024 | 06/07/2024 | S | | 2,250 | D | $158.03 | 37,743(3)(5) | D | |
| Common Stock | 06/07/2024 | 06/07/2024 | S | | 343 | D | $159.06 | 37,400(3)(6) | 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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 23, 2024.

2. The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is $155.40-156.05, 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.

3. Includes shares that have a time-based vesting provision.

4. The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is $156.77-157.77, 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.

5. The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is $157.78-158.74, 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.

6. The price reported in Column 4 is an average price; shares were sold in multiple transactions. Reporting range is $158.96-159.25, 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 06/10/2024
** 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.

**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.**