

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) <p style="text-align: center;">President, CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2008</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 07/29/2008 | | S | | 532 | D | \$56.33 | 560,968 | D | |
| Common Stock | 07/29/2008 | | S | | 300 | D | \$56.61 | 560,668 | D | |
| Common Stock | 07/29/2008 | | S | | 200 | D | \$56.4 | 560,468 | D | |
| Common Stock | 07/29/2008 | | S | | 1,313 | D | \$56.6 | 559,155 | D | |
| Common Stock | 07/29/2008 | | S | | 700 | D | \$56.59 | 558,455 | D | |
| Common Stock | 07/29/2008 | | S | | 365 | D | \$56.69 | 558,090 | D | |
| Common Stock | 07/29/2008 | | S | | 287 | D | \$56.55 | 557,803 | D | |
| Common Stock | 07/29/2008 | | S | | 200 | D | \$56.5 | 557,603 | D | |
| Common Stock | 07/29/2008 | | S | | 200 | D | \$56.41 | 557,403 | D | |
| Common Stock | 07/29/2008 | | S | | 3 | D | \$56.66 | 557,400 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.62 | 557,300 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.56 | 557,200 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.51 | 557,100 | D | |
| Common Stock | 07/29/2008 | | S | | 200 | D | \$56.54 | 556,900 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.7 | 556,800 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.45 | 556,700 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.42 | 556,600 | D | |
| Common Stock | 07/29/2008 | | S | | 100 | D | \$56.39 | 556,500 | 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)

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| 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 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|--|--|---|--|
| Explanation of Responses: | | | | | | | | | | | |
| Remarks: | | | | | | | Don R. Madison, Power of Attorney for Thomas W. Powell | | 07/31/2008 | | |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | 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.