FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to	STAT
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

## TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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*  POWELL THOMAS W					2. Issuer Name and Ticker or Trading Symbol POWELL INDUSTRIES INC [ POWL ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director X 10% Owner				
(Fi	rst)	Middle)					st Trans	saction (Month/Day/Year)									(specify )	
N TX	ζ '	77217					, Date o	of Origin	al File	d (Month/Da	y/Year)		6. Indi Line) X	Forn Forn	n filed by One n filed by Mor	Reporting Pers	son	
(St	ate)	Zip)												Peis				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3)			Date		Exe if a	Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. 8)					Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership		
							Code	v	Amount	(A) (D)	or Pi	ice				(Instr. 4)		
tock			06/21/2	2010				S		13,938	D	\$	27.98 <sup>(1)</sup>	76	3,811 <sup>(2)</sup>	D		
tock			06/21/2	2010				G		120,345 <sup>(3</sup>	) D		\$0.00	64	3,466 <sup>(2)</sup>	D		
tock			06/22/2	2010				S		28,562	D	\$	27.64 <sup>(4)</sup>	61	4,904 <sup>(2)</sup>	D		
tock														1,7	798,628	I	Held in TWP Holdings	
tock															818	I	Held in 401K	
tock														2	26,605	I	Held in TWP Trust	
tock															3,815	I	ESOP Shares	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
Title of crivative scurity nstr. 3)  2. Conversion or Exercise price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)				Transa Code ( 8)	Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number of		Der Sec (Ins	ivative urity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(Fit 2818)  N TY (St Curity (Inst tock tock tock tock tock tock tock toc	(First) (2818  N TX (State) (Control of Conversion of Exercise Price of Perivative Research (Month/Day/Year)	(First) (Middle)  2818  N TX 77217  (State) (Zip)  Table I - Note tock  tock	(First) (Middle)  2818  N TX 77217  (State) (Zip)  Table I - Non-Deriv  tock  tock 06/21/2  tock 06/21/2  tock 06/22/2  tock  tock  Table II - Derivat (e.g., ptopic of Derivation of Exercise (Month/Day/Year) Price of Perivative (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	(First) (Middle)  2818  Table I - Non-Derivative Curity (Instr. 3)  Table I - Non-Derivative Curity (Instr. 3)  2. Transaction Date (Month/Day/Year)  tock  06/21/2010  tock  06/22/2010  Table II - Derivative S (e.g., puts, compared by the compared of Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Deemed Security  4. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Deemed Security  4. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)	Conversion of Exercise Price	(First) (Middle)  2818  Table I - Non-Derivative Securities (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day  tock 06/21/2010  tock 06/21/2010  tock 06/21/2010  tock 06/21/2010  tock 06/22/2010  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  3. Date of Earlies (6/21/2010)  4. If Amendment (06/24/2010)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (e.g., puts, c	(First) (Middle)  2818  TX 77217  (State) (Zip)  Table I - Non-Derivative Securities Acterity (Month/Day/Year)  tock  06/21/2010  Table II - Derivative Securities Acterity (Month/Day/Year)  tock  06/21/2010  Table II - Derivative Securities Acterity (Month/Day/Year)  tock  06/21/2010  Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, farry (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  tock  10ck  10ck	(First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  (A. If Amendment, Date of Origin 06/24/2010  (A. Daemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Code tock 06/21/2010 State)  (Code tock 06/22/2010 State)  (Code to	(First) (Middle)  2818  A. If Amendment, Date of Original File O6/21/2010  Table I - Non-Derivative Securities Acquired, Discurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Ye	(First) (Middle)  2818  3. Date of Earliest Transaction (Month/Day/Year) 06/21/2010  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Ye	(First) (Middle)  2818  3. Date of Earliest Transaction (Month/Day/Year) 06/21/2010  Table I - Non-Derivative Securities Acquired, Disposed of, or Education Date (Month/Day/Year) 06/24/2010  Table I - Non-Derivative Securities Acquired, Disposed of, or Education Date (Month/Day/Year) 06/24/2010  Table I - Non-Derivative Securities Acquired, Disposed of, or Education Date (Month/Day/Year) 06/24/2010  2. Transaction Date (Month/Day/Year) 06/21/2010  3. Date of Earliest Transaction (Month/Day/Year) 06/24/2010  2. Transaction (Month/Day/Year) 06/24/2010  3. Date of Earliest Transaction (Month/Day/Year) 06/24/2010  2. Transaction (Month/Day/Year) 06/24/2010  3. Date of Earliest Transaction (Month/Day/Year) 06/24/2010  3. Date of Coriginal Filed (Month/Day/Year) 06/24/2010  3. Date of Coriginal	(First) (Middle)  N TX 77217  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)    A	Conversion   Con	(First) (Middle)  (First) (Middle)  (First) (Middle)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Nonth/Day/Year)  (Month/Day/Year)  (Month/Day/Y	(First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  (North/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  (Month/Day/Y	Conversion   Cock   C	

## **Explanation of Responses:**

- 1. The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$27.90 \$28.10, 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 forth in footnotes 1 and 2.
- 2. Includes 3,000 shares of restricted stock that have time-based vesting provisions.
- 3. Mr. Powell transferred shares from TWP Trust, disclosed in previous filing, to direct ownership and subsequently distributed the shares as a gift pursuant to TWP Trust.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.58 \$28.08, inclusive.

## Remarks:

Don R. Madison, Power of Attorney for Thomas W.

06/24/2010

Powell. \*\* 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.