

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 | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person* <u>BECHERER JOSEPH L</u> (Last) (First) (Middle) <u>BAYPOINT P.H. 104</u> <u>60 SEAGATE DRIVE</u> (Street) <u>NAPLES FL 34103</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 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2006</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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. 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 | | | |

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 |
| Shadow Stock | (1) | 03/20/2006 | (2) | A | | 58.03 | | (3) | (4) | Common Stock | 58.03 | \$21.54 | 58.03 | D | |
| Shadow Stock | (1) | 03/30/2006 | (2) | A | | 56.59 | | (3) | (4) | Common Stock | 56.59 | \$22.09 | 56.59 | D | |
| Shadow Stock | (1) | 03/31/2006 | (2) | A | | 93.02 | | (3) | (4) | Common Stock | 93.02 | \$21.5 | 93.02 | D | |
| Common Stock | (1) | 04/01/2006 | (2) | A | | 115.79 | | (3) | (4) | Common Stock | 115.79 | \$21.59 | 115.79 | D | |
| Common Stock | (1) | 05/10/2006 | (2) | A | | 49.78 | | (3) | (4) | Common Stock | 49.78 | \$25.11 | 49.78 | D | |
| Common Stock | (1) | 05/11/2006 | (2) | A | | 85.84 | | (3) | (4) | Common Stock | 85.84 | \$23.3 | 85.84 | D | |

Explanation of Responses:

1. No conversion price is payable. Shadow stock units, which were previously awarded in lieu of deferred director's fees automatically convert to shares of stock at the expiration of the deferral period.
2. The "deemed execution date" is not applicable to this transaction because the execution date has not been determined pursuant to Exchange Act Rule 16a-3(g)(2) or 16a-3(g)(3).
3. Upon retirement from the Board of Directors or specified deferral term.
4. No expiration date is associated with Shadow Stock Units, they are released upon retirement from the Board of Directors or expiration of the deferral term.

Remarks:

Don R. Madison, Power of Attorney for Joseph L. Becherer 05/15/2006

** 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.