#### POWELL INDUSTRIES INC

Form 4

September 26, 2008

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

**SECURITIES** Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

may continue.

(Print or Type Responses)

1. Name and A POWELL T	ddress of Report HOMAS W	ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			POWELL INDUSTRIES INC [POWL]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify				
PO BOX 12818			09/23/2008	below) below) CEO, Chairman of the Board				
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line)				

#### HOUSTON, TX 77217

(City)	(State) (	(Zip) 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 Action(A) or Disposed (Instr. 3, 4 and (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	09/23/2008		Code V S	Amount 505	(D)	Price \$ 42.57	(Instr. 3 and 4) 520,995	D				
Common Stock	09/23/2008		S	417	D	\$ 42.58	520,578	D				
Common Stock	09/23/2008		S	95	D	\$ 42.6	520,483	D				
Common Stock	09/23/2008		S	400	D	\$ 42.66	520,083	D				
Common Stock	09/23/2008		S	750	D	\$ 42.69	519,333	D				

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Common Stock	09/23/2008	S	279	D	\$ 42.76	519,054	D	
Common Stock	09/23/2008	S	1,100	D	\$ 42.8	517,954	D	
Common Stock	09/23/2008	S	200	D	\$ 42.83	517,754	D	
Common Stock	09/23/2008	S	533	D	\$ 42.84	517,221	D	
Common Stock	09/23/2008	S	26	D	\$ 42.85	517,195	D	
Common Stock	09/23/2008	S	100	D	\$ 42.86	517,095	D	
Common Stock	09/23/2008	S	200	D	\$ 42.87	516,895	D	
Common Stock	09/23/2008	S	100	D	\$ 42.9	516,795	D	
Common Stock	09/23/2008	S	100	D	\$ 42.92	516,695	D	
Common Stock	09/23/2008	S	174	D	\$ 43.05	516,521	D	
Common Stock	09/23/2008	S	21	D	\$ 44	516,500	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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
POWELL THOMAS W							
PO BOX 12818	X	X	CEO, Chairman of the Board				
HOUSTON, TX 77217							

# **Signatures**

Don R. Madison, Power of Attorney for Thomas W.
Powell
09/26/2008

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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