

POWELL INDUSTRIES INC
Form 4
May 16, 2006

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECHERER JOSEPH L

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
BAYPOINT P.H. 104, 60 SEAGATE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

NAPLES, FL 34103

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

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

(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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. P |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (Instr. 3 and 4) | Amount or Number of Shares | | |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|----------------------|----------------------------|--------|------|
| | | | 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 | \$ 2 |
| Shadow Stock | (1) | 03/30/2006 | (2) | A | 56.59 | (3) | (4) | Common Stock | 56.59 | \$ 2 |
| Shadow Stock | (1) | 03/31/2006 | (2) | A | 93.02 | (3) | (4) | Common Stock | 93.02 | \$ |
| Common Stock | (1) | 04/01/2006 | (2) | A | 115.79 | (3) | (4) | Common Stock | 115.79 | \$ 2 |
| Common Stock | (1) | 05/10/2006 | (2) | A | 49.78 | (3) | (4) | Common Stock | 49.78 | \$ 2 |
| Common Stock | (1) | 05/11/2006 | (2) | A | 85.84 | (3) | (4) | Common Stock | 85.84 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BECHERER JOSEPH L BAYPOINT P.H. 104 60 SEAGATE DRIVE NAPLES, FL 34103 | | X | | |

Signatures

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

__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).
- (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)

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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.

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.