POWELL INDUSTRIES INC

Form 4 July 06, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

02/23/2016

07/01/2016

Stock Common

Stock

Stock

Common

1. Name and Address of Reporting Person * COPE BRETT ALAN			Symbol POWE	POWELL INDUSTRIES INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[POWI	•							
(Last) (First) (Middle)			,	3. Date of Earliest Transaction (Month/Day/Year)			Director _X_ Officer (gi		6 Owner er (specify		
8550 MOSLEY ROAD				(Month/Day/Year) 02/23/2016				below)			
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	HOUSTON,	TX 77075						Form filed by More than One Reporting Person			
	(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of	
	Security	(Month/Day/Year)	Execution Date, if		onAcquired			Securities	Form: Direct	Indirect	
	(Instr. 3)		any (Month/Day/Year	Code (Instr. 8)	Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
	Common	02/23/2016	02/23/2016	D(1)	1,700	D	\$0	11,503	D		

5,600

5,000

(2)

(3)

 $A^{(1)}$

A

A

\$0

\$0

17,103

22,103

D

D

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

02/23/2016

07/01/2016

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
COPE BRETT ALAN 8550 MOSLEY ROAD HOUSTON, TX 77075			Sr VP, COO				

Signatures

Don R. Madison, Power of Attorney for Brett A.
Cope 07/06/2016

**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) Transaction involved an amendment of an outstanding grant of RSU awards that were originally granted on October 1, 2015, resulting in the deemed cancellation and regrant of the award.
- (2) Represents time-based RSU awards that will vest in three equal annual installments on the first, second and third anniversaries of October 1, 2015, subject to the Reporting Person's continued employment with the Company.
- (3) Represents time-based RSUs that vests 100% on the third anniversary date from the date of grant.

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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