

WMS INDUSTRIES INC /DE/
Form 4
September 22, 2008

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 *
McNicholas John

2. Issuer Name and Ticker or Trading Symbol
WMS INDUSTRIES INC /DE/
[WMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O WMS INDUSTRIES INC., 800
S. NORTHPOINT BLVD.

09/18/2008

VP, Controller & CAO

(Street)

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

WAUKEGAN, IL 60085

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/18/2008		S	376 D \$ 31.47 (1)	1,131 (2)	D	
Common Stock	09/18/2008		A	1,741 A \$ 0	2,872 (3)	D	

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

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 29.35	09/18/2008		A	4,876	<u>(4)</u> 09/18/2015	Common Stock	4,876

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNicholas John C/O WMS INDUSTRIES INC. 800 S. NORTHPOINT BLVD. WAUKEGAN, IL 60085			VP, Controller & CAO	

Signatures

/s/ John P.
McNicholas, Jr. 09/22/2008

**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).
- (1) Reporting person sold 4 shares at \$31.01, 4 shares at \$31.10, 4 shares at \$31.18, 4 shares at \$31.20, 4 shares at \$31.22, 8 shares at \$31.24, 9 shares at \$31.30, 15 shares at \$31.31, 8 shares at \$31.33, 1 share at \$31.35, 8 shares at \$31.43, 35 shares at \$31.44, 4 shares at \$31.45, 47 shares at \$31.47, 27 shares at \$31.49, 12 shares at \$31.50, 74 shares at \$31.51, 35 shares at \$31.52, 23 shares at \$31.54, 31 shares at \$31.64, 15 shares at \$31.65, and 4 shares at \$31.67 for an aggregate of 376 at an average price of \$31.47 per share.
- (2) Includes 1,131 shares of restricted stock, restrictions on which will lapse on 377 shares on 9/19/2009, and 377 shares on each of 9/19/2010 and 9/19/2011.
- (3) Includes of 2,872 shares of restricted stock, restrictions on which will lapse on (a) 435 on each of 9/18/09, 9/18/10 and 9/18/11 and 436 shares on 9/18/12; and (b) 377 shares on 9/19/2009, and 377 shares on each of 9/19/2010 and 9/19/2011.
- (4) Vesting one-third each year on the anniversary of the grant date over three years.

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.