

HANCOCK BONNIE V
Form 4
February 13, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
HANCOCK BONNIE V

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2013

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

PO BOX 12818

(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

HOUSTON, TX 77075

(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 or Price (A) or (D)		
Common Stock	02/11/2013		S ⁽¹⁾		900	D	\$ 55.72 4,600 ⁽³⁾ ₍₂₎
Common Stock	02/11/2013		S		900	D	\$ 54.73 3,700 ⁽³⁾ ₍₄₎
Common Stock	02/11/2013		P		368	A	\$ 55.94 4,068 ⁽³⁾ ₍₅₎
Common Stock	02/11/2013		P ⁽¹⁾		1,432	A	\$ 55.14 5,500 ⁽³⁾

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- (3) Includes 3,000 shares of restricted stock that have time-based vesting provisions.

The price reported in Column 4 is a weighted average price; shares were sold in multiple transactions. Reporting range is \$54.70-54.75, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares sold at each price within the ranges set forth in footnote 4.

- (5) The price reported in Column 4 is a weighted average price; shares were bought in multiple transactions by the reporting person's IRA. Reporting range is \$55.85-55.97, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares bought at each price within the ranges set forth in footnote 5.

- (6) The price reported in Column 4 is a weighted average price; shares were bought in multiple transactions by the reporting person's IRA. Reporting range is \$54.85-55.65, inclusive. Reporting person, upon request, will provide Powell Industries, Inc. or the staff of the Securities & Exchange Commission full information regarding the number of shares bought at each price within the ranges set forth in footnote 6.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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