

WMS INDUSTRIES INC /DE/

Form 4

September 22, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GAMACHE BRIAN R

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/18/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)
WAUKEGAN, IL 60085

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	09/18/2008		A		34,072	A	\$ 0
					105,567 ⁽¹⁾	D	
Common Stock	09/18/2008		A		20,401	A	\$ 0
					125,968 ⁽²⁾	D	

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

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(9-02)

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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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 29.35	09/18/2008		A		57,134		(3)	09/18/2015	Common Stock	57,134

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GAMACHE BRIAN R C/O WMS INDUSTRIES INC. 800 S. NORTHPOINT BLVD. WAUKEGAN, IL 60085	X Chairman and CEO

Signatures

/s/ Brian R.
Gamache 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) Includes 69,019 shares of restricted stock, restrictions will lapse on (a) 17,036 shares on 9/18/2009 if certain performance goals are met, if not such shares will vest on 9/18/2010 provided certain performance goals are met as of that date; 17,036 shares on 9/18/2010 if certain performance goals are met; (b) 4,413 shares on 9/19/2010, and 4,414 shares on each of 9/19/2009 and 9/19/2011; and (c) 7,235 shares on each of 6/7/2009 and 6/7/2010 and 7,236 shares on 6/7/2011.

(2) Includes 89,420 shares of restricted stock, restrictions will lapse on (a) 5,100 on each of 9/18/09, 9/18/10 and 9/18/11 and 5,101 on 9/18/12; (b) 17,036 shares on 9/18/2009 if certain performance goals are met, if not such shares will vest on 9/18/2010 provided certain performance goals are met as of that date; 17,036 shares on 9/18/2010 if certain performance goals are met; (c) 4,413 shares on 9/19/2010, and 4,414 shares on each of 9/19/2009 and 9/19/2011; and (d) 7,235 shares on each of 6/7/2009 and 6/7/2010 and 7,236 shares on 6/7/2011.

(3) 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.

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