

POWELL INDUSTRIES INC
Form 4
June 14, 2005

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)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2005

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

**BAYPOINT P.H. 104, 60
SEAGATE DRIVE**

(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

NAPLES, FL 34103

(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)
				(A) or (D) Price			
Common Stock	06/10/2005		A/K	V Amount (D) Price 2,000 <u>(1)</u>	3,000	D	

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

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(9-02)

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

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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. Pr Deriv Secur (Instr			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Shadow Stock	(3)	06/10/2005	(4)	A	105.54	(5)	(6)	Common Stock	105.54	\$ 1	

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. 06/14/2005

**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) Restricted stock grant is subject to forfeiture - restrictions lapse with respect to 1,000 shares on the first anniversary from the date of the grant, and restrictions lapse with respect to the remaining 1,000 shares on the second anniversary from the date of the grant.
- (2) Not applicable due to no consideration was payable in connection with the grant of the restricted stock.
- (3) 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.
- (4) 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).
- (5) Upon retirement from the Board of Directors or specified deferral term.
- (6) 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.