POWELL INDUSTRIES INC

Form 4

December 19, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(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]

(Check all applicable)

5. Relationship of Reporting Person(s) to

BAYPOINT P.H. 104, 60

(Middle) (First)

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

X_ Director Officer (give title below)

10% Owner Other (specify

SEAGATE DRIVE

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

12/13/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

NAPLES, FL 34103

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	12/13/2013	12/13/2013	Code V	Amount 59.327	or (D)	Price \$	(Instr. 3 and 4) 20,430.327	D	
Stock	12/13/2013	12/13/2013	•	<u>(1)</u>	7.1	64.772	<u>(2)</u>	D	
Common Stock	03/14/2014	03/14/2014	P	57.653 (1)	A	\$ 66.91	20,487.798 (2)	D	
Common Stock	06/13/2014	06/13/2014	P	65.574 (1)	A	\$ 62.86	20,553.554 (2)	D	
Common Stock	09/12/2014	09/12/2014	P	82.058 (1)	A	\$ 53.479	20,635.612 (2)	D	
Common Stock	12/17/2014	12/17/2014	P	100.295	A	\$ 45.717	20,735.907 (2)	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration		Number		
							of				
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		

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.

12/19/2014

**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).

Deletionship

- (1) Purchase pursuant to an automatic dividend reinvestment arrangement with broker.
- (2) Includes 3,000 shares of restricted stock that have time-based vesting provisions.

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.

Reporting Owners 2