

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-09-28**  
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### REPORTING OWNER

**MADISON DON R**

CIK: **1219197**

Type: **4** | Act: **34** | File No.: **001-12488** | Film No.: **13525722**

### ISSUER

**POWELL INDUSTRIES INC**

CIK: **80420** | IRS No.: **880106100** | State of Incorporation: **NV** | Fiscal Year End: **0930**

SIC: **3613** Switchgear & switchboard apparatus

Mailing Address

*8550 MOSLEY DRIVE P O  
BOX 12818*

*8550 MOSLEY DRIVE P O  
BOX 12818  
HOUSTON TX 77075*

Business Address

*8550 MOSLEY DR  
POST OFFICE BOX 12818  
HOUSTON TX 77075  
7139446900*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>MADISON DON R</b>			2. Issuer Name and Ticker or Trading Symbol <b>POWELL INDUSTRIES INC [POWL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Executive Vice President, CFO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/28/2012</b>			
PO BOX 12818						
(Street) <b>HOUSTON, TX 77217</b>			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/28/2012		A		725 <sup>(1)</sup>	A	\$ 0	38,728 <sup>(2)</sup>	D	
Common Stock	12/03/2012		A		2,360 <sup>(3)</sup>	A	\$ 0	41,088 <sup>(2)</sup>	D	
Common Stock								975	I	401(k) Shares

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Explanation of Responses:

1. Shares granted under the Company's long-term equity compensation plan (time-vesting restricted stock unit agreement).

2. Includes 4,603 shares of restricted stock of which 803 shares, awarded under the Company's long-term equity compensation plan, will vest on September 30, 2013 and 3,800 shares, which were issued upon the exercise of underlying stock options, will vest in five years from the date of the exercise, subject to certain conditions.
3. Shares granted under the Company's long-term equity compensation plan (performance-vesting restricted stock unit agreement).

### Signatures

Don R. Madison

\*\* Signature of Reporting Person

01/11/2013

Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**