Pacey Larry J. Form 4 August 07, 2009

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

(Ctota)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pacey Larry J. Issuer Symbol WMS INDUSTRIES INC /DE/ (Check all applicable) [WMS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title) (Month/Day/Year) below) 800 S. NORTHPOINT BLVD 08/07/2009 EVP of Global Products & CIO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting WAUKEGAN, IL 60085 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. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Stock	08/07/2009		Code V A	Amount 8,906 (1)	(D)	Price \$ 0	40,457 (2)	D		
Common Stock	08/07/2009		F	3,514 (3)	D	\$ 40.01	36,943 <u>(2)</u>	D		
Common Stock	08/07/2009		S	5,392	D	\$ 40.85	31,551 (2)	D		

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

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 control

Edgar Filing: Pacey Larry J. - Form 4

number.

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. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	^		Number		
						2.1010104010			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pacey Larry J. 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085

EVP of Global Products & CIO

Signatures

/s/ Larry J. 08/07/2009 Pacey

**Signature of Date
Reporting Person

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) These shares were issued in payout of certain equity-based performance units awarded to reporting person on August 14, 2006 with a performance measurement date of June 30, 2009.
- goals are met, if not, such shares will vest on 9/18/2010 provided certain performance goals are met as of that date; 1,250 shares on 9/18/2010 if certain performance goals are met, if not, such shares and any remaining shares will forfeit; if such performance goals are met, thereafter, 1,250 shares on each of 9/18/2011 and 9/18/2012; (b) 4,500 on 6/16/2010; (c) 1,272 shares on each of 9/19/2009 and 9/19/2010 and 1,273 shares on 9/19/2011; (d) 5,000 shares on each of 9/20/2009 and 9/20/2010 and (e) 2,058 shares on each of 9/18/2009 and 9/18/2011 and 2.059 on each of 9/18/2010 and 9/18/2012.

Includes or consists of 31,551 shares of restricted stock, for which restrictions will lapse on (a) 1,250 on 9/18/2009 if certain performance

(3) Represents a reduction in shares to satisfy tax withholding in connection with the payout of the equity-based performance units described in footnote 1.

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