POWELL INDUSTRIES INC

Form 4 January 31, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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January 31, 2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WOLNY RONALD J			Symbol	r Name and Ticker or Trading LL INDUSTRIES INC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last) (First) (Middle) PO BOX 1703		3. Date of (Month/D 01/27/20		X Director 10% Owner Officer (give title Other (specify below)			
(Street) MEDINA, TX 78055			4. If Amer	endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	(City)		Zip) Table	le I - Non-Derivative Securities A	Person 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)	Code Disposed of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following Reported Transaction(s) (Instr. 3 and 4)			
	Common Stock	01/27/2006		M 1,468 A (1)	16,150 D			

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	Date	7. Title and A Underlying S (Instr. 3 and A	Securities	8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	43.29	(2)	<u>(1)</u>	Common Stock	43.29	\$ 1
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	106.33	(2)	<u>(1)</u>	Common Stock	106.33	\$ 1
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	169.15	(2)	<u>(1)</u>	Common Stock	169.15	\$ 1
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	57.68	(2)	<u>(1)</u>	Common Stock	57.68	\$ 1
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	144.61	(2)	<u>(1)</u>	Common Stock	144.61	\$ 1
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	179.2	(2)	<u>(1)</u>	Common Stock	179.2	\$ 1
Shadow Stock Units	(1)	01/27/2005		M	128.53	(2)	<u>(1)</u>	Common Stock	128.53	\$ 1
Shadow Stock Units	(1)	01/27/2005		M	167.39	(2)	<u>(1)</u>	Common Stock	167.39	\$ 1
Shadow Stock Units	(1)	01/27/2005		M	43.76	(2)	<u>(1)</u>	Common Stock	43.76	\$ 1
Shadow Stock Units	<u>(1)</u>	01/27/2005		M	54.65	(2)	<u>(1)</u>	Common Stock	54.65	\$ 1
Shadow Stock Units	(1)	01/27/2005		M	143.51	(2)	<u>(1)</u>	Common Stock	143.51	\$ 1
Shadow	<u>(1)</u>	01/27/2005		M	52.22	(2)	<u>(1)</u>	Common	52.22	\$ 1

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Stock Units							Stock		
Shadow Stock Units	(1)	01/27/2005	M	52.22	(2)	<u>(1)</u>	Common Stock	52.22	\$ 1
Shadow Stock Units	(1)	01/27/2005	M	126.02	(2)	<u>(1)</u>	Common Stock	126.02	\$ 1

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
WOLNY RONALD J							
PO BOX 1703	X						
MEDINA, TX 78055							

Signatures

Don R. Madison, Power of Attorney for Ronald J. Wolny 01/30/2006

**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).
 - Shadow Stock Units were granted in payment of director's fees at the fair market value of the Common Stock on the date of the grant of
- (1) the Shadow Stock Units. Shadow Stock Units automatically convert without further payment to shares of Common Stock at the expiration of the deferral period. Fractional shares are not issued.
- (2) Various: Upon retirement from the Board of Directors or specified 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.

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