

POWELL INDUSTRIES INC
Form 4/A
November 15, 2016

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 *
COPE BRETT ALAN

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)
8550 MOSLEY ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2016

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

HOUSTON, TX 77075

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
07/06/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 02/23/2016 | 02/23/2016 | D ⁽¹⁾ | | 3,700 (2) | D | \$ 0 9,503 |
| Common Stock | 02/23/2016 | 02/23/2016 | A ⁽¹⁾ | | 5,600 (3) | A | \$ 0 15,103 |
| Common Stock | 07/01/2016 | 07/01/2016 | A | | 5,000 (4) | A | \$ 0 20,103 |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| COPE BRETT ALAN 8550 MOSLEY ROAD HOUSTON, TX 77075 | X | | President & CEO | |

Signatures

Don R. Madison, Power of Attorney for Brett A. Cope 11/15/2016

__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) Transaction involved an amendment of an outstanding grant of RSU awards that were originally granted on October 1, 2015, resulting in the deemed cancellation and regrant of the award.
The reporting person is filing this amendment to correct an error with respect to the amount of securities deemed to have been cancelled pursuant to the transaction described in footnote (1), which in turn resulted in an error in the amount of securities reported as beneficially owned in subsequent reported transactions.
- (2) Represents time-based RSU awards that will vest in three equal annual installments on the first, second and third anniversaries of October 1, 2015, subject to the Reporting Person's continued employment with the Company.
- (3) Represents time-based RSUs that vests 100% on the third anniversary date from the date of grant.

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.