

POWELL INDUSTRIES INC

Form 4/A

November 15, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

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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 SECURITIESFiled 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 ALAN2. 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

4. If Amendment, Date Original Filed(Month/Day/Year)
07/06/20166. Individual or Joint/Group Filing(Check Applicable Line)
☒ 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 Ownership (Instr. 4)
Common Stock	02/23/2016	02/23/2016	D ⁽¹⁾	(A) or (D) Amount 3,700 ⁽²⁾ Price \$ 0	9,503	D	
Common Stock	02/23/2016	02/23/2016	A ⁽¹⁾	(A) or (D) Amount 5,600 ⁽³⁾ Price \$ 0	15,103	D	
Common Stock	07/01/2016	07/01/2016	A	(A) or (D) Amount 5,000 ⁽⁴⁾ Price \$ 0	20,103	D	

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

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(9-02)

number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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
- (2) 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.
- (3) 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.
- (4) 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.

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