

POWELL INDUSTRIES INC  
Form 8-K  
July 22, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT (Date of earliest event reported): February 23, 2011  
POWELL INDUSTRIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-12488**  
(Commission File Number)

**88-0106100**  
(I.R.S. Employer  
Identification Number)

**8550 Mosley Drive**  
**Houston, Texas**  
(Address of Principal  
Executive Offices)

**77075-1180**  
(Zip Code)

**(713) 944-6900**  
(Registrant's Telephone Number, Including Area Code)

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14D-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

As reported in the Powell Industries, Inc. (the Company) Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, at the annual meeting of stockholders of the Company held on February 23, 2011, Eugene L. Butler, Christopher E. Cragg and Bonnie V. Hancock were re-elected as directors of the Company with terms ending in 2014. The other directors continuing in office after the meeting are Joseph L. Becherer, James F. Clark, Patrick L. McDonald, Thomas W. Powell, Stephen W. Seale, Jr. and Robert C. Tranchon. As to each nominee for director, the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, were as follows:

**Proposal No. 1: Election of directors**

<b>Nominee</b>	<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Votes Withheld</b>	<b>Abstentions</b>	<b>Non-Votes</b>
Eugene L. Butler	8,513,266		1,061,828		
Christopher E. Cragg	9,184,252		390,842		
Bonnie V. Hancock	9,325,901		249,193		

In addition at this annual meeting, the stockholders approved the Company's say-on-pay proposal relating to the compensation paid to the Company's executives and the related compensation discussion and analysis contained in the Company's proxy statement relating to such annual meeting as follows:

**Proposal No. 2: Say-on-Pay advisory vote**

FOR 9,372,480                                  AGAINST 139,015                                  ABSTAIN 24,221

Finally, the stockholders approved that the frequency of future say-on-pay proposals would be every year as follows:

**Proposal No. 3: Frequency of future Say-On-Pay advisory votes**

ONE    TWO    THREE    ABSTAIN    6,946  
YEAR 4,633,432                          YEARS 105,946                          YEARS 4,175,224

In accordance with the stockholders' recommendation, the Company has determined that a non-binding, advisory vote on executive officers' compensation will be conducted annually, until the next stockholder non-binding, advisory vote on the frequency for stockholders' non-binding, advisory vote on executive officers' compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

POWELL INDUSTRIES, INC.

Date: July 22, 2011

By: /s/Don R. Madison  
Don R. Madison  
Executive Vice President Chief  
Financial and Administrative Officer  
(Principal Accounting and Financial  
Officer)

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