

WMS INDUSTRIES INC /DE/

Form 4

February 12, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VARESCI WILLIAM J JR

2. Issuer Name **and** Ticker or Trading
Symbol
WMS INDUSTRIES INC /DE/
[WMS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O WMS INDUSTRIES INC., 800
S. NORTHPOINT BLVD.

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

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

WAUKEGAN, IL 60085

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/08/2008		M		37,500	A	\$ 20.33	63,950 <u>(1)</u>	D	
Common Stock	02/08/2008		S		4,700	D	\$ 39	59,250 <u>(1)</u>	D	
Common Stock	02/08/2008		S		100	D	\$ 38.67	59,150 <u>(1)</u>	D	
Common Stock	02/08/2008		S		1,000	D	\$ 38.66	58,150 <u>(1)</u>	D	
Common Stock	02/08/2008		S		524	D	\$ 38.65	57,626 <u>(1)</u>	D	

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Common Stock	02/08/2008	S	600	D	\$ 38.64	57,026 ⁽¹⁾	D
Common Stock	02/08/2008	S	300	D	\$ 38.62	56,726 ⁽¹⁾	D
Common Stock	02/08/2008	S	300	D	\$ 38.61	56,426 ⁽¹⁾	D
Common Stock	02/08/2008	S	700	D	\$ 38.6	55,726 ⁽¹⁾	D
Common Stock	02/08/2008	S	300	D	\$ 38.58	55,426 ⁽¹⁾	D
Common Stock	02/08/2008	S	1,600	D	\$ 38.57	53,826 ⁽¹⁾	D
Common Stock	02/08/2008	S	400	D	\$ 38.56	53,426 ⁽¹⁾	D
Common Stock	02/08/2008	S	100	D	\$ 38.55	53,326 ⁽¹⁾	D
Common Stock	02/08/2008	S	2,476	D	\$ 38.54	50,850 ⁽¹⁾	D
Common Stock	02/08/2008	S	876	D	\$ 38.53	49,974 ⁽¹⁾	D
Common Stock	02/08/2008	S	224	D	\$ 38.51	49,750 ⁽¹⁾	D
Common Stock	02/08/2008	S	9,200	D	\$ 38.5	40,550 ⁽¹⁾	D
Common Stock	02/08/2008	S	100	D	\$ 38.49	40,450 ⁽¹⁾	D
Common Stock	02/08/2008	S	2,100	D	\$ 38.48	38,350 ⁽¹⁾	D
Common Stock	02/08/2008	S	100	D	\$ 38.47	38,250 ⁽¹⁾	D
Common Stock	02/08/2008	S	200	D	\$ 38.46	38,050 ⁽¹⁾	D
Common Stock	02/08/2008	S	1,600	D	\$ 38.45	36,450 ⁽¹⁾	D
Common Stock	02/08/2008	S	600	D	\$ 38.3	35,850 ⁽¹⁾	D
Common Stock	02/08/2008	S	500	D	\$ 38.28	35,350 ⁽¹⁾	D
Common Stock	02/08/2008	S	2,000	D	\$ 38.27	33,350 ⁽¹⁾	D
	02/08/2008	S	100	D		33,250 ⁽¹⁾	D

Common					\$		
Stock					38.26		
Common	02/08/2008	S	3,600	D	\$	26,450 ⁽¹⁾	D
Stock					38.25		

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.33	02/08/2008		M		37,500		12/09/2004	12/09/2014	Common Stock	37,500

Reporting Owners

Reporting Owner Name / Address	Relationships
VARESCHI WILLIAM J JR C/O WMS INDUSTRIES INC. 800 S. NORTHPOINT BLVD. WAUKEGAN, IL 60085	Director 10% Owner Officer Other
	X

Signatures

/s/ William J.
Vareschi Jr. 02/12/2008

**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) Includes (i) 7,336 shares of restricted stock, restrictions on 3,668 shares will lapse on each of 9/18/08 and 9/18/09; (ii) 6,636 shares of restricted stock, restrictions on these shares will lapse when the reporting person ceases to be a director provided such reporting person

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gives 6 months notice of any resignation, except as otherwise agreed by the Board of Directors and (iii) 4,978 shares of Common Stock to be delivered pursuant to deferred stock units when the reporting person ceases to be a director.

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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