

NICASTRO LOUIS J
Form 4
April 27, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NICASTRO LOUIS J

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.

04/23/2009

(Street)

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	04/23/2009		M		15,135	A	\$ 16.95
					41,751	(1)	
Common Stock	04/23/2009		S		18,803	D	\$ 32.748
					22,948	(1)	
						(2)	

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

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SEC 1474
(9-02)

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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)
Stock Option	\$ 16.95	04/23/2009		M	15,135	⁽³⁾ 08/14/2016	Common Stock 15,135

Reporting Owners

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

Signatures

/s/ Louis J. Nicastro 04/27/2009

**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 or consists of (i) 17,970 shares of restricted stock, restrictions will lapse as to (a) 3,833 shares on 9/18/09 and 9/18/2010; (b) 3,668 shares on 9/18/09; and (c) 6,636 shares when the reporting person ceases to be a director provided such reporting person gives 6 months notice of any resignation, except as otherwise agreed by the Board of Directors and (ii) 4,978 shares of Common Stock to be delivered pursuant to deferred stock units when the reporting person ceases to be a director.

(2) Reporting person sold 1 share at \$30.37, 599 shares at \$30.38, 1 share at \$30.42, 100 shares at \$30.475, 400 shares at \$30.48, 200 shares at \$30.483, 600 shares at \$30.49, 300 shares at \$30.495, 200 shares at \$30.50, 100 shares at \$30.557, 200 shares at \$30.58, 200 shares at \$30.59, 100 shares at \$30.60, 700 shares at \$30.61, 300 shares at \$30.63, 100 shares at \$30.64, 800 shares at \$30.65, 300 shares at \$30.66, 100 shares at \$30.67, 1,500 shares at \$30.68, 600 shares at \$30.69, 100 shares at \$30.70, 300 shares at \$30.72, 500 shares at \$30.73, 300 shares at \$30.75, 1,300 shares at \$30.755, 2,300 shares at \$30.76, 1,000 shares at \$30.83, 500 shares at \$30.915, 1,700 shares at \$30.92, 100 shares at \$30.94, 2,900 shares at \$30.95, 2 shares at \$30.98, and 400 shares at \$31.01, for an aggregate of 18,803 at an average price of \$30.75 per share.

(3) Two year vesting: 7,567 shares on 8/14/2007 and 7,568 shares on 8/14/2008.

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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