

RABIN EDWARD W

Form 4

August 14, 2009

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RABIN EDWARD W

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)

800 S. NORTHPOINT BLVD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/12/2009		M		500	A \$ 16.95	18,470 ⁽¹⁾	D	
Common Stock	08/12/2009		S		500	D \$ 41.44	17,970 ⁽¹⁾	D	
Common Stock	08/13/2009		M		1,500	A \$ 16.95	19,470 ⁽¹⁾	D	
Common Stock	08/13/2009		S		1,500	D \$ 42.57 ⁽²⁾	17,970 ⁽¹⁾	D	
Common Stock							32,168	I	By Edward

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Common Stock	3,750 ⁽³⁾	I	Rabin Trust By Wife
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	8. Derivative Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.95	08/12/2009		M			500	<u>(4)</u>	08/14/2016	Common Stock	500
Stock Option	\$ 16.95	08/13/2009		M			1,500	<u>(4)</u>	08/14/2016	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RABIN EDWARD W 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085	X

Signatures

/s/ Edward W.
Rabin 08/14/2009

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).

- Includes or consists of 17,970 shares of restricted stock, for which restrictions will lapse as to (a) 3,668 shares on 9/18/09; (b) 3,833 shares on 9/18/09 and 9/18/2010 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.
- (1) The details of these trades were as follows: 100 at \$42.57; 200 at \$42.58; 100 at \$42.59; 100 at \$42.62; 100 at \$42.63; 200 at \$42.64; 100 at \$42.645; 100 at \$42.66; 300 at \$42.665 and 200 at \$42.67.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or any other purpose.
- (3) Two year vesting: 50% on 8/14/07 and 8/14/08.

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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