

WMS INDUSTRIES INC /DE/
Form 4
August 07, 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 *
EDIDIN ORRIN 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)
800 S. NORTHPOINT BLVD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

WAUKEGAN, IL 60085

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

(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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/05/2009		M		7,500 A \$ 18.98	55,300 ⁽¹⁾	D
Common Stock	08/05/2009		S		15,401 D \$ 40.19	39,899 ⁽¹⁾	D
Common Stock	08/06/2009		M		55,566 A \$ 20.33	95,465 ⁽¹⁾	D
Common Stock	08/06/2009		M		9,489 A \$ 21.67	104,954 ⁽¹⁾	D
Common Stock	08/06/2009		M		23,012 A \$ 16.95	127,966 ⁽¹⁾	D

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Common Stock	08/06/2009	S	88,067	D	\$ <u>(3)</u>	40.07	39,899 <u>(1)</u>	D
Common Stock	08/07/2009	A	13,321 <u>(4)</u>	A	\$ 0		53,220 <u>(1)</u>	D
Common Stock	08/07/2009	F	5,255 <u>(5)</u>	D	\$ 40.01		47,965 <u>(1)</u>	D
Common Stock	08/07/2009	M	60	A	\$ 16.95		48,025 <u>(1)</u>	D
Common Stock	08/07/2009	M	11,559	A	\$ 21.67		59,584 <u>(1)</u>	D
Common Stock	08/07/2009	M	23,784	A	\$ 22.66		83,368 <u>(1)</u>	D
Common Stock	08/07/2009	S	35,403	D	\$ <u>(6)</u>	42.24	47,965 <u>(1)</u>	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 18.98	08/05/2009		M	7,500	05/10/2005	05/10/2014	Common Stock	7,500
Stock Option	\$ 20.33	08/06/2009		M	55,566	<u>(7)</u>	12/09/2014	Common Stock	55,566
Stock Option	\$ 21.67	08/06/2009		M	9,489	<u>(8)</u>	01/07/2015	Common Stock	9,489
Stock Option	\$ 16.95	08/06/2009		M	23,012	<u>(9)</u>	08/14/2016	Common Stock	23,012

Stock Option	\$ 16.95	08/07/2009	M	60	<u>(9)</u>	08/14/2016	Common Stock	60
Stock Option	\$ 21.67	08/07/2009	M	11,559	<u>(8)</u>	01/07/2015	Common Stock	11,559
Stock Option	\$ 22.66	08/07/2009	M	23,784	<u>(10)</u>	06/16/2015	Common Stock	23,784

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDIDIN ORRIN J 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085			President	

Signatures

/s/ Orrin J.
Edidin

08/07/2009

**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 39,899 shares of restricted stock, for which restrictions will lapse on (a) 2,981 on each of 9/18/2009, 9/18/2010 and 9/18/2011 and 2,982 on 9/18/2012; (b) 3,750 on 9/18/2009, if certain performance goals are met, if not, such shares will vest on 9/18/2010
- (1) provided certain performance goals are met as of that date; 3,750 on 9/18/2010 if certain performance goals are met, if not, such shares and any remaining shares will forfeit; if such performance goals are met, thereafter, 3,750 on each of 9/18/2011 and 9/18/2012; (c) 2,029 on each of 9/19/2009, 9/19/2010 and 9/19/2011; and (d) 3,443 on 6/7/2010 and 3,444 on 6/7/2011.
- (2) The details of these trades were as follows: 6,101 at \$40.05; 300 at \$40.07; 200 at \$40.08; 800 at \$40.10; 500 at \$40.11; 1,050 at \$40.30; 2700 at \$40.30853; 806 at \$40.34; 700 at \$40.35; 444 at \$40.36; 800 at \$40.37 and 1,000 at \$40.375.
- The details of these trades were as follows: 7,112 at \$40.01; 21,230 at \$40.02; 4,100 at \$40.03; 400 at \$40.035; 900 at \$40.04; 16,836 at \$40.05; 900 at \$40.055; 7,300 at \$40.06; 300 at \$40.065; 3,889 at \$40.07; 3,600 at \$40.08; 1,300 at \$40.09; 1,600 at \$40.10; 1,000 at \$40.11; 200 at \$40.12; 5,400 at \$40.15; 700 at \$40.155; 4,700 at \$40.16; 1,200 at \$40.17; 300 at \$40.175; 1,100 at \$40.21; 200 at \$40.22; 600 at \$40.23; 300 at \$40.24; 1,142 at \$40.25; 700 at \$40.255 and 1,058 at \$40.26.
- (3) These shares were issued in payout of certain equity-based performance units awarded to reporting person on August 14, 2006 with a performance measurement date of June 30, 2009.
- (4) Represents a reduction in shares to satisfy tax withholding in connection with the payout of the equity-based performance units described in footnote 4.
- The details of these trades were as follows: 60 at \$40.69; 3,743 at \$41.75; 900 at \$41.76; 716 at \$41.77; 200 at \$41.78; 500 at \$41.80; 300 at \$41.82; 400 at \$41.83; 100 at \$41.84; 800 at \$42.00; 800 at \$42.01; 500 at \$42.02; 1,500 at \$42.03; 100 at \$42.035; 300 at \$42.04; 700 at \$42.05; 11,118 at \$42.40; 700 at \$42.41; 100 at \$42.425; 100 at \$42.405; 100 at \$42.41; 3,666 at \$42.42; 3,800 at \$42.43; 300 at \$42.435; 2,200 at \$42.44; 900 at \$42.45; 100 at \$42.47 and 700 at \$42.48.
- (6) Vested 33 1/3% on 12/9/2005, 12/9/2006 and 12/9/2007.
- (7) Vested 33 1/3% on 1/7/2006, 1/7/2007 and 1/7/2008.
- (8) Vested 33 1/3% on 8/14/2007 and 8/14/2008. The remaining 11,536 shares will vest on 8/14/09.
- (9) Vested 33 1/3% on 6/16/2006, 6/16/2007 and 6/16/2008.
- (10)

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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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