RABIN EDWARD W

Form 4

August 18, 2009

FORM 4

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

OMB 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: 3235-0287 Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RABIN EDWARD W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	WMS INDUSTRIES INC /DE/ [WMS]			(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner Officer (give title Other (specify		
800 S. NORTHPOINT BLVD			08/14/2009	below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
WAUKEGA	N, IL 60085			_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/14/2009		Code V M	Amount 1,500	(D)	Price \$ 16.95	(Instr. 3 and 4) 19,470 (1)	D	
Common Stock	08/14/2009		S	1,500	D	\$ 43.1 (2)	17,970 <u>(1)</u>	D	
Common Stock							32,168	I	By Edward Rabin Trust
Common Stock							3,750 <u>(3)</u>	I	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)

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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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.95	08/14/2009		M	1,500	<u>(4)</u>	08/14/2016	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	Kelationsi

Director 10% Owner Officer Other

RABIN EDWARD W 800 S. NORTHPOINT BLVD X WAUKEGAN, IL 60085

Signatures

/s/ Edward W. Rabin 08/18/2009

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

gives 6 months notice of any resignation, except as otherwise agreed by the Board of Directors.

- ** 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 (1) 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
- (2) The details of these trades were as follows: 200 at \$42.80; 300 at \$42.82; 100 at \$43.13; 100 at \$43.135, 200 at \$43.145; 100 at \$43.16; 100 at \$43.28; 100 at \$43.30; 100 at \$43.35; and 200 at \$43.375.
- (3) 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.

Reporting Owners 2

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(4) Two year vesting: 50% on 8/14/07 and 8/14/08.

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