

RABIN EDWARD W  
Form 4  
August 18, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)

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

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

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

(Street)

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                    | 08/14/2009                           |  | M                              | 1,500 A \$ 16.95  | 19,470 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 08/14/2009                           |  | S                              | 1,500 D \$ 43.1 <sup>(2)</sup>                                    | 17,970 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 32,168  | I  | By Edward Rabin Trust             |
| Common Stock                    |                                      |  |                                |   | 3,750 <sup>(3)</sup>  | I  | By Wife                           |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 16.95   | 08/14/2009                           |  | M                              | 1,500   | <sup>(4)</sup> 08/14/2016                                | Common Stock  | 1,500                         |

## Reporting Owners

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

## 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).

\*\* 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: 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 \$43.335; and 200 at \$43.375.
  - (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)

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(4) 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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