

Pacey Larry J.  
Form 4  
September 21, 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 \*  
Pacey Larry 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)  
09/17/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP of Global Products & CIO

WAUKEGAN, IL 60085  
(City) (State) (Zip)

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

**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 or Price   |  |                                   |
| Common Stock                    | 09/17/2009                           |  | A                              |   | 5,676 (1)<br>\$ 0   |  | D                                 |
| Common Stock                    | 09/18/2009                           |  | F                              |   | 1,307 (3)<br>\$ 44.28   |  | D                                 |
| Common Stock                    | 09/21/2009                           |  | F                              |   | 2,475 (3)<br>\$ 43.28   |  | D                                 |
| Common Stock                    | 09/21/2009                           |  | S                              |   | 5,799 (4)<br>\$ 42.76   |  | D                                 |

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.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 44.28   | 09/17/2009                           |  | A                              | 13,426  | <u>(5)</u> 09/17/2016                                    | Common Stock  | 13,426                        |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Pacey Larry J.<br>800 S. NORTHPOINT BLVD<br>WAUKEGAN, IL 60085 |               |           | EVP of Global Products & CIO |       |

## Signatures

/s/ Larry J. Pacey 09/21/2009

\_\_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) Restricted Stock Unit Grant: Restrictions will lapse on 1/4 of such shares on each of September 17, 2010, 2011, 2012 and 2013.
- (2) Includes or consists of 27,646 shares of restricted stock or restricted stock units.
- (3) Represents a reduction in shares to satisfy tax withholding in connection with the vesting of shares of restricted stock on such date.
- (4) The details of these trades were as follows: 200 at \$42.63, 100 at \$42.64, 499 at \$42.65, 300 at \$42.66, 400 at \$42.70, 100 at \$42.71, 100 at \$42.73, 100 at \$42.75, 100 at \$42.76, 150 at \$42.77, 776 at \$42.79, 824 at \$42.80, 1,750 at \$42.81 and 400 at \$42.82.
- (5) Stock Option Grant: Vesting 1/3 on each of September 17, 2010, 2011 and 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.