

Pacey Larry J.
Form 4
September 19, 2011

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 *
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)
09/15/2011

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 09/15/2011 | | A | 13,162 (1) A \$ 0 | 37,165 (2) | D | |
| Common Stock | 09/16/2011 | | F | 532 (3) D \$ 20.05 | 36,633 (2) | D | |
| Common Stock | 09/19/2011 | | F | 1,890 (4) D \$ 19.78 | 34,743 (2) | D | |

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

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number.

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 | \$ 20.05 | 09/15/2011 | | A | 32,183 | <u>(5)</u> 09/15/2018 | Common Stock | 32,183 |
| Stock Option | \$ 20.05 | 09/15/2011 | | A | 25,000 | <u>(6)</u> 09/15/2018 | Common Stock | 25,000 |

Reporting Owners

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

Signatures

/s/ Larry J. Pacey 09/19/2011

**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 under our long-term incentive plan: Restrictions will lapse on 1/4 of such shares on each of 9/15/2012, 2013, 2014 and 2015.
- (2) Includes 24,382 shares that remain restricted as of 9/19/2011.
- (3) Represents a reduction in shares to satisfy tax withholding in connection with the vesting of shares of restricted stock on such date.
- (4) Represents a reduction in shares to satisfy tax withholding in connection with the vesting of shares of restricted stock on 9/17/2011, 9/18/2011, and 9/19/2011.
- (5) Stock Option Grant under our long-term incentive plan: Vesting 1/3 on each of 9/15/2012, 2013 and 2014.
- (6) Stock Option Grant as a special one-time retention grant: Vesting 1/4 on each of 9/15/2012, 2013, 2014, and 2015.

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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