

WMS INDUSTRIES INC /DE/
Form 4
September 22, 2008

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 *
MCJOHN KATHLEEN

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)
VP, Gen. Counsel and Secretary

C/O WMS INDUSTRIES INC., 800
S. NORTHPOINT BLVD.

(Street)

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

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 | 09/18/2008 | | S | | 363 | D | | \$ 31.47 | 3,538 ⁽²⁾ | D | |
| | | | | | | | | ⁽¹⁾ | | | |
| Common Stock | 09/18/2008 | | A | | 4,688 | A | | \$ 0 | 8,226 ⁽³⁾ | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock | \$ 29.35 | 09/18/2008 | | A | 13,129 | (4) 09/18/2015 | Common Stock | 13,129 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCJOHN KATHLEEN C/O WMS INDUSTRIES INC. 800 S. NORTHPOINT BLVD. WAUKEGAN, IL 60085 | | | VP, Gen. Counsel and Secretary | |

Signatures

/s/ Kathleen J. McJohn 09/22/2008

**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) Reporting person sold 4 shares at \$31.01, 4 shares at \$31.10, 4 shares at \$31.18, 4 shares at \$31.20, 4 shares at \$31.22, 7 shares at \$31.24, 8 shares at \$31.30, 14 shares at \$31.31, 7 shares at \$31.33, 1 share at \$31.35, 7 shares at \$31.43, 34 shares at \$31.44, 4 shares at \$31.45, 46 shares at \$31.47, 26 shares at \$31.49, 11 shares at \$31.50, 72 shares at \$31.51, 34 shares at \$31.52, 23 shares at \$31.54, 30 shares at \$31.64, 15 shares at \$31.65 and 4 shares at \$31.67 for an aggregate of 363 at an average price of \$31.47 per share.
 - (2) Includes 2,926 shares of restricted stock, restrictions on which will lapse on 975 shares on each of 9/19/2009 and 9/19/2010 and 976 shares on 9/19/2011.
 - (3) Includes 7,614 shares of restricted stock, restrictions on which will lapse on (a) 1,172 shares on each of 9/18/09, 9/18/10, 9/18/11 and 9/18/12; and (b) 975 shares on each of 9/19/2009 and 9/19/2010 and 976 shares on 9/19/2011.
 - (4) Vesting one-third each year on the anniversary of the grant date over three years.

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.