

McNicholas John
Form 4
September 20, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McNicholas John

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)

WAUKEGAN, IL 60085

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/16/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

VP, Controller and CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D) Price			
Common Stock	09/16/2010		A		1,427 (1)	A	\$ 0 8,920 (2)	D
Common Stock	09/17/2010		F		89 (3)	D	\$ 39.01 8,831 (2)	D
Common Stock	09/18/2010		F		129 (3)	D	\$ 39.13 8,702 (2)	D
Common Stock	09/19/2010		F		112 (3)	D	\$ 39.13 8,590 (2)	D

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 39.01	09/16/2010		A		3,712		<u>(4)</u>	09/16/2017	Common Stock	3,712

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McNicholas John 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085	VP, Controller and CAO

Signatures

/s/ John
McNicholas 09/20/2010

**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 ?? of such shares on each of 9/16/2011, 2012, 2013 and 2014.

(2) Includes 3,570 shares that remain restricted as of September 20, 2010.

(3) Represents a reduction in shares to satisfy tax withholding in connection with the vesting of shares of restricted stock on such date.

(4) Stock Option Grant: Vesting 1/3 on each of 9/16/2011, 2012 and 2013.

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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