WMS INDUSTRIES INC /DE/

Form 4

September 22, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Barten Patricia

2. Issuer Name and Ticker or Trading Symbol

WMS INDUSTRIES INC /DE/ [WMS]

3. Date of Earliest Transaction

(Last) (First) (Middle)

> (Month/Day/Year) 09/18/2008

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

(State)

(Street)

(Zip)

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

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

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

Sr. VP Sup. Chain & Bus. Proc

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WAUKEGAN, IL 60085

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect

Beneficial

Ownership

(Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4)

or (D) Price Code V Amount

(A)

Common Stock

09/18/2008

A

\$0 9.353 (1) 5.764 Α

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 29.35	09/18/2008		A	25,000	(2)	09/18/2015	Common Stock	25,000
Stock Option	\$ 29.35	09/18/2008		A	16,142	(2)	09/18/2015	Common Stock	16,142

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Barten Patricia C/O WMS INDUSTRIES INC. 800 S. NORTHPOINT BLVD. WAUKEGAN, IL 60085

Sr. VP Sup. Chain & Bus. Proc

Signatures

/s/ Patricia
Barten

**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) Consists of 8,456 shares of restricted stock, restrictions will lapse on (a) 1,441 shares on each of 9/18/2009, 9/18/2010, 9/18/2011 and 9/18/2012 (b) on 897 shares on each of 9/19/2009 and 9/19/2010 and on 898 shares on 9/19/2011.
- (2) 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.

Reporting Owners 2