

GAMACHE BRIAN R  
Form 4  
September 19, 2011

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GAMACHE BRIAN R

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)  
Chairman & CEO

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)
Common Stock	09/15/2011		A	Amount 31,696 (1)	A \$ 0 260,498 (2)	D	
Common Stock	09/16/2011		F	1,281 (3)	D \$ 20.05 259,217 (2)	D	
Common Stock	09/19/2011		F	4,089 (4)	D \$ 19.78 255,128 (2)	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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 20.05	09/15/2011		A		77,500		<u>(5)</u>	09/15/2018	Common Stock	77,500
Stock Option	\$ 20.05	09/15/2011		A		100,000		<u>(6)</u>	09/15/2018	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAMACHE BRIAN R 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085	X		Chairman & CEO	

## Signatures

/s/ Brian R.  
Gamache

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 55,978 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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