

WMS INDUSTRIES INC /DE/  
Form 4  
December 17, 2007

**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 \*  
NICASTRO LOUIS 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)

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

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

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

12/14/2007

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    | 12/14/2007                           |  | S                              | 2,700 D \$ 32   | 25,448 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/14/2007                           |  | S                              | 300 D \$ 32.01  | 25,148 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/14/2007                           |  | S                              | 900 D \$ 32.02  | 24,248 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/14/2007                           |  | S                              | 800 D \$ 32.03  | 23,448 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 12/14/2007                           |  | S                              | 100 D \$ 32.04  | 23,348 <sup>(1)</sup>   | D  |                                   |

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|              |            |   |       |   |          |                       |   |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 12/14/2007 | S | 300   | D | \$ 32.05 | 23,048 <sup>(1)</sup> | D |
| Common Stock | 12/14/2007 | S | 2,200 | D | \$ 32.06 | 20,848 <sup>(1)</sup> | D |
| Common Stock | 12/14/2007 | S | 1,200 | D | \$ 32.07 | 19,648 <sup>(1)</sup> | D |
| Common Stock | 12/14/2007 | S | 400   | D | \$ 32.08 | 19,248 <sup>(1)</sup> | D |
| Common Stock | 12/14/2007 | S | 98    | D | \$ 32.09 | 19,150 <sup>(1)</sup> | D |
| Common Stock | 12/14/2007 | S | 200   | D | \$ 32.11 | 18,950 <sup>(1)</sup> | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NICASTRO LOUIS J<br>C/O WMS INDUSTRIES INC.<br>800 S. NORTHPOINT BLVD.<br>WAUKEGAN, IL 60085 | X             |           |         |       |

## Signatures

/s/ Louis J.  
Nicastro

12/17/2007

\_\_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 (i) 7,336 shares of restricted stock, restrictions on 3,668 shares will lapse on each of 9/18/08 and 9/18/09; (ii) 6,636 shares of restricted stock, restrictions on these shares will lapse when the reporting person ceases to be a director provided such reporting person gives 6 months notice of any resignation, except as otherwise agreed by the Board of Directors and (iii) 4,978 shares of Common Stock to be delivered pursuant to deferred stock units when the reporting person ceases to be a director.

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.