

WMS INDUSTRIES INC /DE/
Form 4
October 18, 2013

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 *
SCHWEINFURTH SCOTT D

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)
10/18/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CFO & Treasurer

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	10/18/2013		D		99,117 (1) \$ 26	D	
Common Stock	10/18/2013		D		16,760 (2) 0	D	

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

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(9-02)

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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. Amount or Number of Shares
Stock Option	\$ 18.98	10/18/2013		D	7,500	<u>(3)</u> 05/10/2014	Common Stock	7,500
Stock Option	\$ 20.33	10/18/2013		D	55,566	<u>(3)</u> 12/19/2014	Common Stock	55,566
Stock Option	\$ 21.67	10/18/2013		D	19,177	<u>(3)</u> 01/07/2015	Common Stock	19,177
Stock Option	\$ 22.6	10/18/2013		D	21,669	<u>(3)</u> 06/16/2015	Common Stock	21,669
Stock Option	\$ 16.95	10/18/2013		D	31,782	<u>(3)</u> 08/14/2016	Common Stock	31,782
Stock Option	\$ 20.05	10/18/2013		D	68,255	<u>(3)</u> 09/15/2018	Common Stock	68,255
Stock Option	\$ 16.52	10/18/2013		D	41,268	<u>(3)</u> 12/06/2019	Common Stock	41,268

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHWEINFURTH SCOTT D 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085			EVP, CFO & Treasurer	

Signatures

/s/ Scott D.
Schweinfurth 10/18/2013

**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) Represents shares of common stock and restricted stock units that were cancelled and converted into the right to receive \$26.00 per share pursuant to the merger agreement between Issuer and Scientific Games Corporation (the "Merger Agreement").
Disposed of pursuant to the Merger Agreement in exchange for restricted stock units of Scientific Games Corporation using an exchange ratio based on the per-share closing price of WMS common stock on the merger closing date to the per-share closing price of Scientific Games Corporation on the merger closing date.
- (2) This option was cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$26.00 per share minus the exercise price, multiplied by the number of options.
- (3)

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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