

WMS INDUSTRIES INC /DE/

Form 4

October 18, 2013

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 *
MCJOHN KATHLEEN

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
____X____ Officer (give title below) ____ Other (specify below)
Sr VP, General Counsel & Secy

WAUKEGAN, IL 60085

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (1)	(A) or (D)	Price
Common Stock	10/18/2013		D		40,742 (1)	D	\$ 26 8,936
Common Stock	10/18/2013		D		8,936	D	(2) 0

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
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SEC 1474
(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. Date of Issuance (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 18.98	10/18/2013		D			3,750	<u>(3)</u>	05/10/2014	Common Stock	3,750
Stock Option	\$ 21.67	10/18/2013		D			7,644	<u>(3)</u>	01/07/2015	Common Stock	7,644
Stock Option	\$ 22.6	10/18/2013		D			7,198	<u>(3)</u>	06/16/2015	Common Stock	7,198
Stock Option	\$ 16.95	10/18/2013		D			12,511	<u>(3)</u>	08/14/2016	Common Stock	12,511
Stock Option	\$ 20.05	10/18/2013		D			42,560	<u>(3)</u>	09/15/2018	Common Stock	42,560
Stock Option	\$ 16.52	10/18/2013		D			22,004	<u>(3)</u>	12/06/2019	Common Stock	22,004

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCJOHN KATHLEEN 800 S. NORTHPOINT BLVD WAUKEGAN, IL 60085	Sr VP, General Counsel & Secy

Signatures

/s/ Kathleen J.
McJohn 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").

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- Disposed of pursuant to the Merger Agreement in exchange for restricted stock units of Scientific Games Corporation using an exchange
- (2) 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.
- (3) 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.

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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