

WMS INDUSTRIES INC /DE/
Form SC 13D/A
March 24, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No.27)

Under the Securities Exchange Act of 1934

WMS INDUSTRIES INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

969-901-107
(CUSIP Number)

Sumner M. Redstone
200 Elm Street
Dedham, Massachusetts 02026
Telephone: (781) 461-1600
(Name, Address and Telephone Number of
Person Authorized to Receive Notices and Communications)

September 6, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with this statement / /.

CUSIP No. 969-901-107

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Schedule 13D/A

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

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SUMNER M. REDSTONE
S.S. No.

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

/ / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions)

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization
United States

Number of Shares Beneficially Owned by Each Reporting Person With

(7) Sole Voting Power	0*
(8) Shared Voting Power	0*
(9) Sole Dispositive Power	3,422,900
(10) Shared Dispositive Power	3,483,900**

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
6,906,800**

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
21.5%

(14) Type of Reporting Person (See Instructions)
IN

*Voting power subject to Voting Proxy Agreement described in Item 6 of Amendment No. 19 to this Statement.

**Includes shares owned by National Amusements, Inc.

CUSIP No. 969-901-107

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Schedule 13D/A

(1) Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

NATIONAL AMUSEMENTS, INC.
I.R.S No. 04-2261332

(2) Check the Appropriate Box if a Member of Group (See Instructions)

/ / (a)

 / / (b)

(3) SEC Use Only

(4) Sources of Funds (See Instructions) N/A

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization Maryland

Number of Shares	(7) Sole Voting Power	0*
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Beneficially Owned by Each	(8) Shared Voting Power	0*
----------------------------	-------------------------	----

Reporting Person With	(9) Sole Dispositive Power	0
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Reporting Person With	(10) Shared Dispositive Power	3,483,900
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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 3,483,900

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
 10.9%

(14) Type of Reporting Person (See Instructions)
 CO

*Voting power subject to Voting Proxy Agreement described in Item 6 of Amendment No. 19 to this Statement.

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Item 1. Security and Issuer.

This Amendment No. 27 amends the Statement on Schedule 13D previously filed with the SEC by Mr. Sumner M. Redstone and National Amusements, Inc. ("NAI") with respect to the voting common stock, \$.50 par value per share (the "Common Shares"), of WMS Industries Inc. (the "Issuer") as follows:

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended as follows:

(a) NAI is currently the beneficial owner, with shared dispositive and no voting power, of 3,483,900 Common Shares, or approximately 10.9%, of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported to be issued and outstanding as of May 09, 2002).

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(b) Mr. Sumner M. Redstone is currently the beneficial owner, with sole dispositive and no voting power, of 3,422,900 Common Shares, or approximately 10.6%, of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 10, 2002). As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner of an additional 3,483,900 Common Shares of the issued and outstanding Common Shares of the Issuer, for a total of 6,906,800 Common Shares, or approximately 21.5% of the issued and outstanding Common Shares of the Issuer (based on the number of Common Shares that were reported by the Issuer to be issued and outstanding as of May 10, 2002).

The lack of voting power described in paragraphs (a) and (b) of this Item 5 is pursuant to the Voting Proxy Agreement described in Item 6 of the Amendment No. 19 of this Statement.

(c) Transactions effected since the filing of the Statement on Schedule 13 D Amendment Number 26 filed with the SEC on July 31, 2002:
All transactions were executed by Bear Stearns, New York, N.Y.

DATE	NO. OF SHARES	PRICE
-----	-----	-----
8/8/2002	600	11.80
8/8/2002	400	11.81
8/8/2002	200	11.81
8/8/2002	1,500	11.89
8/8/2002	1,200	12.00
8/8/2002	1,000	12.20
8/8/2002	100	12.34
8/8/2002	400	12.34
8/8/2002	100	12.34
8/8/2002	1,200	12.60
8/8/2002	2,000	13.00
8/8/2002	300	13.00
8/8/2002	1,500	13.10
8/8/2002	100	13.00
8/8/2002	600	13.00
8/8/2002	500	13.24
8/8/2002	200	13.24
8/8/2002	1,600	13.25
8/8/2002	2,000	13.43
8/8/2002	2,000	13.50
8/8/2002	900	13.20
8/8/2002	2,100	13.25

DATE	NO. OF SHARES	PRICE
-----	-----	-----

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8/8/2002	700	13.26
8/8/2002	800	13.32
8/8/2002	1,200	13.84
8/8/2002	300	13.84
8/8/2002	1,200	13.84
8/8/2002	100	13.69
8/8/2002	100	13.69
8/8/2002	400	13.69
8/8/2002	1,100	13.88
8/8/2002	300	13.87
8/8/2002	100	13.87
8/8/2002	100	13.87
8/8/2002	100	13.87
8/8/2002	800	13.92
8/8/2002	600	14.04
8/8/2002	800	13.97
8/8/2002	500	13.84
8/8/2002	200	13.84
8/8/2002	100	13.76
8/8/2002	900	13.79
8/8/2002	600	13.68
8/8/2002	100	13.70
8/8/2002	1,800	13.73
8/8/2002	3,100	13.70
8/9/2002	5,000	13.72
8/9/2002	1,000	13.72
8/9/2002	1,200	13.73
8/9/2002	300	13.67
8/9/2002	600	13.67
8/9/2002	600	13.67
8/9/2002	700	13.70
8/9/2002	500	13.63
8/9/2002	700	13.63
8/9/2002	1,000	13.73
8/9/2002	200	13.72
8/9/2002	600	13.74
8/9/2002	1,200	13.87
8/9/2002	200	13.85
8/9/2002	900	13.87
8/9/2002	1,500	13.91
8/9/2002	1,000	13.95
8/9/2002	500	13.94
8/9/2002	100	13.95
8/9/2002	300	13.95
8/9/2002	800	13.96
8/9/2002	1,700	13.98
8/9/2002	300	14.00
8/9/2002	3,900	14.04
8/9/2002	1,000	13.90
8/9/2002	1,500	13.99
8/9/2002	1,500	13.99
8/9/2002	1,500	14.00
8/9/2002	1,000	14.05
8/9/2002	4,800	13.95
8/9/2002	900	13.95
8/9/2002	1,100	13.99
8/9/2002	300	14.00
8/9/2002	600	14.00
8/9/2002	1,400	14.00
8/12/2002	700	14.00

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
8/12/2002	1,000	14.25
8/12/2002	300	14.29
8/12/2002	700	14.35
8/12/2002	700	14.41
8/12/2002	1,800	14.40
8/12/2002	700	14.40
8/12/2002	1,000	14.23
8/12/2002	1,500	14.23
8/12/2002	500	14.30
8/12/2002	1,100	14.30
8/13/2002	800	14.25
8/13/2002	4,200	14.25
8/13/2002	200	14.27
8/13/2002	1,000	14.30
8/13/2002	100	14.30
8/13/2002	600	14.32
8/13/2002	800	14.03
8/13/2002	100	14.02
8/14/2002	500	13.98
8/14/2002	600	13.76
8/14/2002	1,500	13.85
8/15/2002	700	14.60
8/15/2002	700	14.61
8/15/2002	700	14.90
8/15/2002	1,100	14.92
8/15/2002	500	14.99
8/15/2002	200	14.99
8/15/2002	400	15.07
8/15/2002	200	15.07
8/15/2002	200	14.81
8/15/2002	200	14.85
8/15/2002	100	14.85
8/15/2002	100	14.90
8/15/2002	700	15.08
8/15/2002	200	15.07
8/15/2002	400	14.90
8/15/2002	300	14.89
8/15/2002	100	14.90
8/16/2002	700	14.79
8/16/2002	1,000	14.92
8/16/2002	500	14.85
8/16/2002	900	14.71
8/16/2002	300	14.73
8/16/2002	3,000	15.20
8/16/2002	200	15.14
8/16/2002	800	15.00
8/16/2002	200	15.07
8/16/2002	200	15.07
8/16/2002	100	15.11
8/16/2002	100	15.11
8/16/2002	700	14.99
8/16/2002	1,100	14.85
8/16/2002	400	14.85
8/16/2002	600	14.84
8/16/2002	2,000	14.82

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8/19/2002	500	15.10
8/19/2002	400	15.70
8/19/2002	500	15.70

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
8/19/2002	100	15.70
8/19/2002	1,500	15.71
8/19/2002	400	15.35
8/19/2002	600	15.61
8/19/2002	700	15.62
8/19/2002	400	15.70
8/19/2002	900	15.78
8/19/2002	200	15.87
8/19/2002	200	15.96
8/19/2002	200	15.96
8/19/2002	100	15.96
8/19/2002	100	15.96
8/19/2002	800	15.97
8/19/2002	200	15.80
8/19/2002	400	15.85
8/20/2002	1,000	16.02
8/20/2002	500	16.19
8/20/2002	200	15.66
8/20/2002	900	15.64
8/20/2002	700	15.64
8/20/2002	1,000	15.56
8/20/2002	800	15.63
8/20/2002	200	15.58
8/20/2002	400	15.59
8/20/2002	200	15.64
8/20/2002	1,300	15.64
8/20/2002	400	15.65
8/20/2002	200	15.64
8/20/2002	200	15.64
8/20/2002	200	15.68
8/20/2002	100	15.69
8/20/2002	500	15.70
8/20/2002	400	15.70
8/20/2002	700	15.78
8/20/2002	100	15.77
8/20/2002	100	15.63
8/20/2002	100	15.68
8/20/2002	1,800	15.70
8/20/2002	500	15.70
8/20/2002	100	15.26
8/20/2002	200	15.32
8/20/2002	400	15.40
8/20/2002	700	15.40
8/20/2002	500	15.40
8/20/2002	200	15.38
8/20/2002	400	15.38
8/21/2001	100	15.49
8/21/2001	1,900	15.50
8/21/2001	1,000	15.60
8/21/2001	500	15.10

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8/21/2001	200	15.13
8/21/2001	500	15.24
8/21/2001	500	15.24
8/21/2001	1,000	15.30

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DATE	NO. OF SHARES	PRICE
8/21/2001	100	15.22
8/21/2001	900	15.24
8/21/2001	1,000	15.20
8/21/2001	300	15.14
8/21/2001	500	15.15
8/21/2001	3,000	15.08
8/21/2001	1,500	15.18
8/21/2001	400	15.04
8/21/2001	1,000	15.06
8/21/2001	200	15.06
8/21/2001	300	15.06
8/21/2001	600	15.17
8/21/2001	800	15.12
8/21/2001	700	15.07
8/21/2001	100	15.14
8/21/2001	900	15.14
8/21/2001	1,000	15.15
8/21/2001	700	15.10
8/21/2001	100	15.09
8/21/2001	300	15.09
8/21/2001	100	15.10
8/21/2001	1,000	15.09
8/22/2002	800	15.20
8/22/2002	100	15.20
8/22/2002	100	15.20
8/22/2002	200	15.23
8/22/2002	700	15.30
8/22/2002	600	15.35
8/22/2002	500	15.40
8/22/2002	300	15.43
8/22/2002	1,100	15.44
8/22/2002	200	15.48
8/22/2002	600	15.48
8/22/2002	200	15.49
8/22/2002	400	15.59
8/22/2002	300	15.59
8/22/2002	500	15.60
8/22/2002	400	15.60
8/22/2002	200	15.73
8/22/2002	200	15.73
8/22/2002	700	15.89
8/22/2002	500	15.97
8/22/2002	400	15.95
8/22/2002	400	15.95
8/22/2002	500	15.78
8/22/2002	300	15.79
8/22/2002	200	15.74
8/22/2002	100	15.74

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8/22/2002	1,000	15.79
8/22/2002	1,000	15.80
8/22/2002	200	15.79
8/22/2002	600	15.79
8/22/2002	500	15.75
8/22/2002	1,000	15.79

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
8/22/2002	500	15.80
8/22/2002	800	15.87
8/22/2002	500	15.89
8/22/2002	500	15.81
8/22/2002	1,000	15.90
8/22/2002	1,000	15.91
8/22/2002	500	15.80
8/22/2002	300	15.78
8/22/2002	600	15.87
8/23/2002	300	15.75
8/23/2002	1,000	15.93
8/23/2002	500	15.91
8/23/2002	500	15.90
8/23/2002	700	15.93
8/23/2002	800	15.84
8/23/2002	100	15.83
8/23/2002	100	15.83
8/23/2002	200	15.74
8/23/2002	500	15.75
8/23/2002	400	15.88
8/23/2002	100	15.89
8/23/2002	2,500	15.90
8/23/2002	1,100	15.90
8/23/2002	200	15.90
8/23/2002	300	15.89
8/23/2002	500	15.88
8/23/2002	600	15.92
8/23/2002	400	15.92
8/26/2002	300	15.99
8/26/2002	200	15.99
8/26/2002	100	16.00
8/26/2002	300	16.00
8/27/2002	500	16.10
8/27/2002	100	16.05
8/27/2002	100	16.05
8/27/2002	200	16.00
8/27/2002	200	16.00
8/27/2002	400	16.08
8/27/2002	400	16.15
8/27/2002	300	15.66
8/27/2002	500	15.76
8/28/2002	400	15.68
8/28/2002	700	15.77
8/28/2002	100	15.77
8/28/2002	600	15.78
8/28/2002	100	15.84
8/28/2002	600	15.89

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8/28/2002	400	15.94
8/28/2002	400	15.80
8/28/2002	400	15.84
8/28/2002	600	15.92
8/28/2002	500	16.08

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
8/28/2002	400	16.15
8/28/2002	100	15.69
8/28/2002	400	15.11
8/28/2002	400	15.29
8/28/2002	200	15.29
8/28/2002	200	15.10
8/28/2002	200	15.15
8/28/2002	200	15.20
8/28/2002	200	15.25
8/28/2002	100	15.23
8/28/2002	100	15.24
8/28/2002	400	15.24
8/28/2002	300	15.25
8/28/2002	400	15.30
8/28/2002	200	15.30
8/28/2002	200	15.35
8/28/2002	200	15.35
8/28/2002	200	15.40
8/28/2002	200	15.40
8/28/2002	100	15.21
8/28/2002	200	15.19
8/28/2002	200	15.19
8/28/2002	5,000	15.19
8/28/2002	100	15.20
8/28/2002	200	15.20
8/28/2002	400	15.19
8/28/2002	200	15.19
8/28/2002	200	15.19
8/28/2002	200	15.21
8/29/2002	700	15.25
8/29/2002	200	15.25
8/29/2002	200	15.25
8/29/2002	400	15.24
8/29/2002	100	15.23
8/29/2002	400	15.03
8/29/2002	200	15.14
8/29/2002	100	15.01
8/29/2002	800	15.03
8/29/2002	300	15.03
8/29/2002	400	15.09
8/29/2002	200	15.00
8/29/2002	200	14.96
8/29/2002	200	14.96
8/29/2002	400	14.94
8/29/2002	400	15.25
8/29/2002	200	15.25
8/29/2002	100	15.25

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8/29/2002	100	15.29
8/29/2002	300	15.30
8/29/2002	200	15.26
8/29/2002	100	15.26

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DATE	NO. OF SHARES	PRICE
8/29/2002	200	15.18
8/29/2002	200	15.15
8/29/2002	200	15.25
8/29/2002	200	15.26
8/29/2002	300	15.26
8/29/2002	200	14.98
8/29/2002	200	15.30
8/29/2002	200	15.25
8/29/2002	200	15.30
8/29/2002	200	15.30
8/29/2002	100	15.24
8/29/2002	200	15.24
8/29/2002	500	15.17
8/29/2002	500	15.04
8/30/2002	200	15.28
8/30/2002	1,000	15.29
8/30/2002	200	15.19
8/30/2002	100	15.57
8/30/2002	100	15.57
8/30/2002	200	15.57
8/30/2002	200	15.58
8/30/2002	400	15.60
8/30/2002	400	15.60
8/30/2002	200	15.60
8/30/2002	200	15.60
8/30/2002	300	15.60
8/30/2002	100	15.65
8/30/2002	200	15.65
8/30/2002	2,100	15.70
8/30/2002	1,000	15.70
8/30/2002	300	15.75
8/30/2002	200	14.75
8/30/2002	300	14.79
9/3/2002	200	14.45
9/3/2002	100	14.37
9/3/2002	100	14.78
9/3/2002	100	14.76
9/3/2002	300	14.87
9/3/2002	100	14.90
9/3/2002	400	14.97
9/3/2002	200	14.83
9/3/2002	100	14.69
9/3/2002	100	14.69
9/3/2002	200	14.64
9/3/2002	100	14.75
9/3/2002	100	14.74
9/3/2002	200	14.75
9/3/2002	100	14.58

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9/3/2002	200	14.59
9/3/2002	200	14.65
9/3/2002	200	14.79

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
9/3/2002	200	14.60
9/4/2002	200	14.80
9/4/2002	200	14.89
9/4/2002	600	15.09
9/4/2002	300	15.09
9/4/2002	400	15.05
9/4/2002	300	14.97
9/4/2002	200	14.92
9/4/2002	100	14.78
9/4/2002	100	14.78
9/4/2002	100	14.78
9/4/2002	400	14.79
9/4/2002	1,000	14.98
9/4/2002	700	14.99
9/4/2002	1,800	14.99
9/4/2002	200	14.90
9/4/2002	600	14.90
9/4/2002	100	14.89
9/4/2002	2,000	14.90
9/4/2002	200	14.90
9/4/2002	300	14.89
9/4/2002	300	14.89
9/4/2002	800	15.00
9/4/2002	2,000	15.10
9/4/2002	700	15.10
9/4/2002	100	14.92
9/4/2002	700	15.05
9/4/2002	700	15.05
9/4/2002	500	15.05
9/4/2002	200	15.21
9/4/2002	300	15.26
9/4/2002	300	15.26
9/4/2002	700	15.35
9/4/2002	500	15.47
9/4/2002	500	15.47
9/4/2002	500	15.44
9/4/2002	200	15.46
9/4/2002	700	15.47
9/4/2002	600	15.45
9/4/2002	2,000	15.47
9/4/2002	2,000	15.48
9/4/2002	1,100	15.45
9/4/2002	8,000	15.43
9/4/2002	1,000	15.43
9/4/2002	8,200	15.36
9/4/2002	500	15.37
9/4/2002	600	15.37
9/4/2002	4,300	15.43
9/4/2002	800	15.43
9/5/2002	300	15.18

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9/5/2002 500 15.35

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
9/5/2002	500	15.32
9/5/2002	100	15.32
9/5/2002	300	15.35
9/5/2002	100	15.35
9/5/2002	100	15.09
9/5/2002	200	15.08
9/5/2002	100	15.12
9/5/2002	500	15.21
9/5/2002	300	15.19
9/5/2002	200	15.29
9/5/2002	100	15.22
9/5/2002	200	15.24
9/5/2002	2,100	15.23
9/5/2002	500	15.47
9/5/2002	100	15.08
9/5/2002	700	14.85
9/5/2002	700	14.81
9/5/2002	500	14.93
9/5/2002	400	14.93
9/5/2002	200	14.94
9/5/2002	700	14.86
9/5/2002	500	14.95
9/6/2002	700	15.31
9/6/2002	400	15.35
9/6/2002	1,000	15.36
9/6/2002	100	15.36
9/6/2002	1,000	15.46
9/6/2002	100	15.46
9/6/2002	1,000	15.40
9/6/2002	500	15.46
9/6/2002	1,000	15.47
9/6/2002	500	15.50
9/6/2002	200	15.49
9/6/2002	500	15.50
9/6/2002	500	15.51
9/6/2002	200	15.50
9/6/2002	200	15.44
9/6/2002	500	15.15
9/6/2002	100	15.09
9/6/2002	500	15.18
9/6/2002	500	15.18
9/6/2002	300	15.17
9/6/2002	200	15.23
9/6/2002	200	15.03
9/6/2002	200	15.03
9/6/2002	100	15.04
9/6/2002	100	15.07
9/6/2002	3,700	15.11
9/6/2002	500	15.11
9/6/2002	1,000	15.12

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9/6/2002

500

15.12

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DATE	NO. OF SHARES	PRICE
-----	-----	-----
9/6/2002	400	15.20
9/6/2002	500	15.24
9/6/2002	1,000	15.24
9/6/2002	1,000	15.24
9/6/2002	600	15.25
9/6/2002	500	15.31
9/6/2002	500	15.31
9/6/2002	1,000	15.32
9/6/2002	500	15.39
9/6/2002	1,000	15.50
9/6/2002	500	15.60
9/6/2002	200	15.38
9/6/2002	500	15.41
9/6/2002	400	15.42
9/6/2002	300	15.43
9/6/2002	1,000	15.60
9/6/2002	1,000	15.62
9/6/2002	400	15.62
9/6/2002	600	15.65
9/6/2002	1,000	15.67
9/6/2002	1,000	15.77
9/6/2002	1,000	15.77
9/6/2002	1,000	15.77
9/6/2002	200	15.68
9/6/2002	1,000	15.67
9/6/2002	1,000	15.61
9/6/2002	1,100	15.68
9/6/2002	1,100	15.68
9/6/2002	100	15.68
9/6/2002	400	15.70
9/6/2002	900	15.71
9/6/2002	900	15.73
9/6/2002	400	15.74
9/6/2002	600	15.71
9/6/2002	200	15.70
9/6/2002	1,500	15.70
9/6/2002	1,700	15.70
9/6/2002	2,400	15.71
9/6/2002	100	15.42

Item 7. Material to Be Filed as Exhibits

A joint filing agreement between Mr. Sumner M. Redstone and National Amusements, Inc. is attached hereto as Exhibit 1.

Signatures

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct. Pursuant to Rule 13d-1(k)(1), each of the undersigned agrees that this statement is filed on behalf of each of us.

September 10, 2002

/s/ Sumner M. Redstone

Sumner M. Redstone,
Individually

National Amusements, Inc.

By: /s/ Sumner M. Redstone

Name: Sumner M. Redstone,
Title: Chairman and Chief
Executive Officer

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on Schedule 13D, dated November 21, 1985 (the "Schedule 13D"), with respect to the common stock, \$.50 par value per share (the "Common Shares"), of WMS Industries Inc. (the "Issuer") is, and any amendments executed by us shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that this Agreement shall be included as an exhibit to the Schedule 13D and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. This agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 30th day of July, 2002.

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NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Chairman and
Chief Executive Officer

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Individually