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WMS INDUSTRIES INC /DE/
Form SC 13D/A
July 30, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 55)

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
846 University Ave.
Norwood, Massachusetts 02062
Telephone: (781) 461-1600

(Name, Address and Telephone Number of
Person Authorized to Receive Notices and
Communications)

July 28, 2008
(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(e), 13d-1(f), or 13d-1(g), check the following box .

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

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

Sumner M. Redstone

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

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|_ | (a) -----
 |_ | (b) -----

 (3) SEC Use Only -----

 (4) Source of Funds (See Instructions) -----

 (5) Check if Disclosure of Legal Proceedings is Required Pursuant to Item
 2(d) or 2(e).
 |_ | -----
 (6) Citizenship or Place of Organization United States -----

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

 Reporting (9) Sole Dispositive Power 0***

 Person With (10) Shared Dispositive Power 3,997,555**

 (11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,997,555**

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

 (13) Percent of Class Represented by Amount in Row (11) 7.86 percent

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

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* Voting power subject to Voting Proxy Agreement described in Item 6 of this Statement.

** Includes shares owned by National Amusements, Inc. and shares owned by the Sumner M. Redstone Charitable Foundation.

*** Does not include 7,900 shares owned by Mr. Sumner Redstone's wife, Mrs. Paula Redstone, over which she has sole dispositive and voting power.

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

 Sumner M. Redstone Charitable Foundation (u/t/d August 26, 1986)

 I.R.S. No. 22-2761621

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

(a) -----

(b) -----

(3) SEC Use Only -----

(4) Source of Funds (See Instructions) N/A -----

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

(6) Citizenship or Place of Organization United States -----

-----	Number of Shares	(7)	Sole Voting Power	0*
	Beneficially			-----
	Owned by Each	(8)	Shared Voting Power	0*
	Reporting	(9)	Sole Dispositive Power	0
	Person With			-----
		(10)	Shared Dispositive Power	0

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person 0*

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

X

(13) Percent of Class Represented by Amount in Row (11) 0 percent

(14) Type of Reporting Person (See Instructions) 00

* Voting power subject to Voting Proxy Agreement described in Item 6 of this Statement.

(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 a Group (See Instructions)

|_| (a) -----

|_| (b) -----

(3) SEC Use Only -----

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

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

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|_ | _____
 (6) Citizenship or Place of Organization Maryland

Number of Shares (7) Sole Voting Power 0*
 Beneficially
 Owned by Each (8) Shared Voting Power 0*
 Reporting (9) Sole Dispositive Power 0
 Person With (10) Shared Dispositive Power 3,997,555

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,997,555

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

(13) Percent of Class Represented by Amount in Row (11) 7.86%

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

* Voting power subject to Voting Proxy Agreement described in Item 6 of this Statement.

Item 1. Security and Issuer.

This Amendment No. 55 amends the Statement on Schedule 13D previously filed with the SEC by Mr. Sumner M. Redstone, National Amusements, Inc. ("NAI") and the Sumner M. Redstone Charitable Foundation (u/t/d August 26, 1986) with respect to the voting common stock, \$.50 par value per share (the "Common Shares"), of WMS Industries Inc. (the "Issuer") as follows:

Item 2: Identity and Background.

Item 2(b) is amended as follows by correcting the address information regarding Sumner M. Redstone, NAI and the Sumner M. Redstone Charitable Foundation (u/t/d August 26, 1986):

(b) 846 University Ave., Norwood, MA 02062

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Item 5. Interest in Securities of the Issuer.

- (a) NAI is currently the beneficial owner, with shared dispositive and no voting power, of 3,997,555 Common Shares, or approximately 7.86%, 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 April 30, 2008).
- (b) As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner with no voting power of 3,997,555 Common Shares, or approximately 7.86% of the issued and outstanding Common Shares of the Issuer.

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 this Statement.

- (c) Transactions effected since the filing of Amendment No.54 to this Statement on Schedule 13D with the Securities and Exchange Commission on July 24, 2008. (The transactions were executed by Bear Stearns, a J.P. Morgan Company, New York, N.Y.):

The following sales were made by the Sumner M.Redstone Charitable Foundation, (u/t/d/ August 26, 1986):

DATE	Price	NUMBER OF SHARES
07/24/08	31.62	100
07/24/08	31.61	400
07/24/08	31.55	300
07/24/08	31.49	500
07/24/08	31.40	1,400
07/24/08	31.31	200
07/24/08	31.30	400
07/24/08	31.29	300
07/24/08	30.93	200
07/24/08	30.92	100
07/24/08	30.91	100
07/24/08	30.89	400
07/24/08	30.88	100
07/24/08	30.87	200
07/24/08	30.72	300
07/24/08	30.69	200
07/24/08	30.67	300
07/24/08	30.65	2,100
07/24/08	30.64	1,200
07/24/08	30.62	300
07/24/08	30.61	200
07/24/08	30.6	300
07/24/08	30.59	1,400
07/24/08	30.58	1,100
07/24/08	30.57	900
07/24/08	30.56	1,200
07/24/08	30.55	1,600
07/24/08	30.54	700
07/24/08	30.53	800
07/24/08	30.51	300
07/24/08	30.50	1,200

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07/24/08	30.48	871
07/24/08	30.47	600
07/24/08	30.46	400
07/24/08	30.45	400
07/24/08	30.44	200
07/24/08	30.43	500
07/24/08	30.42	1,500
07/24/08	30.41	900
07/24/08	30.40	1,500
07/24/08	30.39	300
07/24/08	30.38	1,900
07/24/08	30.37	2,529
07/24/08	30.36	3,100
07/24/08	30.35	2,200
07/24/08	30.34	1,600
07/24/08	30.33	1,200
07/24/08	30.32	1,700
07/24/08	30.31	1,295
07/24/08	30.30	1,805
07/24/08	30.29	2,300
07/24/08	30.28	1,225
07/24/08	30.27	2,875
07/24/08	30.26	2,728
07/24/08	30.25	2,172
07/24/08	30.24	2,000
07/24/08	30.23	2,500
07/24/08	30.22	1,700
07/24/08	30.21	1,500
07/24/08	30.19	300
07/24/08	30.18	600
07/24/08	30.17	300
07/24/08	30.16	1,300
07/24/08	30.15	900
07/24/08	30.14	300
07/24/08	30.13	300
07/24/08	30.12	300
07/24/08	30.11	300
07/24/08	30.10	200
07/24/08	30.09	200
07/24/08	30.08	400
07/24/08	30.07	1,400
07/24/08	30.06	700
07/24/08	30.05	1,000
07/24/08	30.04	1,503
07/24/08	30.03	1,997
07/24/08	30.02	1,500
07/24/08	30.01	900
07/24/08	30.00	1,195
07/24/08	29.99	1,105
07/24/08	29.98	2,000
07/24/08	29.97	1,300
07/24/08	29.96	900
07/24/08	29.95	1,200
07/24/08	29.94	1,200
07/24/08	29.93	1,400
07/24/08	29.92	400
07/24/08	29.91	300
07/24/08	29.87	200
07/24/08	29.86	100
07/24/08	29.85	600
07/24/08	29.84	100
07/24/08	29.79	100

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07/24/08	29.77	1,500
07/24/08	29.76	1,300
07/24/08	29.75	2,400
07/24/08	29.74	1,400
07/24/08	29.73	3,600
07/24/08	29.72	400
07/24/08	29.71	4,600
07/24/08	29.70	4,300
07/24/08	29.69	1,800
07/24/08	29.68	1,400
07/24/08	29.66	900
07/24/08	29.65	2,600
07/24/08	29.64	2,200
07/24/08	29.63	2,400
07/24/08	29.62	1,300
07/24/08	29.61	2,100
07/24/08	29.6	2,800
07/24/08	29.59	100
07/24/08	29.58	1,400
07/24/08	29.57	1,900
07/24/08	29.56	700
07/24/08	29.55	2,100
07/24/08	29.54	1,900
07/24/08	29.53	600
07/24/08	29.52	1,300
07/24/08	29.51	1,500
07/24/08	29.50	1,200
07/24/08	29.49	1,100
07/24/08	29.48	900
07/24/08	29.46	700
07/24/08	29.45	1,300
07/24/08	29.44	1,400
07/24/08	29.43	400
07/24/08	29.42	1,100
07/24/08	29.41	700
07/24/08	29.40	900
07/24/08	29.39	2,300
07/24/08	29.38	2,100
07/24/08	29.37	1,200
07/24/08	29.36	4,100
07/24/08	29.35	3,400
07/24/08	29.34	2,800
07/24/08	29.33	1,500
07/24/08	29.32	3,900
07/24/08	29.31	1,400
07/24/08	29.29	2,100
07/24/08	29.28	2,200
07/24/08	29.27	1,685
07/24/08	29.26	1,615
07/24/08	29.25	3,100
07/24/08	29.24	200
07/24/08	29.23	200
07/24/08	29.22	1,100
07/24/08	29.21	300
07/24/08	29.20	400
07/24/08	29.19	400
07/24/08	29.17	500
07/24/08	29.16	500
07/24/08	29.15	300
07/24/08	29.14	800
07/24/08	29.13	300
07/24/08	29.12	900

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07/24/08	29.10	1,000
07/24/08	29.09	300
07/24/08	29.08	100
07/24/08	29.06	400
07/24/08	29.05	200
07/24/08	29.04	1,300
07/24/08	29.03	1,726
07/24/08	29.02	1,600
07/24/08	29.01	800
07/24/08	29.00	2,104
07/24/08	28.99	2,000
07/24/08	28.98	1,300
07/24/08	28.97	1,500
07/24/08	28.96	1,000
07/24/08	28.95	4,000
07/24/08	28.94	472
07/24/08	28.93	2,600
07/24/08	28.92	2,000
07/24/08	28.91	900
07/24/08	28.90	1,300
07/24/08	28.89	200
07/24/08	28.88	100
07/24/08	28.87	200

07/25/08	30.32	200
07/25/08	30.29	200
07/25/08	30.19	200
07/25/08	30.18	300
07/25/08	30.17	200
07/25/08	30.15	100
07/25/08	30.14	200
07/25/08	30.13	200
07/25/08	30.12	100
07/25/08	30.10	200
07/25/08	30.09	500
07/25/08	30.08	200
07/25/08	30.075	100
07/25/08	30.07	600
07/25/08	30.065	200
07/25/08	30.06	300
07/25/08	30.05	500
07/25/08	30.04	1,100
07/25/08	30.03	1,027
07/25/08	30.02	1,000
07/25/08	30.015	400
07/25/08	30.01	1,600
07/25/08	30.005	100
07/25/08	30.00	2,173
07/25/08	29.995	100
07/25/08	29.99	1,200
07/25/08	29.98	2,100
07/25/08	29.97	2,445
07/25/08	29.96	2,555
07/25/08	29.955	200
07/25/08	29.95	1,800
07/25/08	29.94	2,800
07/25/08	29.93	3,100
07/25/08	29.925	100
07/25/08	29.92	3,800

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07/25/08	29.913	200
07/25/08	29.91	5,700
07/25/08	29.905	300
07/25/08	29.90	3,000
07/25/08	29.895	100
07/25/08	29.89	2,441
07/25/08	29.88	2,900
07/25/08	29.875	200
07/25/08	29.873	200
07/25/08	29.87	4,000
07/25/08	29.865	100
07/25/08	29.86	1,200
07/25/08	29.85	800
07/25/08	29.84	1,300
07/25/08	29.83	800
07/25/08	29.825	200
07/25/08	29.82	700
07/25/08	29.82	300
07/25/08	29.81	1,100
07/25/08	29.805	200
07/25/08	29.80	600
07/25/08	29.795	300
07/25/08	29.79	200
07/25/08	29.78	500
07/25/08	29.76	200
07/25/08	29.75	300
07/25/08	29.74	700
07/25/08	29.72	400
07/25/08	29.713	100
07/25/08	29.71	700
07/25/08	29.705	200
07/25/08	29.70	300
07/25/08	29.69	400
07/25/08	29.685	200
07/25/08	29.68	300
07/25/08	29.67	200
07/25/08	29.66	400
07/25/08	29.65	700
07/25/08	29.64	400
07/25/08	29.63	500
07/25/08	29.62	500
07/25/08	29.61	1,200
07/25/08	29.60	1,500
07/25/08	29.59	1,000
07/25/08	9.585	100
07/25/08	29.58	1,300
07/25/08	29.57	1,100
07/25/08	29.56	800
07/25/08	29.55	900
07/25/08	29.54	1,100
07/25/08	29.535	500
07/25/08	29.53	1,200
07/25/08	29.525	300
07/25/08	29.52	1,600
07/25/08	29.515	200
07/25/08	29.51	1,000
07/25/08	29.505	100
07/25/08	29.50	1,300
07/25/08	29.49	1,600
07/25/08	29.48	2,300
07/25/08	29.47	1,500
07/25/08	29.465	100

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07/25/08	29.46	1,900
07/25/08	29.45	1,500
07/25/08	29.44	1,900
07/25/08	29.43	200
07/25/08	29.42	900
07/25/08	29.41	1,000
07/25/08	29.40	500
07/25/08	29.39	1,000
07/25/08	29.38	200
07/25/08	29.375	200
07/25/08	29.37	1,300
07/25/08	29.36	300
07/25/08	29.35	500
07/25/08	29.34	1,000
07/25/08	29.33	100
07/25/08	29.32	2,200
07/25/08	29.31	300
07/25/08	29.30	500
07/25/08	29.29	200
07/25/08	29.28	1,200
07/25/08	29.27	2,500
07/25/08	29.26	2,322
07/25/08	29.25	2,100
07/25/08	29.24	1,100
07/25/08	29.23	1,200
07/25/08	29.22	2,047
07/25/08	29.21	1,500
07/25/08	29.20	2,460
07/25/08	29.19	1,705
07/25/08	29.18	1,253
07/25/08	29.17	2,200
07/25/08	29.16	5,100
07/25/08	29.15	5,300
07/25/08	29.14	5,100
07/25/08	29.13	6,800
07/25/08	29.12	5,323
07/25/08	29.11	6,835
07/25/08	29.10	7,936
07/25/08	29.09	6,400
07/25/08	29.08	5,700
07/25/08	29.07	7,300
07/25/08	29.06	3,664
07/25/08	29.05	3,800
07/25/08	29.04	3,900
07/25/08	29.03	2,938
07/25/08	29.02	2,800
07/25/08	29.01	100
07/25/08	29.00	500
07/25/08	28.99	300
07/25/08	28.96	900
07/25/08	28.95	400
07/25/08	28.94	200
07/25/08	28.93	800
07/25/08	28.92	1,578
07/25/08	28.91	600
07/25/08	28.90	300
07/25/08	28.89	300
07/25/08	28.88	500
07/25/08	28.87	300
07/25/08	28.86	800
07/25/08	28.85	400
07/25/08	28.84	100

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07/25/08	28.82	1,100
07/25/08	28.81	200
07/25/08	28.79	400
07/25/08	28.76	200
07/25/08	28.75	400
07/25/08	28.74	400

07/28/08	29.09	300
07/28/08	29.07	100
07/28/08	29.06	200
07/28/08	29.05	300
07/28/08	29.03	500
07/28/08	29.02	500
07/28/08	29.00	300
07/28/08	28.99	200
07/28/08	28.98	300
07/28/08	28.96	200
07/28/08	28.95	1,100
07/28/08	28.94	600
07/28/08	28.93	3,600
07/28/08	28.92	1,500
07/28/08	28.91	1,500
07/28/08	28.90	3,100
07/28/08	28.89	1,800
07/28/08	28.88	400
07/28/08	28.87	400
07/28/08	28.86	1,100
07/28/08	28.85	1,900
07/28/08	28.84	1,500
07/28/08	28.83	100
07/28/08	28.82	800
07/28/08	28.81	1,300
07/28/08	28.80	1,300
07/28/08	28.79	700
07/28/08	28.78	300
07/28/08	28.77	100
07/28/08	28.76	1,400
07/28/08	28.75	2,183
07/28/08	28.74	2,700
07/28/08	28.73	1,600
07/28/08	28.72	2,800
07/28/08	28.71	2,318
07/28/08	28.70	3,682
07/28/08	28.69	2,602
07/28/08	28.68	5,228
07/28/08	28.67	5,770
07/28/08	28.66	6,950
07/28/08	28.65	5,208
07/28/08	28.64	6,536
07/28/08	28.63	6,494
07/28/08	28.62	6,044
07/28/08	28.61	4,822
07/28/08	28.60	5,502
07/28/08	28.59	3,700
07/28/08	28.58	4,000
07/28/08	28.57	3,600
07/28/08	28.56	1,400
07/28/08	28.55	3,700
07/28/08	28.54	3,868
07/28/08	28.53	2,300
07/28/08	28.52	5,600

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07/28/08	28.51	6,750
07/28/08	28.50	7,200
07/28/08	28.49	5,032
07/28/08	28.48	3,853
07/28/08	28.47	4,116
07/28/08	28.46	4,825
07/28/08	28.44	5,809
07/28/08	28.43	6,991
07/28/08	28.42	4,419
07/28/08	28.41	5,986
07/28/08	28.40	5,000
07/28/08	28.39	4,212
07/28/08	28.38	2,600
07/28/08	28.37	3,458
07/28/08	28.36	2,560
07/28/08	28.32	1,940
07/28/08	28.31	100
07/28/08	28.30	200

Item 7. Material to Be Filed as Exhibits.

Exhibit 1

A joint filing agreement among Mr. Sumner M. Redstone, National Amusements, Inc. and the Sumner M. Redstone Charitable Foundation (u/t/d August 26, 1986) is attached hereto as Exhibit 1.

Signatures

After reasonably 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.

JULY 30, 2008

/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

Sumner M. Redstone Charitable Foundation

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By /s/ Sumner M. Redstone

Name: Sumner M.Redstone
Title: Trustee

EXHIBIT 1

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 executes this Agreement as of the 24th, of July, 2008.

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

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

By: /s/ Sumner M. Redstone

Sumner M. Redstone
Individually

SUMNER M. REDSTONE CHARITABLE FOUNDATION

By: /s/ Sumner M. Redstone

Name: Sumner M.Redstone
Title: Trustee