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WMS INDUSTRIES INC /DE/
Form SC 13D/A
April 06, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 52)

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)

April 5, 2007
(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 3,483,900**

(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)
|X| -----

(13) Percent of Class Represented by Amount in Row (11) 10.66 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 Amendment No. 19 to 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	392,060

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person 392,060*

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

|

(13) Percent of Class Represented by Amount in Row (11) 1.2 percent

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

* Voting power subject to Voting Proxy Agreement described in Item 6 of Amendment No. 19 to 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 3,091,840

(11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,091,840

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

(13) Percent of Class Represented by Amount in Row (11) 9.46%

(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.

Item 1. Security and Issuer.

This Amendment No. 52 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 2: Identity and Background.

Item 2 is amended as follows by adding the following information regarding the Sumner M. Redstone Charitable Fountdation:

- (a) The Sumner M. Redstone Charitable Foundation (u/t/d/ August 26, 1986)
- (b) 200 Elm Street, Dedham, MA 02026
- (c) Charitable Foundation

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- (d) During the last five years the Sumner M. Redstone Charitable Foundation has not been convicted in a criminal proceeding.
- (e) During the last five years the Sumner M. Redstone Charitable Foundation has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction nor is it subject to a decree, judgment or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) United States

Item 3. Source of Funds

The Sumner M. Redstone Charitable Foundation received 392,060 shares of the Issuer's Common stock as a charitable contribution from NAI.

Item 5. Interest in Securities of the Issuer.

- (a) NAI is currently the beneficial owner, with shared dispositive and no voting power, of 3,091,840 Common Shares, or approximately 9.46%, 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 December 31, 2006).
- (b) As a result of his stock ownership in NAI, Mr. Sumner M. Redstone is deemed the beneficial owner with no voting power of 3,091,840 Common Shares of the issued and outstanding Common Shares of the Issuer. By virtue of his position as sole trustee of the Sumner M. Redstone Charitable Foundation (u/t/d August 26, 1986) Mr Sumner M. Redstone is also deemed the beneficial owner with no voting power of an additional 392,060 Common Shares of the Issuer for a total of 3,483,900 or 10.66% 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 December 31, 2006)

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 Amendment No. 19 of this Statement.

- (c) Transactions effected since the filing of Amendment No.51 to this Statement on Schedule 13D with the SEC on December 7, 2005. (The transaction was executed by Bear Stearns, New York, N.Y.):

(NAI made a charitable contribution of 392,060 shares to the Sumner M. Redstone Charitable Foundation u/t/d August 26, 1986.)

DATE	NO. SHARES	PRICE
04/05/2007	392,060	0

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 Foundation is attached hereto as Exhibit 1.

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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.

April 6, 2007

/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

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 6th day of April, 2007.

NATIONAL AMUSEMENTS, INC.

By: /s/ Sumner M. Redstone

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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