

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C 20549

AMENDMENT NO. 8  
TO  
SCHEDULE 13G

Under the Securities Exchange Act of 1934

WESTELL TECHNOLOGIES, INC.

-----  
(Name of Issuer)

Class A Common Stock, par value \$0.01  
Class B Common Stock, par value \$0.01(1)

-----  
(Title of Class of Securities)

957541-10-5 (Number for Class A Common Stock)

-----  
CUSIP Number

December 31, 2003 (end of calendar year)

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- (1) Although not registered under Section 12 of the Securities Exchange Act of 1934, as amended, Class B Common Stock automatically converts into Class A Common Stock upon any transfer except transfers to permitted transferees.

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CUSIP NO. 957541-10-5

1. NAME OF REPORTING PERSON  
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Melvin J. Simon
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
(A) X  
(B)
3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF 5. SOLE VOTING POWER

SHARES 1,374,962 Class B Common Stock at  
December 31, 2003  
401,660 Class A Common Stock at  
December 31, 2003 (including options  
and warrants to purchase shares that  
are exercisable within 60 days of  
December 31, 2003)

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 14,589,082 Class B Common Stock at  
December 31, 2003

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 1,374,962 Class B Common Stock at  
December 31, 2003  
401,660 Class A Common Stock at  
December 31, 2003 (including options  
and warrants to purchase shares that  
are exercisable within 60 days of  
December 31, 2003)

PERSON 8. SHARED DISPOSITIVE POWER

WITH 14,589,082 Class B Common Stock at  
December 31, 2003

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

401,660 Class A Common Stock  
(including options and warrants to  
purchase shares that are exercisable  
within 60 days of December 31, 2003)

15,964,044 Class B Common Stock at  
December 31, 2003

10. CHECK IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES

Not applicable.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 57.0% the total voting power of the corporation  
(Class A Common Stock and Class B Common Stock).

Less than 1% of the outstanding shares of Class A Common Stock.

12. TYPE OF REPORTING PERSON: IN

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CUSIP NO. 957541-10-5

1. NAME OF REPORTING PERSON

S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert C. Penny III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) X  
(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES 5. SOLE VOTING POWER --

BENEFICIALLY OWNED BY 6. SHARED VOTING POWER

170,940 Class A Common Stock  
14,589,082 Class B Common Stock

EACH REPORTING PERSON 7. SOLE DISPOSITIVE POWER ----

WITH 8. SHARED DISPOSITIVE POWER  
170,940 Class A Common Stock  
14,589,082 Class B Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,589,082 Class B Common Stock at December 31, 2003

170,940 Class A Common Stock (consisting of warrants to purchase shares that are exercisable within 60 days of December 31, 2003)

10. CHECK IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES

Not applicable.

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Approximately 51.9% the total voting power of the corporation (Class A Common Stock and Class B Common Stock).

Less than 1% of the Class A Common Stock.

12. TYPE OF REPORTING PERSON: IN

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Item 1(a) NAME OF ISSUER: Westell Technologies, Inc.

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

750 North Commons Drive, Aurora, Illinois 60504

Item 2(a) NAME OF PERSON FILING:

Robert C. Penny III and Melvin J. Simon

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

4343 Commerce Court, Suite 306, Lisle, Illinois 60532

Item 2(c) CITIZENSHIP: United States

Item 2(d) TITLE OF CLASS OF SECURITIES:

Class A Common Stock, \$0.01 par value per share, and Class B Common Stock, \$0.01 par value per share, of Westell Technologies, Inc. Class B Common Stock has four votes per share and automatically converts into Class A Common Stock (one vote per share) unless transferred to certain family members of Robert C. Penny III, Gary F. Seamans or Melvin J. Simon.

Item 2(e) CUSIP NUMBER:

The CUSIP number of the Class A Common Stock is 957541-10-5. Since the Class B Common Stock is not listed on any exchange, it does not have a CUSIP number.

Item 3 THE PERSON FILING THIS STATEMENT IS A:

This statement is not being filed pursuant to Rule 13d-1(b) or 13d-2(b). Not Applicable.

Item 4 OWNERSHIP

(a) Amount Beneficially Owned as of December 31, 2003:

Robert C. Penny III: 14,589,082 Class B Common Stock and 170,940 Class A Common Stock (consisting of warrants to purchase shares of Class A Common Stock that are exercisable within 60 days of December 31, 2003)

Melvin J. Simon: 15,964,044 Class B Common Stock and 401,660 Class A Common Stock (including options and warrants to purchase shares of Class A Common Stock that are exercisable within 60 days of December 31, 2003)

(b) Percent of Class:

Robert C. Penny III:

Approximately 51.9% of the total voting power of the corporation (Class A Common Stock and Class B Common Stock).

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Less than 1% of the outstanding shares of Class A Common Stock.

Melvin J. Simon:

Approximately 57.0% of the total voting power of the corporation (Class A Common Stock and Class B Common Stock).

Less than 1% of the outstanding shares of Class A Common Stock.

(c) Number of shares as to which such person has as of December 31, 2003:

(i) sole power to vote or to direct the vote:

Robert C. Penny III: None  
Melvin J. Simon: 1,374,962 Class B Common Stock  
401,660 Class A Common Stock (including options and warrants to purchase shares that are exercisable within 60 days of December 31, 2003)

(ii) shared power to vote or to direct the vote:

Robert C. Penny III: 14,589,082 Class B Common  
Stock  
170,940 Class A Common  
Stock (including warrants  
to purchase shares that are  
exercisable within 60 days  
of December 31, 2003).  
Barbara J. Pruitt, Florence  
R. Penny and Robert C.  
Penny III are co-trustees  
of a trust containing  
warrants to purchase 85,470  
shares and Marlene D.  
Foskett, Florence R. Penny  
and Robert C. Penny III are  
co-trustees of another  
trust containing warrants  
to purchase 85,470 shares.

Melvin J. Simon: 14,589,082 Class B Common  
Stock

(iii) sole power to dispose or direct the disposition of:

Robert C. Penny III: None  
Melvin J. Simon: 1,374,962 Class B Common  
Stock  
401,660 Class A Common  
Stock (including options  
and warrants to purchase  
shares that are exercisable  
within 60 days of December  
31, 2003)

(iv) shared power to dispose or direct the disposition of:

Robert C. Penny III: 14,589,082 Class B Common  
Stock  
170,940 Class A Common  
Stock (including warrants  
to purchase shares that are  
exercisable within 60 days  
of December 31, 2003).  
Barbara J. Pruitt, Florence  
R. Penny and Robert C.  
Penny III are co-trustees  
of a trust containing  
warrants to purchase 85,470  
shares and Marlene D.  
Foskett, Florence R. Penny  
and Robert C. Penny III are  
co-trustees of another  
trust containing warrants  
to purchase 85,470 shares.

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Melvin J. Simon: 14,589,082 Class B Common  
Stock

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER  
PERSON:

Messrs. Penny and Simon beneficially own an aggregate of  
14,589,082 shares of Class B Common Stock as Voting Trustees  
of a Voting Trust formed pursuant to the Voting Trust

Agreement dated February 23, 1994, as amended (the "Voting Trust"), among Robert C. Penny III and Melvin J. Simon, as co-trustees, and certain members of the Penny family and the Simon family. As beneficiaries of trusts that are beneficiaries of the voting trust and the other trusts for which Mel Simon is trustee, Robert C Penny III, Marlene D. Foskett and Barbara J. Pruitt each have the right to receive more than 5% of the dividends with respect to the Class B Common Stock held in the voting trust.

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Robert C. Penny and Melvin J. Simon, as co-trustees of the Voting Trust, may be deemed to have formed a group under Regulation 13D of the Securities Exchange Act of 1934, as amended. Please see the response to Item 6 above.

Item 9 NOTICE OF DISSOLUTION OF GROUP: Not applicable.

Item 10 CERTIFICATION:

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2004

/s/ Robert C. Penny III

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Robert C. Penny III

/s/ Melvin J. Simon

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Melvin J. Simon

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

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