

# FORM 4

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

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>PENNY ROBERT C III</b>			2. Issuer Name and Ticker or Trading Symbol <b>WESTELL TECHNOLOGIES INC [WSTL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/31/2011</b>					
750 NORTH COMMONS DRIVE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
AURORA, IL 60504								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class B Common Stock (1)	05/31/2011		C(2)		191,407 (2)	D	\$ 0	4,832,131	I	By Voting Trust (3)
Class A Common Stock	05/31/2011		C(2)		191,407 (2)	A	\$ 0	316,419	I	By Voting Trust (3)
Class A Common Stock	05/31/2011		D(2)		316,419 (2)	D	\$ 3.4265	0	I	By Voting Trust (4)
Class A Common Stock								40,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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### 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENNY ROBERT C III 750 NORTH COMMONS DRIVE AURORA, IL 60504	X	X		

## Signatures

/s/ Amy T. Forster, by power of attorney		06/02/2011
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Holders of Class B Common Stock have four votes per share and holders of Class A Common Stock have one vote per share. Class B Common Stock is transferable only to certain transferees and is convertible into Class A Common Stock on a one-for-one basis.

(2) On May 31, 2011, as part of its authorized share repurchase program, Westell Technologies, Inc. (the "Company") purchased the shares of Class A Common Stock reported above; 191,407 of these shares were converted into Class A Common Stock from Class B Common Stock on a one-for-one basis immediately prior to sale. The price paid by the Company represented the volume weighted average price of the Company's Class A Common Stock for the three daily trading sessions on May 23, 24 and 25, 2011, as reported on the NASDAQ Global Select Market.

(3) Includes 3,846,492 shares of Class B Common Stock shares held pursuant to a Voting Trust Agreement dated February 23, 1994, as amended, among Robert C. Penny III and Robert W. Foskett, as co-trustees, and certain members of the Penny family. Also includes 316,419 shares of Class A Common Stock and 985,639 shares of Class B Common stock held in trusts for which the Reporting Person's children are beneficiaries.

(4) Includes 3,846,492 shares of Class B Common Stock shares held pursuant to a Voting Trust Agreement dated February 23, 1994, as amended, among Robert C. Penny III and Robert W. Foskett, as co-trustees, and certain members of the Penny family. Also includes 985,639 shares of Class B Common stock held in trusts for which the Reporting Person's children are beneficiaries.

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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