

RILEY BRYANT R
Form 4
September 29, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RILEY BRYANT R

(Last) (First) (Middle)

11100 SANTA MONICA
BLVD, SUITE 810

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAGNETEK INC [MAG]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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 or Price | | |
| Common Stock | 06/30/2006 | | P | | 270,200 A \$ 2.628 | 3,285,246 | I Footnote (1) |
| Common Stock | 07/05/2006 | | P | | 9,900 A \$ 2.7213 | 3,295,146 | I Footnote (1) |
| Common Stock | 07/10/2006 | | P | | 34,200 A \$ 2.8493 | 3,329,346 | I Footnote (1) |
| Common Stock | 07/11/2006 | | P | | 120,600 A \$ 2.7907 | 3,449,946 | I Footnote (1) |
| Common Stock | 07/13/2006 | | P | | 45,200 A \$ 2.746 | 3,495,146 | I Footnote (1) |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------|-----------|---|--------------|
| Common Stock | 07/14/2006 | P | 50,700 | A | \$ 2.7497 | 3,545,846 | I | Footnote (1) |
| Common Stock | 07/17/2006 | P | 6,400 | A | \$ 2.6414 | 3,552,246 | I | Footnote (1) |
| Common Stock | 07/19/2006 | P | 68,775 | A | \$ 2.7791 | 3,621,021 | I | Footnote (1) |
| Common Stock | 07/20/2006 | P | 30,261 | A | \$ 2.7648 | 3,651,282 | I | Footnote (1) |
| Common Stock | 07/21/2006 | P | 97,202 | A | \$ 2.7 | 3,748,484 | I | Footnote (1) |
| Common Stock | 07/28/2006 | P | 9,170 | A | \$ 2.78 | 3,757,654 | I | Footnote (1) |
| Common Stock | 07/31/2006 | P | 10,000 | A | \$ 2.81 | 3,767,654 | I | Footnote (1) |
| Common Stock | 09/12/2006 | P | 200,000 | A | \$ 3.15 | 3,967,654 | I | Footnote (1) |
| Common Stock | 09/15/2006 | P | 13,755 | A | \$ 3.4 | 3,981,409 | I | Footnote (1) |
| Common Stock | 09/20/2006 | P | 9,170 | A | \$ 3.34 | 3,990,579 | I | Footnote (1) |
| Common Stock | 09/27/2006 | P | 12,420 | A | \$ 3.387 | 4,002,999 | I | Footnote (1) |
| Common Stock | 09/28/2006 | P | 51,810 | A | \$ 3.4455 | 4,054,809 | I | Footnote (1) |
| Common Stock | 06/30/2006 | P | 490,000 | A | \$ 2.2456 | 490,000 | I | Footnote (2) |
| Common Stock | 06/30/2006 | P | 249,400 | A | \$ 2.5468 | 739,400 | I | Footnote (2) |
| Common Stock | 07/05/2006 | P | 900 | A | \$ 2.7213 | 740,300 | I | Footnote (2) |
| Common Stock | 07/10/2006 | P | 42,300 | A | \$ 2.8493 | 782,600 | I | Footnote (2) |
| Common Stock | 07/11/2006 | P | 10,900 | A | \$ 2.7907 | 793,500 | I | Footnote (2) |
| Common Stock | 07/13/2006 | P | 4,100 | A | \$ 2.746 | 797,600 | I | Footnote (2) |
| Common Stock | 07/17/2006 | P | 600 | A | \$ 2.6414 | 798,200 | I | Footnote (2) |
| Common Stock | 07/19/2006 | P | 6,225 | A | \$ 2.779 | 804,425 | I | Footnote (2) |
| | 07/20/2006 | P | 2,739 | A | | 807,164 | I | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|--------------|
| Common Stock | | | | | \$ 2.7648 | | | Footnote (2) |
| Common Stock | 07/21/2006 | P | 8,798 | A | \$ 2.7 | 815,962 | I | Footnote (2) |
| Common Stock | 07/28/2006 | P | 830 | A | \$ 2.78 | 816,792 | I | Footnote (2) |
| Common Stock | 09/15/2006 | P | 1,245 | A | \$ 3.4 | 818,037 | I | Footnote (2) |
| Common Stock | 09/20/2006 | P | 830 | A | \$ 3.34 | 818,867 | I | Footnote (2) |

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

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(9-02)

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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RILEY BRYANT R 11100 SANTA MONICA BLVD SUITE 810 LOS ANGELES, CA 90025 | | X | | |

Signatures

/s/ Bryant R.
Riley

09/29/2006

__Signature of
Reporting Person

Date

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) Sole equity owner of Riley Investment Management, LLC, General Partner of SACC Partners, LP
- (2) Sole equity owner of Riley Investment Management, LLC, investment adviser to Managed Accounts of advisory clients. Mr. Riley disclaims beneficial ownership of the shares held by the Managed Accounts, except to the extent of the pecuniary interest, if any, as a result of the contingent right to receive a performance-based advisory fee.

Remarks:

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