

RILEY BRYANT R  
Form 4  
September 29, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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, 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)  |

Edgar Filing: RILEY BRYANT R - Form 4

|              |            |   |         |   |           |           |   |              |
|--------------|------------|---|---------|---|-----------|-----------|---|--------------|
| 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 |              |

Edgar Filing: RILEY BRYANT R - Form 4

|              |            |   |       |   |           |         |   |              |
|--------------|------------|---|-------|---|-----------|---------|---|--------------|
| 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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<br>11100 SANTA MONICA BLVD<br>SUITE 810<br>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:

Page 1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.