

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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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)

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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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**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)
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## 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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