

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**11100 SANTA MONICA
BLVD, SUITE 810**

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

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

(Street)

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

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

LOS ANGELES, CA 90025

(City) (State) (Zip)

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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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.