RILEY BRYANT R

Form 4

October 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAGNETEK, INC. [MAG]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title _X__ 10% Owner __ Other (specify

11100 SANTA MONICA BLVD.,

(Street)

SUITE 810

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

09/28/2007

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

Person

below)

LOS ANGELES, CA US 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. Transactic Code (Instr. 8)	4. Securiticomor Dispose (Instr. 3, 4	d of (I	D)	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)	
Common Stock	09/28/2007		S	136,565	D	\$ 4.8503	3,062,303	I	Footnote 1 (1)	
Common Stock	09/28/2007		S	6,615	D	\$ 4.9096	3,055,688	I	Footnote 1 (1)	
Common Stock	09/28/2007		S	54,615	D	\$ 4.8503	1,714,663	I	Footnote 2 (2)	
Common Stock	09/28/2007		S	2,645	D	\$ 4.9096	1,712,018	I	Footnote 2 (2)	
Common Stock							145,738	I	Footnote 3 (3)	

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Common Stock	25,800	I	Footnote 4 (4)
Common Stock	8,400	I	Footnote 5 (5)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

**Signature of

Reporting Person

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
RILEY BRYANT R 11100 SANTA MONICA BLVD., LOS ANGELES, CA US 90025	SUITE 810		X				
Riley Investment Management LLC 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025			X				
Riley Investment Partners Master I 11100 SANTA MONICA BLVD., LOS ANGELES, CA US 90025		X					
Signatures							
/s/ Bryant Riley 10/02	/2007						

Date

Reporting Owners 2

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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).
- $(1) \quad \text{Sole equity owner of Riley Investment Management LLC, general partner of Riley Investment Partners Master Fund, L.P.}\\$
 - Sole equity owner of Riley Investment Management LLC, investment adviser to managed accounts, some of which are indirectly
- (2) affiliated with Mr. Riley and/or Riley Investment Partners Master Fund, L.P. Each reporting person disclaims beneficial ownership of shares held by the non-affiliated accounts.
- (3) Sole equity owner of B. Riley and Co., LLC (including shares held in an account indirectly affiliated with B. Riley and Co., LLC)
- (4) Trustee of the B. Riley and Co. Retirement Trust.
- (5) Bryant Riley, as custodian for his children. Reporting persons disclaim beneficial ownership of these shares.

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.