

MILLER LLOYD I III  
Form 4  
March 06, 2012

**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 \*  
MILLER LLOYD I III

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)  
222 LAKEVIEW AVENUE, SUITE 160-365

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
no longer 10% holder

(Street)  
WEST PALM BEACH, FL 33401

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

(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	(D)	Price			
Common Stock	03/02/2012		S		3,377	D	\$ 14	196,387 <sup>(1)</sup> <sub>(2)</sub>	I	By Trust A-4 - Lloyd I. Miller
Common Stock	03/05/2012		S		13,739	D	\$ 14.0006	182,648 <sup>(1)</sup>	I	By Trust A-4 - Lloyd I. Miller
Common Stock								2,500 <sup>(1)</sup> <sup>(2)</sup>	I	By Trust A-3 - Lloyd I. Miller

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Common Stock		0 <u>(3)</u> <u>(4)</u>	I	By Milgrat I (F7)
Common Stock		0 <u>(5)</u>	I	By Milgrat I (Q6)
Common Stock		33,675 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	By Trust C - Lloyd I. Miller
Common Stock		5,077 <u>(2)</u>	D	
Common Stock		69,398 <u>(1)</u> <u>(2)</u>	I	By Milfam II L.P.
Common Stock		3,750 <u>(1)</u> <u>(2)</u>	I	By Lloyd I. Miller, III, Trustee GST Catherine C. Miller
Common Stock		3,750 <u>(1)</u> <u>(2)</u>	I	By Lloyd I. Miller, III, Trustee GST Kimberly S. Miller

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.**

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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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 222 LAKEVIEW AVENUE SUITE 160-365 WEST PALM BEACH, FL 33401				no longer 10% holder

## Signatures

/s/ Paul N. Silverstein Attorney-in-fact	03/06/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).
- The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing
- (1) shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.
  - (2) On December 5, 2011, the Issuer effected a 1-for-10 reverse stock split of its common stock.
  - (3) On November 18, 2010, 125,225 securities held by Milgrat I (F7) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the Reporting Person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
  - (4) On November 18, 2011, 127,659 securities held by Milgrat I (F7) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the Reporting Person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.
  - (5) On October 25, 2010, 83,866 securities held by Milgrat I (Q6) were transferred to Trust C. Such transaction only effected a change in the form of beneficial ownership without changing the Reporting Person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

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.