

MILLER LLOYD I III

Form 4

March 06, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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 ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
no longer 10% holder

(Street)

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

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

WEST PALM BEACH, FL 33401

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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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	03/06/2012
Attorney-in-fact	

__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).

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.

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