

RILEY BRYANT R

Form 4

September 29, 2006

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

OMB
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(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	(A) or (D)	Price			
Common Stock	09/27/2006		P		1,080	A	\$ 3.387	819,947	I	Footnote (1)
Common Stock	09/28/2006		P		4,690	A	\$ 3.4455	824,637	I	Footnote (1)
Common Stock	07/24/2006		P		22,800	A	\$ 2.7498	22,800	I	Footnote (2)
Common Stock	07/25/2006		P		50,000	A	\$ 2.7846	72,800	I	Footnote (2)
Common Stock	07/26/2006		P		25,000	A	\$ 2.7972	97,800	I	Footnote (2)

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Common Stock	08/07/2006	P	8,100	A	\$ 2.7497	105,900	I	Footnote (2)
Common Stock	08/11/2006	P	25,000	A	\$ 2.75	130,900	I	Footnote (2)
Common Stock	09/20/2006	P	10,000	A	\$ 3.2996	140,900	I	Footnote (2)
Common Stock	09/21/2006	P	5,000	A	\$ 3.2999	145,900	I	Footnote (2)
Common Stock	08/07/2006	P	800	A	\$ 2.7936	25,800	I	Footnote (3)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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, 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.
- (2) Sole equity owner of B. Riley & Co., Inc.
- (3) Trustee of the B. Riley & Co. Retirement Trust

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.
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