

MAGNETEK, INC.
Form 4/A
October 10, 2007

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

(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)
10/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2007

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)
___ Form filed by One Reporting Person
X 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 | 10/01/2007 | | S | 358,247 D \$ 4.9501 | 2,697,441 | I | Footnote (1) |
| Common Stock | 10/01/2007 | | S | 6,013 D \$ 5.0458 | 2,691,428 | I | Footnote (1) |
| Common Stock | 10/02/2007 | | S | 5,854 D \$ 5.0414 | 2,685,574 | I | Footnote (1) |
| Common Stock | 10/03/2007 | | S | 1,265,889 D \$ 5 | 1,419,685 | I | Footnote (1) |
| Common Stock | 10/01/2007 | | S | 94,553 D \$ 4.9501 | 1,617,465 | I | Footnote (2) |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----------|-----------|---|--------------|
| Common Stock | 10/01/2007 | S | 1,587 | D | \$ 5.0458 | 1,615,878 | I | Footnote (2) |
| Common Stock | 10/02/2007 | S | 1,546 | D | \$ 5.0414 | 1,614,332 | I | Footnote (2) |
| Common Stock | 10/03/2007 | S | 334,111 | D | \$ 5 | 1,280,221 | I | Footnote (2) |
| Common Stock | | | | | | 145,688 | I | Footnote (3) |
| Common Stock | | | | | | 25,800 | I | Footnote (4) |
| Common Stock | | | | | | 8,400 | I | Footnote (5) |

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | 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 |
| RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA 90025 | | X | | |
| Riley Investment Management LLC 11100 SANTA MONICA BLVD., SUITE 810 | | X | | |

LOS ANGELES, CA 90025

Riley Investment Partners Master Fund, L.P.
11100 SANTA MONICA BLVD., SUITE 810
LOS ANGELES, CA 90025

X

Signatures

/s/ Bryant Riley 10/10/2007

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 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 & Co., LLC (including shares held in an account indirectly affiliated with B. Riley & Co., LLC)
- (4) Trustee of the B. Riley & Co. Retirement Trust.
- (5) Bryant Riley, as custodian for his children. Reporting persons disclaim beneficial ownership of these shares.

Remarks:

The form 4 filed 10/03/07 is being amended to check the box that the reporting persons are no longer subject to Section 16.

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.