QUAIN MITCHELL I

Form 4

January 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * QUAIN MITCHELL I

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAGNETEK, INC. [MAG]

(First) (Middle) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

MAGNETEK, INC., N49 W13650 CAMPBELL DRIVE

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

12/30/2011

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount o **Underlying Securities** (Instr. 3 and 4)

Edgar Filing: QUAIN MITCHELL I - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	Acquired (A) Disposed of ((Instr. 3, 4, ar	(D)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units	<u>(1)</u>	12/30/2011		A	2,152.123		<u>(2)</u>	(2)	Common Stock	2,152,
Director Stock Options	\$ 8.48	12/30/2011		A	1,866		(3)	12/30/2021	Common Stock	1,86

Reporting Owners

MENOMONEE FALLS, WI 53051

Reporting Owner Name / Address

Director 10% Owner Officer Other

QUAIN MITCHELL I

MAGNETEK, INC.

N49 W13650 CAMPBELL DRIVE

Signatures

Scott S. Cramer, Attorney-in-Fact 01/03/2012

**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)** 1 for 1
- The Phantom Stock Units were accrued under the Magnetek, Inc. Amended and Restated Director and Officer Compensation and
- (2) Deferral Investment Plan and will be settled in shares of Magnetek, Inc. common stock upon the reporting person's termination of service as Director of Magnetek.
- (3) The options vest 50% on the first anniversary of the transaction date and the remaining 50% on the second anniversary.
- (4) All share totals have been adjusted to reflect the one-for-ten reverse split of the issuer's common stock that was effective on December 5, 2011.

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.

Reporting Owners 2