

MILLER LLOYD I III  
Form 3  
July 01, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                            |                                                      |
| MILLER LLOYD I III                        |         | (Month/Day/Year)                     | MAGNETEK, INC. [MAG]                                                   |                                                      |
| (Last)                                    | (First) | (Middle)                             | 06/30/2010                                                             |                                                      |
| 4550 GORDON DRIVE                         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)                                                 |                                                      |
| NAPLES, FL 34102                          |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner        |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
|                                           |         |                                      | (give title below)                                                     | (specify below)                                      |
|                                           |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |                                                      |
|                                           |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |                                                      |
|                                           |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)    |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|
| Common Stock                    | 1,997,646 <sup>(1)</sup>                              | I                                                        | By Trust A-4 - Lloyd I. Miller                           |
| Common Stock                    | 25,000 <sup>(1)</sup>                                 | I                                                        | By Trust A-3 - Lloyd I. Miller                           |
| Common Stock                    | 252,884 <sup>(1)</sup>                                | I                                                        | By Milgrat I (F7)                                        |
| Common Stock                    | 83,866 <sup>(1)</sup>                                 | I                                                        | By Milgrat I (Q6)                                        |
| Common Stock                    | 50,774                                                | D                                                        | ^                                                        |
| Common Stock                    | 693,984 <sup>(1)</sup>                                | I                                                        | By Milfam II L.P.                                        |
| Common Stock                    | 37,500 <sup>(1)</sup>                                 | I                                                        | By Lloyd I. Miller, III, Trustee GST Catherine C. Miller |
| Common Stock                    | 37,500 <sup>(1)</sup>                                 | 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.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date                                                                   |                                                                    |                                                                                                      |                                                             |
|                                               |                                                                | Title                                                                                | Amount or<br>Number of<br>Shares                                   |                                                                                                      |                                                             |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|-------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                             | Director      | 10% Owner | Officer | Other |
| MILLER LLOYD I III<br>4550 GORDON DRIVE<br>NAPLES, FL 34102 | X             | X         | X       | X     |

## Signatures

/s/ David J. Hoyt  
Attorney-in-fact

07/01/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Act or otherwise, the beneficial owner of any equity securities covered by this filing.

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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