UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

(Mark One) [X]

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: January 2, 2011

OR
[] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from

Commission file number 1-10233

MAGNETEK, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE (State or other jurisdiction of

95-3917584 (I.R.S. Employer

incorporation or organization)

Identification Number)

N49 W13650 Campbell Drive Menomonee Falls, Wisconsin 53051 (Address of principal executive offices)

(262) 783-3500

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No []

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [] No []								
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer [] Accelerated filer [X] Non-accelerated filerSmaller Reporting Company								
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [] No [X]								
The number of shares outstanding of Registrant's Common Stock, as of February 1, 2011, was 31,311,609 shares.								

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Part I.

FISCAL YEAR 2011 MAGNETEK FORM 10-Q

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Financial Information

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PART I. FINANCIAL INFORMATION

Item 1 – Financial Statements

MAGNETEK, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except per share data, unaudited)

	Three Months Ended						
	(13 Weeks)			(13 Weeks)			
				D	ecember	•	
	January 2, 2011		,	27,			
				2009			
Net sales	\$	26,066	-)	\$	19,232		
Cost of sales		17,596)		13,354		
Gross profit		8,470			5,878		
Operating expenses:							
Research and development		1,073			995		
Pension expense		1,594			2,051		
Selling, general and administrative		4,411			3,588		
Income (loss) from operations		1,392			(756)	
Non-operating income:							
Interest income		-			(6)	
Income (loss) from continuing operations before income							
taxes		1,392			(750)	
Provision for income taxes		15			130		
Income (loss) from continuing operations		1,377			(880))	
Loss from discontinued operations, net of tax		(141)		(345)	
2005 from discontinued operations, net of tax		(111	,		(3.13		
Net income (loss)	\$	1,236		\$	(1,225)	
Earnings per common share							
Basic and diluted:							
Earnings (loss) from continuing operations	\$	0.04		\$	(0.03)	
Loss from discontinued operations	\$	(0.00)	\$	(0.01)	
Net income (loss)	\$	0.04		\$	(0.04)	
Weighted average shares outstanding:							
Basic		31,284			31,010		
Diluted		31,558			31,010		

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See accompanying notes

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MAGNETEK, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except per share data, unaudited)

Six Months Ended (27 Weeks) (26 Weeks) December 27, January 2, 2011 2009 50,943 Net sales \$ 37,066 Cost of sales 34,929 25,566 16,014 Gross profit 11,500 Operating expenses: 1,896 Research and development 2,069 Pension expense 3,311 4,103 7,547 Selling, general and administrative 8,308 Income (loss) from operations 2,326 (2,046)Non-operating income: Interest income (1 (16) Income (loss) from continuing operations before income (2,030)taxes 2,327 Provision for income taxes 287 361 Income (loss) from continuing operations 2,040 (2,391)Loss from discontinued operations, net of tax (533) (629 Net income (loss) \$ \$ 1,507 (3,020)Earnings per common share Basic and diluted: Earnings (loss) from continuing operations \$ 0.07 \$ (0.08)Loss from discontinued operations (0.02)(0.02)