**MAGNETEK INC** Form 4 November 16, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Torres Stephen R			2. Issuer Name <b>and</b> Ticker or Trading Symbol MAGNETEK INC [MAG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
8966 MASON AVENUE			11/14/2006	_X_ Officer (give title Other (specify below)		
				Exec. Vice President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CHATSWORTH, CA 91311				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed hth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquir Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	11/14/2006		M	30,000	A	\$ 3.75	30,000	D			
Common Stock	11/14/2006		S	900	D	\$ 5.39	29,100	D			
Common Stock	11/14/2006		S	400	D	\$ 5.42	28,700	D			
Common Stock	11/14/2006		S	2,400	D	\$ 5.43	26,300	D			
Common Stock	11/14/2006		S	16,100	D	\$ 5.44	10,200	D			

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Common Stock	11/14/2006	S	200	D	\$ 5.45 10,000	D
Common Stock	11/14/2006	S	1,400	D	\$ 5.48 8,600	D
Common Stock	11/14/2006	S	7,100	D	\$ 5.49 1,500	D
Common Stock	11/14/2006	S	1,500	D	\$ 5.5 0	D
Common Stock	11/15/2006	M	20,000	A	\$ 3.75 20,000	D
Common Stock	11/15/2006	S	2,800	D	\$ 5.5 17,200	D
Common Stock	11/15/2006	S	17,200	D	\$ 5.51 0	D

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

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration (Month/Da		7. Title and Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.75	11/14/2006		M	30,00	00 (1)	11/17/2007	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 3.75	11/15/2006		M	20,00	00 (1)	11/17/2007	Common Stock	20,000

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### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Torres Stephen R

8966 MASON AVENUE Exec. Vice President

CHATSWORTH, CA 91311

### **Signatures**

Tina D. McKnight, Attorney
In Fact

11/16/2006

\*\*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) The options vested on 6/2/05.

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.

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