MAGNETEK, INC. Form 4

January 02, 2008

FORM 4

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

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 *

CROSS DEWAIN K

(First) (Middle) (Last)

N49 W136505 CAMPBELL DRIVE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

MAGNETEK, INC. [MAG] 3. Date of Earliest Transaction

(Month/Day/Year) 12/31/2007

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

X Form filed by One Reporting Person Form filed by More than One Reporting Person

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

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

(City) (State) (Zip)

MENOMONEE FALLS, WI 53051

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A) or

5. Amount of Securities Beneficially

Owned Following Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct (Instr. 4)

6. Ownership

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Estimated average

burden hours per

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.

SEC 1474 (9-02)

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

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code

Securities Acquired (Instr. 8) (A) or Disposed of

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

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

1

Edgar Filing: MAGNETEK, INC. - Form 4

	Derivative Security			(D) (Instr. 3, 4, and	5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	\$ 0 (1)	12/31/2007	A		2,983.2936		(2)	(2)	Common Stock	2,983.29

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CROSS DEWAIN K
N49 W136505 CAMPBELL DRIVE X

MENOMONEE FALLS, WI 53051

Signatures

/s/ Jolene L. Shellman, Attorney
In Fact

01/02/2008

**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. Amemded and Restated Director and Officer Compensation and Deferral (2) Investment Plan and will be settled in shares of Magnetek, Inc. common stock upon the reporting person's termination of service as a director of Magnetek, Inc.

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