#### CROSS DEWAIN K

Form 4

December 30, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

**OMB APPROVAL** 

response...

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

5. Relationship of Reporting Person(s) to Issuer

**CROSS DEWAIN K** 

Symbol MAGNETEK, INC. [MAG]

(Check all applicable)

(Last)

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner

N49 W136505 CAMPBELL DRIVE

(Street)

12/26/2008

(Month/Day/Year)

Other (specify Officer (give title below)

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 Form filed by More than One Reporting

(Instr. 4)

Person

MENOMONEE FALLS, WI 53051

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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)

(Instr. 4)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 4 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Security or Exercise Code Securities Acquired (Month/Day/Year) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) (A) or Disposed of

7. Title and Amount of

**Underlying Securities** 

(Instr. 3 and 4)

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	Security				(Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	\$ 0 (1)	12/26/2008	A		7,648.4018		(2)	(2)	Common Stock	7,648.40

# **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
12/30/2008

\*\*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. Amended 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.

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