

MILLER LLOYD I III
Form SC 13G/A
February 13, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT NO. 1)*

Magnetek, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

559424106
(CUSIP Number)

November 11, 2005
(Date of Event which Requires Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 559424106

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Lloyd I. Miller, III 279-42-7925

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

909,450

6 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

759,450

7 SOLE DISPOSITIVE POWER

909,450

8 SHARED DISPOSITIVE POWER

759,450

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,668,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.7%

12 TYPE OF REPORTING PERSON*

IN-IA-OO**

*SEE INSTRUCTIONS BEFORE FILLING OUT!

** See Item 4.

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Introduction: This Amendment No. 1 to the original 13G filed by the reporting person on November 18, 2005 is being filed solely to correct a clerical error. On the original 13G, the reporting person reported his beneficial ownership as 1,619,600 shares of the Issuer's

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common stock when in fact the reporting person's beneficial ownership was 1,668,900 shares of the Issuer's common stock.

- Item 1(a). Name of Issuer: Magnetek, Inc.
- Item 1(b). Address of Issuers's
Principal Executive Offices: 8966 Mason Avenue
Chatsworth, California 91311
- Item 2(a). Name of Person Filing: Lloyd I. Miller, III
- Item 2(b). Address of Principal Business
Office or, if None,
Residence: 4550 Gordon Drive, Naples, Florida
34102
- Item 2(c). Citizenship: U.S.A.
- Item 2(d). Title of Class of Securities: Common Stock
- Item 2(e). CUSIP Number: 559424106
- Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b)
or (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)
- Item 4. OWNERSHIP: The reporting person has sole voting and dispositive
power with respect to 909,450 of the reported securities as (i)
the manager of a limited liability company that is the general
partner of a certain limited partnership and (ii) the custodian to
accounts set up under the Florida Uniform Gift to Minors Act. The
reporting person has shared voting and dispositive power with
respect to 759,450 of the reported securities as an investment
advisor to the trustee of certain family trusts.
- (a) 1,668,900
- (b) 5.7%
- (c) (i) sole voting power: 909,450
(ii) shared voting power: 759,450
(iii) sole dispositive power: 909,450
(iv) shared dispositive power: 759,450
- Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable
- Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Persons other than Lloyd I. Miller III, have the right to receive
or the power to direct the receipt of dividends from, or the
proceeds from the sale of, the reported securities.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

/s/ Lloyd I. Miller, III

Lloyd I. Miller, III