

SIELOX INC
Form 4
December 11, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
MITAROTONDA JAMES A

(Last) (First) (Middle)

C/O BARINGTON CAPITAL GROUP, L.P., 888 SEVENTH AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIELOX INC [SLXN.OB]

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/09/2008		P		166,783	A	\$ 0.085	2,612,500	I	By Barington Capital Group, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	12/10/2008		P		15,800	A	\$ 0.08	2,628,300	I	By Barington Capital Group, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
	12/11/2008		P		100,000	A	\$ 0.08	2,728,300	I	

Common Stock									By Barington Capital Group, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	12/11/2008		P	300,782	A	\$ 0.08	1,352,655	I	By Barington Companies Equity Partners, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock							1,467,305	I	By Barington Companies Offshore Fund, Ltd. <u>(1)</u> <u>(2)</u> <u>(3)</u>

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.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable Expiration Date	Title	Amount or Number of Shares	
				Code	V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

MITAROTONDA JAMES A
C/O BARINGTON CAPITAL GROUP, L.P.

Relationships

Director 10% Owner Officer Other

See Remarks

888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

BARINGTON COMPANIES EQUITY PARTNERS L P
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

Barington Offshore Advisors II, LLC
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

Barington Companies Investors, LLC
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

BARINGTON CAPITAL GROUP L P
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

LNA Capital Corp.
C/O BARINGTON CAPITAL GROUP, L.P.
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

Barington Companies Offshore Fund, Ltd. (BVI)
C/O BISON FINANCIAL SERVICES LTD.
BISON COURT, ROAD TOWN
TORTOLA, D8

See Remarks

Signatures

BARINGTON COMPANIES EQUITY PARTNERS, L.P, By: Barington Companies Investors, LLC, its general partner, By: /s/ James A. Mitarotonda, its managing member

12/11/2008

**Signature of Reporting Person

Date

BARINGTON COMPANIES INVESTORS, LLC, By: /s/ James A. Mitarotonda, its managing member

12/11/2008

**Signature of Reporting Person

Date

BARINGTON COMPANIES OFFSHORE FUND, LTD., By: /s/ James A. Mitarotonda, its authorized signatory

12/11/2008

**Signature of Reporting Person

Date

BARINGTON OFFSHORE ADVISORS II, LLC, By: /s/ James A. Mitarotonda, its managing member

12/11/2008

**Signature of Reporting Person

Date

BARINGTON CAPITAL GROUP, L.P., By: LNA Capital Corp., its general partner, By: /s/ James A. Mitarotonda, its president and CEO

12/11/2008

**Signature of Reporting Person

Date

LNA CAPITAL CORP., By: /s/ James A. Mitarotonda, its president and CEO

12/11/2008

__Signature of Reporting Person

Date

/s/ James A. Mitarotonda

12/11/2008

__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).

As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. As the investment advisor to Barington Companies Offshore Fund, Ltd., Barington Offshore Advisors II, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Offshore Fund, Ltd. As the majority member of Barington Companies Investors, LLC and Barington Offshore Advisors II, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd.

- (1) (Continuation of Footnote 1) As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., Barington Companies Offshore Fund, Ltd. and Barington Capital Group, L.P. James A. Mitarotonda is the sole stockholder and director of LNA Capital Corp. and therefore may be deemed to beneficially own the shares of Common Stock beneficially owned by Barington Companies Equity Partners, L.P., Barington Companies Offshore Fund, Ltd. and Barington Capital Group, L.P.

- (2) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.
- (3) Excludes shares owned directly by Barington Companies Equity Partners, L.P. and Barington Companies Offshore Fund, Ltd.

Remarks:

Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding common stock.

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.