

SL INDUSTRIES INC  
Form 4  
June 03, 2011

**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 \*  
STEEL PARTNERS II LP

(Last) (First) (Middle)

C/O STEEL PARTNERS HOLDINGS L.P., 590 MADISON AVENUE, 32ND FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SL INDUSTRIES INC [SLI]

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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, \$.20 Par Value<br><u>(1)</u> | 06/01/2011                           |                                                    | J <sup>(2)</sup>               |                                                                   | 927,231                                                                                       | D                                                        | \$ 0 0                            |

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

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SEC 1474 (9-02)

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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. 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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                                    | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                   | Director      | 10% Owner | Officer | Other |
| STEEL PARTNERS II LP<br>C/O STEEL PARTNERS HOLDINGS L.P.<br>590 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022  |               | X         |         |       |
| STEEL PARTNERS HOLDINGS L.P.<br>590 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022                              |               | X         |         |       |
| Steel Partners LLC<br>C/O STEEL PARTNERS HOLDINGS L.P.<br>590 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022    |               | X         |         |       |
| LICHTENSTEIN WARREN G<br>C/O STEEL PARTNERS HOLDINGS L.P.<br>590 MADISON AVENUE, 32ND FLOOR<br>NEW YORK, NY 10022 | X             | X         |         |       |

## Signatures

By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General Partner, By: /s/ Sanford Antignas, Chief Operating Officer 06/03/2011

\*\*Signature of Reporting Person Date

By: Steel Partners II, L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Sanford Antignas, Chief Operating Officer 06/03/2011

\*\*Signature of Reporting Person Date

By: Steel Partners LLC, By: /s/ Sanford Antignas, Chief Operating Officer 06/03/2011

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\_\_Signature of Reporting Person

Date

By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein

06/03/2011

\_\_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) This Form 4 is filed jointly by Steel Partners Holdings L.P., Steel Partners II, L.P. ("Steel Partners II"), Steel Partners LLC and Warren G. Lichtenstein.  
Transaction constitutes a distribution of shares owned directly by Steel Partners II to SPH Group LLC, an affiliate of Steel Partners II. As
- (2) a result of such distribution, Steel Partners II is no longer subject to the reporting requirements of Section 16 with respect to the securities of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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