SL INDUSTRIES INC Form 4

April 01, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHWARZ MARK E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SL INDUSTRIES INC [SLI]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction		•	
200 CRESCE	ENT COURT,	STE 1400	(Month/Day/Year) 10/01/2008	X Director Officer (give title below)	10% Owner Other (specify below)	
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/0	Group Filing(Check	
D.11.10 m	W 75001		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One I Form filed by More	1 0	

DALLAS, TX 75201

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securit on(A) or Dis (D)		•	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
()		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	10/01/2008		<u>J(1)</u>	13,277	D	\$0	230,196 <u>(2)</u> <u>(3)</u>	I (2) (3)	see explanation

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)

Person

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3 and 4)		Owne
	Security				Acquired					Follo
	·				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date	Expiration	Title Amount		
						Exercisable	Date	or		
								Number		
								of		
								Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
SCHWARZ MARK E 200 CRESCENT COURT STE 1400 DALLAS, TX 75201	X						

Signatures

Reporting Person

/s/ Mark E. 04/01/2010 Schwarz **Signature of 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) Transaction constitutes a distribution of shares to withdrawing partners of NP as of September 30, 2008.

The Reporting Person is a director of the Issuer. Newcastle Partners, LP directly owns shares of the Issuer's Common Stock. Newcastle Capital Management, LP is the general Partner of Newcastle Partners, LP. Newcastle Capital Group, LLC is the general partner of

- Newcastle Capital Management, LP. The Reporting Person is the managing member of Newcastle Capital Group, LLC. Accordingly, the **(2)** Reporting Person may be deemed to beneficially own the shares of the Issuer's Common Stock directly owned by Newcastle Partners, L.P. The Reporting Person disclaims beneficial ownership of the shares of the Issuer's Common stock owned by Newcastle Partners, L.P. except to the extent of his pecuniary interest therein.
- Includes, as of 10/1/08 after giving effect to the transaction reported herein, (1) 204,073 shares of the Issuer's Common Stock owned by (3) Newcastle Partners, LP and (2) 26,123 vested options exercisable into shares of the Issuer's Common Stock owned by the Reporting Person.

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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