## Edgar Filing: SL INDUSTRIES INC - Form 4

subject to Section 16.       STATELMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       Estimated average burden hours per response         (Print or Type Responses)       30(h) of the Investment Company Act of 1940 1(b).       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person * STEEL PARTNERS II LP       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	)287
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL OMB Number:         Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Stimated average burden hours per response         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 1(b).       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       Stimated average burden hours per response         (Print or Type Response)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Director	)287 / 31, 2005
Check this box if no longer subject to Section 16. Form 4 or Porm 5 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       OMB Number: January Expires: January SECURITIES         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       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 10(b).       State of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 10(b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading STEEL PARTNERS II LP       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	)287 / 31, 2005
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Number:       January January         Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires:       January         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).         (Print or Type Responses)       2. Issuer Name and Ticker or Trading STEEL PARTNERS II LP       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	731, 2005
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       Expires: builder Estimated average burden hours per response         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       1935 or Section         (Print or Type Responses)       30(h) of the Investment Company Act of 1940       5. Relationship of Reporting Person(s) to Issuer         STEEL PARTNERS II LP       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	2005
a horiger       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.       Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section         See Instruction 1(b).       30(h) of the Investment Company Act of 1940       1940         (Print or Type Responses)       2. Issuer Name and Ticker or Trading STEEL PARTNERS II LP       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)	
Section 16.       SECURITIES       burden hours per response         Form 4 or       Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations         obligations       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)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person _       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         STEEL PARTNERS II LP       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       3. Date of Earliest Transaction (Month/Day/Year)	0.5
Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * STEEL PARTNERS II LP (Last) (First) (Middle) (Last) (First) (Middle) (Last) (First) (Middle) (Last) (First) (Middle) (Last) (First) (Middle) (Check all applicable) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) (Check all applicable) (Check all applicable) (Check all applicable) (Check all applicable)	0.5
Form 5 obligations may continue. See Instruction 1(b).       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)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person * STEEL PARTNERS II LP       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)	
may continue.       Section 17(a) of the Fublic Outing Company Act of 1935 of Section         See Instruction       30(h) of the Investment Company Act of 1940         1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading         STEEL PARTNERS II LP       Symbol         (Last)       (First)         (Middle)       3. Date of Earliest Transaction         (Month/Day/Year)      Director        Director      X_10% Owner	
See Instruction       30(h) of the Investment Company Act of 1940         1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol         STEEL PARTNERS II LP       2. Issuer Name and Ticker or Trading Symbol         (Last)       (First)         (Middle)       3. Date of Earliest Transaction (Month/Day/Year)         5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person *         2. Issuer Name and Ticker or Trading Symbol         St INDUSTRIES INC [SLI]         (Check all applicable)         2. Director	
1(b).         (Print or Type Responses)         1. Name and Address of Reporting Person*         2. Issuer Name and Ticker or Trading Symbol         STEEL PARTNERS II LP         (Last)         (First)         (Middle)         3. Date of Earliest Transaction (Month/Day/Year)         (Last)         (First)         (Middle)         3. Date of Earliest Transaction (Month/Day/Year)         (Interpretent of the definition of the definiti	
1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading STEEL PARTNERS II LP       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer	
1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading STEEL PARTNERS II LP       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer	
STEEL PARTNERS II LP       Symbol       Issuer         SUBJECT SUBJECTION       SL INDUSTRIES INC [SLI]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction         (Month/Day/Year)      Director       _X_10% Owner	
STEEL PARTNERS II LP       Symbol       Issuer         SUBJECT SUBJECTION       SL INDUSTRIES INC [SLI]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction         (Month/Day/Year)      Director       _X_10% Owner	
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)DirectorX_10% Owner	
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)DirectorX_10% Owner	
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)DirectorX_10% Owner	
O/O OTTEL DADTNIEDO OCIONALO Othor (crossifu	
C/O STEEL PARTNERS 08/02/2010Officer (give titleOther (specify below) below)	
HOLDINGS L.P., 590 MADISON	
AVENUE, 32ND FLOOR	
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check	
Filed(Month/Day/Year) Applicable Line)	
Image: NEW YORK NY 10022       Form filed by One Reporting Person         XEW YORK NY 10022       -X_ Form filed by More than One Reporting	
NEW YORK, NY 10022	
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	
1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature	e of
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect	
(Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Benefici	Beneficial Ownership (Instr. 4)
Reported (Instr. 4)	
(A) Transaction(s)	
Code V Amount (D) Price (Instr. 3 and 4)	
Common	
Stools nor $0.02/0.010$ $D(1) = 0.000$ $A^{(1)} = 0.000$ $A^{(2)}(3)$	
value $\$.20$ P <u>G</u> 0,979 A 11.979 920,755 D <u>G</u> $(0)$	

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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relations						
reporting of the Function and	Director	10% Owner	Officer	Other				
STEEL PARTNERS II LP C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		Х						
LICHTENSTEIN WARREN G C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022	Х	Х						
STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		Х						
Steel Partners LLC C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022								
Signatures								
By: Steel Partners II, L.P., By: Steel Partners Antignas, Chief Operating Officer	08/04/2010							
<u>**</u> Signature o	Date							
By: /s/ Sanford Antignas, as Attorney In Fac	08/04/2010							
<u>**</u> Signature o		Date						
By: Steel Partners Holdings L.P., By: Steel H /s/ Sanford Antignas, Chief Operating Office	08/04/2010							
<u>**</u> Signature o		Date						
By: Steel Partners LLC, By: /s/ Sanford Anti	08/04/2010							

\*\*Signature of Reporting Person

## **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) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 Purchase Trading Plan Agreement adopted by Steel Partners II, L.P.
- This Form 4 is filed jointly by Steel Partners II, L.P. ("Steel Partners II"), Steel Partners Holdings L.P. ("Steel Holdings"), Steel Partners
  (2) LLC ("Partners LLC") and Warren G. Lichtenstein. Steel Holdings, Partners LLC and Mr. Lichtenstein may be deemed to be 10% owners of the Issuer and Steel Partners II is a 10% owner of the Issuer.

The securities reported in this Form 4 are owned directly by Steel Partners II, and owned indirectly by Steel Holdings by virtue of it being the sole limited partner of Steel Partners II, by Partners LLC by virtue of it being the manager of Steel Partners II and Steel Holdings and

(3) the sole initial parties of steer rathers in, by rathers EEC by virtue of it being the manager of steer rathers in and steer robulngs and by Mr. Lichtenstein by virtue of his position as the manager of Partners LLC. Steel Holdings, Partners LLC and Mr. Lichtenstein disclaim beneficial ownership of the shares owned by Steel Partners II except to the extent of their pecuniary interest therein.

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.