

SIELOX INC

Form 4

June 05, 2008

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

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

OMB APPROVAL

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(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)
06/03/2008

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 ____X____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			By
Common Stock	06/03/2008		P		1,800	A	\$ 0.15	1,457,305	I	Barington Companies Offshore Fund, Ltd.
										(1) (2) (3)
Common Stock	06/04/2008		P		10,000	A	\$ 0.165	1,467,305	I	By Barington Companies Offshore Fund, Ltd.

Common Stock	1,051,873	I	(1) (2) (3) By Barington Companies Equity Partners, L.P. (1) (2) (3)
Common Stock	2,445,717	I	(1) (2) (3) (4) By Barington Capital Group, L.P. (1) (2) (3) (4)

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)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NY 10019	Director 10% Owner Officer Other See Remarks
BARINGTON COMPANIES EQUITY PARTNERS L P 888 SEVENTH AVENUE, 17TH FLOOR	See Remarks

NEW YORK, NY 10019

Barington Companies Investors, LLC
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 00000

See Remarks

Barington Offshore Advisors II, LLC
888 SEVENTH AVENUE, 17TH FLOOR
NEW YORK, NY 10019

See Remarks

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

Signatures

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

06/05/2008

__Signature of Reporting Person

Date

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

06/05/2008

__Signature of Reporting Person

Date

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

06/05/2008

__Signature of Reporting Person

Date

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

06/05/2008

__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

06/05/2008

__Signature of Reporting Person

Date

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

06/05/2008

__Signature of Reporting Person

Date

/s/ James A. Mitarotonda

06/05/2008

__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

- (1) 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.

(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

- (2) 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.

The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this

(3) 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.

- (4) 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.

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