

MITAROTONDA JAMES A
Form 4
December 16, 2009

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 [SLX.OB]

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2009

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) Other (specify below)

See Footnote 1 below.

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/14/2009		P	10,000	A	\$ 0.03	1,362,655	I	By Barington Companies Equity Partners, L.P. (1) (2)
Common Stock	12/15/2009		P	10,000	A	\$ 0.034	1,372,655	I	By Barington Companies Equity Partners,

Common Stock	12/16/2009	P	10,000	A	\$ 0.04	1,382,655	I	L.P. <u>(1)</u> <u>(2)</u> By Barington Companies Equity Partners, L.P. <u>(1)</u> <u>(2)</u>
Common Stock	12/14/2009	P	10,000	A	\$ 0.03	4,205,605	I	By Barington Capital Group, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	12/15/2009	P	10,000	A	\$ 0.034	4,215,605	I	By Barington Capital Group, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock	12/16/2009	P	10,000	A	\$ 0.04	4,225,605	I	By Barington Capital Group, L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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
MITAROTONDA JAMES A C/O BARINGTON CAPITAL GROUP, L.P. 888 SEVENTH AVENUE, 17TH FLOOR NEW YORK, NY 10019	X			See Footnote 1 below.
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 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

Signatures

BARINGTON COMPANIES EQUITY PARTNERS, L.P. By: Barington Companies Investors, LLC, its general partner, By: /s/ James A. Mitarotonda, its managing member	12/16/2009
__Signature of Reporting Person	Date
BARINGTON COMPANIES INVESTORS, LLC By: /s/ James A. Mitarotonda, its managing member	12/16/2009
__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	12/16/2009
__Signature of Reporting Person	Date
LNA CAPITAL CORP. By: /s/ James A. Mitarotonda, its President and CEO	12/16/2009
__Signature of Reporting Person	Date
/s/ James A. Mitarotonda	12/16/2009
__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)

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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 majority member of Barington Companies Investors, 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. 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. 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. 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 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.
- (2) Excludes shares owned directly by Barington Companies Equity Partners, L.P.
 - (3) Excludes shares owned directly by Barington Companies Equity Partners, L.P.
 - (4) Includes 1,467,305 shares of Common Stock that were transferred to Barington Capital Group, L.P. by Barington Companies Offshore Fund, Ltd. in an exempt transaction pursuant to Rule 16a-13.

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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