

Edgar Filing: GAMCO INVESTORS, INC. ET AL - Form 13F-HR

GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 August 13, 2009

PORTVUE-SEC13F.LNP
 RUN DATE: 07/30/09 10:20 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 06/30/09

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 605 | 315000 | SH | | SOLE | |
| 3 COM CORP | COM | 885535104 | 1533 | 324000 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 721 | 12000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 7126 | 286873 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 1204 | 75000 | SH | | SOLE | |
| AARON RENTS INC COM | COM | 002535201 | 298 | 10000 | SH | | SOLE | |
| AARON'S INC | COM | 002535300 | 8821 | 375373 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 4223 | 267600 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 5345 | 113630 | SH | | SOLE | |
| ABOVENET INC COM | COM | 00374N107 | 850 | 10500 | SH | | SOLE | |
| ACCESS INTEGRATED TECHNLS ICL | COM | 004329108 | 37 | 37000 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 459 | 162753 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 806 | 28720 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 713 | 25200 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 5145 | 443150 | SH | | SOLE | |
| AFLAC INC COM | COM | 001055102 | 249 | 8000 | SH | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 3156 | 99237 | SH | | SOLE | |
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 1816 | 34600 | SH | | SOLE | |
| ALBEMARLE CORP COM | COM | 012653101 | 742 | 29000 | SH | | SOLE | |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 31422 | 1235620 | SH | | SOLE | |
| ALCOA INC COM | COM | 013817101 | 12889 | 1247685 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 758 | 6525 | SH | | SOLE | |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 2844 | 268300 | SH | | SOLE | |
| ALLEGHANY CORP DEL | COM | 017175100 | 913 | 3370 | SH | | SOLE | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 22975 | 895704 | SH | | SOLE | |
| ALLERGAN INC | COM | 018490102 | 9471 | 199054 | SH | | SOLE | |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 6441 | 320600 | SH | | SOLE | |
| ALLIANCE DATA SYS CORP COM | COM | 018581108 | 1697 | 41200 | SH | | SOLE | |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 790 | 30220 | SH | | SOLE | |
| AMAZON.COM INC | COM | 023135106 | 996 | 11900 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 2594 | 67000 | SH | | SOLE | |
| AMERICAN DENTAL PARTNERS INC | COM | 025353103 | 181 | 20000 | SH | | SOLE | |
| AMERICAN DG ENERGY INC COM | COM | 025398108 | 1317 | 479000 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 217 | 7500 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 93433 | 4020341 | SH | | SOLE | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 16 | 14000 | SH | | SOLE | |
| AMERICAN WATER WORKS CO INC | COM | 030420103 | 1315 | 68800 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 2468 | 101708 | SH | | SOLE | |
| AMETEK INC NEW COM | COM | 031100100 | 105828 | 3060388 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 225 | 4250 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 3163 | 1137830 | SH | | SOLE | |

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GAMCO ASSET MGT. INC.

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|---------------------------------|-----|-----------|-------|---------|----|------|
| AMPCO PITTSBURGH CORP | COM | 032037103 | 25852 | 1102410 | SH | SOLE |
| ANADARKO PETE CORP COM | COM | 032511107 | 4319 | 95160 | SH | SOLE |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 3885 | 292760 | SH | SOLE |
| ANGLOGOLD LTD SPONSORED ADR | COM | 035128206 | 302 | 8250 | SH | SOLE |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 631 | 407250 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 1573 | 21800 | SH | SOLE |
| APPLE COMPUTER INC | COM | 037833100 | 4780 | 33563 | SH | SOLE |
| APPLIED MATLS INC COM | COM | 038222105 | 678 | 61590 | SH | SOLE |
| AQUA AMERICA INC | COM | 03836W103 | 233 | 13000 | SH | SOLE |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 2068 | 84080 | SH | SOLE |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 48157 | 1798908 | SH | SOLE |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 2318 | 82132 | SH | SOLE |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 28400 | 1068472 | SH | SOLE |
| ASHLAND INC NEW COM | COM | 044209104 | 8367 | 298300 | SH | SOLE |
| AUTONATION INC | COM | 05329W102 | 38408 | 2213719 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 363 | 2405 | SH | SOLE |
| AVON PRODUCTS INC | COM | 054303102 | 4816 | 186825 | SH | SOLE |
| AXSYS TECHNOLOGIES INC COM | COM | 054615109 | 7823 | 145848 | SH | SOLE |
| BADGER METER INC COM | COM | 056525108 | 3438 | 83850 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 237 | 6500 | SH | SOLE |
| BALDOR ELEC CO COM | COM | 057741100 | 19689 | 827600 | SH | SOLE |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 1054 | 1053725 | SH | SOLE |
| BANCO SANTANDER CENT HISP ADR (| COM | 05964H105 | 999 | 82564 | SH | SOLE |
| BANK OF AMERICA | COM | 060505104 | 13830 | 1047753 | SH | SOLE |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 69425 | 2368634 | SH | SOLE |
| BARNES GROUP INC COM | COM | 067806109 | 1601 | 134640 | SH | SOLE |
| BARRICK GOLD(R:ABX.N B:ABX US) | COM | 067901108 | 1969 | 58700 | SH | SOLE |
| BAXTER INTL INC COM | COM | 071813109 | 20412 | 385415 | SH | SOLE |
| BCE INC | COM | 05534B760 | 2863 | 138600 | SH | SOLE |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 2582 | 1179161 | SH | SOLE |
| BECTON DICKINSON & CO COM | COM | 075887109 | 352 | 4930 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 4050 | 131700 | SH | SOLE |
| BEL FUSE INC CL A | COM | 077347201 | 317 | 22600 | SH | SOLE |
| BELDEN CDT INC | COM | 077454106 | 2300 | 137700 | SH | SOLE |
| BELO CORP | COM | 080555105 | 1888 | 1054931 | SH | SOLE |
| BERKSHIRE HATHAWAY | COM | 084670108 | 2790 | 31 | SH | SOLE |
| BERKSHIRE HATH/HLD B | COM | 084670207 | 7717 | 2665 | SH | SOLE |
| BHP BILLITON LTD SPONSORED ADR | COM | 088606108 | 632 | 11550 | SH | SOLE |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 1018 | 92000 | SH | SOLE |
| BIO RAD LABS INC CL A | COM | 090572207 | 453 | 6000 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 587 | 13000 | SH | SOLE |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 346 | 204600 | SH | SOLE |
| BLACKROCK INC CL A | COM | 09247X101 | 481 | 2740 | SH | SOLE |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 425 | 40300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| GAMCO ASSET MGT. INC. | | | | | | |
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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BOEING CO | COM | 097023105 | 21990 | 517420 | SH | | SOLE | |
| BON-TON STORES INC COM | COM | 09776J101 | 1856 | 547500 | SH | | SOLE | |
| BORG WARNER INC | COM | 099724106 | 46224 | 1353566 | SH | | SOLE | |
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 19 | 15000 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 5178 | 175000 | SH | | SOLE | |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 3666 | 361500 | SH | | SOLE | |
| BOYD GAMING CORP | COM | 103304101 | 19094 | 2246350 | SH | | SOLE | |
| BP PLC SPONS ADR | COM | 055622104 | 885 | 18558 | SH | | SOLE | |
| BPW ACQUISITION CORP COM | COM | 055637102 | 2013 | 210150 | SH | | SOLE | |

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|---|-----------|--------|----------|----|-----------------------|
| BPW ACQUISITION CORP WT EXP 02 WARRANT AND RIGH | 055637110 | 142 | 590000 | SH | SOLE |
| BRINKS CO COM | 109696104 | 3803 | 131000 | SH | SOLE |
| BRINKS HOME SEC HLDGS INC COM | 109699108 | 1005 | 35500 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | 110122108 | 5612 | 276320 | SH | SOLE |
| BROWN FORMAN CORP CL B | 115637209 | 4351 | 101235 | SH | SOLE |
| BROWN-FORMAN CORP CLASS A | 115637100 | 25567 | 553389 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM | 117421107 | 3183 | 190000 | SH | SOLE |
| BT GROUP PLC SPON ADR | 05577E101 | 470 | 28000 | SH | SOLE |
| BUCKEYE PARTNERS L P UNIT LTD | 118230101 | 385 | 9000 | SH | SOLE |
| BUNGE LIMITED COM | G16962105 | 934 | 15500 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | 12686C109 | 209061 | 10770798 | SH | SOLE |
| CABOT OIL & GAS CORP COMMON ST | 127097103 | 650 | 21200 | SH | SOLE |
| CADBURY PLC-SPONS ADR | 12721E102 | 95573 | 2778287 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | 12811R104 | 1482 | 105000 | SH | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | 130439102 | 2950 | 1199300 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | 13342B105 | 8615 | 304400 | SH | SOLE |
| CAMPBELL SOUP CO | 134429109 | 23704 | 805723 | SH | SOLE |
| CANTERBURY PK HLDG CORP | 13811E101 | 2797 | 411324 | SH | SOLE |
| CAPITAL ONE FINL CORP COM | 14040H105 | 570 | 26060 | SH | SOLE |
| CARMIKE CINEMAS INC COM | 143436400 | 1265 | 151000 | SH | SOLE |
| CASELLA WASTE SYS INC CL A | 147448104 | 259 | 130000 | SH | SOLE |
| CASEYS GEN STORES INC COM | 147528103 | 1028 | 40000 | SH | SOLE |
| CAVALIER HOMES INC COM | 149507105 | 6854 | 2510699 | SH | SOLE |
| CAVCO INDUSTRIES | 149568107 | 13220 | 521928 | SH | SOLE |
| CBS CORP CLASS A | 124857103 | 19128 | 2744304 | SH | SOLE |
| CBS CORP NEW CL B | 124857202 | 654 | 94513 | SH | SOLE |
| CELGENE CORP | 151020104 | 679 | 14200 | SH | SOLE |
| CENTENNIAL COMMUNICATIONS CORP | 15133V208 | 26317 | 3140494 | SH | SOLE |
| CENTRAL EUROPE AND RUSSIA FUND | 153436100 | 211 | 9441 | SH | SOLE |
| CENTRAL VT PUB SVC CORP COM | 155771108 | 525 | 29000 | SH | SOLE |
| CENTURYTEL INC | 156700106 | 12783 | 416380 | SH | SOLE |
| CEPHALON INC COM | 156708109 | 482 | 8500 | SH | SOLE |
| CEPHEID COM | 15670R107 | 1922 | 204000 | SH | SOLE |
| CF INDS HLDGS INC COM | 125269100 | 297 | 4000 | SH | SOLE |
| CH ENERGY GROUP, INC. | 12541M102 | 33142 | 709677 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| CHAMPION ENTERPRISES INC COM | COM | 158496109 | 716 | 2236650 | SH | | SOLE | |
| CHEMED CORPORATION | COM | 16359R103 | 30154 | 763790 | SH | | SOLE | |
| CHEMTURA CORP | COM | 163893100 | 49 | 202666 | SH | | SOLE | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 937 | 47250 | SH | | SOLE | |
| CHEVRON CORP | COM | 166764100 | 18888 | 285105 | SH | | SOLE | |
| CHINA MOBILE LTD | COM | 16941M109 | 3155 | 63000 | SH | | SOLE | |
| CHURCH & DWIGHT CO | COM | 171340102 | 17542 | 323000 | SH | | SOLE | |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 24728 | 734651 | SH | | SOLE | |
| CINCINNATI BELL | COM | 171871106 | 23089 | 8129865 | SH | | SOLE | |
| CIRCOR INTL INC COM | COM | 17273K109 | 24826 | 1051523 | SH | | SOLE | |
| CISCO SYS INC | COM | 17275R102 | 3404 | 182500 | SH | | SOLE | |
| CITIGROUP INC. | COM | 172967101 | 844 | 284300 | SH | | SOLE | |
| CLARCOR INC | COM | 179895107 | 70344 | 2409851 | SH | | SOLE | |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 8275 | 1561400 | SH | | SOLE | |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 896 | 162000 | SH | | SOLE | |
| CLOUGH GLOBAL ALLOCATION FUNCO | MUTUAL FUNDS | 18913Y103 | 127 | 10000 | SH | | SOLE | |
| CLOUGH GLOBAL EQUITY FD COM | MUTUAL FUNDS | 18914C100 | 117 | 10000 | SH | | SOLE | |
| CLOUGH GLOBAL OPPORTUNITIES SH | MUTUAL FUNDS | 18914E106 | 108 | 10000 | SH | | SOLE | |
| CME GROUP INC COM | COM | 12572Q105 | 1994 | 6410 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| CMS ENERGY CORP COM | COM | 125896100 | 1337 | 110675 | SH | SOLE |
| CNA SURETY CORP COM | COM | 12612L108 | 10851 | 804400 | SH | SOLE |
| CNH GLOBAL NV COM | COM | N20935206 | 57934 | 4126357 | SH | SOLE |
| COACH INC | COM | 189754104 | 385 | 14313 | SH | SOLE |
| COACHMEN INDS INC | COM | 189873102 | 1130 | 862369 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 58637 | 1221864 | SH | SOLE |
| COHEN & STEERS INC COM | COM | 19247A100 | 2355 | 157500 | SH | SOLE |
| COLDWATER CREEK INC COM | COM | 193068103 | 6448 | 1057000 | SH | SOLE |
| COLLECTIVE BRANDS INC COM | COM | 19421W100 | 189 | 13000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 727 | 51575 | SH | SOLE |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 1609 | 111287 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 2698 | 275300 | SH | SOLE |
| COMPUCREDIT CVT 5.875% 01/30/3 | CONVERTIBLE BOND | 20478NAD2 | 57 | 200000 | PRN | SOLE |
| CONMED CORP COM | COM | 207410101 | 2325 | 149800 | SH | SOLE |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 211 | 9750 | SH | SOLE |
| CONOCOPHILLIPS COM | COM | 20825C104 | 9324 | 221685 | SH | SOLE |
| CONSTELLATION BRANDS COM | COM | 21036P108 | 8483 | 669000 | SH | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 6839 | 257306 | SH | SOLE |
| CONTINUCARE CORP COM | COM | 212172100 | 23 | 10000 | SH | SOLE |
| COOPER COS INC COM NEW | COM | 216648402 | 2255 | 91200 | SH | SOLE |
| COOPER INDUSTRIES LTD CL A COM | COM | G24182100 | 43475 | 1400176 | SH | SOLE |
| CORE MOLDING TECH COM | COM | 218683100 | 939 | 419000 | SH | SOLE |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 2336 | 138000 | SH | SOLE |
| CORN PRODS INTL INC COM | COM | 219023108 | 38744 | 1446200 | SH | SOLE |
| CORNING INC | COM | 219350105 | 10350 | 644481 | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 1106 | 24160 | SH | SOLE | | |
| COUGAR BIOTECHNOLOGY INC COM | COM | 222083107 | 12943 | 301286 | SH | SOLE | | |
| COVANTA HOLDING CORP | COM | 22282E102 | 4121 | 243000 | SH | SOLE | | |
| COVIDIEN PLC ORDINARY SHARE | COM | G2554F105 | 1632 | 43600 | SH | SOLE | | |
| CRANE CO | COM | 224399105 | 85202 | 3819015 | SH | SOLE | | |
| CROWN HOLDINGS INC COM | COM | 228368106 | 249 | 10300 | SH | SOLE | | |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 568 | 339900 | SH | SOLE | | |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 6385 | 265000 | SH | SOLE | | |
| CTS CORP | COM | 126501105 | 22201 | 3389533 | SH | SOLE | | |
| CUMMINS ENGINE INC | COM | 231021106 | 662 | 18800 | SH | SOLE | | |
| CUMULUS MEDIA INC CL A | COM | 231082108 | 9 | 10000 | SH | SOLE | | |
| CURRENCYSHS JAPANESE YEN TR JA | MUTUAL FUNDS | 23130A102 | 1350 | 13070 | SH | SOLE | | |
| CURTISS WRIGHT CORP | COM | 231561101 | 52842 | 1777400 | SH | SOLE | | |
| CUTERA INC COM | COM | 232109108 | 3220 | 373500 | SH | SOLE | | |
| CVS/CAREMARK CORP | COM | 126650100 | 42976 | 1348473 | SH | SOLE | | |
| CYNOSURE INC CL A | COM | 232577205 | 92 | 12000 | SH | SOLE | | |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 3855 | 419000 | SH | SOLE | | |
| C&D TECHNOLOGIES INC COM | COM | 124661109 | 31 | 15490 | SH | SOLE | | |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 3105 | 303494 | SH | SOLE | | |
| DANA HOLDING CORP COM | COM | 235825205 | 525 | 410000 | SH | SOLE | | |
| DATA DOMAIN INC COM | COM | 23767P109 | 1035 | 31000 | SH | SOLE | | |
| DEAN FOODS (B:DF) | COM | 242370104 | 11155 | 581300 | SH | SOLE | | |
| DEERE & CO. | COM | 244199105 | 77677 | 1944356 | SH | SOLE | | |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 22551 | 2404107 | SH | SOLE | | |
| DENBURY RES INC COM NEW | COM | 247916208 | 177 | 12000 | SH | SOLE | | |
| DENNYS CORP COM | COM | 24869P104 | 60 | 28000 | SH | SOLE | | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 8681 | 283960 | SH | SOLE | | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 3508 | 57500 | SH | SOLE | | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 6922 | 586641 | SH | SOLE | | |

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|--------------------------------|-----|-----------|--------|---------|----|-----------------------|
| DEVON ENERGY CORP NEW | COM | 25179M103 | 12392 | 227375 | SH | SOLE |
| DEXCOM INC COM | COM | 252131107 | 489 | 79000 | SH | SOLE |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 34366 | 600282 | SH | SOLE |
| DIAMOND FOODS INC COM | COM | 252603105 | 268 | 9600 | SH | SOLE |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 1246 | 15000 | SH | SOLE |
| DIEBOLD INC COM | COM | 253651103 | 104933 | 3980755 | SH | SOLE |
| DIRECTV GROUP INC | COM | 25459L106 | 105642 | 4275254 | SH | SOLE |
| DISCOVER FINANCIAL | COM | 254709108 | 3096 | 301500 | SH | SOLE |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 27101 | 1203960 | SH | SOLE |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 22564 | 1099052 | SH | SOLE |
| DISH NETWORK CORPORATION | COM | 25470M109 | 41653 | 2569600 | SH | SOLE |
| DISNEY WALT PRODINS | COM | 254687106 | 6569 | 281579 | SH | SOLE |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 5347 | 160000 | SH | SOLE |
| DONALDSON INC | COM | 257651109 | 47311 | 1365800 | SH | SOLE |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 854 | 183677 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 1232 | 867850 | SH | | SOLE | |
| DPL INC COM | COM | 233293109 | 18957 | 818168 | SH | | SOLE | |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 64276 | 3033339 | SH | | SOLE | |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 3248 | 126790 | SH | | SOLE | |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 427 | 24000 | SH | | SOLE | |
| DUKE ENERGY CORP | COM | 26441C105 | 4797 | 328796 | SH | | SOLE | |
| E M C CORP MASS COM | COM | 268648102 | 1032 | 78800 | SH | | SOLE | |
| EASTMAN KODAK | COM | 277461109 | 1545 | 522000 | SH | | SOLE | |
| EASTMAN KODAK 3.375% 10/15/33 | CONVERTIBLE BOND | 277461BE8 | 299 | 370000 | PRN | | SOLE | |
| EATON VANCE CORP COM | COM | 278265103 | 1017 | 38000 | SH | | SOLE | |
| ECHOSTAR CORP-A | COM | 278768106 | 2290 | 143634 | SH | | SOLE | |
| ECOLAB INC | COM | 278865100 | 42476 | 1089410 | SH | | SOLE | |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 2891 | 1120710 | SH | | SOLE | |
| EL PASO CORPORATION | COM | 28336L109 | 23236 | 2517495 | SH | | SOLE | |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 26153 | 1873400 | SH | | SOLE | |
| ELIZABETH ARDEN INC | COM | 28660G106 | 96 | 11000 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 921 | 28416 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 86 | 285000 | SH | | SOLE | |
| EMULEX CORP COM NEW | COM | 292475209 | 401 | 41000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 65698 | 1257620 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 305 | 112255 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 204 | 3000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 4281 | 495439 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 7103 | 489894 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 9876 | 141267 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 534 | 112500 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 16246 | 5907490 | SH | | SOLE | |
| FIBERNET TELECOM GRP INC | COM | 315653402 | 250 | 20100 | SH | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 240 | 12000 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 104 | 35980 | SH | | SOLE | |
| FIRST SOLAR INC COM | COM | 336433107 | 1875 | 11560 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 1680 | 43351 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 19497 | 1524395 | SH | | SOLE | |
| FLIR SYS INC COM | COM | 302445101 | 668 | 29600 | SH | | SOLE | |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 3002 | 213984 | SH | | SOLE | |
| FLOWERS FOODS INC COM | COM | 343498101 | 28707 | 1314401 | SH | | SOLE | |
| FLOWSERVE CORP COM | COM | 34354P105 | 137453 | 1968963 | SH | | SOLE | |
| FLUOR CORP NEW COM | COM | 343412102 | 610 | 11900 | SH | | SOLE | |
| FLUSHING FINL CORP COM | COM | 343873105 | 2828 | 302500 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| FMC CORP COM NEW | COM | 302491303 | 633 | 13390 | SH | SOLE |
| FMC TECHNOLOGIES INC COM | COM | 30249U101 | 515 | 13700 | SH | SOLE |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 6348 | 196900 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 44488 | 1280600 | SH | SOLE |
| FPL GROUP INC COM | COM | 302571104 | 14864 | 261410 | SH | SOLE |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| FRANKLIN ELEC INC | COM | 353514102 | 5236 | 202000 | SH | | SOLE | |
| FREESPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 15537 | 310060 | SH | | SOLE | |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 4 | 15000 | SH | | SOLE | |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 2855 | 399929 | SH | | SOLE | |
| FULLER H B CO COM | COM | 359694106 | 8819 | 469850 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 6889 | 1544672 | SH | | SOLE | |
| GABELLI CV SECURITIES FUND | MUTUAL FUNDS | 36240B109 | 6063 | 1217450 | SH | | SOLE | |
| GABELLI DIV&INC TR COM | MUTUAL FUNDS | 36242H104 | 21035 | 2086851 | SH | | SOLE | |
| GABELLI EQUITY TRUST INC | MUTUAL FUNDS | 362397101 | 2998 | 666305 | SH | | SOLE | |
| GABELLI GBL MULTIMEDIA TR COM | MUTUAL FUNDS | 36239Q109 | 1881 | 417055 | SH | | SOLE | |
| GABELLI GLOBAL DEAL FUND | MUTUAL FUNDS | 36245G103 | 17357 | 1277182 | SH | | SOLE | |
| GABELLI GLOBAL UTIL & INCOME | MUTUAL FUNDS | 36242L105 | 2813 | 171625 | SH | | SOLE | |
| GABELLI HLTHCARE & WELLNESS | MUTUAL FUNDS | 36246K103 | 208 | 40836 | SH | | SOLE | |
| GABELLI UTIL TR COM | MUTUAL FUNDS | 36240A101 | 1816 | 259498 | SH | | SOLE | |
| GARDNER DENVER INC | COM | 365558105 | 831 | 33000 | SH | | SOLE | |
| GATX CORP | COM | 361448103 | 83556 | 3248671 | SH | | SOLE | |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PREF | 361448202 | 254 | 1300 | SH | | SOLE | |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 53907 | 4241332 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 6833 | 3577517 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 8374 | 714470 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 101692 | 1815280 | SH | | SOLE | |
| GENESIS ENERGY L P UNIT L P IN | OIL & GAS PARTNE | 371927104 | 2086 | 164000 | SH | | SOLE | |
| GENUINE PARTS CO | COM | 372460105 | 88669 | 2642113 | SH | | SOLE | |
| GENZYME CORP | COM | 372917104 | 805 | 14460 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 3737 | 1494963 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 1361 | 29050 | SH | | SOLE | |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 94 | 13016 | SH | | SOLE | |
| GOLDMAN SACHS GR | COM | 38141G104 | 2881 | 19540 | SH | | SOLE | |
| GOOGLE INC-CL A | COM | 38259P508 | 9207 | 21838 | SH | | SOLE | |
| GORMAN RUPP CO | COM | 383082104 | 6925 | 343316 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 5218 | 236950 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 71142 | 6290193 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 888 | 1813125 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 43 | 78475 | SH | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 17007 | 4001630 | SH | | SOLE | |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 47083 | 3027816 | SH | | SOLE | |
| GREATBATCH INC | COM | 39153L106 | 4680 | 207000 | SH | | SOLE | |
| GREENBRIER COS INC | COM | 393657101 | 971 | 135000 | SH | | SOLE | |
| GREIF INC CL A | COM | 397624107 | 51784 | 1171058 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 286 | 7100 | SH | | SOLE | |
| GRIFFIN LAND & NUR | COM | 398231100 | 27127 | 867221 | SH | | SOLE | |
| GRIFFON CORP COM | COM | 398433102 | 34721 | 4173240 | SH | | SOLE | |
| GRUPO TELEVISIA SA DE CV ADR (B | COM | 40049J206 | 36873 | 2169018 | SH | | SOLE | |
| GRUPO TMM SA | COM | 40051D105 | 11 | 13000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GAMCO ASSET MGT. INC. | |

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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GSE SYS INC COM | COM | 36227K106 | 525 | 77808 | SH | | SOLE | |
| GYRODYNE CO AMER INC COM | COM | 403820103 | 252 | 6000 | SH | | SOLE | |
| H R BLOCK INC | COM | 093671105 | 1243 | 72140 | SH | | SOLE | |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 718 | 46000 | SH | | SOLE | |
| HALLIBURTON COMPANY | COM | 406216101 | 27424 | 1324830 | SH | | SOLE | |
| HANESBRANDS INC COM | COM | 410345102 | 1322 | 88062 | SH | | SOLE | |
| HARLEY DAVIDSON INC | COM | 412822108 | 445 | 27440 | SH | | SOLE | |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 3510 | 186700 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 510 | 49450 | SH | | SOLE | |
| HARRIS CORPORATION | COM | 413875105 | 1032 | 36400 | SH | | SOLE | |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 526 | 27600 | SH | | SOLE | |
| HAWK CORP CL A | COM | 420089104 | 13290 | 959570 | SH | | SOLE | |
| HAWKINS INC COM | COM | 420261109 | 7725 | 342108 | SH | | SOLE | |
| HEELYS INC COM | COM | 42279M107 | 103 | 52000 | SH | | SOLE | |
| HEICO CORP NEW COM | COM | 422806109 | 1001 | 27600 | SH | | SOLE | |
| HEINZ, H J COMPANY | COM | 423074103 | 41951 | 1175099 | SH | | SOLE | |
| HERLEY INDS INC COM | COM | 427398102 | 26311 | 2398494 | SH | | SOLE | |
| HERSHEY COMPANY (THE) | COM | 427866108 | 49093 | 1363681 | SH | | SOLE | |
| HESKA CORP COM | COM | 42805E108 | 67 | 182000 | SH | | SOLE | |
| HESS CORP | COM | 42809H107 | 1653 | 30750 | SH | | SOLE | |
| HEWLETT PACKARD CO | COM | 428236103 | 663 | 17143 | SH | | SOLE | |
| HICKORY TECH CORP COM | COM | 429060106 | 426 | 55525 | SH | | SOLE | |
| HIGHLANDS ACQUISITION | COM | 430880203 | 1004 | 103000 | SH | | SOLE | |
| HOME DEPOT INC | COM | 437076102 | 2483 | 105068 | SH | | SOLE | |
| HONEYWELL INT'L INC | COM | 438516106 | 90444 | 2880386 | SH | | SOLE | |
| HSN INC COM | COM | 404303109 | 339 | 32040 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 320 | 24045 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 6338 | 1260000 | SH | | SOLE | |
| I2 TECHNOLOGIES INC COM NEW | COM | 465754208 | 238 | 19000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 3111 | 193862 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 2609 | 63400 | SH | | SOLE | |
| IDEATION ACQUISTION CORP-UT | COM | 451665202 | 1019 | 125000 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 47142 | 1918701 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 414 | 51000 | SH | | SOLE | |
| IMS HEALTH INC COM | COM | 449934108 | 2438 | 192000 | SH | | SOLE | |
| INGERSOLL-RAND CO CL A | COM | G4776G101 | 309 | 14780 | SH | | SOLE | |
| INGLES MKTS INC CL A | COM | 457030104 | 14228 | 933600 | SH | | SOLE | |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 63 | 14000 | SH | | SOLE | |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 1213 | 71500 | SH | | SOLE | |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 412 | 13745 | SH | | SOLE | |
| INTEL CORP | COM | 458140100 | 4811 | 290693 | SH | | SOLE | |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 3031 | 131000 | SH | | SOLE | |
| INTERMEC INC | COM | 458786100 | 56946 | 4414398 | SH | | SOLE | |
| INTERNATIONAL BUSINESS | COM | 459200101 | 6715 | 64305 | SH | | SOLE | |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| INTERNATIONAL GAME TECH | COM | 459902102 | 21312 | 1340400 | SH | | SOLE | |
| INTERNATIONAL PAPER CO | COM | 460146103 | 683 | 45160 | SH | | SOLE | |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 252 | 17000 | SH | | SOLE | |
| INTERNATIONAL SPEEDWAY A | COM | 460335201 | 487 | 19000 | SH | | SOLE | |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 7302 | 1446000 | SH | | SOLE | |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 699 | 75024 | SH | | SOLE | |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 41183 | 1258655 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|--------|---------|----|------|
| INTRICON CORP COM | COM | 46121H109 | 138 | 51000 | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 1007 | 28309 | SH | SOLE |
| IRIS INTL INC COM | COM | 46270W105 | 113 | 10400 | SH | SOLE |
| ITT INDUSTRIES | COM | 450911102 | 80411 | 1806978 | SH | SOLE |
| I-FLOW CORP COM NEW | COM | 449520303 | 90 | 13000 | SH | SOLE |
| J & J SNACK FOODS CORP | COM | 466032109 | 1860 | 51800 | SH | SOLE |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 31190 | 914385 | SH | SOLE |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 24311 | 2132500 | SH | SOLE |
| JOHNSON CONTROLS | COM | 478366107 | 16532 | 761126 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 19306 | 339895 | SH | SOLE |
| JOURNAL COMM INC-A | COM | 481130102 | 5950 | 5666250 | SH | SOLE |
| JOY GLOBAL INC COM | COM | 481165108 | 634 | 17750 | SH | SOLE |
| KAMAN CORP | COM | 483548103 | 44864 | 2694514 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 4234 | 90925 | SH | SOLE |
| KENSEY NASH CORP COM | COM | 490057106 | 3347 | 127700 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 2716 | 51800 | SH | SOLE |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 2725 | 100000 | SH | SOLE |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 602 | 33167 | SH | SOLE |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 1158 | 45718 | SH | SOLE |
| K-TRON INTL INC | COM | 482730108 | 544 | 6800 | SH | SOLE |
| L 3 COMMUNICATIONS | COM | 502424104 | 576 | 8300 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 311 | 107000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 4399 | 71720 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 17193 | 2187400 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 1847 | 90300 | SH | SOLE |
| LEAR CORP COM | COM | 521865105 | 99 | 198000 | SH | SOLE |
| LEE ENTERPRISES INC | COM | 523768109 | 12 | 23500 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 76699 | 3146000 | SH | SOLE |
| LGL GROUP INC | COM | 50186A108 | 110 | 31292 | SH | SOLE |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 135043 | 5057772 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 21051 | 1324779 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 14161 | 895673 | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 10361 | 2068004 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 13997 | 1032214 | SH | SOLE |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 3146 | 75416 | SH | SOLE |
| LIFEWAY FOODS INC COM | COM | 531914109 | 2728 | 211505 | SH | SOLE |
| LILLY, ELI AND COMPANY | COM | 532457108 | 5407 | 156098 | SH | SOLE |

GAMCO ASSET MGT. INC.

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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LIN TV CORP CL A | COM | 532774106 | 9518 | 5665664 | SH | | SOLE | |
| LINDSAY CORP | COM | 535555106 | 3426 | 103500 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 2375 | 119000 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 2428 | 30109 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 266 | 9700 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 1139 | 249833 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 8128 | 193300 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 12486 | 1954021 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 11154 | 219000 | SH | | SOLE | |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 5932 | 271995 | SH | | SOLE | |
| MACY'S INC | COM | 55616P104 | 10709 | 910600 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 1837 | 1321773 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 1977 | 56900 | SH | | SOLE | |
| MARATHON OIL CORP COM | COM | 565849106 | 202 | 6700 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 652 | 62000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 2573 | 686112 | SH | | SOLE | |
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 5989 | 297500 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|----|-----------------------|
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 1105 | 361000 | SH | SOLE |
| MASTERCARD INC COM | COM | 57636Q104 | 1942 | 11605 | SH | SOLE |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 14 | 14900 | SH | SOLE |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 1742 | 311550 | SH | SOLE |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 654 | 21000 | SH | SOLE |
| MCCORMICK & CO INC COM VTG | COM | 579780107 | 227 | 7000 | SH | SOLE |
| MCDERMOTT INTERNATIONAL INC. | COM | 580037109 | 481 | 23700 | SH | SOLE |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 9444 | 313645 | SH | SOLE |
| MEDIA GENERAL CL A | COM | 584404107 | 9558 | 4529919 | SH | SOLE |
| MEDTRONIC INC COM | COM | 585055106 | 454 | 13000 | SH | SOLE |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 1685 | 308000 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 1104 | 39485 | SH | SOLE |
| MEREDITH CORP | COM | 589433101 | 8934 | 349663 | SH | SOLE |
| MET PRO CORP COM | COM | 590876306 | 925 | 85500 | SH | SOLE |
| METAVANTE HLDG CO COM | COM | 591407101 | 349 | 13500 | SH | SOLE |
| METHODE ELECTRS INC CL A | COM | 591520200 | 1232 | 175500 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 5093 | 214258 | SH | SOLE |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 2350 | 260000 | SH | SOLE |
| MIDAS GROUP INC COM | COM | 595626102 | 19622 | 1872300 | SH | SOLE |
| MIDDLESEX WTR CO COM | COM | 596680108 | 1871 | 129476 | SH | SOLE |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 1210 | 21500 | SH | SOLE |
| MIRANT CORP NEW COM | COM | 60467R100 | 206 | 13114 | SH | SOLE |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 18 | 12446 | SH | SOLE |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 19 | 10230 | SH | SOLE |
| MODINE MFG CO | COM | 607828100 | 16995 | 3540566 | SH | SOLE |
| MONOGRAM BIOSCIENCES INC COM N | COM | 60975U207 | 355 | 78400 | SH | SOLE |
| MONSANTO CO NEW COM | COM | 61166W101 | 6409 | 86210 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MOOG INC CL A | COM | 615394202 | 4004 | 155118 | SH | | SOLE | |
| MOOG INC CL B | COM | 615394301 | 690 | 26700 | SH | | SOLE | |
| MORGAN STANLEY | COM | 617446448 | 21278 | 746350 | SH | | SOLE | |
| MORGANS HOTEL GROUP CO COM | COM | 61748W108 | 162 | 42400 | SH | | SOLE | |
| MOSAIC CO/THE | COM | 61945A107 | 874 | 19730 | SH | | SOLE | |
| MOSY INC | COM | 619718109 | 53 | 32000 | SH | | SOLE | |
| MOTOROLA INC | COM | 620076109 | 418 | 63050 | SH | | SOLE | |
| MOVADO GROUP INC COM | COM | 624580106 | 713 | 67600 | SH | | SOLE | |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 316 | 84406 | SH | | SOLE | |
| MULTIMEDIA GAMES INC COM | COM | 625453105 | 95 | 19055 | SH | | SOLE | |
| MURPHY OIL CORP COM | COM | 626717102 | 985 | 18130 | SH | | SOLE | |
| MVC CAP COM | COM | 553829102 | 641 | 75750 | SH | | SOLE | |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1952 | 56000 | SH | | SOLE | |
| MYERS INDS INC | COM | 628464109 | 14328 | 1722075 | SH | | SOLE | |
| NARA BANCORP INC COM | COM | 63080P105 | 2999 | 579000 | SH | | SOLE | |
| NASHUA CORP | COM | 631226107 | 5818 | 868410 | SH | | SOLE | |
| NATCO GROUP INC | COM | 63227W203 | 1778 | 54000 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1557 | 117000 | SH | | SOLE | |
| NATIONAL DENTEX CORP COM | COM | 63563H109 | 299 | 46000 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 40879 | 1133000 | SH | | SOLE | |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 715 | 9400 | SH | | SOLE | |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 2397 | 73400 | SH | | SOLE | |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 86404 | 1981742 | SH | | SOLE | |
| NCR CORP NEW COM | COM | 62886E108 | 28335 | 2395220 | SH | | SOLE | |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 7368 | 640700 | SH | | SOLE | |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 112 | 13000 | SH | | SOLE | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 458 | 42886 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| NEWMARKET CORP COM | COM | 651587107 | 3501 | 52000 | SH | SOLE |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 7741 | 189410 | SH | SOLE |
| NEWS CORP CL A | COM | 65248E104 | 70306 | 7717481 | SH | SOLE |
| NICOR INC COM | COM | 654086107 | 2247 | 64900 | SH | SOLE |
| NIKE INC CL B | COM | 654106103 | 1287 | 24850 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 294 | 25200 | SH | SOLE |
| NOBILITY HOMES INC COM | COM | 654892108 | 1595 | 192136 | SH | SOLE |
| NOBLE CORPORATION BAAR NAMEN - | COM | H5833N103 | 1014 | 33520 | SH | SOLE |
| NORDSON CORP COM | COM | 655663102 | 776 | 20000 | SH | SOLE |
| NORTHEAST UTILS COM | COM | 664397106 | 25371 | 1137187 | SH | SOLE |
| NORTHERN TRUST CORP | COM | 665859104 | 1705 | 31760 | SH | SOLE |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 1292 | 28275 | SH | SOLE |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 8562 | 376200 | SH | SOLE |
| NOVA CHEMICALS CORP COM | COM | 66977W109 | 1595 | 269000 | SH | SOLE |
| NRG ENERGY INC COM NEW | COM | 629377508 | 906 | 34900 | SH | SOLE |
| NSTAR COM | COM | 67019E107 | 31839 | 991545 | SH | SOLE |
| NUTRI SYS INC NEW COM | COM | 67069D108 | 363 | 25000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| NYSE EURONEXT COM | COM | 629491101 | 1157 | 42452 | SH | | SOLE | |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 69249 | 1818522 | SH | | SOLE | |
| OCCIDENTAL PETE CORP | COM | 674599105 | 2847 | 43260 | SH | | SOLE | |
| OCEANEERING INTL INC COM | COM | 675232102 | 16527 | 365650 | SH | | SOLE | |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 5294 | 515000 | SH | | SOLE | |
| OIL DRI CORP AMER COM | COM | 677864100 | 8335 | 561300 | SH | | SOLE | |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 11196 | 3434283 | SH | | SOLE | |
| ONEOK INC NEW COM | COM | 682680103 | 7423 | 251718 | SH | | SOLE | |
| OPKO HEALTH INC COM | COM | 68375N103 | 27 | 15000 | SH | | SOLE | |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 4867 | 573300 | SH | | SOLE | |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 4035 | 100110 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 7962 | 318350 | SH | | SOLE | |
| OSHKOSH CORP | COM | 688239201 | 792 | 54500 | SH | | SOLE | |
| OSTEOTECH INC COM | COM | 688582105 | 63 | 14300 | SH | | SOLE | |
| OTIX GLOBAL INC | COM | 68906N101 | 22 | 28000 | SH | | SOLE | |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 743 | 34000 | SH | | SOLE | |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 3519 | 80300 | SH | | SOLE | |
| PACCAR INC | COM | 693718108 | 4063 | 125280 | SH | | SOLE | |
| PACTIV CORP COM | COM | 695257105 | 3205 | 147700 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 2658 | 495000 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 204 | 95000 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 1211 | 82200 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 13232 | 614600 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 3645 | 1065771 | SH | | SOLE | |
| PATTERSON COMPANIES INC | COM | 703395103 | 9690 | 446527 | SH | | SOLE | |
| PEABODY ENERGY CORP COM | COM | 704549104 | 772 | 25600 | SH | | SOLE | |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 2620 | 90000 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 6848 | 300331 | SH | | SOLE | |
| PENSKE AUTOMOTIVE GRP INC COM | COM | 70959W103 | 8962 | 538600 | SH | | SOLE | |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 8578 | 846000 | SH | | SOLE | |
| PEPSIAMERICAS | COM | 71343P200 | 114741 | 4279793 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 11272 | 205091 | SH | | SOLE | |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 2971 | 72500 | SH | | SOLE | |
| PETROHAWK ENERGY CORP COM | COM | 716495106 | 324 | 14515 | SH | | SOLE | |
| PETROQUEST ENERGY INC COM | COM | 716748108 | 81 | 22000 | SH | | SOLE | |
| PETRO-CANADA | COM | 71644E102 | 1537 | 40000 | SH | | SOLE | |
| PFIZER INC | COM | 717081103 | 3525 | 234985 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|-----------------------|
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 410 | 1233000 | PRN | SOLE |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 244 | 5600 | SH | SOLE |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 325 | 13500 | SH | SOLE |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 44 | 22000 | SH | SOLE |
| PINNACLE ENTMT INC COM | COM | 723456109 | 14438 | 1554100 | SH | SOLE |
| PLANTRONICS | COM | 727493108 | 851 | 45000 | SH | SOLE |
| PNC FINANCIAL CORP | COM | 693475105 | 4040 | 104100 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| PNM RES INC | COM | 69349H107 | 37931 | 3541656 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 602 | 11240 | SH | | SOLE | |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 1553 | 159000 | SH | | SOLE | |
| POTASH CORP SASK INC | COM | 73755L107 | 908 | 9760 | SH | | SOLE | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 91876 | 1258058 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 433 | 215650 | SH | | SOLE | |
| PRIVATEBANCORP INC COM | COM | 742962103 | 200 | 9000 | SH | | SOLE | |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 20699 | 405072 | SH | | SOLE | |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 72 | 508709 | SH | | SOLE | |
| PROSHARES TR PSHS ULTRA FINL | ETF/ISHARE - EQU | 74347R743 | 421 | 109000 | SH | | SOLE | |
| PROSHARES TR ULTRASHT SP500 | COM | 74347R883 | 625 | 11300 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 995 | 88400 | SH | | SOLE | |
| PSS WORLD MED INC COM | COM | 69366A100 | 1296 | 70000 | SH | | SOLE | |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 205 | 27000 | SH | | SOLE | |
| QUALCOMM INC COM | COM | 747525103 | 1907 | 42200 | SH | | SOLE | |
| QUESTAR CORP COM | COM | 748356102 | 2547 | 82000 | SH | | SOLE | |
| QUIDEL CORP COM | COM | 74838J101 | 2370 | 162800 | SH | | SOLE | |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 623 | 150233 | SH | | SOLE | |
| RALCORP HOLDINGS INC | COM | 751028101 | 5160 | 84700 | SH | | SOLE | |
| READING INTL INC CL A | COM | 755408101 | 46 | 10000 | SH | | SOLE | |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 39867 | 1633219 | SH | | SOLE | |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 1930 | 27150 | SH | | SOLE | |
| REVLON INC CL A | COM | 761525609 | 136 | 25000 | SH | | SOLE | |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 1848 | 11280 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 6351 | 329900 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 19413 | 604400 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 1590 | 38100 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 1420 | 97000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 19929 | 773957 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 55741 | 3220146 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 165 | 295000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 3178 | 70150 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 18970 | 981900 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM | 780259206 | 1964 | 39126 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 45150 | 5407152 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 1021 | 238100 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 4381 | 442121 | SH | | SOLE | |
| SAFEWAY INC COM NEW | COM | 786514208 | 5178 | 254200 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 1184 | 1233113 | SH | | SOLE | |
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 9768 | 1535920 | SH | | SOLE | |
| SANDISK CORP COM | COM | 80004C101 | 617 | 42000 | SH | | SOLE | |
| SARA LEE CORP COM | COM | 803111103 | 9745 | 998500 | SH | | SOLE | |
| SCHEIN HENRY INC COM | COM | 806407102 | 19727 | 411408 | SH | | SOLE | |
| SCHERING PLOUGH CORP | COM | 806605101 | 25285 | 1006565 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GAMCO ASSET MGT. INC. | |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 11174 | 2195274 | SH | | SOLE | |
| SCHLUMBERGER | COM | 806857108 | 1592 | 29429 | SH | | SOLE | |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1587 | 90500 | SH | | SOLE | |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 898 | 33000 | SH | | SOLE | |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 2766 | 1323270 | SH | | SOLE | |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 50360 | 1809566 | SH | | SOLE | |
| SEACOAST BKG CORP FLA COM | COM | 811707306 | 182 | 75100 | SH | | SOLE | |
| SECTOR SPDR TR SHS BEN INT-FIN | MUTUAL FUNDS | 81369Y605 | 1554 | 130000 | SH | | SOLE | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 48346 | 2142060 | SH | | SOLE | |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 3198 | 1648692 | SH | | SOLE | |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 146 | 340400 | SH | | SOLE | |
| SJW CORP COM | COM | 784305104 | 6942 | 305815 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 12853 | 590920 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 9408 | 1343986 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 10017 | 975400 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 1022 | 150000 | SH | | SOLE | |
| SMITH A O CORP COM | COM | 831865209 | 228 | 7000 | SH | | SOLE | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 1080 | 22185 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 4415 | 498596 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 255 | 7300 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 3483 | 189410 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 35392 | 1593495 | SH | | SOLE | |
| SP AQUISITION HOLDING-UNITS | COM | 78470A203 | 97 | 10000 | SH | | SOLE | |
| SPARTAN MTRS INC COM | COM | 846819100 | 3286 | 290000 | SH | | SOLE | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 5909 | 349245 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 56319 | 11708786 | SH | | SOLE | |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 1001 | 24350 | SH | | SOLE | |
| ST. JOE COMPANY | COM | 790148100 | 384 | 14500 | SH | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 14922 | 1804375 | SH | | SOLE | |
| STANDEX INTL CORP | COM | 854231107 | 1334 | 115000 | SH | | SOLE | |
| STARRETT L S CO CL A | COM | 855668109 | 579 | 85200 | SH | | SOLE | |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 1576 | 71000 | SH | | SOLE | |
| STATE STREET CORP | COM | 857477103 | 7796 | 165170 | SH | | SOLE | |
| STEAK N SHAKE CO COM | COM | 857873103 | 7591 | 868500 | SH | | SOLE | |
| STERLING BANCORP COM | COM | 859158107 | 8767 | 1049935 | SH | | SOLE | |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 96 | 20000 | SH | | SOLE | |
| STONERIDGE INC | COM | 86183P102 | 1752 | 365000 | SH | | SOLE | |
| STRATTEC SECURITY CORP. | COM | 863111100 | 1751 | 126920 | SH | | SOLE | |
| STRYKER CORP | COM | 863667101 | 1156 | 29100 | SH | | SOLE | |
| SUN MICROSYSTEMS INC CO | COM | 866810203 | 66246 | 7185072 | SH | | SOLE | |
| SUNCOR INC COM | COM | 867229106 | 443 | 14600 | SH | | SOLE | |
| SUNPOWER CORP COM CL A | COM | 867652109 | 862 | 32400 | SH | | SOLE | |
| SUNPOWER CORP COM CL B | COM | 867652307 | 647 | 27000 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 4738 | 336000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | | |

GAMCO ASSET MGT. INC.

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|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SUPERVALU INC COMMON | COM | 868536103 | 674 | 52029 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 13499 | 966300 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 2331 | 744600 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 217 | 30000 | SH | | SOLE | |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 1997 | 42935 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| T ROWE PRICE GROUP INC | COM | 74144T108 | 5916 | 141980 | SH | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 13291 | 1403500 | SH | SOLE |
| TD AMERITRADE HLDG CORP | COM | 87236Y108 | 584 | 33300 | SH | SOLE |
| TECH OPS SEVCON INC | COM | 878293109 | 1131 | 430019 | SH | SOLE |
| TECO ENERGY INC COM | COM | 872375100 | 2093 | 175422 | SH | SOLE |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 205 | 16000 | SH | SOLE |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 1086 | 16000 | SH | SOLE |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 54065 | 2082626 | SH | SOLE |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 89234 | 3153157 | SH | SOLE |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 1541 | 57000 | SH | SOLE |
| TENNANT CO | COM | 880345103 | 10583 | 575490 | SH | SOLE |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 9089 | 857425 | SH | SOLE |
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 304 | 6170 | SH | SOLE |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 11350 | 532848 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 11656 | 1206600 | SH | SOLE |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 2887 | 82380 | SH | SOLE |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 245 | 6000 | SH | SOLE |
| THOMAS & BETTS CORP | COM | 884315102 | 72893 | 2525743 | SH | SOLE |
| TICKETMASTER COM | COM | 88633P302 | 151 | 23582 | SH | SOLE |
| TIFFANY & CO NEW COM | COM | 886547108 | 1355 | 53420 | SH | SOLE |
| TIME WARNER CABLE INC COM | COM | 88732J207 | 3279 | 103543 | SH | SOLE |
| TIME WARNER INC COM | COM | 887317303 | 86584 | 3437220 | SH | SOLE |
| TOLL BROS INC COM | COM | 889478103 | 494 | 29100 | SH | SOLE |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 28385 | 1250976 | SH | SOLE |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 8285 | 200500 | SH | SOLE |
| TRANS LUX CORP | COM | 893247106 | 90 | 105800 | SH | SOLE |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 614 | 123200 | SH | SOLE |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 8751 | 117800 | SH | SOLE |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 672 | 16367 | SH | SOLE |
| TREDEGAR INDS INC | COM | 894650100 | 34416 | 2583783 | SH | SOLE |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 974 | 560000 | SH | SOLE |
| TRIMBLE NAV LTD COM | COM | 896239100 | 601 | 30600 | SH | SOLE |
| TRW AUTOMOTIVE HOLDINGS CORP | COM | 87264S106 | 565 | 50000 | SH | SOLE |
| TYCO INTERNATIONAL LTD SHS | COM | H89128104 | 15830 | 609321 | SH | SOLE |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 4176 | 267370 | SH | SOLE |
| TYSON FOODS INC | COM | 902494103 | 145 | 11500 | SH | SOLE |
| UNDER ARMOUR INC CL A | COM | 904311107 | 714 | 31900 | SH | SOLE |
| UNION DRILLING INC COM | COM | 90653P105 | 794 | 120000 | SH | SOLE |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 5749 | 216600 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | GAMCO ASSET MGT. INC. |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| UNITED GUARDIAN INC COM | COM | 910571108 | 1707 | 184326 | SH | | SOLE | |
| UNITED RENTALS INC COM | COM | 911363109 | 519 | 80000 | SH | | SOLE | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 109657 | 2851949 | SH | | SOLE | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 1726 | 33216 | SH | | SOLE | |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 19031 | 761850 | SH | | SOLE | |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 3565 | 238800 | SH | | SOLE | |
| VALLEY NATL BANCORP COM | COM | 919794107 | 738 | 63083 | SH | | SOLE | |
| VALMONT INDS INC | COM | 920253101 | 730 | 10125 | SH | | SOLE | |
| VALUECLICK INC COM | COM | 92046N102 | 4646 | 441600 | SH | | SOLE | |
| VARIAN MED SYS INC COM | COM | 92220P105 | 574 | 16340 | SH | | SOLE | |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 3440 | 439871 | SH | | SOLE | |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 11845 | 385457 | SH | | SOLE | |
| VIACOM INC NEW CL A | COM | 92553P102 | 70930 | 2957867 | SH | | SOLE | |
| VIACOM INC NEW CL B | COM | 92553P201 | 6624 | 291817 | SH | | SOLE | |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 3820 | 128400 | SH | | SOLE | |

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|------------------------------------|--------------|-----------|-------|---------|----|-----------------------|
| VIMPEL COMMUNICATIONS ADR (B:V COM | COM | 68370R109 | 5067 | 430500 | SH | SOLE |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 1516 | 24350 | SH | SOLE |
| W D 40 COMPANY | COM | 929236107 | 1189 | 41000 | SH | SOLE |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 31676 | 1201200 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 3230 | 66675 | SH | SOLE |
| WALGREEN COMPANY | COM | 931422109 | 13593 | 462352 | SH | SOLE |
| WARNER MUSIC GROUP CORP COM | COM | 934550104 | 1053 | 180000 | SH | SOLE |
| WASTE CONNECTIONS INC COM | COM | 941053100 | 259 | 10000 | SH | SOLE |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 41966 | 1490279 | SH | SOLE |
| WASTE SERVICES INC DEL COM NEW | COM | 941075202 | 285 | 55000 | SH | SOLE |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 61265 | 2844256 | SH | SOLE |
| WCA WASTE CORP COM | COM | 92926K103 | 378 | 100000 | SH | SOLE |
| WEATHERFORD INTERNATIONAL LTD | COM | H27013103 | 14456 | 739080 | SH | SOLE |
| WEBS INDEX FD INC JAPAN WEBS S | MUTUAL FUNDS | 464286848 | 538 | 57000 | SH | SOLE |
| WEIS MKTS INC | COM | 948849104 | 1994 | 59500 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 38795 | 1599154 | SH | SOLE |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 721 | 180310 | SH | SOLE |
| WESTAR ENERGY INC | COM | 95709T100 | 55096 | 2935308 | SH | SOLE |
| WESTWOOD HLDGS GROUP INC COM | COM | 961765104 | 39707 | 949700 | SH | SOLE |
| WHX CORP | COM | 929248607 | 1853 | 712707 | SH | SOLE |
| WILLIS GROUP HOLDINGS LTD SHS | COM | G96655108 | 555 | 21559 | SH | SOLE |
| WILMINGTON TR CORP COM | COM | 971807102 | 4608 | 337300 | SH | SOLE |
| WIND RIV SYS INC COM | COM | 973149107 | 1100 | 96000 | SH | SOLE |
| WINDSTREAM CORP COM | COM | 97381W104 | 924 | 110503 | SH | SOLE |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 7104 | 566500 | SH | SOLE |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 3433 | 155624 | SH | SOLE |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 15963 | 806200 | SH | SOLE |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 687 | 54660 | SH | SOLE |
| WPT ENTERPRISES INC | COM | 98211W108 | 55 | 45503 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | GAMCO ASSET MGT. INC. |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WYETH (B:WYE) | COM | 983024100 | 59296 | 1306365 | SH | | SOLE | |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 159 | 13148 | SH | | SOLE | |
| WYNN RESORTS LTD COM | COM | 983134107 | 9849 | 279000 | SH | | SOLE | |
| XCEL ENERGY INC COM | COM | 98389B100 | 2289 | 124350 | SH | | SOLE | |
| XEROX CORP | COM | 984121103 | 1750 | 270000 | SH | | SOLE | |
| XTO ENERGY INC COM | COM | 98385X106 | 1343 | 35212 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 5332 | 340480 | SH | | SOLE | |
| YOUBET COM INC COM | COM | 987413101 | 33 | 10000 | SH | | SOLE | |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 6269 | 287422 | SH | | SOLE | |
| YUM BRANDS INC COM | COM | 988498101 | 667 | 20000 | SH | | SOLE | |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 8589 | 363000 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 27708 | 2299446 | SH | | SOLE | |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 20402 | 478925 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 1145 | 105000 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 1398 | 300000 | SH | | SOLE | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 165 | 86000 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 301 | 5000 | SH | | SOLE | |
| 3SBIO INC SPONSORED ADR | COM | 88575Y105 | 206 | 25000 | SH | | SOLE | |
| A H BELO CORP COM CL A | COM | 001282102 | 31 | 32000 | SH | | SOLE | |
| A POWER ENERGY GENERAT | COM | G04136100 | 80 | 10000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 39073 | 1573000 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 401 | 25000 | SH | | SOLE | |
| AARON'S INC | COM | 002535300 | 5540 | 235750 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 12387 | 785000 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 11078 | 235500 | SH | | SOLE | |
| ABOVENET INC COM | COM | 00374N107 | 1150 | 14200 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 189 | 67000 | SH | | SOLE | |
| ACTIVISION BLIZZARD,INC | COM | 00507V109 | 834 | 66000 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 1571 | 56000 | SH | | SOLE | |
| ADA ES INC COM | COM | 005208103 | 40 | 10000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 31 | 12750 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 3368 | 119000 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 15000 | 1292000 | SH | | SOLE | |
| AES TR III TR P CV SC 6.75 | CONVERTIBLE PREF | 00808N202 | 257 | 6000 | SH | | SOLE | |
| AETNA INC (B:AET) COM | COM | 00817Y108 | 977 | 39000 | SH | | SOLE | |
| AFLAC INC COM | COM | 001055102 | 5285 | 170000 | SH | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 2687 | 84500 | SH | | SOLE | |
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 63282 | 1205831 | SH | | SOLE | |
| AIRGAS INC COM | COM | 009363102 | 770 | 19000 | SH | | SOLE | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 518 | 27000 | SH | | SOLE | |
| AKEENA SOLAR INC DE COM | COM | 009720103 | 19 | 15000 | SH | | SOLE | |
| ALBANY INTL CORP NEW CL A | COM | 012348108 | 182 | 16000 | SH | | SOLE | |
| ALBEMARLE CORP COM | COM | 012653101 | 3222 | 126000 | SH | | SOLE | |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 9165 | 360420 | SH | | SOLE | |
| ALCATEL LUCENT ADR SPONS 1/5SH | COM | 013904305 | 149 | 60000 | SH | | SOLE | |
| ALCOA 5.250% 03/15/14 | CONVERTIBLE BOND | 013817AT8 | 827 | 470000 | PRN | | SOLE | |
| ALCOA INC COM | COM | 013817101 | 11663 | 1129000 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 4262 | 36700 | SH | | SOLE | |
| ALEXANDRIA REAL EST EQTS INCCO | COM | 015271109 | 215 | 6000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|--------|----|------|
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 827 | 78000 | SH | SOLE |
| ALLEGHANY CORP DEL | COM | 017175100 | 8761 | 32329 | SH | SOLE |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 21520 | 839000 | SH | SOLE |
| ALLERGAN INC | COM | 018490102 | 9466 | 198958 | SH | SOLE |
| ALLETE INC COM NEW | COM | 018522300 | 4600 | 160000 | SH | SOLE |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 6951 | 346000 | SH | SOLE |
| ALLIANCE DATA SYS CORP COM | COM | 018581108 | 395 | 9600 | SH | SOLE |
| ALLIANCE HOLDINGS GP LP COM UN | COM | 01861G100 | 461 | 24000 | SH | SOLE |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 4050 | 155000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |

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|--------------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| ALLSTATE CORP COM | COM | 020002101 | 2782 | 114000 | SH | | SOLE | |
| ALTRIA GROUP INC COM | COM | 02209S103 | 1426 | 87000 | SH | | SOLE | |
| AMAZON.COM INC | COM | 023135106 | 4710 | 56300 | SH | | SOLE | |
| AMD 5.750% 08/15/12 | CONVERTIBLE BOND | 007903AN7 | 124 | 200000 | PRN | | SOLE | |
| AMDL INC COM PAR 2006 | COM | 00167K500 | 119 | 158500 | SH | | SOLE | |
| AMEDISYS INC COM | COM | 023436108 | 396 | 12000 | SH | | SOLE | |
| AMEREN CORP COM | COM | 023608102 | 7965 | 320000 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 15937 | 411600 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 18230 | 631000 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 49118 | 2113500 | SH | | SOLE | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 116 | 100000 | SH | | SOLE | |
| AMERICAN STS WTR CO COM | COM | 029899101 | 970 | 28000 | SH | | SOLE | |
| AMERICAN TOWER SYSTEMS CL A | COM | 029912201 | 363 | 11500 | SH | | SOLE | |
| AMERICAN WATER WORKS CO INC | COM | 030420103 | 10312 | 539600 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 2330 | 96000 | SH | | SOLE | |
| AMERISOURCEBERGEN CORP COM | COM | 03073E105 | 319 | 18000 | SH | | SOLE | |
| AMETEK INC NEW COM | COM | 031100100 | 42153 | 1219000 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 4447 | 84000 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 1518 | 546000 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 8630 | 368000 | SH | | SOLE | |
| AMPHENOL CORP NEW CL A | COM | 032095101 | 424 | 13400 | SH | | SOLE | |
| AMR CORP | COM | 001765106 | 804 | 200000 | SH | | SOLE | |
| ANADARKO PETE CORP COM | COM | 032511107 | 10031 | 221000 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 3791 | 285700 | SH | | SOLE | |
| ANGLOGOLD LTD SPONSORED ADR | COM | 035128206 | 23231 | 634200 | SH | | SOLE | |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 519 | 335000 | SH | | SOLE | |
| ANIXTER INTL INC COM | COM | 035290105 | 413 | 11000 | SH | | SOLE | |
| APACHE CORP | COM | 037411105 | 15296 | 212000 | SH | | SOLE | |
| APPLE COMPUTER INC | COM | 037833100 | 18758 | 131700 | SH | | SOLE | |
| APPLIED MATLS INC COM | COM | 038222105 | 303 | 27500 | SH | | SOLE | |
| APTARGROUP INC. COM | COM | 038336103 | 1182 | 35000 | SH | | SOLE | |
| AQUA AMERICA INC | COM | 03836W103 | 3129 | 174832 | SH | | SOLE | |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 910 | 37000 | SH | | SOLE | |
| ARCH COAL INC COM | COM | 039380100 | 215 | 14000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 33088 | 1236000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND 6.25% 6 UNITS | COM | 039483201 | 401 | 11000 | SH | | SOLE | |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 3322 | 117729 | SH | | SOLE | |
| ARRAY BIOPHARMA INC COM | COM | 04269X105 | 110 | 35000 | SH | | SOLE | |
| ARTESIAN RES CORP COM CL A | COM | 043113208 | 490 | 30750 | SH | | SOLE | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 5488 | 206458 | SH | | DEFINED | |
| ASHLAND INC NEW COM | COM | 044209104 | 8892 | 317000 | SH | | SOLE | |
| ASTORIA FINL CORP COM | COM | 046265104 | 686 | 80000 | SH | | SOLE | |
| ASTRONICS CORP COM | COM | 046433108 | 104 | 10000 | SH | | SOLE | |
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 2161 | 55000 | SH | | SOLE | |
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|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|--|
| ATMOS ENERGY CORP COM | COM | 049560105 | 6661 | 266000 | SH | | SOLE | | |
| AUTONATION INC | COM | 05329W102 | 7426 | 428000 | SH | | SOLE | | |
| AUTOZONE INC | COM | 053332102 | 1964 | 13000 | SH | | SOLE | | |
| AVISTA CORP COM | COM | 05379B107 | 4746 | 266500 | SH | | SOLE | | |
| AVON PRODUCTS INC | COM | 054303102 | 8533 | 331000 | SH | | SOLE | | |
| AXSYS TECHNOLOGIES INC COM | COM | 054615109 | 19632 | 366000 | SH | | SOLE | | |
| BADGER METER INC COM | COM | 056525108 | 2169 | 52900 | SH | | SOLE | | |
| BAKER HUGHES INC | COM | 057224107 | 2879 | 79000 | SH | | SOLE | | |
| BALDOR ELEC CO COM | COM | 057741100 | 20459 | 860000 | SH | | SOLE | | |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 608 | 607700 | SH | | SOLE | | |
| BANCO SANTANDER CENT HISP ADR (| COM | 05964H105 | 3025 | 250000 | SH | | SOLE | | |
| BANK FLA CORP NAPLES COM | COM | 062128103 | 315 | 100000 | SH | | SOLE | | |
| BANK OF AMERICA | COM | 060505104 | 18320 | 1387876 | SH | | SOLE | | |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 60160 | 2052547 | SH | | SOLE | | |
| BARNES GROUP INC COM | COM | 067806109 | 226 | 19000 | SH | | SOLE | | |
| BARRICK GOLD(R:ABX.N B:ABX US) | COM | 067901108 | 52664 | 1569703 | SH | | SOLE | | |
| BASSETT FURNITURE INDS | COM | 070203104 | 33 | 12000 | SH | | SOLE | | |
| BAXTER INTL INC COM | COM | 071813109 | 16524 | 312000 | SH | | SOLE | | |
| BCE INC | COM | 05534B760 | 22747 | 1101000 | SH | | SOLE | | |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 239 | 109000 | SH | | SOLE | | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 11082 | 155400 | SH | | SOLE | | |
| BED BATH & BEYOND INC | COM | 075896100 | 1538 | 50000 | SH | | SOLE | | |
| BEL FUSE INC CL A | COM | 077347201 | 3945 | 281000 | SH | | SOLE | | |
| BELDEN CDT INC | COM | 077454106 | 1052 | 63000 | SH | | SOLE | | |
| BELO CORP | COM | 080555105 | 739 | 413000 | SH | | SOLE | | |
| BERKSHIRE HATHAWAY | COM | 084670108 | 31320 | 348 | SH | | SOLE | | |
| BEST BUY INC COM | COM | 086516101 | 670 | 20000 | SH | | SOLE | | |
| BHP BILLITON LTD SPONSORED ADR | COM | 088606108 | 5364 | 98000 | SH | | SOLE | | |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 553 | 50000 | SH | | SOLE | | |
| BIO RAD LABS INC CL A | COM | 090572207 | 566 | 7500 | SH | | SOLE | | |
| BIOGEN IDEC INC | COM | 09062X103 | 4646 | 102900 | SH | | SOLE | | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 101 | 60000 | SH | | SOLE | | |
| BJ SVCS CO COM | COM | 055482103 | 2494 | 183000 | SH | | SOLE | | |
| BLACK HILLS CORP COM | COM | 092113109 | 7518 | 327000 | SH | | SOLE | | |
| BLACKROCK INC CL A | COM | 09247X101 | 8332 | 47500 | SH | | SOLE | | |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 1191 | 113000 | SH | | SOLE | | |
| BOEING CO | COM | 097023105 | 18445 | 434000 | SH | | SOLE | | |
| BON-TON STORES INC COM | COM | 09776J101 | 1017 | 300000 | SH | | SOLE | | |
| BORG WARNER INC | COM | 099724106 | 14958 | 438000 | SH | | SOLE | | |
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 831 | 643900 | SH | | SOLE | | |
| BOSTON BEER INC CL A | COM | 100557107 | 1509 | 51000 | SH | | SOLE | | |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 9450 | 932000 | SH | | SOLE | | |
| BOYD GAMING CORP | COM | 103304101 | 3664 | 431000 | SH | | SOLE | | |
| BP PLC SPONS ADR | COM | 055622104 | 37310 | 782500 | SH | | SOLE | | |
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| | | | GABELLI FUNDS, LLC | | | | | | |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| BPW ACQUISITION CORP COM | COM | 055637102 | 9149 | 955000 | SH | | SOLE | |
| BPW ACQUISITION CORP WT EXP 02 | WARRANT AND RIGH | 055637110 | 181 | 755000 | SH | | SOLE | |
| BRAZIL TELECOM PARTICIPACOES S | COM | 105530109 | 2285 | 59500 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|--------|---------|-----|--------------------|
| BRINKS CO COM | COM | 109696104 | 1562 | 53820 | SH | SOLE |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 2458 | 86820 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 8835 | 435000 | SH | SOLE |
| BROADRIDGE FINL SOLUTIONS INCO | COM | 11133T103 | 232 | 14000 | SH | SOLE |
| BROOKFIELD ASSET MANAGEMENT I | COM | 112585104 | 837 | 42075 | SH | SOLE |
| BROWN FORMAN CORP CL B | COM | 115637209 | 5072 | 118000 | SH | SOLE |
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 23331 | 505000 | SH | SOLE |
| BRUKER BIOSCIENCES CORP | COM | 116794108 | 185 | 20000 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 452 | 27000 | SH | SOLE |
| BT GROUP PLC SPON ADR | COM | 05577E101 | 3713 | 221000 | SH | SOLE |
| BUNGE LIMITED COM | COM | G16962105 | 331 | 5500 | SH | SOLE |
| BURLINGTON NORTHN SANTA FE COM | COM | 12189T104 | 588 | 8000 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 151646 | 7812800 | SH | SOLE |
| CADBURY PLC-SPONS ADR | COM | 12721E102 | 28304 | 822800 | SH | SOLE |
| CADIZ INC | COM | 127537207 | 135 | 14000 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 353 | 25000 | SH | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 1624 | 660000 | SH | SOLE |
| CALIFORNIA WTR SVC GROUP COM | COM | 130788102 | 1020 | 27700 | SH | SOLE |
| CALLON PETE CO DEL COM | COM | 13123X102 | 222 | 112000 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 4160 | 147000 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 13563 | 461000 | SH | SOLE |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 696 | 102300 | SH | SOLE |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 3041 | 139000 | SH | SOLE |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 116 | 140000 | SH | SOLE |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 244 | 8000 | SH | SOLE |
| CAREER EDUCATION CORP | COM | 141665109 | 1369 | 55000 | SH | SOLE |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 687 | 82000 | SH | SOLE |
| CASEYS GEN STORES INC COM | COM | 147528103 | 938 | 36500 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 5485 | 166000 | SH | SOLE |
| CAVALIER HOMES INC COM | COM | 149507105 | 2316 | 848400 | SH | SOLE |
| CAVCO INDUSTRIES | COM | 149568107 | 2791 | 110200 | SH | SOLE |
| CBS CORP CLASS A | COM | 124857103 | 13859 | 1988400 | SH | SOLE |
| CBS CORP NEW CL B | COM | 124857202 | 208 | 30000 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 3157 | 66000 | SH | SOLE |
| CENTENNIAL COMMUNICATIONS CORP | COM | 15133V208 | 28699 | 3424726 | SH | SOLE |
| CENTEX CORP COM | COM | 152312104 | 127 | 15000 | SH | SOLE |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 4511 | 202000 | SH | SOLE |
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 2860 | 158000 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 5741 | 187000 | SH | SOLE |
| CEPHALON INC COM | COM | 156708109 | 963 | 17000 | SH | SOLE |
| CEPHALON - B 0% 6/15/2033 SERI | CONVERTIBLE BOND | 156708AL3 | 218 | 200000 | PRN | SOLE |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CEPHEID COM | COM | 15670R107 | 1743 | 185000 | SH | | SOLE | |
| CF INDS HLDGS INC COM | COM | 125269100 | 297 | 4000 | SH | | SOLE | |
| CH ENERGY GROUP, INC. | COM | 12541M102 | 26035 | 557500 | SH | | SOLE | |
| CHAMPION ENTERPRISES INC COM | COM | 158496109 | 418 | 1305000 | SH | | SOLE | |
| CHARTER COMMUNICATIONS INC DCL | COM | 16117M107 | 6 | 280000 | SH | | SOLE | |
| CHECK POINT SOFTWARE TECH | COM | M22465104 | 235 | 10000 | SH | | SOLE | |
| CHEESECAKE FACTORY INC | COM | 163072101 | 346 | 20000 | SH | | SOLE | |
| CHEMED CORP 1.875% 05/15/14 | CONVERTIBLE BOND | 16359RAC7 | 373 | 500000 | PRN | | SOLE | |
| CHEMED CORPORATION | COM | 16359R103 | 9124 | 231100 | SH | | SOLE | |
| CHEMTURA CORP | COM | 163893100 | 101 | 420000 | SH | | SOLE | |
| CHESAPEAKE ENERGY CORP 2.250% | CONVERTIBLE BOND | 165167CB1 | 960 | 1500000 | PRN | | SOLE | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 7188 | 362500 | SH | | SOLE | |
| CHEVRON CORP | COM | 166764100 | 55809 | 842400 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| CHINA AUTOMOTIVE SYS INC COM | COM | 16936R105 | 396 | 72022 | SH | SOLE |
| CHINA MOBILE LTD | COM | 16941M109 | 5809 | 116000 | SH | SOLE |
| CHINA TELECOM CORP LTD SPONS A | COM | 169426103 | 249 | 5000 | SH | SOLE |
| CHINA UNICOM ADR | COM | 16945R104 | 1427 | 107000 | SH | SOLE |
| CHINA YUCHAI INTL LTD ORD | COM | G21082105 | 272 | 38000 | SH | SOLE |
| CHURCH & DWIGHT CO | COM | 171340102 | 16732 | 308085 | SH | SOLE |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 4881 | 145000 | SH | SOLE |
| CINCINNATI BELL | COM | 171871106 | 15488 | 5453400 | SH | SOLE |
| CIRCOR INTL INC COM | COM | 17273K109 | 18912 | 801000 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 9152 | 490700 | SH | SOLE |
| CITIGROUP INC. | COM | 172967101 | 2851 | 960000 | SH | SOLE |
| CLARCOR INC | COM | 179895107 | 23469 | 804000 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 4214 | 795000 | SH | SOLE |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 719 | 130000 | SH | SOLE |
| CLECO CORP NEW COM | COM | 12561W105 | 1469 | 65500 | SH | SOLE |
| CLOROX CO | COM | 189054109 | 3182 | 57000 | SH | SOLE |
| CME GROUP INC COM | COM | 12572Q105 | 6689 | 21500 | SH | SOLE |
| CMS ENERGY CORP COM | COM | 125896100 | 4174 | 345500 | SH | SOLE |
| CNA SURETY CORP COM | COM | 12612L108 | 7217 | 535000 | SH | SOLE |
| CNH GLOBAL NV COM | COM | N20935206 | 19031 | 1355500 | SH | SOLE |
| COACH INC | COM | 189754104 | 2392 | 89000 | SH | SOLE |
| COACHMEN INDS INC | COM | 189873102 | 981 | 749000 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 53749 | 1120000 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 1249 | 75000 | SH | SOLE |
| COCA-COLA FEMSA S A DE C V ADR | COM | 191241108 | 401 | 10000 | SH | SOLE |
| COCA-COLA HELLENIC BOTTLING SP | COM | 1912EP104 | 335 | 16500 | SH | SOLE |
| COLDWATER CREEK INC COM | COM | 193068103 | 5908 | 968500 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 495 | 7000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 2961 | 210000 | SH | SOLE |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 2950 | 204000 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 1568 | 160000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 8127 | 338200 | SH | | SOLE | |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 137 | 400000 | PRN | | SOLE | |
| CONAGRA INC | COM | 205887102 | 4193 | 220000 | SH | | SOLE | |
| CONMED CORP COM | COM | 207410101 | 2111 | 136000 | SH | | SOLE | |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 1063 | 49000 | SH | | SOLE | |
| CONOCOPHILLIPS COM | COM | 20825C104 | 61136 | 1453550 | SH | | SOLE | |
| CONSOL ENERGY INC COM | COM | 20854P109 | 5094 | 150000 | SH | | SOLE | |
| CONSOLIDATED EDISON INC COM | COM | 209115104 | 18860 | 504000 | SH | | SOLE | |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 214 | 13500 | SH | | SOLE | |
| CONSTELLATION BRANDS COM | COM | 21036P108 | 8502 | 670500 | SH | | SOLE | |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 22327 | 840000 | SH | | SOLE | |
| CONTINUARE CORP COM | COM | 212172100 | 958 | 411100 | SH | | SOLE | |
| COOPER CAMERON 2.500% 06/15/26 | CONVERTIBLE BOND | 13342BAB1 | 228 | 200000 | PRN | | SOLE | |
| COOPER INDUSTRIES LTD CL A COM | COM | G24182100 | 33627 | 1083000 | SH | | SOLE | |
| COPART INC COM | COM | 217204106 | 2011 | 58000 | SH | | SOLE | |
| CORE MOLDING TECH COM | COM | 218683100 | 618 | 276000 | SH | | SOLE | |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 3251 | 192000 | SH | | SOLE | |
| CORN PRODS INTL INC COM | COM | 219023108 | 22718 | 848000 | SH | | SOLE | |
| CORNING INC | COM | 219350105 | 35806 | 2229500 | SH | | SOLE | |
| CORUS ENTMT INC CL B NON VTG | COM | 220874101 | 1108 | 87000 | SH | | SOLE | |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 22707 | 496000 | SH | | SOLE | |
| COUGAR BIOTECHNOLOGY INC COM | COM | 222083107 | 31159 | 725300 | SH | | SOLE | |
| COVANTA HOLDING CORP | COM | 22282E102 | 2544 | 150000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| COVIDIEN PLC ORDINARY SHARE | COM | G2554F105 | 10221 | 273000 | SH | SOLE |
| CRANE CO | COM | 224399105 | 28601 | 1282000 | SH | SOLE |
| CROWN HOLDINGS INC COM | COM | 228368106 | 7725 | 320000 | SH | SOLE |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 665 | 398000 | SH | SOLE |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 6999 | 290500 | SH | SOLE |
| CTS CORP | COM | 126501105 | 4421 | 675000 | SH | SOLE |
| CUMMINS ENGINE INC | COM | 231021106 | 3098 | 88000 | SH | SOLE |
| CURTISS WRIGHT CORP | COM | 231561101 | 34433 | 1158192 | SH | SOLE |
| CUTERA INC COM | COM | 232109108 | 3112 | 361000 | SH | SOLE |
| CVS/CAREMARK CORP | COM | 126650100 | 28651 | 899000 | SH | SOLE |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 948 | 103000 | SH | SOLE |
| CYTEC INDS INC COM | COM | 232820100 | 186 | 10000 | SH | SOLE |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 2776 | 271360 | SH | SOLE |
| DANA HOLDING CORP COM | COM | 235825205 | 346 | 270000 | SH | SOLE |
| DANAHER CORP 0.0% 1/22/2021 | CONVERTIBLE BOND | 235851AF9 | 185 | 200000 | PRN | SOLE |
| DANAHER CORP SHS BEN INT | COM | 235851102 | 1050 | 17000 | SH | SOLE |
| DATA DOMAIN INC COM | COM | 23767P109 | 1218 | 36500 | SH | SOLE |
| DEAN FOODS (B:DF) | COM | 242370104 | 19478 | 1015000 | SH | SOLE |
| DEERE & CO. | COM | 244199105 | 69229 | 1732900 | SH | SOLE |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 5497 | 586000 | SH | SOLE |
| DELTA NAT GAS INC COM | COM | 247748106 | 1712 | 76000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| DENBURY RES INC COM NEW | COM | 247916208 | 295 | 20000 | SH | | SOLE | |
| DENNYS CORP COM | COM | 24869P104 | 312 | 145108 | SH | | SOLE | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 336 | 11000 | SH | | SOLE | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 30439 | 499000 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 29677 | 2515000 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 29303 | 537672 | SH | | SOLE | |
| DEXCOM INC COM | COM | 252131107 | 669 | 108000 | SH | | SOLE | |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 47060 | 822000 | SH | | SOLE | |
| DIAMOND FOODS INC COM | COM | 252603105 | 446 | 16000 | SH | | SOLE | |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 14276 | 171900 | SH | | SOLE | |
| DIEBOLD INC COM | COM | 253651103 | 35085 | 1331000 | SH | | SOLE | |
| DIRECTV GROUP INC | COM | 25459L106 | 65877 | 2666000 | SH | | SOLE | |
| DISCOVER FINANCIAL | COM | 254709108 | 9120 | 888000 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 20655 | 917585 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 17791 | 866585 | SH | | SOLE | |
| DISH NETWORK CORPORATION | COM | 25470M109 | 19582 | 1208000 | SH | | SOLE | |
| DISNEY WALT PRODTS | COM | 254687106 | 1540 | 66000 | SH | | SOLE | |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 10126 | 303000 | SH | | SOLE | |
| DONALDSON INC | COM | 257651109 | 23832 | 688000 | SH | | SOLE | |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 827 | 177800 | SH | | SOLE | |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 802 | 565000 | SH | | SOLE | |
| DOW CHEMICAL CORP | COM | 260543103 | 4842 | 300000 | SH | | SOLE | |
| DPL INC COM | COM | 233293109 | 32229 | 1391000 | SH | | SOLE | |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 26125 | 1232880 | SH | | SOLE | |
| DREAMWORKS ANIMATION SKG-A | COM | 26153C103 | 1849 | 67000 | SH | | SOLE | |
| DREW INDS INC COM NEW | COM | 26168L205 | 207 | 17000 | SH | | SOLE | |
| DTE ENERGY CO COM | COM | 233331107 | 2432 | 76000 | SH | | SOLE | |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 7686 | 300000 | SH | | SOLE | |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 356 | 20000 | SH | | SOLE | |
| DUKE ENERGY CORP | COM | 26441C105 | 19813 | 1358000 | SH | | SOLE | |
| DUN & BRADSTREET CORP | COM | 26483E100 | 1381 | 17000 | SH | | SOLE | |
| DYNEGY INC DEL CL A | COM | 26817G102 | 81 | 35810 | SH | | SOLE | |
| E M C CORP MASS COM | COM | 268648102 | 485 | 37000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| EASTERN CO COM | COM | 276317104 | 198 | 12000 | SH | SOLE |
| EASTMAN KODAK | COM | 277461109 | 7134 | 2410000 | SH | SOLE |
| EASTMAN KODAK 3.375% 10/15/33 | CONVERTIBLE BOND | 277461BE8 | 2665 | 3300000 | PRN | SOLE |
| EBAY INC | COM | 278642103 | 593 | 34600 | SH | SOLE |
| ECHOSTAR CORP-A | COM | 278768106 | 3409 | 213880 | SH | SOLE |
| ECOLAB INC | COM | 278865100 | 7564 | 194000 | SH | SOLE |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 1156 | 448150 | SH | SOLE |
| EDISON INTL COM | COM | 281020107 | 8966 | 285000 | SH | SOLE |
| EL PASO CORPORATION | COM | 28336L109 | 33643 | 3645000 | SH | SOLE |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 21017 | 1505500 | SH | SOLE |
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PREF | 283678209 | 4060 | 129300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| ELITE PHARMACEUTICALS INC CL A | COM | 28659T200 | 2 | 30000 | SH | | SOLE | |
| EMBRAER-EMPRESA BRASIL AERONAD | COM | 29081M102 | 497 | 30000 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 4471 | 138000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 5 | 18000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP PFD | CONVERTIBLE PREF | 291525202 | 29 | 21000 | SH | | SOLE | |
| EMPIRE DIST ELEC CO COM | COM | 291641108 | 4832 | 292500 | SH | | SOLE | |
| EMULEX CORP COM NEW | COM | 292475209 | 391 | 40000 | SH | | SOLE | |
| ENERGEN CORP COM | COM | 29265N108 | 1157 | 29000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 25911 | 496000 | SH | | SOLE | |
| ENERSIS S A | COM | 29274F104 | 536 | 29000 | SH | | SOLE | |
| ENI S P A ADR SPONSORED | COM | 26874R108 | 8060 | 170000 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 245 | 90000 | SH | | SOLE | |
| ENTERGY CORP NEW COM | COM | 29364G103 | 465 | 6000 | SH | | SOLE | |
| ENVIRONMENTAL PWR CORP COM NEW | COM | 29406L201 | 16 | 30000 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 6792 | 100000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 1616 | 187000 | SH | | SOLE | |
| EUROPEAN EQUITY FUND COM | MUTUAL FUNDS | 298768102 | 206 | 38225 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 2248 | 155000 | SH | | SOLE | |
| EXELON CORP | COM | 30161N101 | 8040 | 157000 | SH | | SOLE | |
| EXPRESS SCRIPTS INC COM | COM | 302182100 | 825 | 12000 | SH | | SOLE | |
| EXTERRAN HLDGS INC COM | COM | 30225X103 | 160 | 10000 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 61835 | 884500 | SH | | SOLE | |
| FAIRPOINT COMMUNICATIONS INCCO | COM | 305560104 | 24 | 40000 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 606 | 127500 | SH | | SOLE | |
| FARMER BROS CO | COM | 307675108 | 2174 | 95000 | SH | | SOLE | |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM | 313586109 | 255 | 440300 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 7826 | 2845900 | SH | | DEFINED | |
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 2945 | 5950000 | PRN | | SOLE | |
| FIBERNET TELECOM GRP INC | COM | 315653402 | 797 | 64200 | SH | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 1726 | 86496 | SH | | SOLE | |
| FIDELITY NATL TITLE GROUP INCO | COM | 31620R105 | 662 | 48909 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 109 | 37541 | SH | | SOLE | |
| FIRST SOLAR INC COM | COM | 336433107 | 11500 | 70900 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 10385 | 268000 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 5321 | 416000 | SH | | SOLE | |
| FLIR SYS INC COM | COM | 302445101 | 3632 | 161000 | SH | | SOLE | |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 6405 | 456500 | SH | | SOLE | |
| FLOWERS FOODS INC COM | COM | 343498101 | 15616 | 715000 | SH | | SOLE | |
| FLOWSERVE CORP COM | COM | 34354P105 | 70718 | 1013000 | SH | | SOLE | |
| FLUOR CORP NEW COM | COM | 343412102 | 2349 | 45800 | SH | | SOLE | |
| FLUSHING FINL CORP COM | COM | 343873105 | 3086 | 330100 | SH | | SOLE | |
| FMC CORP COM NEW | COM | 302491303 | 580 | 12260 | SH | | SOLE | |
| FMC TECHNOLOGIES INC COM | COM | 30249U101 | 3014 | 80200 | SH | | SOLE | |

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FOMENTO ECONOMICO MEXICANO SAD COM 344419106 14605 453000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 07/30/09 10:43 A.M.

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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| FORTRESS INVESTMENT GROUP CL A | COM | 34958B106 | 205 | 60000 | SH | | SOLE | |
| FORTUNE BRANDS INC | COM | 349631101 | 15859 | 456500 | SH | | SOLE | |
| FOSTER WHEELER AGR | COM | H27178104 | 443 | 18640 | SH | | SOLE | |
| FPL GROUP INC COM | COM | 302571104 | 53863 | 947300 | SH | | SOLE | |
| FRANCE TELECOM SPONSORED ADR | COM | 35177Q105 | 3422 | 150000 | SH | | SOLE | |
| FRANKLIN ELEC INC | COM | 353514102 | 5119 | 197500 | SH | | SOLE | |
| FREDDIE MAC COM | COM | 313400301 | 25 | 40000 | SH | | SOLE | |
| FREEMPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 49339 | 984617 | SH | | SOLE | |
| FREEMPORT-MCMORAN COPPER 6.75% | CONVERTIBLE PREF | 35671D782 | 4421 | 55720 | SH | | SOLE | |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 6 | 24000 | SH | | SOLE | |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 2071 | 290000 | SH | | SOLE | |
| FULLER H B CO COM | COM | 359694106 | 8822 | 470000 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 2250 | 504500 | SH | | SOLE | |
| GARDNER DENVER INC | COM | 365558105 | 3121 | 124000 | SH | | SOLE | |
| GATX CORP | COM | 361448103 | 30980 | 1204500 | SH | | SOLE | |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PREF | 361448202 | 822 | 4200 | SH | | SOLE | |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 14100 | 1109370 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 3658 | 1915000 | SH | | SOLE | |
| GENERAL COMMUNICATIONS INC CL | COM | 369385109 | 541 | 78000 | SH | | SOLE | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 277 | 5000 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 25386 | 2166000 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 46329 | 827000 | SH | | SOLE | |
| GENOPTIX INC | COM | 37243V100 | 608 | 19000 | SH | | SOLE | |
| GENUINE PARTS CO | COM | 372460105 | 56347 | 1679000 | SH | | SOLE | |
| GENZYME CORP | COM | 372917104 | 278 | 5000 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 1513 | 605000 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 7181 | 153300 | SH | | SOLE | |
| GLAXOSMITHKLINE PLC ADR (B:GSK | COM | 37733W105 | 540 | 15276 | SH | | SOLE | |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 721 | 100058 | SH | | SOLE | |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 38376 | 3184749 | SH | | SOLE | |
| GOLDCORP INC (US) | COM | 380956409 | 29864 | 859408 | SH | | SOLE | |
| GOLDMAN SACHS GR | COM | 38141G104 | 9215 | 62500 | SH | | SOLE | |
| GOODRICH B F CO COM | COM | 382388106 | 500 | 10000 | SH | | SOLE | |
| GOOGLE INC-CL A | COM | 38259P508 | 25169 | 59700 | SH | | SOLE | |
| GORMAN RUPP CO | COM | 383082104 | 6464 | 320500 | SH | | SOLE | |
| GP STRATEGIES CORP COM | COM | 36225V104 | 706 | 119931 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 2466 | 112000 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 16875 | 1492000 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 371 | 758000 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 23 | 41000 | SH | | SOLE | |
| GREAT ATLA & PAC 5.125% 6/15/2 | CONVERTIBLE BOND | 390064AJ2 | 11907 | 16200000 | PRN | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 5750 | 1353000 | SH | | SOLE | |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 45418 | 2920784 | SH | | SOLE | |
| GREATBATCH INC | COM | 39153L106 | 2939 | 130000 | SH | | SOLE | |

GABELLI FUNDS, LLC

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|--------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GREENBRIER COS INC | COM | 393657101 | 719 | 100000 | SH | | SOLE | |

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|---------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| GREIF INC CL A | COM | 397624107 | 33209 | 751000 | SH | SOLE |
| GREIF INC CL B | COM | 397624206 | 2797 | 69500 | SH | SOLE |
| GRIFFIN LAND & NUR | COM | 398231100 | 16563 | 529500 | SH | SOLE |
| GRIFFON CORP COM | COM | 398433102 | 8901 | 1069794 | SH | SOLE |
| GRUPO TELEVISIA SA DE CV ADR (B | COM | 40049J206 | 36567 | 2151000 | SH | SOLE |
| GRUPO TMM SA | COM | 40051D105 | 268 | 304000 | SH | SOLE |
| GSE SYS INC COM | COM | 36227K106 | 259 | 38419 | SH | SOLE |
| GUSHAN ENVIRONMENTAL ENRGY LSP | COM | 40330W106 | 21 | 10000 | SH | SOLE |
| GY 4% 01/16/24 | CONVERTIBLE BOND | 368682AJ9 | 417 | 500000 | PRN | SOLE |
| GYRODYNE CO AMER INC COM | COM | 403820103 | 420 | 10000 | SH | SOLE |
| H R BLOCK INC | COM | 093671105 | 6789 | 394000 | SH | SOLE |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 1303 | 83500 | SH | SOLE |
| HALLIBURTON COMPANY | COM | 406216101 | 41514 | 2005500 | SH | SOLE |
| HANESBRANDS INC COM | COM | 410345102 | 1651 | 110000 | SH | SOLE |
| HANSEN NAT CORP COM | COM | 411310105 | 309 | 10000 | SH | SOLE |
| HARLEY DAVIDSON INC | COM | 412822108 | 1118 | 69000 | SH | SOLE |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 3948 | 210000 | SH | SOLE |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 19881 | 1926426 | SH | SOLE |
| HARRIS CORPORATION | COM | 413875105 | 3704 | 130600 | SH | SOLE |
| HARTE HANKS INC | COM | 416196103 | 185 | 20000 | SH | SOLE |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 11627 | 610000 | SH | SOLE |
| HAWK CORP CL A | COM | 420089104 | 1983 | 143200 | SH | DEFINED |
| HAWKINS INC COM | COM | 420261109 | 3839 | 170000 | SH | SOLE |
| HEALTHWAYS INC COM | COM | 422245100 | 190 | 14100 | SH | SOLE |
| HEELYS INC COM | COM | 42279M107 | 121 | 61000 | SH | SOLE |
| HEINZ, H J COMPANY | COM | 423074103 | 18029 | 505000 | SH | SOLE |
| HELLENIC TELECOMMUNICATIONS AD | COM | 423325307 | 2095 | 273800 | SH | SOLE |
| HERLEY INDS INC COM | COM | 427398102 | 7892 | 719400 | SH | SOLE |
| HERSHEY COMPANY (THE) | COM | 427866108 | 25704 | 714000 | SH | SOLE |
| HESKA CORP COM | COM | 42805E108 | 19 | 50000 | SH | SOLE |
| HESS CORP | COM | 42809H107 | 11153 | 207500 | SH | SOLE |
| HICKORY TECH CORP COM | COM | 429060106 | 825 | 107400 | SH | SOLE |
| HILAND HLDGS GP LP UNIT LP INT | COM | 43129M107 | 23 | 10000 | SH | SOLE |
| HITACHI LTD ADR (B:HIT US) | COM | 433578507 | 248 | 8000 | SH | SOLE |
| HOLOGIC INC COM | COM | 436440101 | 214 | 15000 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 1985 | 84000 | SH | SOLE |
| HOME DIAGNOSTICS INC DEL COM | COM | 437080104 | 107 | 17500 | SH | SOLE |
| HOME INNS & HOTELS MANAG-ADR | COM | 43713W107 | 1112 | 70000 | SH | SOLE |
| HONEYWELL INT'L INC | COM | 438516106 | 55013 | 1752000 | SH | SOLE |
| HOSPIRA INC COM | COM | 441060100 | 5123 | 133000 | SH | SOLE |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 168 | 20000 | SH | SOLE |
| HSBC HLDGS PLC ADR SPON NEW | COM | 404280406 | 6474 | 155000 | SH | SOLE |
| HSN INC COM | COM | 404303109 | 1564 | 148000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 07/30/09 10:43 A.M. | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HUANENG PWR INTL INC SPON ADR | COM | 443304100 | 3074 | 109500 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 1196 | 90000 | SH | | SOLE | |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 125 | 30000 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 4779 | 950000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 6043 | 376500 | SH | | SOLE | |
| IAMGOLD CORP (USD) COM | COM | 450913108 | 4453 | 440000 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 3004 | 73000 | SH | | SOLE | |
| IDEATION ACQUISITION CORP COM | COM | 451665103 | 123 | 16000 | SH | | SOLE | |
| IDEATION ACQUISTION CORP-UT | COM | 451665202 | 1793 | 220000 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 30049 | 1223000 | SH | | SOLE | |
| IMATION CORP COM | COM | 45245A107 | 76 | 10000 | SH | | SOLE | |

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| | | | | | | |
|------------------------------------|------------------|-----------|-------|----------|-----|--------------------|
| IMAX CORP COM | COM | 45245E109 | 191 | 23500 | SH | SOLE |
| IMS HEALTH INC COM | COM | 449934108 | 2438 | 192000 | SH | SOLE |
| INGERSOLL-RAND CO CL A | COM | G4776G101 | 1484 | 71000 | SH | SOLE |
| INGLES MKTS INC CL A | COM | 457030104 | 11491 | 754000 | SH | SOLE |
| INSITUFORM TECHNOLOGIES INC CL COM | COM | 457667103 | 424 | 25000 | SH | SOLE |
| INSPIRE PHARMACEUTICALS INC CO COM | COM | 457733103 | 117 | 21000 | SH | SOLE |
| INSTEEL INDS INC | COM | 45774W108 | 82 | 10000 | SH | SOLE |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 23707 | 790500 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 41855 | 2529000 | SH | SOLE |
| INTERACTIVE BROKERS | COM | 45841N107 | 1320 | 85000 | SH | SOLE |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 1666 | 72000 | SH | SOLE |
| INTERMEC INC | COM | 458786100 | 9770 | 757350 | SH | SOLE |
| INTERNATIONAL BUSINESS | COM | 459200101 | 37205 | 356300 | SH | SOLE |
| INTERNATIONAL GAME TECH | COM | 459902102 | 6074 | 382000 | SH | SOLE |
| INTERNATIONAL PAPER CO | COM | 460146103 | 6279 | 415000 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORPCO COM | COM | 460254105 | 815 | 55000 | SH | SOLE |
| INTERNATIONAL SPEEDWAY A | COM | 460335201 | 410 | 16000 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 14305 | 2832623 | SH | SOLE |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 1314 | 141000 | SH | SOLE |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 12041 | 368000 | SH | SOLE |
| INTL GM TECH 2.600% 12/15/2036 | CONVERTIBLE BOND | 459902AP7 | 11364 | 11450000 | PRN | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 2562 | 72000 | SH | SOLE |
| INVESCO LTD | COM | G491BT108 | 2228 | 125000 | SH | SOLE |
| INVITEL HLDGS A/S ADS | COM | 46186X106 | 132 | 20000 | SH | SOLE |
| ITT INDUSTRIES | COM | 450911102 | 57272 | 1287000 | SH | SOLE |
| IVANHOE MINES LTD COM | COM | 46579N103 | 2594 | 463140 | SH | SOLE |
| I-FLOW CORP COM NEW | COM | 449520303 | 305 | 44000 | SH | SOLE |
| J & J SNACK FOODS CORP | COM | 466032109 | 898 | 25000 | SH | SOLE |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 33418 | 979726 | SH | SOLE |
| JA SOLAR HOLD CO 4.500% 05/15/ | CONVERTIBLE BOND | 466090AA5 | 224 | 300000 | PRN | SOLE |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 13498 | 1184000 | SH | SOLE |
| JOHNSON CONTROLS | COM | 478366107 | 13436 | 618600 | SH | SOLE |
| JOHNSON CTRLS 6.500% 09/30/12 | CONVERTIBLE BOND | 478366AS6 | 401 | 200000 | PRN | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 07/30/09 10:43 A.M. | | | | | | |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| JOHNSON & JOHNSON | COM | 478160104 | 34591 | 609000 | SH | | SOLE | |
| JOURNAL COMM INC-A | COM | 481130102 | 855 | 814000 | SH | | SOLE | |
| JOY GLOBAL INC COM | COM | 481165108 | 2786 | 78000 | SH | | SOLE | |
| KAMAN CORP | COM | 483548103 | 16945 | 1017719 | SH | | SOLE | |
| KANSAS CITY SOUTHERN | COM | 485170302 | 499 | 31000 | SH | | SOLE | |
| KELLOGG CO | COM | 487836108 | 5775 | 124000 | SH | | SOLE | |
| KEYCORP | COM | 493267108 | 63 | 12000 | SH | | SOLE | |
| KIMBERLY CLARK CORP | COM | 494368103 | 17040 | 325000 | SH | | SOLE | |
| KINDER MORGAN EGY PTNS L P UT | COM | 494550106 | 1022 | 20000 | SH | | SOLE | |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 1635 | 60000 | SH | | SOLE | |
| KING PHARMACEUTICALS INC COM | COM | 495582108 | 96 | 10000 | SH | | SOLE | |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 34669 | 1910115 | SH | | SOLE | |
| KONINKLIJKE PHILIPS ELECTRS SP | COM | 500472303 | 700 | 38000 | SH | | SOLE | |
| KOREA ELEC PWR CO SPONSORED AD | COM | 500631106 | 4842 | 421000 | SH | | SOLE | |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 26784 | 1057000 | SH | | SOLE | |
| KROGER CO | COM | 501044101 | 2602 | 118000 | SH | | SOLE | |
| KT CORP SPON ADR | COM | 48268K101 | 144 | 10000 | SH | | SOLE | |
| KYOCERA CORP ADR | COM | 501556203 | 896 | 12000 | SH | | SOLE | |
| K-TRON INTL INC | COM | 482730108 | 760 | 9500 | SH | | SOLE | |
| L 3 COMMUNICATIONS | COM | 502424104 | 2546 | 36700 | SH | | SOLE | |
| LABORATORY CORP AMER HLDGS COM | COM | 50540R409 | 1966 | 29000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| LABRANCHE & CO INC COM | COM | 505447102 | 258 | 60000 | SH | SOLE |
| LACLEDE GROUP INC | COM | 505597104 | 5963 | 180000 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 407 | 140000 | SH | SOLE |
| LAMAR ADVERTISING CO CL A | COM | 512815101 | 382 | 25000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 10612 | 173000 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 8308 | 1057000 | SH | SOLE |
| LAWSON SOFTWARE INC NEW COM | COM | 52078P102 | 103 | 18410 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 327 | 16000 | SH | SOLE |
| LEAR CORP COM | COM | 521865105 | 105 | 210000 | SH | SOLE |
| LEE ENTERPRISES INC | COM | 523768109 | 27 | 50000 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 36594 | 1501000 | SH | SOLE |
| LENDER PROCESSING SVCS INC COM | COM | 52602E102 | 1111 | 40000 | SH | SOLE |
| LEUCADIA NATL CORP COM | COM | 527288104 | 5129 | 243200 | SH | SOLE |
| LEVEL 3 COMM INC 2.875% 7/15/2 | CONVERTIBLE BOND | 52729NBA7 | 248 | 250000 | PRN | SOLE |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 70194 | 2629000 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 18291 | 1151084 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 9501 | 600963 | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 6032 | 1204000 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 8573 | 632250 | SH | SOLE |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 8803 | 211000 | SH | SOLE |
| LIFEWAY FOODS INC COM | COM | 531914109 | 3062 | 237400 | SH | SOLE |
| LILLY, ELI AND COMPANY | COM | 532457108 | 11535 | 333000 | SH | SOLE |
| LIN TV CORP CL A | COM | 532774106 | 2433 | 1448000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| LINDSAY CORP | COM | 535555106 | 2334 | 70500 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 798 | 40000 | SH | | SOLE | |
| LO JACK CORP COM | COM | 539451104 | 92 | 22000 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 4928 | 61100 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 4658 | 170000 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 6840 | 1500100 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 19007 | 452000 | SH | | SOLE | |
| LUNDIN MINING CORP COM | COM | 550372106 | 722 | 250600 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 8467 | 1325000 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 9575 | 188000 | SH | | SOLE | |
| MACROVISION CORP 2.625% 08/15/ | CONVERTIBLE BOND | 555904AB7 | 290 | 300000 | PRN | | SOLE | |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 8055 | 369341 | SH | | SOLE | |
| MACY'S INC | COM | 55616P104 | 10972 | 933000 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 904 | 650000 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 6123 | 176200 | SH | | SOLE | |
| MANITOWOC CO COM | COM | 563571108 | 1020 | 194000 | SH | | SOLE | |
| MARATHON OIL CORP COM | COM | 565849106 | 18922 | 628000 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 526 | 50000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 1256 | 335000 | SH | | SOLE | |
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 18439 | 916000 | SH | | SOLE | |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 432 | 90000 | SH | | SOLE | |
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 551 | 180000 | SH | | SOLE | |
| MARTIN MARIETTA MTLs INC COM | COM | 573284106 | 552 | 7000 | SH | | SOLE | |
| MASSEY ENERGY CORP COM | COM | 576206106 | 195 | 10000 | SH | | SOLE | |
| MASTERCARD INC COM | COM | 57636Q104 | 30199 | 180500 | SH | | SOLE | |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 114 | 120000 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 559 | 100000 | SH | | SOLE | |
| MATTEL INC | COM | 577081102 | 1974 | 123000 | SH | | SOLE | |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 996 | 32000 | SH | | SOLE | |
| MCDERMOTT INTERNATIONAL INC. | COM | 580037109 | 2224 | 109500 | SH | | SOLE | |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 15657 | 520000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|------|---------|----|--------------------|
| MCKESSON HBOC INC. | COM | 58155Q103 | 440 | 10000 | SH | SOLE |
| MEAD JOHNSON | COM | 582839106 | 2430 | 76500 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC COM | COM | 58405U102 | 5656 | 124000 | SH | SOLE |
| MEDIA GENERAL CL A | COM | 584404107 | 4203 | 1991800 | SH | SOLE |
| MEDIACOM COMMUNICATIONS CORPCL | COM | 58446K105 | 169 | 33000 | SH | SOLE |
| MEDICAL ACTION INDS INC COM | COM | 58449L100 | 172 | 15000 | SH | SOLE |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 529 | 259400 | SH | SOLE |
| MEDTRONIC INC COM | COM | 585055106 | 314 | 9000 | SH | SOLE |
| MELCO PBL ENTERTAINMENT-ADR | COM | 585464100 | 428 | 95000 | SH | SOLE |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 481 | 88000 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 9367 | 335000 | SH | SOLE |
| MEREDITH CORP | COM | 589433101 | 8023 | 314000 | SH | SOLE |
| MET PRO CORP COM | COM | 590876306 | 1595 | 147401 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| METAVANTE HLDG CO COM | COM | 591407101 | 9672 | 374000 | SH | | SOLE | |
| METHODE ELECTRS INC CL A | COM | 591520200 | 632 | 90000 | SH | | SOLE | |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 173 | 13000 | SH | | SOLE | |
| METROPOLITAN HEALTH NETWORKSCO | COM | 592142103 | 563 | 280000 | SH | | SOLE | |
| MGE ENERGY INC | COM | 55277P104 | 13621 | 406000 | SH | | SOLE | |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 200 | 70000 | SH | | SOLE | |
| MICROSOFT CORP | COM | 594918104 | 29439 | 1238500 | SH | | SOLE | |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 1121 | 124000 | SH | | SOLE | |
| MIDAS GROUP INC COM | COM | 595626102 | 7813 | 745490 | SH | | SOLE | |
| MIDDLEBY CORP COM | COM | 596278101 | 1252 | 28500 | SH | | SOLE | |
| MIDDLESEX WTR CO COM | COM | 596680108 | 1724 | 119333 | SH | | SOLE | |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 6020 | 107000 | SH | | SOLE | |
| MIRANT CORP NEW COM | COM | 60467R100 | 2690 | 170932 | SH | | SOLE | |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 115 | 78016 | SH | | SOLE | |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 73 | 38363 | SH | | SOLE | |
| MKS INSTRS INC COM | COM | 55306N104 | 265 | 20187 | SH | | SOLE | |
| MOBILE TELESYSTEMS OJSC ADR SP | COM | 607409109 | 351 | 9500 | SH | | SOLE | |
| MODINE MFG CO | COM | 607828100 | 4978 | 1037000 | SH | | SOLE | |
| MOLEX INC CL A | COM | 608554200 | 633 | 44000 | SH | | SOLE | |
| MONOGRAM BIOSCIENCES INC COM N | COM | 60975U207 | 1573 | 347300 | SH | | SOLE | |
| MONRO MUFFLER BRAKE INC | COM | 610236101 | 283 | 11000 | SH | | SOLE | |
| MONSANTO CO NEW COM | COM | 61166W101 | 30499 | 410258 | SH | | SOLE | |
| MONSTER WORLDWIDE INC COM | COM | 611742107 | 1866 | 158000 | SH | | SOLE | |
| MOODYS CORP COM | COM | 615369105 | 6614 | 251000 | SH | | SOLE | |
| MOOG INC CL A | COM | 615394202 | 2323 | 90000 | SH | | SOLE | |
| MOOG INC CL B | COM | 615394301 | 370 | 14300 | SH | | SOLE | |
| MORGAN STANLEY | COM | 617446448 | 5274 | 185000 | SH | | SOLE | |
| MOSAIC CO/THE | COM | 61945A107 | 6379 | 144000 | SH | | SOLE | |
| MOSY INC | COM | 619718109 | 83 | 50000 | SH | | SOLE | |
| MOTOROLA INC | COM | 620076109 | 3414 | 515000 | SH | | SOLE | |
| MOVADO GROUP INC COM | COM | 624580106 | 379 | 36000 | SH | | SOLE | |
| MUELLER INDS INC COM | COM | 624756102 | 2891 | 139000 | SH | | SOLE | |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 165 | 44133 | SH | | SOLE | |
| MURPHY OIL CORP COM | COM | 626717102 | 19311 | 355500 | SH | | SOLE | |
| MVC CAP COM | COM | 553829102 | 635 | 75000 | SH | | SOLE | |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1394 | 40000 | SH | | SOLE | |
| MYERS INDS INC | COM | 628464109 | 12339 | 1483000 | SH | | SOLE | |
| MYLAN LABS INC COM | COM | 628530107 | 261 | 20000 | SH | | SOLE | |
| M-SYSTEMS FIN NV 1.000% 03/15/ | CONVERTIBLE BOND | 55375VAB8 | 287 | 300000 | PRN | | SOLE | |
| NABI BIOPHARMACEUTICALS | COM | 629519109 | 44 | 18000 | SH | | SOLE | |
| NABORS INDS INC 0.940% 05/15/1 | CONVERTIBLE BOND | 629568AP1 | 1870 | 2000000 | PRN | | SOLE | |

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NABORS INDUSTRIES LTD SHS COM G6359F103 2929 188000 SH SOLE
 NARA BANCORP INC COM COM 63080P105 1347 260000 SH SOLE
 NASHUA CORP COM 631226107 2764 412500 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 07/30/09 10:43 A.M.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NATCO GROUP INC | COM | 63227W203 | 3555 | 108000 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1319 | 99100 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 41961 | 1163000 | SH | | SOLE | |
| NATIONAL GRID PLC | COM | 636274300 | 2395 | 52952 | SH | | SOLE | |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 6126 | 80500 | SH | | SOLE | |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 4866 | 149000 | SH | | SOLE | |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 30607 | 702000 | SH | | SOLE | |
| NCR CORP NEW COM | COM | 62886E108 | 6447 | 545000 | SH | | SOLE | |
| NEUROMETRIX INC COM | COM | 641255104 | 22 | 10000 | SH | | SOLE | |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 7966 | 692718 | SH | | SOLE | |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 1066 | 124000 | SH | | SOLE | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 3720 | 348000 | SH | | SOLE | |
| NEW YORK TIMES CO CLASS A | COM | 650111107 | 661 | 120000 | SH | | SOLE | |
| NEWMARKET CORP COM | COM | 651587107 | 236 | 3500 | SH | | SOLE | |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 5434 | 5250000 | PRN | | SOLE | |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 97053 | 2374671 | SH | | SOLE | |
| NEWS CORP CL A | COM | 65248E104 | 54833 | 6019000 | SH | | SOLE | |
| NEWS CORP CL B | COM | 65248E203 | 973 | 92016 | SH | | SOLE | |
| NEXEN INC COM | COM | 65334H102 | 1516 | 70000 | SH | | SOLE | |
| NEXSTAR BROADCASTING GROUP ICL | COM | 65336K103 | 8 | 10000 | SH | | SOLE | |
| NEXTEL COMM 5.25% 1/15/10 | CONVERTIBLE BOND | 65332VAY9 | 1500 | 1500000 | PRN | | SOLE | |
| NEXTWAVE WIRELESS INC COM | COM | 65337Y102 | 10 | 21000 | SH | | SOLE | |
| NICOR INC COM | COM | 654086107 | 12359 | 357000 | SH | | SOLE | |
| NIKE INC CL B | COM | 654106103 | 8285 | 160000 | SH | | SOLE | |
| NIPPON TELEG&TEL CORP ADR (B:N | COM | 654624105 | 387 | 19000 | SH | | SOLE | |
| NISOURCE INC | COM | 65473P105 | 6647 | 570086 | SH | | SOLE | |
| NOBILITY HOMES INC COM | COM | 654892108 | 515 | 62000 | SH | | SOLE | |
| NOBLE CORPORATION BAAR NAMEN - | COM | H5833N103 | 9710 | 321000 | SH | | SOLE | |
| NOKIA CORP SPONSORED ADR (B:NO | COM | 654902204 | 365 | 25000 | SH | | SOLE | |
| NORTHEAST UTILS COM | COM | 664397106 | 23280 | 1043500 | SH | | SOLE | |
| NORTHERN TRUST CORP | COM | 665859104 | 9233 | 172000 | SH | | SOLE | |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 6235 | 136500 | SH | | SOLE | |
| NORTHSTAR NEUROSCIENCE INC COM | COM | 66704V101 | 1106 | 550000 | SH | | SOLE | |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 19300 | 848000 | SH | | SOLE | |
| NOVA CHEMICALS CORP COM | COM | 66977W109 | 9808 | 1654000 | SH | | SOLE | |
| NOVARTIS AG - ADR (B:NVS US) | COM | 66987V109 | 9912 | 243000 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 14018 | 540000 | SH | | SOLE | |
| NSTAR COM | COM | 67019E107 | 39993 | 1245500 | SH | | SOLE | |
| NV ENERGY INC COM | COM | 67073Y106 | 378 | 35000 | SH | | SOLE | |
| NYSE EURONEXT COM | COM | 629491101 | 1090 | 40000 | SH | | SOLE | |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 41050 | 1078000 | SH | | SOLE | |
| OCCIDENTAL PETE CORP | COM | 674599105 | 31655 | 481000 | SH | | SOLE | |
| OCEANEERING INTL INC COM | COM | 675232102 | 10396 | 230000 | SH | | SOLE | |
| OCH ZIFF CAP MGMT GROUP CL A | COM | 67551U105 | 1844 | 207000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |
| RUN DATE: 07/30/09 10:43 A.M. | | | | | | | | |

FORM 13F INFORMATION TABLE
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|----------------|----------------|-------|--------------------|--------------------|------------|--------------|--------------------|---------|
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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 2673 | 260000 | SH | SOLE |
| OGE ENERGY CORP COM | COM | 670837103 | 25757 | 909500 | SH | SOLE |
| OIL DRI CORP AMER COM | COM | 677864100 | 1919 | 129200 | SH | SOLE |
| OLIN CORP COM PAR \$1. | COM | 680665205 | 1367 | 115000 | SH | SOLE |
| OMNICARE INC COM | COM | 681904108 | 644 | 25000 | SH | SOLE |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 5003 | 1534718 | SH | SOLE |
| ONEOK INC NEW COM | COM | 682680103 | 19375 | 657000 | SH | SOLE |
| OPENTV CORP CL A | COM | G67543101 | 60 | 45000 | SH | SOLE |
| OPKO HEALTH INC COM | COM | 68375N103 | 145 | 82000 | SH | SOLE |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 2156 | 254000 | SH | SOLE |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 4656 | 115500 | SH | SOLE |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 4527 | 181000 | SH | SOLE |
| OSHKOSH CORP | COM | 688239201 | 509 | 35000 | SH | SOLE |
| OTIX GLOBAL INC | COM | 68906N101 | 109 | 140000 | SH | SOLE |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 3909 | 179000 | SH | SOLE |
| OUTDOOR HLDGS INC (NEW) | COM | 690027206 | 195 | 33000 | SH | SOLE |
| OWENS ILL INC COM NEW | COM | 690768403 | 3641 | 130000 | SH | SOLE |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 5784 | 132000 | SH | SOLE |
| PACCAR INC | COM | 693718108 | 9988 | 308000 | SH | SOLE |
| PACTIV CORP COM | COM | 695257105 | 4383 | 202000 | SH | SOLE |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 2347 | 437000 | SH | SOLE |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 4419 | 300000 | SH | SOLE |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 6481 | 301000 | SH | SOLE |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 1180 | 345000 | SH | SOLE |
| PARKER HANNIFIN CORP | COM | 701094104 | 516 | 12000 | SH | SOLE |
| PATTERSON COMPANIES INC | COM | 703395103 | 1953 | 90000 | SH | SOLE |
| PEABODY ENERGY CORP COM | COM | 704549104 | 6086 | 201800 | SH | SOLE |
| PENFORD CORP COM | COM | 707051108 | 347 | 60000 | SH | SOLE |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 3493 | 120000 | SH | SOLE |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 7508 | 329300 | SH | SOLE |
| PENTAIR INC COM | COM | 709631105 | 1460 | 57000 | SH | SOLE |
| PENWEST PHARMACEUTICALS CO COM | COM | 709754105 | 442 | 155000 | SH | SOLE |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 4563 | 450000 | SH | SOLE |
| PEPCO HLDGS INC COM | COM | 713291102 | 3931 | 292500 | SH | SOLE |
| PEPSIAMERICAS | COM | 71343P200 | 51928 | 1936900 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 28777 | 523600 | SH | SOLE |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 32251 | 787000 | SH | SOLE |
| PETROCHINA CO LTD SPONSORED AD | COM | 71646E100 | 4242 | 38400 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 18750 | 1250000 | SH | SOLE |
| PG&E CORP COM | COM | 69331C108 | 3421 | 89000 | SH | SOLE |
| PHH CORP COM NEW | COM | 693320202 | 500 | 27500 | SH | SOLE |
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 1313 | 3950000 | PRN | SOLE |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 3904 | 89500 | SH | SOLE |
| PHILLIPINE LONG DISTANCE TEL S | COM | 718252604 | 6240 | 125500 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| PHOENIX COS INC NEW COM | COM | 71902E109 | 397 | 238000 | SH | | SOLE | |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 3110 | 129000 | SH | | SOLE | |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 101 | 51000 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 7258 | 781300 | SH | | SOLE | |
| PINNACLE WEST CAP CORP COM | COM | 723484101 | 12542 | 416000 | SH | | SOLE | |
| PLANTRONICS | COM | 727493108 | 227 | 12000 | SH | | SOLE | |
| PNC FINANCIAL CORP | COM | 693475105 | 14030 | 361500 | SH | | SOLE | |
| PNM RES INC | COM | 69349H107 | 25383 | 2370000 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 3052 | 57000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|----|--------------------|
| POPULAR INC COM | COM | 733174106 | 88 | 40000 | SH | SOLE |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 1124 | 115000 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 4048 | 43500 | SH | SOLE |
| PPL CORP COM | COM | 69351T106 | 1655 | 50200 | SH | SOLE |
| PRECISION CASTPARTS CORP | COM | 740189105 | 37683 | 516000 | SH | SOLE |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 460 | 229000 | SH | SOLE |
| PRIVATEBANCORP INC COM | COM | 742962103 | 245 | 11000 | SH | SOLE |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 51739 | 1012500 | SH | SOLE |
| PROGRESS ENERGY INC COM | COM | 743263105 | 27919 | 738000 | SH | SOLE |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 68 | 485700 | SH | SOLE |
| PROLOGIS SH BEN INT | COM | 743410102 | 290 | 36000 | SH | SOLE |
| PROSHARES TR PSHS ULTRA FINL | ETF/ISHARE - EQU | 74347R743 | 1544 | 400000 | SH | SOLE |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 1406 | 124900 | SH | SOLE |
| PSS WORLD MED INC COM | COM | 69366A100 | 963 | 52000 | SH | SOLE |
| PT INDOSAT TBK SPONSORED ADR | COM | 744383100 | 342 | 14000 | SH | SOLE |
| PT TELEKOMUNIKASI INDONESIA (B | COM | 715684106 | 640 | 21360 | SH | SOLE |
| PUBLIC SVC ENTERPRISES COM | COM | 744573106 | 16224 | 497200 | SH | SOLE |
| QUAKER CHEM CORP COM | COM | 747316107 | 306 | 23000 | SH | SOLE |
| QUALCOMM INC COM | COM | 747525103 | 10306 | 228000 | SH | SOLE |
| QUIDEL CORP COM | COM | 74838J101 | 3968 | 272500 | SH | SOLE |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 6702 | 1615000 | SH | SOLE |
| RALCORP HOLDINGS INC | COM | 751028101 | 16387 | 269000 | SH | SOLE |
| RANDGOLD RES LTD ADR | COM | 752344309 | 72705 | 1133000 | SH | SOLE |
| RAYONIER INC COM | COM | 754907103 | 908 | 24984 | SH | SOLE |
| RAYTHEON COMPANY | COM | 755111507 | 444 | 10000 | SH | SOLE |
| RCN CORP COM NEW | COM | 749361200 | 263 | 44000 | SH | SOLE |
| REGAL ENTERTAINMENT GROUP | COM | 758766109 | 478 | 36000 | SH | SOLE |
| RENEGY HOLDINGS INC | COM | 75845J109 | 0 | 14000 | SH | SOLE |
| REPSOL YPF S A ADR SPONSORED | COM | 76026T205 | 6775 | 303000 | SH | SOLE |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 35646 | 1460300 | SH | SOLE |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 7976 | 112200 | SH | SOLE |
| REVLON INC CL A | COM | 761525609 | 54 | 10000 | SH | SOLE |
| RGC RES INC COM | COM | 74955L103 | 230 | 9000 | SH | SOLE |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 12094 | 73800 | SH | SOLE |
| ROBBINS & MYERS INC | COM | 770196103 | 2608 | 135500 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 24829 | 773000 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 6009 | 144000 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 1098 | 75000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 73915 | 2870500 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 41987 | 2425600 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 784 | 1400000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 1450 | 32000 | SH | | SOLE | |
| ROSTELECOM LONG DISTANCE & ISP | COM | 778529107 | 555 | 17500 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 17504 | 906000 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM | 780259206 | 20779 | 414000 | SH | | SOLE | |
| ROYAL GOLD INC COM | COM | 780287108 | 11365 | 272600 | SH | | SOLE | |
| ROYCE VALUE TR INC | COM | 780910105 | 937 | 111420 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 13318 | 1595000 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 901 | 210000 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 1982 | 200000 | SH | | SOLE | |
| SAFEGUARD SCIENTIFICS INC COM | COM | 786449108 | 66 | 50000 | SH | | SOLE | |
| SAFEGUARD INC COM NEW | COM | 786514208 | 15624 | 767000 | SH | | SOLE | |
| SAKS INC COM | COM | 79377W108 | 62 | 14000 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 620 | 646000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 5247 | 825000 | SH | SOLE |
| SANDISK CORP 1.000% 05/15/13 | CONVERTIBLE BOND | 80004CAC5 | 2860 | 4400000 | PRN | SOLE |
| SANDISK CORP COM | COM | 80004C101 | 2029 | 138000 | SH | SOLE |
| SARA LEE CORP COM | COM | 803111103 | 21179 | 2170000 | SH | SOLE |
| SASOL LTD ADR SPONSORED | COM | 803866300 | 3193 | 91700 | SH | SOLE |
| SATCON TECHNOLOGY CORP COM | COM | 803893106 | 18 | 10000 | SH | SOLE |
| SCANA CORP NEW COM | COM | 80589M102 | 8945 | 275500 | SH | SOLE |
| SCHEIN HENRY INC COM | COM | 806407102 | 7193 | 150000 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 27381 | 1090000 | SH | SOLE |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 4281 | 841000 | SH | SOLE |
| SCHLUMBERGER | COM | 806857108 | 12510 | 231200 | SH | SOLE |
| SCHULMAN A INC COM | COM | 808194104 | 907 | 60000 | SH | SOLE |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 12804 | 730000 | SH | SOLE |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 544 | 20000 | SH | SOLE |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 1551 | 741965 | SH | SOLE |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 16865 | 606000 | SH | SOLE |
| SEACOAST BKG CORP FLA COM | COM | 811707306 | 90 | 37000 | SH | SOLE |
| SEALED AIR CORP NEW | COM | 81211K100 | 406 | 22000 | SH | SOLE |
| SEMPRA ENERGY COM | COM | 816851109 | 9430 | 190000 | SH | SOLE |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 22954 | 1017000 | SH | SOLE |
| SHAW COMMUNICATIONS CL B NON V | COM | 82028K200 | 10453 | 620000 | SH | SOLE |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 1948 | 96000 | SH | SOLE |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 1243 | 1750000 | PRN | SOLE |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 912 | 470000 | SH | SOLE |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 86 | 200000 | SH | SOLE |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| SJW CORP COM | COM | 784305104 | 10975 | 483500 | SH | | SOLE | |
| SK TELECOM LTD SPONSORED ADR (| COM | 78440P108 | 2494 | 164600 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 6666 | 306500 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 1423 | 203300 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 10629 | 1035000 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 1053 | 154600 | SH | | SOLE | |
| SMITH A O CORP COM | COM | 831865209 | 391 | 12000 | SH | | SOLE | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 5066 | 104100 | SH | | SOLE | |
| SOAPSTONE NETWORKS INC COM | COM | 833570104 | 84 | 20000 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 1417 | 160000 | SH | | SOLE | |
| SONOCO PRODS CO COM | COM | 835495102 | 790 | 33000 | SH | | SOLE | |
| SONY CORP-ADR (B:SNE US) | COM | 835699307 | 1293 | 50000 | SH | | SOLE | |
| SORL AUTO PTS INC COM | COM | 78461U101 | 527 | 138000 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 3663 | 105000 | SH | | SOLE | |
| SOUTHERN CO | COM | 842587107 | 11997 | 385000 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 26555 | 1444000 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 30663 | 1380600 | SH | | SOLE | |
| SOUTHWEST WATER CO | COM | 845331107 | 154 | 27901 | SH | | SOLE | |
| SP AQUISITION HOLDING-UNITS | COM | 78470A203 | 121 | 12500 | SH | | SOLE | |
| SPAIN FUND INC | MUTUAL FUNDS | 846330108 | 62 | 11000 | SH | | SOLE | |
| SPARTAN MTRS INC COM | COM | 846819100 | 911 | 80375 | SH | | SOLE | |
| SPDR GOLD TRUST GOLD SHS | ETF/ISHARE - EQU | 78463V107 | 547 | 6000 | SH | | SOLE | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 32825 | 1940000 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 40707 | 8463000 | SH | | SOLE | |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 8401 | 204400 | SH | | SOLE | |
| ST. JOE COMPANY | COM | 790148100 | 14755 | 557000 | SH | | SOLE | |
| STAMPS.COM INC (NEW) | COM | 852857200 | 339 | 40000 | SH | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 7360 | 890000 | SH | | SOLE | |
| STANDEX INTL CORP | COM | 854231107 | 812 | 70000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|------|
| STARRETT L S CO CL A | COM | 855668109 | 918 | 135000 | SH | SOLE |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 4928 | 222000 | SH | SOLE |
| STATE STREET CORP | COM | 857477103 | 35476 | 751600 | SH | SOLE |
| STATOIL ASA SPONSORED ADR | COM | 85771P102 | 18948 | 958400 | SH | SOLE |
| STEAK N SHAKE CO COM | COM | 857873103 | 2666 | 305000 | SH | SOLE |
| STERLING BANCORP COM | COM | 859158107 | 4134 | 495050 | SH | SOLE |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 145 | 30000 | SH | SOLE |
| STILLWATER MINING | COM | 86074Q102 | 297 | 52100 | SH | SOLE |
| STONERIDGE INC | COM | 86183P102 | 840 | 175000 | SH | SOLE |
| STRATTEC SECURITY CORP. | COM | 863111100 | 1242 | 90000 | SH | SOLE |
| STRYKER CORP | COM | 863667101 | 3430 | 86300 | SH | SOLE |
| SUN MICROSYSTEMS INC CO | COM | 866810203 | 42919 | 4655000 | SH | SOLE |
| SUNCOR INC COM | COM | 867229106 | 9936 | 327500 | SH | SOLE |
| SUNOCO INC COM | COM | 86764P109 | 4176 | 180000 | SH | SOLE |
| SUNPOWER CORP COM CL A | COM | 867652109 | 8656 | 325300 | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| SUNTRUST BANKS INC | COM | 867914103 | 855 | 52000 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 3596 | 255000 | SH | | SOLE | |
| SUPERVALU INC COMMON | COM | 868536103 | 4468 | 345000 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 6287 | 450000 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 1722 | 550000 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 101 | 14000 | SH | | SOLE | |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 8629 | 185500 | SH | | SOLE | |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 19043 | 457000 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 11591 | 1224000 | SH | | SOLE | |
| TD AMERITRADE HLDG CORP COM | COM | 87236Y108 | 2001 | 114000 | SH | | SOLE | |
| TECH OPS SEVCON INC | COM | 878293109 | 515 | 195906 | SH | | SOLE | |
| TECO ENERGY INC COM | COM | 872375100 | 3698 | 310000 | SH | | SOLE | |
| TEEKAY SHIPPING CORP COM | COM | Y8564W103 | 463 | 22000 | SH | | SOLE | |
| TELE CELULAR SUL PARTICIPACOES | COM | 88706P106 | 1091 | 62566 | SH | | SOLE | |
| TELE NORTE LESTE PARTICIPACO A | COM | 879246106 | 4492 | 302096 | SH | | SOLE | |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 3028 | 236000 | SH | | SOLE | |
| TELECOM ITALIA SPA ADR | COM | 87927Y102 | 5549 | 403300 | SH | | SOLE | |
| TELECOM NEW ZEALAND ADR(R:STVM | COM | 879278208 | 518 | 59444 | SH | | SOLE | |
| TELEFLEX INC | COM | 879369106 | 224 | 5000 | SH | | SOLE | |
| TELEFONICA DE ARGENTINA S A SP | COM | 879378404 | 382 | 38000 | SH | | SOLE | |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 32299 | 475761 | SH | | SOLE | |
| TELEFONOS DE MEXICO ADR REP (B | COM | 879403780 | 6662 | 411000 | SH | | SOLE | |
| TELEMIG CELULAR PARTICIPACOE A | COM | 87944E105 | 423 | 8347 | SH | | SOLE | |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 32120 | 1237300 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 48161 | 1701800 | SH | | SOLE | |
| TELMEX INTERNACIONAL SAB DE SP | COM | 879690105 | 5275 | 417000 | SH | | SOLE | |
| TELUS CORP NON VTG SHS | COM | 87971M202 | 3718 | 144100 | SH | | SOLE | |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 16494 | 610000 | SH | | SOLE | |
| TENET HEALTHCARE CORP COM | COM | 88033G100 | 2848 | 1010000 | SH | | SOLE | |
| TENNANT CO | COM | 880345103 | 6087 | 331000 | SH | | SOLE | |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 5364 | 506000 | SH | | SOLE | |
| TESORO PETE CORP COM | COM | 881609101 | 1324 | 104000 | SH | | SOLE | |
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 4219 | 85500 | SH | | SOLE | |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 20640 | 969000 | SH | | SOLE | |
| TEXTRON INC | COM | 883203101 | 9341 | 967000 | SH | | SOLE | |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 561 | 16000 | SH | | SOLE | |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 673 | 16500 | SH | | SOLE | |
| THOMAS & BETTS CORP | COM | 884315102 | 37778 | 1309000 | SH | | SOLE | |
| THOR INDS INC COM | COM | 885160101 | 496 | 27000 | SH | | SOLE | |

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| | | | | | | |
|----------------------------|-----|-----------|-------|---------|----|--------------------|
| TICKETMASTER COM | COM | 88633P302 | 411 | 64000 | SH | SOLE |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 193 | 25000 | SH | SOLE |
| TIFFANY & CO NEW COM | COM | 886547108 | 4524 | 178400 | SH | SOLE |
| TIME WARNER CABLE INC COM | COM | 88732J207 | 8915 | 281490 | SH | SOLE |
| TIME WARNER INC COM | COM | 887317303 | 43344 | 1720699 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TIVO INC | COM | 888706108 | 608 | 58000 | SH | | SOLE | |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 14791 | 651866 | SH | | SOLE | |
| TOTAL SA ADR (B:TOT US) | COM | 89151E109 | 12609 | 232518 | SH | | SOLE | |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 7024 | 170000 | SH | | SOLE | |
| TRANS LUX CORP | COM | 893247106 | 588 | 692300 | SH | | SOLE | |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 253 | 50850 | SH | | SOLE | |
| TRANSOCEAN INC 1.5% 12/15/37 | CONVERTIBLE BOND | 893830AV1 | 919 | 1000000 | PRN | | SOLE | |
| TRANSOCEAN INC 1.625% 12/15/20 | CONVERTIBLE BOND | 893830AU3 | 776 | 800000 | PRN | | SOLE | |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 24497 | 329751 | SH | | SOLE | |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 14980 | 365000 | SH | | SOLE | |
| TREDEGAR INDS INC | COM | 894650100 | 2597 | 195000 | SH | | SOLE | |
| TREE COM INC COM | COM | 894675107 | 818 | 85186 | SH | | SOLE | |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 609 | 350000 | SH | | SOLE | |
| TRIMBLE NAV LTD COM | COM | 896239100 | 3612 | 184000 | SH | | SOLE | |
| TRINITY INDS INC | COM | 896522109 | 2533 | 186000 | SH | | SOLE | |
| TRW AUTOMOTIVE HOLDINGS CORP | COM | 87264S106 | 226 | 20000 | SH | | SOLE | |
| TURKCELL ILETISIM HIZMETLERISP | COM | 900111204 | 2412 | 174000 | SH | | SOLE | |
| TW TELECOM INC | COM | 87311L104 | 1994 | 194000 | SH | | SOLE | |
| TYCO INTERNATIONAL LTD SHS | COM | H89128104 | 22801 | 877650 | SH | | SOLE | |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 4608 | 295000 | SH | | SOLE | |
| TYSON FOODS INC | COM | 902494103 | 10403 | 825000 | SH | | SOLE | |
| UIL HLDG CORP COM | COM | 902748102 | 1908 | 84997 | SH | | SOLE | |
| UNDER ARMOUR INC CL A | COM | 904311107 | 6222 | 278000 | SH | | SOLE | |
| UNILEVER N V NEW YORK SHS N | COM | 904784709 | 1886 | 78000 | SH | | SOLE | |
| UNION DRILLING INC COM | COM | 90653P105 | 166 | 25000 | SH | | SOLE | |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 14050 | 529400 | SH | | SOLE | |
| UNITED GUARDIAN INC COM | COM | 910571108 | 376 | 40600 | SH | | SOLE | |
| UNITED RENTALS INC COM | COM | 911363109 | 389 | 60000 | SH | | SOLE | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 31995 | 832130 | SH | | SOLE | |
| UNITED STS STL CORP NEW COM | COM | 912909108 | 2681 | 75000 | SH | | SOLE | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 6391 | 123000 | SH | | SOLE | |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 12195 | 488200 | SH | | SOLE | |
| UNITIL CORP | COM | 913259107 | 1505 | 73000 | SH | | SOLE | |
| UNITRIN INC | COM | 913275103 | 709 | 59000 | SH | | SOLE | |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 2986 | 200000 | SH | | SOLE | |
| URANIUM RES INC COM PAR \$0.001 | COM | 916901507 | 115 | 90000 | SH | | SOLE | |
| UTILITIES HOLDRS TR DEP RCPT | COM | 918019100 | 9098 | 100000 | SH | | SOLE | |
| VALE S A ADR | COM | 91912E105 | 2724 | 154500 | SH | | SOLE | |
| VALERO ENERGY CORP COM | COM | 91913Y100 | 1285 | 76100 | SH | | SOLE | |
| VALLEY NATL BANCORP COM | COM | 919794107 | 891 | 76148 | SH | | SOLE | |
| VALMONT INDS INC | COM | 920253101 | 2818 | 39100 | SH | | SOLE | |
| VALUE LINE INC | COM | 920437100 | 503 | 15300 | SH | | SOLE | |
| VALUECLICK INC COM | COM | 92046N102 | 1525 | 145000 | SH | | SOLE | |
| VARIAN MED SYS INC COM | COM | 92220P105 | 2846 | 81000 | SH | | SOLE | |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 1236 | 158000 | SH | | SOLE | |
| VECTREN INC. | COM | 92240G101 | 13566 | 579000 | SH | | SOLE | |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 71041 | 2311784 | SH | | SOLE | |
| VIACOM INC NEW CL A | COM | 92553P102 | 50310 | 2098000 | SH | | SOLE | |
| VIACOM INC NEW CL B | COM | 92553P201 | 681 | 30000 | SH | | SOLE | |
| VICOR CORP COM | COM | 925815102 | 505 | 70000 | SH | | SOLE | |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 1577 | 53000 | SH | | SOLE | |
| VIMPEL COMMUNICATIONS ADR (B:V | COM | 68370R109 | 18020 | 1531000 | SH | | SOLE | |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 8592 | 138000 | SH | | SOLE | |
| VIVO PARTICIPACOES S A SPON AD | COM | 92855S200 | 1285 | 67870 | SH | | SOLE | |
| VODAFONE GROUP PLC-ADR | COM | 92857W209 | 7452 | 382375 | SH | | SOLE | |
| W D 40 COMPANY | COM | 929236107 | 580 | 20000 | SH | | SOLE | |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 36127 | 1370000 | SH | | SOLE | |
| WAL MART STORES INC | COM | 931142103 | 19473 | 402000 | SH | | SOLE | |
| WALGREEN COMPANY | COM | 931422109 | 24167 | 822000 | SH | | SOLE | |
| WARNER MUSIC GROUP CORP COM | COM | 934550104 | 111 | 19000 | SH | | SOLE | |
| WASHINGTON POST CO CL B | COM | 939640108 | 423 | 1200 | SH | | SOLE | |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 37644 | 1336800 | SH | | SOLE | |
| WATSCO INC CL B | COM | 942622101 | 383 | 7875 | SH | | SOLE | |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 18546 | 861000 | SH | | SOLE | |
| WAUSAU PAPER CORP | COM | 943315101 | 269 | 40000 | SH | | SOLE | |
| WEATHERFORD INTERNATIONAL LTD | COM | H27013103 | 22944 | 1173000 | SH | | SOLE | |
| WEBMEDIABRANDS INC | COM | 94770W100 | 14 | 25000 | SH | | SOLE | |
| WEBSTER FINL CORP WATERBURY CO | COM | 947890109 | 523 | 65000 | SH | | SOLE | |
| WEIGHT WATCHERS INTL INC NEWCO | COM | 948626106 | 387 | 15000 | SH | | SOLE | |
| WEIS MKTS INC | COM | 948849104 | 1844 | 55000 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 55238 | 2276910 | SH | | SOLE | |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 672 | 168000 | SH | | SOLE | |
| WESTAR ENERGY INC | COM | 95709T100 | 39530 | 2106000 | SH | | SOLE | |
| WHOLE FOODS MKT INC COM | COM | 966837106 | 6093 | 321000 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 1518 | 583710 | SH | | SOLE | |
| WILEY JOHN & SONS INC CL B | COM | 968223305 | 422 | 12800 | SH | | SOLE | |
| WILLIAMS COS INC | COM | 969457100 | 2354 | 150800 | SH | | SOLE | |
| WILLIS GROUP HOLDINGS LTD SHS | COM | G96655108 | 1196 | 46466 | SH | | SOLE | |
| WILMINGTON TR CORP COM | COM | 971807102 | 5887 | 431000 | SH | | SOLE | |
| WIMM BILL DANN FOODS OJSC SPON | COM | 97263M109 | 989 | 18000 | SH | | SOLE | |
| WIND RIV SYS INC COM | COM | 973149107 | 27162 | 2370200 | SH | | SOLE | |
| WINDSTREAM CORP COM | COM | 97381W104 | 946 | 113169 | SH | | SOLE | |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 4389 | 350000 | SH | | SOLE | |
| WISCONSIN ENERGY CORP COM | COM | 976657106 | 16691 | 410000 | SH | | SOLE | |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 2338 | 106000 | SH | | SOLE | |
| WONDER AUTO TECHNOLOGY INC COM | COM | 978166106 | 466 | 46000 | SH | | SOLE | |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 1826 | 92200 | SH | | SOLE | |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 1419 | 113000 | SH | | SOLE | |

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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WPT ENTERPRISES INC | COM | 98211W108 | 108 | 90057 | SH | | SOLE | |
| WRIGHT MED GROUP INC COM | COM | 98235T107 | 163 | 10000 | SH | | SOLE | |
| WYETH (B:WYE) | COM | 983024100 | 48295 | 1064000 | SH | | SOLE | |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 279 | 23000 | SH | | SOLE | |
| WYNN RESORTS LTD COM | COM | 983134107 | 3671 | 104000 | SH | | SOLE | |
| XCEL ENERGY INC COM | COM | 98389B100 | 11967 | 650000 | SH | | SOLE | |
| XEROX CORP | COM | 984121103 | 6674 | 1030000 | SH | | SOLE | |

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|------------------------------|-----|-----------|-------|---------|----|------|
| XTO ENERGY INC COM | COM | 98385X106 | 10040 | 263250 | SH | SOLE |
| YAHOO INC. | COM | 984332106 | 22582 | 1442000 | SH | SOLE |
| YAMANA GOLD INC COM | COM | 98462Y100 | 9608 | 1086850 | SH | SOLE |
| YORK WTR CO COM | COM | 987184108 | 301 | 19650 | SH | SOLE |
| YOUBET COM INC COM | COM | 987413101 | 96 | 29000 | SH | SOLE |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 349 | 16000 | SH | SOLE |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 4377 | 185000 | SH | SOLE |
| ZEP INC | COM | 98944B108 | 8562 | 710500 | SH | SOLE |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 6475 | 152000 | SH | SOLE |
| ZORAN CORP COM | COM | 98975F101 | 2899 | 266000 | SH | SOLE |
| ZYGO CORP COM | COM | 989855101 | 140 | 30000 | SH | SOLE |
| ZYMOGENETICS INC COM | COM | 98985T109 | 92 | 20000 | SH | SOLE |

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GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ABBOTT LABS | COM | 002824100 | 235 | 5000 | SH | | SOLE | |
| AKEENA SOLAR INC DE COM | COM | 009720103 | 13 | 10000 | SH | | SOLE | |
| ALLIS CHALMERS ENERGY INC COM | COM | 019645506 | 55 | 23700 | SH | | SOLE | |
| AMER MEDICAL SYS 3.250% 07/01/ | CONVERTIBLE BOND | 02744MAA6 | 1935 | 2000000 | PRN | | SOLE | |
| AMERICAN DG ENERGY INC COM | COM | 025398108 | 330 | 120000 | SH | | SOLE | |
| AMGEN INC 0.125% 02/01/11 | CONVERTIBLE BOND | 031162AN0 | 960 | 1000000 | PRN | | SOLE | |
| AMKOR TECHNOLOGY INC COM | COM | 031652100 | 422 | 89400 | SH | | SOLE | |
| ARCHER DANIELS 0.875% 02/15/14 | CONVERTIBLE BOND | 039483AW2 | 965 | 1050000 | PRN | | SOLE | |
| ATLAS ENERGY RESOURCES LLC COM | COM | 049303100 | 670 | 32800 | SH | | SOLE | |
| AXSYS TECHNOLOGIES INC COM | COM | 054615109 | 5510 | 102714 | SH | | SOLE | |
| BANK OF AMERICA | COM | 060505104 | 1435 | 108729 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 18 | 10000 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 17 | 10000 | SH | | SOLE | |
| BLACK & DECKER CORP. | COM | 091797100 | 330 | 11500 | SH | | SOLE | |
| BLOCKBUSTER INC-CL B (BBI B) | COM | 093679207 | 73 | 187400 | SH | | SOLE | |
| BORLAND SOFTWARE 2.750% 02/15/ | CONVERTIBLE BOND | 099849AB7 | 973 | 1000000 | PRN | | SOLE | |

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|--------------------------------|------------------|-----------|------|---------|-----|--------------------------|
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 1027 | 796167 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 330 | 17000 | SH | SOLE |
| CAVALIER HOMES INC COM | COM | 149507105 | 83 | 30500 | SH | SOLE |
| CBS CORP CLASS A | COM | 124857103 | 214 | 30750 | SH | SOLE |
| CENTENNIAL COMMUNICATIONS CORP | COM | 15133V208 | 8417 | 1004456 | SH | SOLE |
| CENTEX CORP COM | COM | 152312104 | 1049 | 124000 | SH | SOLE |
| CF INDS HLDGS INC COM | COM | 125269100 | 1090 | 14700 | SH | SOLE |
| CHIPOTLE MEXICAN GRILL INC CL | COM | 169656204 | 628 | 9000 | SH | SOLE |
| CHIQUITA BRANDS INTL INC COM | COM | 170032809 | 373 | 36400 | SH | SOLE |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 73 | 20000 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 64 | 12000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 663 | 47000 | SH | SOLE |
| COMMSCOPE 3.250% 07/01/15 | CONVERTIBLE BOND | 203372AG2 | 1192 | 1050000 | PRN | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 864 | 32500 | SH | SOLE |
| CORCEPT THERAPEUTICS INC OC-CO | COM | 218352102 | 29 | 36000 | SH | SOLE |
| CORNING INC | COM | 219350105 | 185 | 11500 | SH | SOLE |
| COUGAR BIOTECHNOLOGY INC COM | COM | 222083107 | 6523 | 151830 | SH | SOLE |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 451 | 18725 | SH | SOLE |
| CUTERA INC COM | COM | 232109108 | 123 | 14300 | SH | SOLE |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 347 | 33888 | SH | SOLE |
| DATA DOMAIN INC COM | COM | 23767P109 | 2837 | 85000 | SH | SOLE |
| DELUXE CORP | COM | 248019101 | 546 | 42600 | SH | SOLE |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 208 | 2500 | SH | SOLE |
| DIEBOLD INC COM | COM | 253651103 | 778 | 29500 | SH | SOLE |
| DIRECTV GROUP INC | COM | 25459L106 | 1087 | 44000 | SH | SOLE |
| DOMTAR CORPORATION | COM | 257559203 | 196 | 11800 | SH | SOLE |
| EASTMAN KODAK 3.375% 10/15/33 | CONVERTIBLE BOND | 277461BE8 | 808 | 1000000 | PRN | SOLE |
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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| EMBARQ CORP COM | COM | 29078E105 | 5409 | 128600 | SH | | SOLE | |
| EMULEX CORP COM NEW | COM | 292475209 | 738 | 75500 | SH | | SOLE | |
| ENTRAVISION COMM CORP CL A | COM | 29382R107 | 9 | 18400 | SH | | SOLE | |
| ENTRUST TECHNOLOGY INC. | COM | 293848107 | 610 | 337225 | SH | | SOLE | |
| ENZON INC COM | COM | 293904108 | 79 | 10000 | SH | | SOLE | |
| EV3 INC COM | COM | 26928A200 | 108 | 10000 | SH | | SOLE | |
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 248 | 500000 | PRN | | SOLE | |
| FIBERNET TELECOM GRP INC | COM | 315653402 | 1074 | 86445 | SH | | SOLE | |
| FOUNDATION COAL HLDGS INC COM | COM | 35039W100 | 351 | 12500 | SH | | SOLE | |
| FREEMPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 200 | 4000 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 117 | 10000 | SH | | SOLE | |
| GEOMET INC DEL COM | COM | 37250U201 | 30 | 27500 | SH | | SOLE | |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 500 | 41500 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 2540 | 63100 | SH | | SOLE | |
| GUSHAN ENVIRONMENTAL ENRGY LSP | COM | 40330W106 | 32 | 15000 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 125 | 12100 | SH | | SOLE | |
| HICKS ACQUISITION CO I INC COM | COM | 429086309 | 1511 | 157605 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 174 | 34500 | SH | | SOLE | |
| INTERNATIONAL GAME TECH | COM | 459902102 | 186 | 11700 | SH | | SOLE | |
| IPC HLDGS LTD ORD | COM | G4933P101 | 1271 | 46500 | SH | | SOLE | |
| JA SOLAR HOLDINGS CO LTD SPON | COM | 466090107 | 47 | 10000 | SH | | SOLE | |
| JOHNSON CONTROLS | COM | 478366107 | 235 | 10800 | SH | | SOLE | |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 234 | 12867 | SH | | SOLE | |
| LAMAR ADVERTISING CO CL A | COM | 512815101 | 440 | 28800 | SH | | SOLE | |
| LENNAR CORP COM | COM | 526057104 | 295 | 30400 | SH | | SOLE | |
| LIBERTY ACQUISITION HLDGS | COM | 53015Y107 | 1153 | 127237 | SH | | SOLE | |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 3452 | 129293 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|------|---------|-----|--------------------------|
| LSI LOGIC CORP COM | COM | 502161102 | 52 | 11400 | SH | SOLE |
| LUCENT TECH 2.750% 06/15/25 | CONVERTIBLE BOND | 549463AH0 | 695 | 1000000 | PRN | SOLE |
| MAGELLAN MIDSTREAM HLDGS LP CO | COM | 55907R108 | 515 | 24500 | SH | SOLE |
| MAXTOR CORP 6.8%@ 4/30/10 | CONVERTIBLE BOND | 577729AC0 | 1009 | 1000000 | PRN | SOLE |
| MEDTRONIC 1.625% 04/15/13 | CONVERTIBLE BOND | 585055AM8 | 928 | 1000000 | PRN | SOLE |
| MEDTRONIC INC 1.500% 04/15/11 | CONVERTIBLE BOND | 585055AL0 | 979 | 1000000 | PRN | SOLE |
| METAVANTE HLDG CO COM | COM | 591407101 | 2302 | 89000 | SH | SOLE |
| MICRON TECH 1.875% 06/01/14 | CONVERTIBLE BOND | 595112AH6 | 610 | 1000000 | PRN | SOLE |
| MICROSOFT CORP | COM | 594918104 | 556 | 23400 | SH | SOLE |
| MONOGRAM BIOSCIENCES INC COM N | COM | 60975U207 | 282 | 62174 | SH | SOLE |
| NATCO GROUP INC | COM | 63227W203 | 1057 | 32100 | SH | SOLE |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 274 | 7600 | SH | SOLE |
| NEKTAR THERAPEUTICS COM | COM | 640268108 | 65 | 10000 | SH | SOLE |
| NEUROMETRIX INC COM | COM | 641255104 | 24 | 11200 | SH | SOLE |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 1087 | 1050000 | PRN | SOLE |
| NEWS CORP CL A | COM | 65248E104 | 118 | 13000 | SH | SOLE |
| NORTHSTAR NEUROSCIENCE INC COM | COM | 66704V101 | 739 | 367855 | SH | SOLE |
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|----------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|----|
| NOVA CHEMICALS CORP COM | COM | 66977W109 | 2146 | 361900 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 986 | 38000 | SH | | SOLE | |
| OTIX GLOBAL INC | COM | 68906N101 | 8 | 10000 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 205 | 8983 | SH | | SOLE | |
| PEPSI BOTTLING GROUP INC. | COM | 713409100 | 338 | 10000 | SH | | SOLE | |
| PETRO-CANADA | COM | 71644E102 | 5244 | 136500 | SH | | SOLE | |
| PRO-DEX INC COLO COM | COM | 74265M106 | 4 | 10000 | SH | | SOLE | |
| RANDGOLD RES LTD ADR | COM | 752344309 | 294 | 4583 | SH | | SOLE | |
| ROYAL CARIBBEAN CRUISES LTD CO | COM | V7780T103 | 330 | 24400 | SH | | SOLE | |
| SADIA S A | COM | 786326108 | 1541 | 210000 | SH | | SOLE | |
| SAPPHIRE INDUSTRIALS CORP | COM | 80306T109 | 1318 | 134941 | SH | | SOLE | |
| SATCON TECHNOLOGY CORP COM | COM | 803893106 | 36 | 20000 | SH | | SOLE | |
| SCHERING PLOUGH CORP | COM | 806605101 | 4986 | 198500 | SH | | SOLE | |
| SCHERING PLOUGH CORP PFD CONV | PREFERRED STOCKS | 806605705 | 680 | 3000 | SH | | SOLE | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 226 | 10000 | SH | | SOLE | |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 710 | 1000000 | PRN | | SOLE | |
| SIRF TECHNOLOGY HLDGS INC COM | COM | 82967H101 | 465 | 109451 | SH | | SOLE | |
| SP ACQUISITION HOLDINGS INC CO | COM | 78470A104 | 910 | 94059 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 399 | 83000 | SH | | SOLE | |
| STX 2.375% 08/15/12 | CONVERTIBLE BOND | 577729AE6 | 830 | 1000000 | PRN | | SOLE | |
| SUMTOTAL SYS INC COM | COM | 866615107 | 1093 | 227195 | SH | | SOLE | |
| SUN MICROSYSTEMS INC CO | COM | 866810203 | 9432 | 1022989 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 56 | 18000 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 113 | 15600 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE CO | COM | 874054109 | 288 | 30363 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 311 | 11000 | SH | | SOLE | |
| TICKETMASTER COM | COM | 88633P302 | 204 | 31822 | SH | | SOLE | |
| TIME WARNER INC COM | COM | 887317303 | 680 | 26999 | SH | | SOLE | |
| TM ENTERTAINMENT & MEDIA-U | COM | 87260T207 | 156 | 20000 | SH | | SOLE | |
| TRIAN ACQUISITION I CORP COM | COM | 89582E108 | 1563 | 163336 | SH | | SOLE | |
| TRIPLECROWN ACQUISITION CORP CO | COM | 89677G109 | 481 | 50096 | SH | | SOLE | |
| TWEEN BRANDS INC COM | COM | 901166108 | 67 | 10000 | SH | | SOLE | |
| U S CONCRETE INC COM | COM | 90333L102 | 94 | 47500 | SH | | SOLE | |
| UNITED REFINING ENERGY CORP | COM | 911360105 | 530 | 54200 | SH | | SOLE | |
| VERENIUM CORPORATION COM | COM | 92340P100 | 23 | 30000 | SH | | SOLE | |
| VIACOM INC NEW CL A | COM | 92553P102 | 528 | 22000 | SH | | SOLE | |
| VIGNETTE CORP COM NEW | COM | 926734401 | 1607 | 122200 | SH | | SOLE | |

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| | | | | |
|------------------------------------|--------------------------|------|-----------|------|
| VIMPEL COMMUNICATIONS ADR (B:V COM | 68370R109 | 153 | 13000 SH | SOLE |
| VOLTERRA SEMICONDUCTOR CORP CO COM | 928708106 | 131 | 10000 SH | SOLE |
| WASTE MGMT INC DEL COM COM | 94106L109 | 422 | 15000 SH | SOLE |
| WELLS FARGO & CO NEW COM | 949746101 | 1980 | 81628 SH | SOLE |
| WHX CORP COM | 929248607 | 120 | 46073 SH | SOLE |
| WIND RIV SYS INC COM COM | 973149107 | 3729 | 325410 SH | SOLE |
| WYETH (B:WYE) COM | 983024100 | 7603 | 167500 SH | SOLE |
| PORTVUE-SEC13F.LNP | GABELLI SECURITIES, INC. | | | |
| RUN DATE: 07/30/09 10:51 A.M. | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| XEROX CORP | COM | 984121103 | 97 | 15000 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 1541 | 98400 | SH | | SOLE | |
| YINGLI GREEN ENERGY HLDG CO AD | COM | 98584B103 | 136 | 10000 | SH | | SOLE | |

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TETON ADVISORS, INC.
FORM 13F INFORMATION TABLE

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|----------------------|--------------------|------------|--------------|--------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 234 | 122000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 43 | 18000 | SH | | SOLE | |
| ADVANCED ANALOGIC TECHNOLOGICO | COM | 00752J108 | 51 | 11200 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 1682 | 605000 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 258 | 11000 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 467 | 35200 | SH | | SOLE | |
| APPLIED SIGNAL TECHNOLOGY COM | COM | 038237103 | 508 | 19900 | SH | | SOLE | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 1862 | 70050 | SH | | SOLE | |
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 342 | 8700 | SH | | SOLE | |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 169 | 168700 | SH | | SOLE | |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 68 | 31000 | SH | | SOLE | |
| BEL FUSE INC CL A | COM | 077347201 | 337 | 24000 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 342 | 190800 | SH | | SOLE | |
| BERKSHIRE BANCORP INC DEL COM | COM | 084597202 | 94 | 16100 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 439 | 260000 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 636 | 21500 | SH | | SOLE | |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 581 | 34700 | SH | | SOLE | |
| BTU INTL INC COM | COM | 056032105 | 433 | 82650 | SH | | SOLE | |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 801 | 325650 | SH | | SOLE | |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 102 | 15000 | SH | | SOLE | |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 12 | 15000 | SH | | SOLE | |
| CASELLA WASTE SYS INC CL A | COM | 147448104 | 219 | 110000 | SH | | SOLE | |
| CAVALIER HOMES INC COM | COM | 149507105 | 622 | 227900 | SH | | SOLE | |
| CAVCO INDUSTRIES | COM | 149568107 | 253 | 10000 | SH | | SOLE | |
| CEPHEID COM | COM | 15670R107 | 528 | 56000 | SH | | SOLE | |
| CHASE CORP | COM | 16150R104 | 509 | 42800 | SH | | SOLE | |
| CIRCOR INTL INC COM | COM | 17273K109 | 354 | 15000 | SH | | SOLE | |
| COACHMEN INDS INC | COM | 189873102 | 1504 | 1148000 | SH | | DEFINED | |
| COHEN & STEERS INC COM | COM | 19247A100 | 299 | 20000 | SH | | SOLE | |
| COLDWATER CREEK INC COM | COM | 193068103 | 671 | 110000 | SH | | SOLE | |
| COMMUNICATIONS SYS | COM | 203900105 | 163 | 16600 | SH | | SOLE | |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 634 | 40000 | SH | | SOLE | |
| CONTINUCARE CORP COM | COM | 212172100 | 1173 | 503600 | SH | | SOLE | |
| CORE MOLDING TECH COM | COM | 218683100 | 314 | 140200 | SH | | SOLE | |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 76 | 45500 | SH | | SOLE | |
| CTS CORP | COM | 126501105 | 1145 | 174850 | SH | | SOLE | |
| CUTERA INC COM | COM | 232109108 | 647 | 75000 | SH | | SOLE | |
| CYNOSURE INC CL A | COM | 232577205 | 468 | 61200 | SH | | SOLE | |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 1125 | 110000 | SH | | SOLE | |
| DANA HOLDING CORP COM | COM | 235825205 | 26 | 20000 | SH | | SOLE | |
| DAWSON GEOPHYSICAL CO COM | COM | 239359102 | 460 | 15400 | SH | | SOLE | |
| DELTA NAT GAS INC COM | COM | 247748106 | 243 | 10800 | SH | | SOLE | |
| DISCOVER FINANCIAL | COM | 254709108 | 103 | 10000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | | |
| | | | TETON ADVISORS, INC. | | | | | |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 163 | 35000 | SH | | SOLE | |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 264 | 185900 | SH | | SOLE | |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 706 | 273643 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 112 | 41300 | SH | | SOLE | |
| ENTERCOM COMMUNICATIONS CORPCL | COM | 293639100 | 115 | 75000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|------|--------|----|----------------------|
| EPOCH HOLDING CORP | COM | 29428R103 | 2412 | 279126 | SH | SOLE |
| EXACTECH INC COM | COM | 30064E109 | 522 | 36000 | SH | SOLE |
| FERRO CORP | COM | 315405100 | 1115 | 405569 | SH | SOLE |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 371 | 29000 | SH | SOLE |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 1190 | 84850 | SH | SOLE |
| FLOW INTL CORP COM | COM | 343468104 | 683 | 290700 | SH | SOLE |
| FLUSHING FINL CORP COM | COM | 343873105 | 611 | 65300 | SH | SOLE |
| FSI INTL INC COM | COM | 302633102 | 9 | 21200 | SH | SOLE |
| FULL HOUSE RESORTS INC COM | COM | 359678109 | 34 | 15000 | SH | SOLE |
| FURMANITE CORPORATION | COM | 361086101 | 624 | 140000 | SH | SOLE |
| GENCORP INC | COM | 368682100 | 325 | 170000 | SH | SOLE |
| GENERAL MILLS INC | COM | 370334104 | 211 | 3761 | SH | SOLE |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 427 | 170800 | SH | SOLE |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 613 | 85000 | SH | SOLE |
| GRAHAM CORP COM | COM | 384556106 | 209 | 15700 | SH | SOLE |
| GRAY TELEVISION, INC | COM | 389375106 | 69 | 140000 | SH | SOLE |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 256 | 60300 | SH | SOLE |
| GRIFFIN LAND & NUR | COM | 398231100 | 463 | 14800 | SH | SOLE |
| GRIFFON CORP COM | COM | 398433102 | 165 | 19788 | SH | SOLE |
| GSE SYS INC COM | COM | 36227K106 | 263 | 39000 | SH | SOLE |
| HAWK CORP CL A | COM | 420089104 | 1551 | 112000 | SH | DEFINED |
| HAWKINS INC COM | COM | 420261109 | 1129 | 50000 | SH | SOLE |
| HEELYS INC COM | COM | 42279M107 | 115 | 58000 | SH | SOLE |
| HERLEY INDS INC COM | COM | 427398102 | 1810 | 165000 | SH | SOLE |
| HESKA CORP COM | COM | 42805E108 | 10 | 26000 | SH | SOLE |
| HICKORY TECH CORP COM | COM | 429060106 | 370 | 48200 | SH | SOLE |
| HOME DIAGNOSTICS INC DEL COM | COM | 437080104 | 352 | 57300 | SH | SOLE |
| IMAX CORP COM | COM | 45245E109 | 463 | 57000 | SH | SOLE |
| INGLES MKTS INC CL A | COM | 457030104 | 838 | 55000 | SH | SOLE |
| INTEGRATED DEVICE TECH INC COM | COM | 458118106 | 112 | 18500 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 161 | 10900 | SH | SOLE |
| INTRICON CORP COM | COM | 46121H109 | 426 | 157900 | SH | SOLE |
| I-FLOW CORP COM NEW | COM | 449520303 | 694 | 100000 | SH | SOLE |
| JOURNAL COMM INC-A | COM | 481130102 | 571 | 543900 | SH | SOLE |
| KAMAN CORP | COM | 483548103 | 1575 | 94615 | SH | SOLE |
| KEITHLEY INSTRS INC COM | COM | 487584104 | 40 | 10000 | SH | SOLE |
| KEY TECHNOLOGY INC COM | COM | 493143101 | 205 | 20700 | SH | SOLE |
| KULICKE & SOFFA INDS INC COM | COM | 501242101 | 37 | 10900 | SH | SOLE |
| LAKELAND INDS INC COM | COM | 511795106 | 125 | 15300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | TETON ADVISORS, INC. |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| LANGER INC COM | COM | 515707107 | 14 | 22550 | SH | | SOLE | |
| LECROY CORP COM | COM | 52324W109 | 762 | 203100 | SH | | SOLE | |
| LIFEWAY FOODS INC COM | COM | 531914109 | 1625 | 126000 | SH | | SOLE | |
| LIN TV CORP CL A | COM | 532774106 | 185 | 110000 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 514 | 370000 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 921 | 26500 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 105 | 10000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 41 | 11000 | SH | | SOLE | |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 152 | 160000 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 196 | 35000 | SH | | SOLE | |
| MEADOWBROOK INS GROUP INC COM | COM | 58319P108 | 147 | 22500 | SH | | SOLE | |
| MEDIA GENERAL CL A | COM | 584404107 | 607 | 287700 | SH | | SOLE | |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 110 | 53900 | SH | | SOLE | |
| MERCURY COMPUTER SYS INC COM | COM | 589378108 | 389 | 42100 | SH | | SOLE | |
| MERIX CORP COM | COM | 590049102 | 21 | 28200 | SH | | SOLE | |

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|--------------------------------|-----|-----------|------|--------|----|----------------------|
| MET PRO CORP COM | COM | 590876306 | 682 | 63000 | SH | SOLE |
| METHODE ELECTRS INC CL A | COM | 591520200 | 527 | 75000 | SH | SOLE |
| MGE ENERGY INC | COM | 55277P104 | 201 | 6000 | SH | SOLE |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 43 | 15000 | SH | SOLE |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 542 | 60000 | SH | SOLE |
| MIDAS GROUP INC COM | COM | 595626102 | 1105 | 105400 | SH | SOLE |
| MIDDLEBY CORP COM | COM | 596278101 | 665 | 15143 | SH | SOLE |
| MINE SAFETY APPLIANCES CO COM | COM | 602720104 | 301 | 12500 | SH | SOLE |
| MODINE MFG CO | COM | 607828100 | 216 | 45000 | SH | SOLE |
| MONOGRAM BIOSCIENCES INC COM N | COM | 60975U207 | 392 | 86600 | SH | SOLE |
| MORGANS HOTEL GROUP CO COM | COM | 61748W108 | 134 | 35000 | SH | SOLE |
| MOSY INC | COM | 619718109 | 124 | 75400 | SH | SOLE |
| MVC CAP COM | COM | 553829102 | 271 | 32000 | SH | SOLE |
| NARA BANCORP INC COM | COM | 63080P105 | 52 | 10000 | SH | SOLE |
| NASHUA CORP | COM | 631226107 | 670 | 100000 | SH | SOLE |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1208 | 90777 | SH | SOLE |
| NEOGEN CORP COM | COM | 640491106 | 1884 | 65000 | SH | SOLE |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 118 | 11055 | SH | SOLE |
| NEWPORT CORP COM | COM | 651824104 | 436 | 75350 | SH | SOLE |
| NOBILITY HOMES INC COM | COM | 654892108 | 100 | 12000 | SH | SOLE |
| OIL DRI CORP AMER COM | COM | 677864100 | 728 | 49000 | SH | SOLE |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 913 | 280000 | SH | SOLE |
| ON SEMICONDUCTOR CORP COM | COM | 682189105 | 81 | 11800 | SH | SOLE |
| OPKO HEALTH INC COM | COM | 68375N103 | 46 | 26000 | SH | SOLE |
| ORITANI FINL CORP COM | COM | 686323106 | 343 | 25000 | SH | SOLE |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 750 | 30000 | SH | SOLE |
| OTIX GLOBAL INC | COM | 68906N101 | 288 | 369000 | SH | SOLE |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 403 | 75000 | SH | SOLE |
| PALM HBR HOMES INC COM | COM | 696639103 | 26 | 12000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | TETON ADVISORS, INC. |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 398 | 27000 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 799 | 37100 | SH | | SOLE | |
| PATRIOT NATL BANCORP INC COM | COM | 70336F104 | 34 | 11967 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 1254 | 55000 | SH | | SOLE | |
| PERICOM SEMICONDUCTOR CORP COM | COM | 713831105 | 770 | 91400 | SH | | SOLE | |
| PHOENIX TECHNOLOGIES LTD COM | COM | 719153108 | 138 | 50800 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 167 | 18000 | SH | | SOLE | |
| PREFORMED LINE PRODS CO COM | COM | 740444104 | 343 | 7788 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 402 | 200000 | SH | | SOLE | |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 5 | 33000 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 588 | 52248 | SH | | SOLE | |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 364 | 48000 | SH | | SOLE | |
| QUIDEL CORP COM | COM | 74838J101 | 320 | 22000 | SH | | SOLE | |
| READING INTERNATIONAL INC CL B | COM | 755408200 | 169 | 24200 | SH | | SOLE | |
| READING INTL INC CL A | COM | 755408101 | 250 | 55000 | SH | | SOLE | |
| RF MICRO DEVICES INC COM | COM | 749941100 | 67 | 17800 | SH | | SOLE | |
| RGC RES INC COM | COM | 74955L103 | 421 | 16500 | SH | | SOLE | |
| ROCHESTER MED CORP COM | COM | 771497104 | 169 | 12575 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 334 | 40000 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 161 | 37415 | SH | | SOLE | |
| SAFEGUARD SCIENTIFICS INC COM | COM | 786449108 | 69 | 52400 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 48 | 50000 | SH | | SOLE | |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 937 | 184165 | SH | | SOLE | |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 251 | 120000 | SH | | SOLE | |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 365 | 18000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|------|--------|----|------|
| SINCLAIR BROADCAST GROUP INC | COM | 829226109 | 97 | 50000 | SH | SOLE |
| SL INDS INC | COM | 784413106 | 498 | 71100 | SH | SOLE |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 1198 | 135282 | SH | SOLE |
| STAMPS.COM INC (NEW) | COM | 852857200 | 806 | 95000 | SH | SOLE |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 1819 | 220000 | SH | SOLE |
| STARRETT L S CO CL A | COM | 855668109 | 218 | 32026 | SH | SOLE |
| STEAK N SHAKE CO COM | COM | 857873103 | 179 | 20500 | SH | SOLE |
| STONERIDGE INC | COM | 86183P102 | 701 | 146000 | SH | SOLE |
| STRATEGIC DIAGNOSTICS INC | COM | 862700101 | 248 | 213900 | SH | SOLE |
| STRATTEC SECURITY CORP. | COM | 863111100 | 455 | 33000 | SH | SOLE |
| SWS GROUP INC | COM | 78503N107 | 587 | 42000 | SH | SOLE |
| SYCAMORE NETWORKS | COM | 871206108 | 103 | 33000 | SH | SOLE |
| SYMMETRICOM INC | COM | 871543104 | 252 | 43650 | SH | SOLE |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 694 | 96100 | SH | SOLE |
| TECH OPS SEVCON INC | COM | 878293109 | 168 | 64002 | SH | SOLE |
| TENNANT CO | COM | 880345103 | 539 | 29300 | SH | SOLE |
| TENNECO AUTOMOTIVE INC | COM | 880349105 | 424 | 40000 | SH | SOLE |
| TESCO CORP COM | COM | 88157K101 | 539 | 67900 | SH | SOLE |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 583 | 75500 | SH | SOLE |

TETON ADVISORS, INC.

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|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| TRANS LUX CORP | COM | 893247106 | 27 | 32000 | SH | | SOLE | |
| TRANSACT TECHNOLOGIES INC | COM | 892918103 | 1594 | 320000 | SH | | SOLE | |
| TREE COM INC | COM | 894675107 | 96 | 10000 | SH | | SOLE | |
| TTM TECHNOLOGIES INC | COM | 87305R109 | 80 | 10100 | SH | | SOLE | |
| U S ENERGY CORP WYO | COM | 911805109 | 41 | 20300 | SH | | SOLE | |
| ULTRA CLEAN HLDGS INC | COM | 90385V107 | 375 | 157100 | SH | | SOLE | |
| ULTRALIFE BATTERIES INC | COM | 903899102 | 335 | 46700 | SH | | SOLE | |
| ULTRATECH INC | COM | 904034105 | 578 | 46950 | SH | | SOLE | |
| UNITED GUARDIAN INC | COM | 910571108 | 657 | 71000 | SH | | SOLE | |
| VALASSIS COMMUNICATIONS INC | COM | 918866104 | 1161 | 190000 | SH | | SOLE | |
| VASCULAR SOLUTIONS INC | COM | 92231M109 | 239 | 30600 | SH | | SOLE | |
| VICOR CORP | COM | 925815102 | 366 | 50750 | SH | | SOLE | |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 189 | 27900 | SH | | SOLE | |
| WHITNEY HLDG CORP | COM | 966612103 | 479 | 52339 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 105 | 40200 | SH | | SOLE | |
| WILSHIRE BANCORP INC | COM | 97186T108 | 219 | 38100 | SH | | SOLE | |
| YOUBET COM INC | COM | 987413101 | 436 | 132000 | SH | | SOLE | |
| YOUNG INNOVATIONS INC | COM | 987520103 | 403 | 18500 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 1586 | 131650 | SH | | SOLE | |
| ZORAN CORP | COM | 98975F101 | 810 | 74300 | SH | | SOLE | |
| ZYGO CORP | COM | 989855101 | 506 | 108600 | SH | | SOLE | |