

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

GAMCO INVESTORS, INC. ET AL

Form 13F-HR

February 03, 2011

PORTVUE-SEC13F.LNP

RUN DATE: 01/31/11 8:11 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE

AS OF DATE: 12/31/10

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	1372	510000	SH		SOLE	
3M CO.	COM	88579Y101	1036	12000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	1514	95000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	13855	471564	SH		SOLE	
AAR CORP COM	COM	000361105	2060	75000	SH		SOLE	
AARON'S INC	COM	002535300	12875	631430	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	4528	201690	SH		SOLE	
ABBOTT LABS	COM	002824100	4723	98585	SH		SOLE	
ABOVENET INC COM	COM	00374N107	3069	52500	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	1469	172378	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	833	67000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	1051	18220	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	2192	71220	SH		SOLE	
AES CORP COM	COM	00130H105	5078	416900	SH		SOLE	
AGL RES INC COM	COM	001204106	2553	71200	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	4535	59120	SH		SOLE	
AIR PRODS & CHEMS INC COM	COM	009158106	3010	33100	SH		SOLE	
AIRGAS INC COM	COM	009363102	6202	99300	SH		SOLE	
AIRTRAN HLDGS INC COM	COM	00949P108	74	10000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	1729	31000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	78263	2112920	SH		SOLE	
ALCOA INC COM	COM	013817101	14205	923010	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	7598	46500	SH		SOLE	
ALERE INC	COM	01449J105	677	18500	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	1329	68000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	1051	3429	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	19793	816537	SH		SOLE	
ALLERGAN INC	COM	018490102	10172	148128	SH		SOLE	
ALLETE INC COM NEW	COM	018522300	1254	33650	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	8178	350520	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	915	24880	SH		SOLE	
AMAZON.COM INC	COM	023135106	679	3770	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	3068	53500	SH		SOLE	
AMERICAN DENTAL PARTNERS INC	COM	025353103	311	23000	SH		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	886	320000	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	270	7500	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	171589	3997870	SH		SOLE	
AMERICAN PUBLIC EDUCATION INCO	COM	02913V103	305	8200	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	2091	82700	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	3592	62412	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	139336	3549970	SH		SOLE	

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AMGEN INC	COM	031162100	535	9750	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	33187	1183122	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	9946	130600	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	3836	249560	SH	SOLE
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	226	4600	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	949	329900	SH	SOLE
ANIXTER INTL INC COM	COM	035290105	358	6000	SH	SOLE
AOL INC COM	COM	00184X105	5005	211095	SH	SOLE
APACHE CORP	COM	037411105	3417	28658	SH	SOLE
APPLE INC	COM	037833100	9335	28939	SH	SOLE
APPLIED MATLS INC COM	COM	038222105	814	57930	SH	SOLE
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	10238	270200	SH	SOLE
APPROACH RESOURCES INC COM	COM	03834A103	705	30500	SH	SOLE
ARBITRON INC COM	COM	03875Q108	2659	64049	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	3102	81780	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	44447	1477629	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	2996	80000	SH	SOLE
ART TECHNOLOGY GROUP INC COM	COM	04289L107	6698	1120000	SH	SOLE
ARTHROCARE CORP COM	COM	043136100	13719	441700	SH	SOLE
ARTIO GLOBAL INVESTORS INC	COM	04315B107	3353	227300	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	48898	1261559	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	13872	272749	SH	SOLE
ASTEC INDS INC COM	COM	046224101	1718	53000	SH	SOLE
ASTRONICS CORP COM	COM	046433108	210	10000	SH	SOLE
ATLAS AMERICA INC COM	COM	049298102	8447	192100	SH	SOLE
AUTOMATIC DATA PROCESSING	COM	053015103	278	6000	SH	SOLE
AUTONATION INC	COM	05329W102	73866	2619348	SH	SOLE
AUTOZONE INC	COM	053332102	9568	35100	SH	SOLE
AVON PRODUCTS INC	COM	054303102	8227	283100	SH	SOLE
AZZ INC COM	COM	002474104	232	5800	SH	SOLE
BADGER METER INC COM	COM	056525108	2828	63950	SH	SOLE
BAKER HUGHES INC	COM	057224107	229	4000	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	103373	1639800	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1323	994797	SH	SOLE
BANK OF AMERICA	COM	060505104	5946	445752	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	139980	4635087	SH	SOLE
BARNES GROUP INC COM	COM	067806109	1075	51990	SH	SOLE
BARNES & NOBLES	COM	067774109	1755	124000	SH	SOLE
BARRETT BILL CORP COM	COM	06846N104	1152	28000	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	2717	51100	SH	SOLE
BAXTER INTL INC COM	COM	071813109	29174	576340	SH	SOLE
BCE INC	COM	05534B760	11634	328100	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	7857	1311651	SH	SOLE
BECKMAN COULTER INC COM	COM	075811109	40722	541303	SH	SOLE
PORTVUE-SEC13F.LNP						
GAMCO ASSET MGT. INC.						
RUN DATE: 01/31/11 8:11 A.M.						

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BECTION DICKINSON & CO COM	COM	075887109	2306	27285	SH		SOLE	
BED BATH & BEYOND INC	COM	075896100	5996	122000	SH		SOLE	
BEL FUSE INC CL A	COM	077347201	4214	165241	SH		SOLE	
BELDEN CDT INC	COM	077454106	3756	102000	SH		SOLE	
BELO CORP	COM	080555105	3374	476601	SH		SOLE	
BERKSHIRE HATHAWAY INC DEL CL	COM	084670702	7401	92387	SH		SOLE	
BERKSHIRE HATHAWAY INC-CL A	COM	084670108	3614	30	SH		SOLE	
BEST BUY INC COM	COM	086516101	1114	32500	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	3085	202000	SH		SOLE	

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BIGLARI HOLDINGS INC	COM	08986R101	38538	93946	SH	SOLE
BIO RAD LABS INC CL A	COM	090572207	249	2400	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	659	9829	SH	SOLE
BIOLASE TECHNOLOGY INC COM	COM	090911108	223	127500	SH	SOLE
BIO-REFERENCE LABS INC COM \$.0	COM	09057G602	730	32900	SH	SOLE
BLACK HILLS CORP COM	COM	092113109	21078	702585	SH	SOLE
BLACKROCK INC CL A	COM	09247X101	690	3620	SH	SOLE
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	505	35700	SH	SOLE
BMP SUNSTONE CORP COM	COM	05569C105	1388	140100	SH	SOLE
BOEING CO	COM	097023105	38614	591698	SH	SOLE
BON-TON STORES INC COM	COM	09776J101	7298	576500	SH	SOLE
BORG WARNER INC	COM	099724106	85121	1176352	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	13408	141000	SH	SOLE
BOSTON PRIVATE FINL HLDGS INCO	COM	101119105	250	38200	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	12694	1676885	SH	SOLE
BOYD GAMING CORP	COM	103304101	19124	1804150	SH	SOLE
BRINKS CO COM	COM	109696104	9991	371700	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	18787	709485	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	5394	77473	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	38593	555945	SH	SOLE
BRUNSWICK CORP	COM	117043109	1199	64000	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	28829	746100	SH	SOLE
BUCYRUS INTL INC NEW CL A	COM	118759109	59058	660600	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	319252	9434175	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	1540	110000	SH	SOLE
CALGON CARBON CORP COM	COM	129603106	897	59300	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	1118	325073	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	12713	250604	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	24991	719178	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	4882	420121	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	1158	150000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	980	138200	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	19975	469881	SH	SOLE
CASH AMER INTL INC COM	COM	14754D100	222	6000	SH	SOLE
CATERPILLAR INC	COM	149123101	1458	15570	SH	SOLE
PORTVUE-SEC13F.LNP						
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RUN DATE: 01/31/11 8:11 A.M.						

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CAVCO INDUSTRIES	COM	149568107	21750	465848	SH		SOLE	
CBS CORP CLASS A	COM	124857103	50433	2650201	SH		SOLE	
CBS CORP NEW CL B	COM	124857202	12923	678354	SH		SOLE	
CELGENE CORP	COM	151020104	1317	22270	SH		SOLE	
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	395	9441	SH		SOLE	
CENTRAL VT PUB SVC CORP COM	COM	155771108	2555	116900	SH		SOLE	
CENTURYLINK, INC.	COM	156700106	8450	183024	SH		SOLE	
CEPHALON INC COM	COM	156708109	994	16100	SH		SOLE	
CEPHEID COM	COM	15670R107	5892	259000	SH		SOLE	
CH ENERGY GROUP, INC.	COM	12541M102	36994	756684	SH		SOLE	
CHEESECAKE FACTORY INC	COM	163072101	10250	334300	SH		SOLE	
CHEMED CORPORATION	COM	16359R103	45947	723455	SH		SOLE	
CHEMTURA CORP COM NEW	COM	163893209	320	20010	SH		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	2329	89875	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	1283	30890	SH		SOLE	
CHEVRON CORP	COM	166764100	17985	197099	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	2878	58000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	17333	251130	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	26320	606442	SH		SOLE	

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CINCINNATI BELL	COM	171871106	32515	11612470	SH	SOLE
CINCINNATI BELL PFD CVT 6.75% CONVERTIBLE PREF		171871403	477	11700	SH	SOLE
CINEDIGM DIGITAL CINEMA CORPOR	COM	172407108	50	30000	SH	SOLE
CIRCOR INTL INC COM	COM	17273K109	61590	1456715	SH	SOLE
CISCO SYS INC	COM	17275R102	3922	193885	SH	SOLE
CITIGROUP INC.	COM	172967101	1800	380600	SH	SOLE
CLARCOR INC	COM	179895107	81673	1904241	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	25688	1829600	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	18538Q105	821	159370	SH	SOLE
CME GROUP INC COM	COM	12572Q105	2526	7850	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	1707	91800	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	24395	1030200	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	153988	3225554	SH	SOLE
COACH INC	COM	189754104	517	9353	SH	SOLE
COBALT INTL ENERGY INC COM	COM	19075F106	366	30000	SH	SOLE
COCA COLA CO	COM	191216100	116607	1772948	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	28980	1110342	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	3604	1137000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	2145	26695	SH	SOLE
COLLECTIVE BRANDS INC COM	COM	19421W100	274	13000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	2021	97094	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	2818	128284	SH	SOLE
COMMSCOPE INC COM	COM	203372107	13178	422100	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	3759	267537	SH	SOLE
COMPELLENT TECHNOLOGIES INC CO	COM	20452A108	883	32000	SH	SOLE

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CONAGRA INC	COM	205887102	1152	51000	SH		SOLE	
CONMED CORP COM	COM	207410101	2603	98500	SH		SOLE	
CONNECTICUT WTR SVC INC COM	COM	207797101	238	8550	SH		SOLE	
CONOCOPHILLIPS COM	COM	20825C104	13297	195264	SH		SOLE	
CONSOL ENERGY INC COM	COM	20854P109	19515	400400	SH		SOLE	
CONSTELLATION BRANDS COM	COM	21036P108	13069	590025	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	5397	176206	SH		SOLE	
CONTINUCARE CORP COM	COM	212172100	515	110000	SH		SOLE	
COOPER COS INC COM NEW	COM	216648402	7888	140000	SH		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	62982	1080490	SH		SOLE	
COPART INC COM	COM	217204106	2540	68000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	2479	430300	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	3324	638000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	27331	594151	SH		SOLE	
CORNING INC	COM	219350105	7653	396129	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	9379	129885	SH		SOLE	
COVANCE INC COM	COM	222816100	252	4900	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	4194	244000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	21542	471800	SH		SOLE	
CRANE CO	COM	224399105	153799	3744800	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	304	9100	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	681	260000	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	17965	573397	SH		SOLE	
CTS CORP	COM	126501105	39233	3547303	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	1452	13195	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	86971	2619601	SH		SOLE	
CUTERA INC COM	COM	232109108	3856	465085	SH		SOLE	
CVS CAREMARK CORP	COM	126650100	35777	1028976	SH		SOLE	
CYMER INC COM	COM	232572107	216	4800	SH		SOLE	

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CYNOSURE INC CL A	COM	232577205	246	24000	SH	SOLE
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	7599	409000	SH	SOLE
CYTEC INDS INC COM	COM	232820100	318	6000	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	36246	2106100	SH	SOLE
DEAN FOODS (B:DF)	COM	242370104	2665	301500	SH	SOLE
DEERE & CO.	COM	244199105	147660	1777968	SH	SOLE
DEL MONTE FOODS CO COM	COM	24522P103	32116	1708290	SH	SOLE
DENNYS CORP COM	COM	24869P104	2703	755000	SH	SOLE
DENTSPLY INTL INC NEW COM	COM	249030107	8918	261000	SH	SOLE
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	3737	71799	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	17696	225394	SH	SOLE
DEXCOM INC COM	COM	252131107	1065	78000	SH	SOLE
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	44169	594227	SH	SOLE
DIAMOND FOODS INC COM	COM	252603105	1542	29000	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	1090	16300	SH	SOLE
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DIEBOLD INC COM	COM	253651103	126368	3942834	SH		SOLE	
DIONEX CORP COM	COM	254546104	57011	483100	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	242447	6071799	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	3373	182028	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	35857	859890	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	30304	825939	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	69980	3559500	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	6975	185952	SH		SOLE	
DOLLAR THRIFTY AUTOMOTIVE GRCO	COM	256743105	236	5000	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	4789	112100	SH		SOLE	
DONALDSON INC	COM	257651109	76403	1310970	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	579	170171	SH		SOLE	
DOVER MOTORSPORTS INC. (B:DVD)	COM	260174107	1560	876500	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	436	12780	SH		SOLE	
DPL INC COM	COM	233293109	10868	422712	SH		SOLE	
DR HORTON 2.000% 05/15/14	CONVERTIBLE BOND	23331ABB4	217	190000	PRN		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	92910	2642500	SH		SOLE	
DRIL QUIP INC.	COM	262037104	1119	14400	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	5240	105060	SH		SOLE	
DUCOMMUN INC DEL COM	COM	264147109	327	15000	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	927	55000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	4121	231382	SH		SOLE	
DYNAMEX INC COM	COM	26784F103	230	9300	SH		SOLE	
DYNEGY INC	COM	26817G300	348	62000	SH		SOLE	
E M C CORP MASS COM	COM	268648102	4638	202537	SH		SOLE	
EASTERN CO COM	COM	276317104	263	14748	SH		SOLE	
EASTMAN KODAK	COM	277461109	2460	458950	SH		SOLE	
EATON CORP	COM	278058102	3518	34652	SH		SOLE	
EATON VANCE CORP COM	COM	278265103	363	12000	SH		SOLE	
EBAY INC	COM	278642103	668	24000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	10053	402618	SH		SOLE	
ECOLAB INC	COM	278865100	48013	952256	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	2614	1112300	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	24730	1797265	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	52825	1918824	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	1785	109000	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	253	11000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	2590	45306	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	68	90000	SH		SOLE	

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EMULEX CORP COM NEW	COM	292475209	2215	190000	SH	SOLE
ENER1 INC COM NEW	COM	29267A203	53	14000	SH	SOLE
ENERGIZER HLDGS INC COM	COM	29266R108	87789	1204240	SH	SOLE
ENERGY TRANSFER PARTNERS L PUN	COM	29273R109	363	7000	SH	SOLE
ENTEGRIS INC COM	COM	29362U104	905	121170	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 01/31/11 8:11 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ENTERPRISE PRODS PARTNERS L CO	OIL & GAS PARTNE	293792107	569	13668	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	1384	15140	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	8131	523540	SH		SOLE	
EQT CORP COM	COM	26884L109	1121	25000	SH		SOLE	
EURAND N V SHS	COM	N31010106	118	10000	SH		SOLE	
EXACTECH INC COM	COM	30064E109	11046	586915	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	9487	129743	SH		SOLE	
EZCORP INC CL A NON VTG	COM	302301106	540	19900	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	358	107000	SH		SOLE	
FAMOUS DAVES AMER INC COM	COM	307068106	152	13650	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	25447	1232300	SH		SOLE	
FEIHE INTERNATIONAL INC COM	COM	31429Y103	2820	265000	SH		SOLE	
FERRO CORP	COM	315405100	91611	6257579	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	241	34484	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	1101	29751	SH		SOLE	
FIRSTMERIT CORP COM	COM	337915102	443	22400	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	39852	1828054	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	29086	1080875	SH		SOLE	
FLOWERVE CORP COM	COM	34354P105	147705	1238932	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	3651	260800	SH		SOLE	
FMC CORP COM NEW	COM	302491303	1070	13390	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	14127	252635	SH		SOLE	
FORD CAP TRUST 6.5% 01/15/32	CONVERTIBLE PREF	345395206	10303	198400	SH		SOLE	
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	27632	1645760	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	98983	1642870	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	8166	209809	SH		SOLE	
FRANKLIN RES INC COM	COM	354613101	856	7700	SH		SOLE	
FREEPORT MCMORAN COPPER&GOLD C	COM	35671D857	24904	207376	SH		SOLE	
FREQUENCY ELECTRS INC COM	COM	358010106	275	41000	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	1	15000	SH		SOLE	
FULLER H B CO COM	COM	359694106	9879	481450	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	11242	1626886	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	7221	1179893	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	31991	2082741	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	3575	630501	SH		SOLE	
GABELLI GLB GLD NAT RES & INCO	MUTUAL FUNDS	36244N109	207	10738	SH		SOLE	
GABELLI GBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	3474	423088	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	17159	1283411	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME CO	MUTUAL FUNDS	36242L105	3508	171491	SH		SOLE	
GABELLI HLTHCARE & WELLNESS	MUTUAL FUNDS	36246K103	611	86016	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	1537	240592	SH		SOLE	
GARDNER DENVER INC	COM	365558105	2202	32000	SH		SOLE	
GATX CORP	COM	361448103	130911	3710641	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	254	1300	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
RUN DATE: 01/31/11 8:11 A.M.								

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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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
GAYLORD ENTERTAINMENT CO	COM	367905106	139567	3883338	SH		SOLE	
GENCORP INC	COM	368682100	25661	4963470	SH		SOLE	
GENERAL ELEC CO	COM	369604103	28180	1540747	SH		SOLE	
GENERAL MILLS INC	COM	370334104	99288	2789780	SH		SOLE	
GENERAL MTRS CO COM	COM	37045V100	1777	48200	SH		SOLE	
GENESEE & WYOMING INC.	COM	371559105	222	4200	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2323	88000	SH		SOLE	
GENON ENERGY INC	COM	37244E107	66	17430	SH		SOLE	
GENUINE PARTS CO	COM	372460105	127710	2487531	SH		SOLE	
GENZYME CORP	COM	372917104	10807	151778	SH		SOLE	
GEORESOURCES INC COM	COM	372476101	235	10600	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	10264	1304180	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	1689	46600	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	2018	212000	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	1059	6300	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	9539	16060	SH		SOLE	
GORMAN RUPP CO	COM	383082104	11096	343317	SH		SOLE	
GRACO INC COM	COM	384109104	8914	225950	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	110307	5559836	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	2521	1348158	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	79	44700	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	33676	1736777	SH		SOLE	
GREATBATCH INC	COM	39153L106	3478	144000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	2603	124000	SH		SOLE	
GREIF INC CL A	COM	397624107	63928	1032758	SH		SOLE	
GREIF INC CL B	COM	397624206	435	7100	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	31323	967356	SH		SOLE	
GRIFFON CORP COM	COM	398433102	76261	5985953	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	60003	2314026	SH		SOLE	
GSE SYS INC COM	COM	36227K106	176	48527	SH		SOLE	
GTSI CORP COM	COM	36238K103	59	12600	SH		SOLE	
GYRODYNE CO AMER INC COM	COM	403820103	396	5000	SH		SOLE	
H R BLOCK INC	COM	093671105	1488	124900	SH		SOLE	
HAIN CELESTIAL GROUP INC	COM	405217100	5277	195000	SH		SOLE	
HALLIBURTON COMPANY	COM	406216101	39960	978685	SH		SOLE	
HANESBRANDS INC COM	COM	410345102	2616	103000	SH		SOLE	
HARLEY DAVIDSON INC	COM	412822108	430	12400	SH		SOLE	
HARMAN INTL INDS INC NEW COM	COM	413086109	9816	212000	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	497	21800	SH		SOLE	
HAWKINS INC COM	COM	420261109	8168	183967	SH		SOLE	
HEELYS INC COM	COM	42279M107	49	16000	SH		SOLE	
HEICO CORP NEW COM	COM	422806109	1786	35000	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	39473	798082	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	49322	2847677	SH		SOLE	

GAMCO ASSET MGT. INC.

RUN DATE: 01/31/11 8:11 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
HERSHEY COMPANY (THE)	COM	427866108	25543	541731	SH		SOLE	
HESS CORP	COM	42809H107	9147	119510	SH		SOLE	
HEWLETT PACKARD CO	COM	428236103	1768	41998	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	550	57525	SH		SOLE	
HOME DEPOT INC	COM	437076102	28439	811160	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	143308	2695784	SH		SOLE	
HSN INC COM	COM	404303109	2405	78480	SH		SOLE	

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HUDSON CITY BANCORP INC COM	COM	443683107	1357	106545	SH	SOLE
HUDSON VALLEY HOLDING CORP COM	COM	444172100	1325	53518	SH	SOLE
HUNTSMAN CORP COM	COM	447011107	14783	947000	SH	SOLE
HYPERCOM CORP	COM	44913M105	569	68000	SH	SOLE
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	4958	172745	SH	SOLE
ICU MEDICAL INC	COM	44930G107	584	16000	SH	SOLE
IDEX CORP	COM	45167R104	65449	1673041	SH	SOLE
ILLINOIS TOOL WORKS INC	COM	452308109	352	6600	SH	SOLE
IMAX CORP COM	COM	45245E109	1171	41700	SH	SOLE
INERGY L P UNIT LTD PTNR	UNITS	456615103	357	9100	SH	SOLE
INGERSOLL-RAND PLC	COM	G47791101	376	7980	SH	SOLE
INGLES MKTS INC CL A	COM	457030104	23673	1232989	SH	SOLE
INNERWORKINGS INC COM	COM	45773Y105	66	10000	SH	SOLE
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	85	15000	SH	SOLE
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	2484	93700	SH	SOLE
INTEGRYS ENERGY GROUP INC	COM	45822P105	287	5925	SH	SOLE
INTEL CORP	COM	458140100	10407	494853	SH	SOLE
INTERMEC INC	COM	458786100	67450	5327820	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	9294	63325	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	19701	1113687	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	1184	43460	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	950	32000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	994	38000	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	12526	1179500	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	707	43804	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	62373	1122020	SH	SOLE
INTRICON CORP COM	COM	46121H109	184	47000	SH	SOLE
INVESTMENT TECHNOLOGY GRP NECO	COM	46145F105	253	15450	SH	SOLE
IRIS INTL INC COM	COM	46270W105	8628	843395	SH	SOLE
ITT INDUSTRIES	COM	450911102	93576	1795734	SH	SOLE
J CREW GROUP INC COM	COM	46612H402	852	19745	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	2475	51300	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	55781	1314961	SH	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	63419	4889680	SH	SOLE
JOHNSON CONTROLS	COM	478366107	30819	806792	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	21730	351340	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	25484	5046308	SH	SOLE

PORTVUE-SEC13F.LNP

GAMCO ASSET MGT. INC.

RUN DATE: 01/31/11 8:11 A.M.

FORM 13F INFORMATION TABLE AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
JOY GLOBAL INC COM	COM	481165108	1637	18875	SH		SOLE	
JO-ANN STORES INC COM	COM	47758P307	1265	21000	SH		SOLE	
KAMAN CORP	COM	483548103	73888	2541727	SH		SOLE	
KAR AUCTION SVCS INC COM	COM	48238T109	6721	487000	SH		SOLE	
KBW INC	COM	482423100	977	35000	SH		SOLE	
KELLOGG CO	COM	487836108	5065	99150	SH		SOLE	
KEMET CORPORATION COME NEW	COM	488360207	1166	80001	SH		SOLE	
KENNAMETAL INC COM	COM	489170100	2742	69500	SH		SOLE	
KENSEY NASH CORP COM	COM	490057106	2599	93400	SH		SOLE	
KEY ENERGY SVCS INC COM	COM	492914106	1168	90000	SH		SOLE	
KEY TECHNOLOGY INC COM	COM	493143101	193	11340	SH		SOLE	
KID BRANDS, INC. COM	COM	49375T100	123	14400	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	23785	377305	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	1256	30000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	31592	2248563	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	647	34100	SH		SOLE	
KKR & CO. L.P	COM	48248M102	5175	364410	SH		SOLE	

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KOHLS CORP	COM	500255104	446	8200	SH	SOLE
KRAFT FOODS INC CL A COM	COM	50075N104	84107	2669208	SH	SOLE
LADISH INC COM NEW	COM	505754200	972	20000	SH	SOLE
LAKES ENTERTAINMENT INC COM	COM	51206P109	271	95000	SH	SOLE
LANDAUER INC	COM	51476K103	4301	71720	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	75235	1637320	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	16074	467000	SH	SOLE
LEAR CORP COM NEW	COM	521865204	2816	28525	SH	SOLE
LEGG MASON INC COM	COM	524901105	111507	3074351	SH	SOLE
LGL GROUP INC	COM	50186A108	720	40039	SH	SOLE
LIBERTY GLOBAL INC COM SER A	COM	530555101	40214	1136619	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	26563	783789	SH	SOLE
LIBERTY MEDIA CORP NEW LIB STA	COM	53071M708	23203	349025	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	26980	1710827	SH	SOLE
LIBERTY MEDIA-CAP SER A	COM	53071M302	72775	1163277	SH	SOLE
LIFE TECHNOLOGIES CORP COM	COM	53217V109	2953	53216	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	2708	283605	SH	SOLE
LILLY, ELI AND COMPANY	COM	532457108	5492	156748	SH	SOLE
LIN TV CORP CL A	COM	532774106	18709	3530080	SH	SOLE
LINCOLN ELEC HLDGS INC COM	COM	533900106	3786	58000	SH	SOLE
LINDSAY CORP	COM	535555106	6098	102600	SH	SOLE
LITTELFUSE INC	COM	537008104	5883	125000	SH	SOLE
LIVE NATION INC	COM	538034109	2699	236310	SH	SOLE
LOCKHEED MARTIN CORP COM	COM	539830109	1012	14480	SH	SOLE
LOEWS CORP	COM	540424108	362	9300	SH	SOLE
LOWES COS INC COM	COM	548661107	527	21015	SH	SOLE
LSI LOGIC CORP COM	COM	502161102	961	160418	SH	SOLE
PORTVUE-SEC13F.LNP						
GAMCO ASSET MGT. INC.						
RUN DATE: 01/31/11 8:11 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
LUFKIN INDS INC COM	COM	549764108	24083	386000	SH		SOLE	
L-1 IDENTITY SOLUTIONS INC	COM	50212A106	15513	1302500	SH		SOLE	
M & T BK CORP COM	COM	55261F104	14328	164600	SH		SOLE	
MACQUARIE INFRASTRUCTURE COMPA	COM	55608B105	2096	98990	SH		SOLE	
MACY'S INC	COM	55616P104	23091	912694	SH		SOLE	
MADISON SQUARE GARDEN A	COM	55826P100	81228	3150824	SH		SOLE	
MAGNETEK INC COM	COM	559424106	1800	1333133	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	504	13603	SH		SOLE	
MARCUS CORP COM	COM	566330106	3085	232500	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	5075	762012	SH		SOLE	
MARKWEST ENERGY PARTNERS L PUN	OIL & GAS PARTNE	570759100	429	9900	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	924	33800	SH		SOLE	
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1079	155900	SH		SOLE	
MARTEK BIOSCIENCES CORP COM	COM	572901106	1002	32000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	1520	344000	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	7914	35315	SH		SOLE	
MATERIAL SCIENCES CORP COM	COM	576674105	195	30500	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	1491	176200	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	864	24700	SH		SOLE	
MCAFEE INC COM	COM	579064106	122106	2636700	SH		SOLE	
MCCORMICK & CO INC COM VTG	COM	579780107	423	9200	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	5263	144550	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	289	4100	SH		SOLE	
MEAD JOHNSON	COM	582839106	18233	292900	SH		SOLE	
MEDALLION FINANCIAL CORP	COM	583928106	1610	196400	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	27276	4719066	SH		SOLE	
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	5086	600500	SH		SOLE	

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MENTOR GRAPHICS CORP COM	COM	587200106	2712	226000	SH	SOLE
MERCK & COMPANY	COM	58933Y105	7361	204250	SH	SOLE
MEREDITH CORP	COM	589433101	9254	267083	SH	SOLE
MET PRO CORP COM	COM	590876306	1330	112655	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	2756	212500	SH	SOLE
MF GLOBAL HLDGS LTD COM	COM	55277J108	376	45000	SH	SOLE
MGE ENERGY INC	COM	55277P104	460	10750	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	5435	366000	SH	SOLE
MICROSOFT CORP	COM	594918104	14346	514013	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	17650	2176268	SH	SOLE
MIDDLESEX WTR CO COM	COM	596680108	2123	115708	SH	SOLE
MILlicom Intl Cellular S A SHS	COM	L6388F110	70913	741770	SH	SOLE
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	0	12446	SH	SOLE
MODINE MFG CO	COM	607828100	41761	2694278	SH	SOLE
MOLYCORP INC DEL COM	COM	608753109	6931	138900	SH	SOLE
MONRO MUFFLER BRAKE INC	COM	610236101	2916	84300	SH	SOLE
MONSANTO CO NEW COM	COM	61166W101	12540	180067	SH	SOLE

PORTVUE-SEC13F.LNP

GAMCO ASSET MGT. INC.

RUN DATE: 01/31/11 8:11 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 12/31/10

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MONSTER WORLDWIDE INC COM	COM	611742107	1300	55000	SH		SOLE	
MOOG INC CL A	COM	615394202	4920	123610	SH		SOLE	
MOOG INC CL B	COM	615394301	1282	32200	SH		SOLE	
MORGAN STANLEY	COM	617446448	39938	1467770	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	793	87400	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	3353	43915	SH		SOLE	
MOSY INC	COM	619718109	114	20000	SH		SOLE	
MOTOROLA INC	COM	620076109	2152	237300	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	1685	104400	SH		SOLE	
MUELLER INDS INC COM	COM	624756102	360	11000	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	347	83150	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	2701	36235	SH		SOLE	
MVC CAP COM	COM	553829102	1106	75750	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	5279	83600	SH		SOLE	
MYERS INDS INC	COM	628464109	32256	3311755	SH		SOLE	
MYLAN LABS INC COM	COM	628530107	424	20085	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	6066	615500	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	2722	161526	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	204369	3114438	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	689	5300	SH		SOLE	
NAVISTAR INTL CORP 3% 10/15/20	CONVERTIBLE BOND	63934EAL2	348	260000	PRN		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	128770	2223630	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	37301	2426880	SH		SOLE	
NEOGEN CORP COM	COM	640491106	451	11000	SH		SOLE	
NEUTRAL TANDEM INC COM	COM	64128B108	348	24100	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	16962	1132300	SH		SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	207	13178	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	752	39886	SH		SOLE	
NEWMARKET CORP COM	COM	651587107	11029	89400	SH		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	21408	348490	SH		SOLE	
NEWS CORP CL A	COM	65248E104	102779	7059016	SH		SOLE	
NEXTERA ENERGY INC COM	COM	65339F101	19457	374254	SH		SOLE	
NICOR INC COM	COM	654086107	2938	58863	SH		SOLE	
NIHD 3 1/8% 06/12	CONVERTIBLE BOND	62913FAJ1	1103	1120000	PRN		SOLE	
NII HLDGS INC CL B NEW	COM	62913F201	21830	488800	SH		SOLE	
NIKE INC CL B	COM	654106103	710	8310	SH		SOLE	
NISOURCE INC	COM	65473P105	264	15000	SH		SOLE	

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NOBILITY HOMES INC COM	COM	654892108	1511	186276	SH	SOLE
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	1188	33220	SH	SOLE
NOBLE ENERGY INC COM	COM	655044105	215	2500	SH	SOLE
NORDSON CORP COM	COM	655663102	1838	20000	SH	SOLE
NORTHEAST UTILS COM	COM	664397106	25793	809077	SH	SOLE
NORTHERN TRUST CORP	COM	665859104	61934	1117745	SH	SOLE
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	1214	18742	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 01/31/11 8:11 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NORTHWESTERN CORP COM NEW	COM	668074305	12031	417300	SH		SOLE	
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	842	14290	SH		SOLE	
NOVELL INC	COM	670006105	710	120000	SH		SOLE	
NOVO-NORDISK A S ADR	COM	670100205	441	3920	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	311	15900	SH		SOLE	
NSTAR COM	COM	67019E107	34154	809525	SH		SOLE	
NU HORIZONS ELECTRS CORP COM	COM	669908105	801	114800	SH		SOLE	
NUTRI SYS INC NEW COM	COM	67069D108	1052	50000	SH		SOLE	
NUVASIVE INC COM	COM	670704105	231	9000	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	2956	98585	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	16914	172420	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	23797	323200	SH		SOLE	
OGE ENERGY CORP COM	COM	670837103	205	4500	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	11875	552600	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	2257	110000	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	22450	2685450	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	12185	219668	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	55	15000	SH		SOLE	
ORACLE SYS CORP	COM	68389X105	670	21400	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	7099	546500	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	2426	82000	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	3012	103850	SH		SOLE	
OTTER TAIL CORPORATION COM	COM	689648103	6153	273000	SH		SOLE	
OWENS & MINOR INC NEW COM	COM	690732102	3730	126725	SH		SOLE	
PACCAR INC	COM	693718108	11506	200663	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	3341	495000	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	1589	111800	SH		SOLE	
PARAMETRIC TECHNOLOGY CORP COM	COM	699173209	611	27100	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	17792	593072	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	21853	1045102	SH		SOLE	
PARKER DRILLING CO COM	COM	701081101	135	29600	SH		SOLE	
PARKER HANNIFIN CORP	COM	701094104	207	2400	SH		SOLE	
PATTERSON COMPANIES INC	COM	703395103	13128	428607	SH		SOLE	
PATTERSON-UTI ENERGY INC COM	COM	703481101	431	20000	SH		SOLE	
PEABODY ENERGY CORP COM	COM	704549104	275	4300	SH		SOLE	
PEETS COFFEE & TEA INC COM	COM	705560100	3381	81000	SH		SOLE	
PENFORD CORP COM	COM	707051108	122	20000	SH		SOLE	
PENN NATIONAL GAMING INC COM	COM	707569109	3585	102000	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	8759	320151	SH		SOLE	
PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	9203	528300	SH		SOLE	
PENTAIR INC COM	COM	709631105	410	11220	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	9468	705000	SH		SOLE	
PEPSICO INC	COM	713448108	26594	407067	SH		SOLE	
PERKINELMER INC	COM	714046109	837	32400	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
RUN DATE: 01/31/11 8:11 A.M.								

FORM 13F INFORMATION TABLE

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AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	952	25150	SH		SOLE	
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	932	27266	SH		SOLE	
PETROLEUM DEV CORP COM	COM	716578109	1118	26450	SH		SOLE	
PETROQUEST ENERGY INC COM	COM	716748108	166	22000	SH		SOLE	
PFIZER INC	COM	717081103	17518	1000483	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	305	10900	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	389	37000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	11548	823700	SH		SOLE	
PIONEER NAT RES CO COM	COM	723787107	1589	18300	SH		SOLE	
PLANTRONICS	COM	727493108	1675	45000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	5896	97100	SH		SOLE	
PNM RES INC	COM	69349H107	48217	3703300	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	737	6640	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1455	127000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	619	4000	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	155939	1120173	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	625	148778	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	23911	371693	SH		SOLE	
PROSHARES TR ULTRASHT SP500	COM	74347R883	499	21000	SH		SOLE	
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	637	17200	SH		SOLE	
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	699	16500	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	2399	143200	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1311	58000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	103	14000	SH		SOLE	
QEP RES INC COM	COM	74733V100	2614	72000	SH		SOLE	
QUAKER CHEM CORP COM	COM	747316107	208	5000	SH		SOLE	
QUALCOMM INC COM	COM	747525103	3673	74225	SH		SOLE	
QUEST SOFTWARE INC COM	COM	74834T103	258	9300	SH		SOLE	
QUESTAR CORP COM	COM	748356102	1254	72000	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	8033	555900	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	517	68000	SH		SOLE	
RAILAMERICA INC COM	COM	750753402	492	38000	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	5370	82600	SH		SOLE	
READING INTL INC CL A	COM	755408101	61	12000	SH		SOLE	
REGIS CORP MINN COM	COM	758932107	936	56370	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	43507	1457024	SH		SOLE	
REVLON INC CL A	COM	761525609	216	22000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	1361	18990	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	10448	292000	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	6856	627804	SH		SOLE	
ROCK OF AGES CORP DEL COM	COM	772632105	308	58900	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	50742	707599	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	770	13220	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	4303	110000	SH		SOLE	

GAMCO ASSET MGT. INC.

RUN DATE: 01/31/11 8:11 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
ROGERS COMMUNICATIONS CL B	COM	775109200	25141	725977	SH		SOLE	
ROLLINS INC	COM	775711104	77354	3916647	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	250	260000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	5109	66850	SH		SOLE	
ROWAN COS INC	COM	779382100	29977	858700	SH		SOLE	

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ROYAL DUTCH SHELL PLC ADR-A(RD COM	780259206	1331	19926	SH	SOLE
RPC INC. COMMON COM	749660106	131279	7244956	SH	SOLE
RTI BIOLOGICS INC COM COM	74975N105	225	84400	SH	SOLE
RUSH ENTERPRISES INC CL B COM	781846308	9849	545021	SH	SOLE
SAFEGUARD SCIENTIFICS INC COM COM	786449207	215	12580	SH	SOLE
SAFEWAY INC COM NEW COM	786514208	3490	155200	SH	SOLE
SALEM COMMUNICATIONS CORP DECL COM	794093104	3659	1154237	SH	SOLE
SALLY BEAUTY HLDGS INC COM COM	79546E104	21896	1506920	SH	SOLE
SANDISK CORP COM COM	80004C101	299	6000	SH	SOLE
SARA LEE CORP COM COM	803111103	52312	2987548	SH	SOLE
SCANA CORP NEW COM COM	80589M102	625	15400	SH	SOLE
SCHEIN HENRY INC COM COM	806407102	17711	288501	SH	SOLE
SCHIFF NUTRITION INTL INC COM COM	806693107	18763	2066455	SH	SOLE
SCHLUMBERGER COM	806857108	2424	29029	SH	SOLE
SCHULMAN A INC COM COM	808194104	754	32950	SH	SOLE
SCHWAB CHARLES CORP NEW COM	808513105	3050	178255	SH	SOLE
SCHWEITZER-MAUDUIT INTL INC CO COM	808541106	2391	38000	SH	SOLE
SCRIPPS E W CO OHIO CL A COM	811054402	6892	678967	SH	SOLE
SCRIPPS NETWORKS INTERAC COM	811065101	74360	1436907	SH	SOLE
SEARCHMEDIA HLDGS LTD WTS WARRANT AND RIGH	G8005Y114	31	125000	SH	SOLE
SEARCHMEDIA HOLDINGS LTD COM	G8005Y106	442	142000	SH	SOLE
SECTOR SPDR TR SHS BEN INT-FIN MUTUAL FUNDS	81369Y605	670	42000	SH	SOLE
SENSIENT TECHNOLOGIES CORP COM	81725T100	65843	1792609	SH	SOLE
SIEMENS AG SPONSORED ADR COM	826197501	1708	13745	SH	SOLE
SINCLAIR BROADCAST GROUP INCCL COM	829226109	5424	663067	SH	SOLE
SIRIUS XM RADIO INC COM COM	82967N108	1110	680800	SH	SOLE
SJW CORP COM COM	784305104	10451	394841	SH	SOLE
SKYLINE CORP COM	830830105	16464	631300	SH	SOLE
SL INDS INC COM COM	784413106	12413	709723	SH	SOLE
SLM CORP COM COM	78442P106	9830	780800	SH	SOLE
SMART BALANCE INC COM COM	83169Y108	1061	245000	SH	SOLE
SMITH A O CORP COM COM	831865209	1013	26600	SH	SOLE
SMUCKER J M CO COM NEW COM	832696405	878	13380	SH	SOLE
SNYDERS LANCE INC COM COM	833551104	792	33800	SH	SOLE
SONESTA INTL HOTELS CORP CL A COM	835438409	11865	539463	SH	SOLE
SONOCO PRODS CO COM COM	835495102	4882	145000	SH	SOLE
SORL AUTO PTS INC COM COM	78461U101	521	61096	SH	SOLE
SOUTH JERSEY INDS INC COM COM	838518108	317	6000	SH	SOLE
SOUTHERN UN CO NEW COM COM	844030106	3493	145100	SH	SOLE
PORTVUE-SEC13F.LNP					
					GAMCO ASSET MGT. INC.
RUN DATE: 01/31/11 8:11 A.M.					

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
SOUTHWEST GAS CORP	COM	844895102	60630	1653406	SH		SOLE	
SOUTHWESTERN ENERGY CO COM	COM	845467109	2377	63500	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	1766	290000	SH		SOLE	
SPDR GOLD TRUST GOLD SHS	COM	78463V107	943	6800	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	6580	263309	SH		SOLE	
SPEEDWAY MOTORSPORTS INC COM	COM	847788106	306	20000	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	54731	12938839	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	2867	67070	SH		SOLE	
ST. JOE COMPANY	COM	790148100	544	24900	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1113	84000	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	23677	1728250	SH		SOLE	
STANDEX INTL CORP	COM	854231107	4143	138500	SH		SOLE	
STAPLES INC	COM	855030102	228	10000	SH		SOLE	
STARBUCKS CORP COM	COM	855244109	916	28500	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	1795	153700	SH		SOLE	

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STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	2857	47000	SH	SOLE
STATE STREET CORP	COM	857477103	43034	928660	SH	SOLE
STATOIL ASA SPONSORED ADR	COM	85771P102	487	20500	SH	SOLE
STERLING BANCORP COM	COM	859158107	8077	771395	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	1840	275000	SH	SOLE
STONERIDGE INC	COM	86183P102	5803	367500	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	7416	222249	SH	SOLE
STRYKER CORP	COM	863667101	763	14205	SH	SOLE
STUDENT LN CORP COM	COM	863902102	7315	225500	SH	SOLE
SUBURBAN PROPANE PARTNERS LPUT	OIL & GAS PARTNE	864482104	353	6300	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	12486	588400	SH	SOLE
SURMODICS INC COM	COM	868873100	670	56450	SH	SOLE
SWS GROUP INC	COM	78503N107	4213	834250	SH	SOLE
SYCAMORE NETWORKS INC COM NEW	COM	871206405	2572	124900	SH	SOLE
SYNAPTICS INC COM	COM	87157D109	259	8800	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	306	30000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	732	12450	SH	SOLE
SYNIVERSE HLDGS INC COM	COM	87163F106	1404	45500	SH	SOLE
SYSCO CORPORATION	COM	871829107	2648	90079	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	8814	136569	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	17121	1395895	SH	SOLE
TALBOTS INC WARRANTS	WARRANT AND RIGH	874161110	426	325000	SH	SOLE
TALECRIS BIOTHERAPEUTICS	COM	874227101	909	39000	SH	SOLE
TALISMAN ENERGY INC COM	COM	87425E103	894	40300	SH	SOLE
TARGET CORP COM	COM	87612E106	571	9500	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	3650	508400	SH	SOLE
TECO ENERGY INC COM	COM	872375100	2267	127356	SH	SOLE
TELECOMMUNICATION SYS INC CL A	COM	87929J103	85	18300	SH	SOLE
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	1095	48000	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 01/31/11 8:11 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TELEPHONE & DATA SYS INC SPL C	COM	879433860	55985	1776158	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	118668	3246743	SH		SOLE	
TENARIS S A SPONSORED ADR	COM	88031M109	1176	24000	SH		SOLE	
TENNANT CO	COM	880345103	18936	492990	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	41039	997060	SH		SOLE	
TEREX CORP NEW COM	COM	880779103	4284	138000	SH		SOLE	
TERRITORIAL BANCORP INC COM	COM	88145X108	273	13700	SH		SOLE	
TEXAS INDS INC COM	COM	882491103	10597	231470	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	28979	891665	SH		SOLE	
TEXTRON INC	COM	883203101	24061	1017800	SH		SOLE	
THE SCOTTS MIRACLE GRO CO	COM	810186106	4874	96000	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	10297	186000	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	130591	2703743	SH		SOLE	
THOMSON CORP COM	COM	884903105	671	18000	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	204	34140	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	1431	22980	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	15338	232288	SH		SOLE	
TIME WARNER INC COM	COM	887317303	115514	3590725	SH		SOLE	
TIVO INC	COM	888706108	6887	798080	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	36558	1261918	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	17699	365000	SH		SOLE	
TRANS LUX CORP	COM	893247106	18	114500	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	1071	113700	SH		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	8095	116463	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	673	12087	SH		SOLE	

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TREDEGAR INDS INC	COM	894650100	48936	2525077	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	1032	580000	SH	SOLE
TUPPERWARE CORP COM	COM	899896104	2322	48700	SH	SOLE
TWIN DISC INC COM	COM	901476101	1302	43596	SH	SOLE
TYCO ELECTRONICS LTD	COM	H8912P106	8677	245104	SH	SOLE
TYCO INTERNATIONAL LTD SHS	COM	H89128104	41378	998503	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	7079	340970	SH	SOLE
U S BANCORP	COM	902973304	841	31165	SH	SOLE
ULTRA PETROLEUM CORP COM	COM	903914109	2461	51509	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	837	115000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	6921	193100	SH	SOLE
UNITED GUARDIAN INC COM	COM	910571108	2597	185500	SH	SOLE
UNITED NAT FOODS INC COM	COM	911163103	3301	90000	SH	SOLE
UNITED RENTALS INC COM	COM	911363109	1820	80000	SH	SOLE
UNITED STATES CELLULAR CORP	COM	911684108	155490	3113528	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	5048	64129	SH	SOLE
UNITEDHEALTH GROUP INC COM	COM	91324P102	15206	421100	SH	SOLE
UNIVERSAL DISPLAY CORP COM	COM	91347P105	766	25000	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	6619	300568	SH	SOLE
PORTVUE-SEC13F.LNP						
						GAMCO ASSET MGT. INC.
RUN DATE: 01/31/11	8:11 A.M.					

FORM 13F INFORMATION TABLE AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VALLEY NATL BANCORP COM	COM	919794107	526	36750	SH		SOLE	
VALMONT INDS INC	COM	920253101	896	10100	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	4674	291600	SH		SOLE	
VANGUARD SCOTTSDALE FDS SHRT-T	ETF - EQUITY	92206C409	254	3280	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	806	11640	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	4743	404696	SH		SOLE	
VERIGY LTD SHS	COM	Y93691106	130	10000	SH		SOLE	
VERISIGN INC COM	COM	92343E102	264	8091	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	22385	625637	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	174925	3814337	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	15247	384929	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	4402	133387	SH		SOLE	
VIMPELCOM LTD-SPON ADR-W/I	COM	92719A106	6400	425500	SH		SOLE	
VISA INC-CLASS A SHRS	COM	92826C839	3601	51160	SH		SOLE	
VODAFONE GROUP PLC-ADR	COM	92857W209	2322	87808	SH		SOLE	
W D 40 COMPANY	COM	929236107	1893	47000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	24227	686500	SH		SOLE	
WAL MART STORES INC	COM	931142103	10504	194775	SH		SOLE	
WALGREEN COMPANY	COM	931422109	16537	424465	SH		SOLE	
WALTER INDS INC COM	COM	93317Q105	243	1900	SH		SOLE	
WASTE CONNECTIONS INC COM	COM	941053100	619	22500	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	47279	1282307	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	2066	40000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	86145	2354344	SH		SOLE	
WCA WASTE CORP COM	COM	92926K103	483	100000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	42939	1883290	SH		SOLE	
WEIS MKTS INC	COM	948849104	3234	80200	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	42581	1374008	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	549	118910	SH		SOLE	
WESCO FINL CORP COM	COM	950817106	864	2346	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	48742	1937274	SH		SOLE	
WESTWOOD HLDGS GROUP INC COM	COM	961765104	37514	938800	SH		SOLE	
WHX CORP	COM	929248607	6761	519253	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	1953	449900	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	3297	100000	SH		SOLE	

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WINN DIXIE STORES INC COM NEW	COM	974280307	4491	625520	SH	SOLE
WINNEBAGO INDS INC COM	COM	974637100	638	42000	SH	SOLE
WOLVERINE WORLD WIDE INC COM	COM	978097103	4266	133799	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	10689	284580	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	559	39260	SH	SOLE
WRIGHT MED GROUP INC COM	COM	98235T107	590	38000	SH	SOLE
WUXI PHARMATECH CAYMAN INC SPO	COM	929352102	10034	621700	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	279	9320	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	11428	110050	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 01/31/11 8:11 A.M.						

FORM 13F INFORMATION TABLE AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
YAHOO INC.	COM	984332106	8341	501565	SH		SOLE	
YORK WTR CO COM	COM	987184108	911	52700	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	7115	222260	SH		SOLE	
YUM BRANDS INC COM	COM	988498101	765	15600	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	15451	406700	SH		SOLE	
ZEP INC	COM	98944B108	52706	2651193	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	22923	427025	SH		SOLE	
ZOLL MED CORP COM	COM	989922109	298	8000	SH		SOLE	
ZORAN CORP COM	COM	98975F101	1329	151000	SH		SOLE	
ZYGO CORP COM	COM	989855101	4447	363000	SH		SOLE	

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RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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	659	245000	SH		SOLE	
3M CO.	COM	88579Y101	432	5000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	1530	96010	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	52796	1797000	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	234	24500	SH		SOLE	
AAR CORP COM	COM	000361105	687	25000	SH		SOLE	
AARON'S INC	COM	002535300	8180	401200	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	14256	635000	SH		SOLE	
ABBOTT LABS	COM	002824100	11978	250000	SH		SOLE	
ABOVENET INC COM	COM	00374N107	6472	110700	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	703	82500	SH		SOLE	
ACORDA THERAPEUTICS INC COM	COM	00484M106	273	10000	SH		SOLE	
ACTIVE PWR INC COM	COM	00504W100	221	90000	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	2836	228000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	2710	47000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	69	14750	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	3324	108000	SH		SOLE	
AES CORP COM	COM	00130H105	14555	1195000	SH		SOLE	
AES TR III TR P CV SC 6.75	CONVERTIBLE PREF	00808N202	294	6000	SH		SOLE	
AETNA INC (B:AET) COM	COM	00817Y108	1373	45000	SH		SOLE	
AFLAC INC COM	COM	001055102	12020	213000	SH		SOLE	
AGL RES INC COM	COM	001204106	1524	42500	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	103356	1347531	SH		SOLE	
AGRIUM INC COM	COM	008916108	459	5000	SH		SOLE	
AIR PRODS & CHEMS INC COM	COM	009158106	6003	66000	SH		SOLE	
AIR TRANSPORT SERVICES GRP ICO	COM	00922R105	87	11000	SH		SOLE	
AIRGAS INC COM	COM	009363102	8276	132500	SH		SOLE	
AIRTRAN HLDGS INC COM	COM	00949P108	111	15000	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	1059	22500	SH		SOLE	
ALBANY INTL CORP NEW CL A	COM	012348108	1161	49000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	7084	127000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	86332	2330770	SH		SOLE	
ALCOA 5.250% 03/15/14	CONVERTIBLE BOND	013817AT8	493	200000	PRN		SOLE	
ALCOA INC COM	COM	013817101	19468	1265000	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	23938	146500	SH		SOLE	
ALERE INC	COM	01449J105	2342	64000	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	977	50000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	9975	32558	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	33330	1375000	SH		SOLE	
ALLERGAN INC	COM	018490102	13151	191514	SH		SOLE	
ALLETE INC COM NEW	COM	018522300	13786	370000	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	11215	480700	SH		SOLE	
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	1637	34000	SH		SOLE	
PORTVUE-SEC13F.LNP								

GABELLI FUNDS, LLC

RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ALLIANT ENERGY CORP COM	COM	018802108	5699	155000	SH		SOLE	
ALLIED DEFENSE GROUP INC COM	COM	019118108	261	78000	SH		SOLE	
ALLIED NEVADA GOLD CORP COM	COM	019344100	2105	80000	SH		SOLE	

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ALLIS CHALMERS ENERGY INC COM	COM	019645506	284	40000	SH	SOLE
ALTRIA GROUP INC COM	COM	02209S103	2339	95000	SH	SOLE
AMAZON.COM INC	COM	023135106	1098	6100	SH	SOLE
AMEDISYS INC COM	COM	023436108	335	10000	SH	SOLE
AMEREN CORP COM	COM	023608102	10910	387000	SH	SOLE
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	20505	357600	SH	SOLE
AMERICAN ELECTRIC POWER	COM	025537101	26805	745000	SH	SOLE
AMERICAN EXPRESS CO	COM	025816109	101506	2365000	SH	SOLE
AMERICAN MED SYS HLDGS INC COM	COM	02744M108	566	30000	SH	SOLE
AMERICAN STS WTR CO COM	COM	029899101	965	28000	SH	SOLE
AMERICAN TOWER SYSTEMS CL A	COM	029912201	594	11500	SH	SOLE
AMERICAN WATER WORKS CO INC	COM	030420103	14668	580000	SH	SOLE
AMERIPRISE FINL INC COM	COM	03076C106	806	14000	SH	SOLE
AMERISOURCEBERGEN CORP COM	COM	03073E105	1092	32000	SH	SOLE
AMETEK INC NEW COM	COM	031100100	68177	1737000	SH	SOLE
AMGEN INC	COM	031162100	4502	82000	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	11725	418000	SH	SOLE
AMPHENOL CORP NEW CL A	COM	032095101	707	13400	SH	SOLE
AMR CORP	COM	001765106	6762	868000	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	36625	480900	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	3151	205000	SH	SOLE
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	57968	1177500	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	934	324700	SH	SOLE
ANIXTER INTL INC COM	COM	035290105	657	11000	SH	SOLE
AOL INC COM	COM	00184X105	5490	231567	SH	SOLE
APACHE CORP	COM	037411105	36604	307000	SH	SOLE
APPLE INC	COM	037833100	30901	95800	SH	SOLE
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	29062	767000	SH	SOLE
AQUA AMERICA INC	COM	03836W103	6935	308499	SH	SOLE
ARBITRON INC COM	COM	03875Q108	3946	95033	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	1328	35000	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	30561	1016000	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	4334	115729	SH	SOLE
ART TECHNOLOGY GROUP INC COM	COM	04289L107	25117	4200200	SH	SOLE
ARTESIAN RES CORP COM CL A	COM	043113208	469	24750	SH	SOLE
ARTHROCARE CORP COM	COM	043136100	7144	230000	SH	SOLE
ARTIO GLOBAL INVESTORS INC	COM	04315B107	9868	669000	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	2339	60358	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	14699	289000	SH	SOLE
ASTEC INDS INC COM	COM	046224101	1134	35000	SH	SOLE
ASTRONICS CORP COM	COM	046433108	210	10000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ATLANTIC TELE NETWORK INC COM	COM	049079205	2970	77400	SH		SOLE	
ATLAS AMERICA INC COM	COM	049298102	39270	893100	SH		SOLE	
ATMOS ENERGY CORP COM	COM	049560105	5460	175000	SH		SOLE	
AUTOMATIC DATA PROCESSING	COM	053015103	1388	30000	SH		SOLE	
AUTONATION INC	COM	05329W102	18302	649000	SH		SOLE	
AUTOZONE INC	COM	053332102	5724	21000	SH		SOLE	
AVISTA CORP COM	COM	05379B107	6565	291500	SH		SOLE	
AVON PRODUCTS INC	COM	054303102	18686	643000	SH		SOLE	
AZZ INC COM	COM	002474104	200	5000	SH		SOLE	
BADGER METER INC COM	COM	056525108	2211	50000	SH		SOLE	
BAKER HUGHES INC	COM	057224107	16369	286325	SH		SOLE	
BALDOR ELEC CO COM	COM	057741100	109753	1741000	SH		SOLE	
BALDWIN TECHNOLOGY INC CL A	COM	058264102	815	613000	SH		SOLE	

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BANCO SANTANDER CENT HISP ADR(	COM	05964H105	2481	233000	SH	SOLE
BANK OF AMERICA	COM	060505104	14085	1055876	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	64311	2129500	SH	SOLE
BARNES GROUP INC COM	COM	067806109	248	12000	SH	SOLE
BARNES & NOBLES	COM	067774109	594	42000	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	112231	2110403	SH	SOLE
BASSETT FURNITURE INDS	COM	070203104	50	12000	SH	SOLE
BAXTER INTL INC COM	COM	071813109	15009	296500	SH	SOLE
BCE INC	COM	05534B760	54431	1535000	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	899	150000	SH	SOLE
BECKMAN COULTER INC COM	COM	075811109	19526	259550	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	14681	173700	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	2359	48000	SH	SOLE
BEL FUSE INC CL A	COM	077347201	8747	343000	SH	SOLE
BELDEN CDT INC	COM	077454106	1289	35000	SH	SOLE
BELO CORP	COM	080555105	1218	172000	SH	SOLE
BERKSHIRE HATHAWAY INC-CL A	COM	084670108	41073	341	SH	SOLE
BEST BUY INC COM	COM	086516101	2092	61000	SH	SOLE
BHP BILLITON LTD SPONSORED ADR	COM	088606108	11615	125000	SH	SOLE
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	1756	115000	SH	SOLE
BIG LOTS INC COM	COM	089302103	213	7000	SH	SOLE
BIGLARI HOLDINGS INC	COM	08986R101	9025	22000	SH	SOLE
BIO RAD LABS INC CL A	COM	090572207	675	6500	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	7369	109900	SH	SOLE
BIOLASE TECHNOLOGY INC COM	COM	090911108	88	50000	SH	SOLE
BJS WHSL CLUB INC COM	COM	05548J106	862	18000	SH	SOLE
BLACK HILLS CORP COM	COM	092113109	32760	1092000	SH	SOLE
BLACKROCK INC CL A	COM	09247X101	8100	42500	SH	SOLE
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	2080	147000	SH	SOLE
BMP SUNSTONE CORP COM	COM	05569C105	3919	395500	SH	SOLE
BOEING CO	COM	097023105	41766	640000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
BON-TON STORES INC COM	COM	09776J101	4051	320000	SH		SOLE	
BORG WARNER INC	COM	099724106	35095	485000	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	4469	47000	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	10220	1350000	SH		SOLE	
BOYD GAMING CORP	COM	103304101	3487	329000	SH		SOLE	
BP PLC SPONS ADR	COM	055622104	36613	828900	SH		SOLE	
BRASIL TELECOM SA SPONS ADR PF	COM	10553M101	2029	92514	SH		SOLE	
BRASIL TELECOM SA-ADR	COM	10553M200	367	40791	SH		SOLE	
BRINKS CO COM	COM	109696104	9637	358527	SH		SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	29075	1097987	SH		SOLE	
BROADRIDGE FINL SOLUTIONS INCO	COM	11133T103	307	14000	SH		SOLE	
BROOKFIELD ASSET MANAGEMENT I	COM	112585104	1364	41075	SH		SOLE	
BROWN FORMAN CORP CL B	COM	115637209	7989	114750	SH		SOLE	
BROWN-FORMAN CORP CLASS A	COM	115637100	35167	506600	SH		SOLE	
BRUKER BIOSCIENCES CORP	COM	116794108	332	20000	SH		SOLE	
BRUNSWICK CORP	COM	117043109	562	30000	SH		SOLE	
BRUSH ENGINEERED MATLS INC COM	COM	117421107	11553	299000	SH		SOLE	
BT GROUP PLC SPON ADR	COM	05577E101	2069	72500	SH		SOLE	
BUCYRUS INTL INC NEW CL A	COM	118759109	70286	786200	SH		SOLE	
BUNGE LIMITED COM	COM	G16962105	262	4000	SH		SOLE	
CABLEVISION SYS NY GROUP A	COM	12686C109	220315	6510500	SH		SOLE	
CADIZ INC	COM	127537207	187	15000	SH		SOLE	
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	420	30000	SH		SOLE	

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CALIFORNIA WTR SVC GROUP COM	COM	130788102	921	24700	SH	SOLE
CALLON PETE CO DEL COM	COM	13123X102	651	110000	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	172	50000	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	6544	129000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	15464	445000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	1371	118000	SH	SOLE
CAPSTONE TURBINE CORP COM	COM	14067D102	139	145000	SH	SOLE
CAREER EDUCATION CORP	COM	141665109	1244	60000	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	772	100000	SH	SOLE
CARPENTER TECHNOLOGY CORP COM	COM	144285103	402	10000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	25843	607917	SH	SOLE
CATERPILLAR INC	COM	149123101	17421	186000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	5183	111000	SH	SOLE
CBS CORP CLASS A	COM	124857103	34749	1826000	SH	SOLE
CELGENE CORP	COM	151020104	2132	36046	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	8410	201000	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	5290	242000	SH	SOLE
CENTURYLINK, INC.	COM	156700106	2909	63000	SH	SOLE
CEPHALON INC COM	COM	156708109	1420	23000	SH	SOLE
CEPHEID COM	COM	15670R107	5278	232000	SH	SOLE
CF INDS HLDGS INC COM	COM	125269100	405	3000	SH	SOLE
PORTVUE-SEC13F.LNP						
						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
CH ENERGY GROUP, INC.	COM	12541M102	35821	732694	SH		SOLE	
CHECK POINT SOFTWARE TECH	COM	M22465104	463	10000	SH		SOLE	
CHEESECAKE FACTORY INC	COM	163072101	6592	215000	SH		SOLE	
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	506	500000	PRN		SOLE	
CHEMED CORPORATION	COM	16359R103	15071	237300	SH		SOLE	
CHESAPEAKE ENERGY CORP 2.250%	CONVERTIBLE BOND	165167CB1	1169	1500000	PRN		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	9133	352500	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	4424	106550	SH		SOLE	
CHEVRON CORP	COM	166764100	76486	838200	SH		SOLE	
CHILDRENS PLACE RETL STRS I CO	COM	168905107	248	5000	SH		SOLE	
CHINA AUTOMOTIVE SYS INC COM	COM	16936R105	1008	74022	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS	COM	16949D101	222	30000	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS WAR	WARRANT AND RIGH	G2112E145	8	27000	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	5309	107000	SH		SOLE	
CHINA TELECOM CORP LTD SPONS A	COM	169426103	261	5000	SH		SOLE	
CHINA UNICOM ADR	COM	16945R104	1513	106200	SH		SOLE	
CHINA YUCHAI INTL LTD ORD	COM	G21082105	1204	38000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	18434	267085	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	6287	144865	SH		SOLE	
CIGNA CORP	COM	125509109	733	20000	SH		SOLE	
CINCINNATI BELL	COM	171871106	21482	7672100	SH		SOLE	
CINCINNATI BELL PFD CVT 6.75%	CONVERTIBLE PREF	171871403	6156	151000	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	37502	887000	SH		SOLE	
CISCO SYS INC	COM	17275R102	5422	268000	SH		SOLE	
CITIGROUP INC.	COM	172967101	16497	3487700	SH		SOLE	
CLARCOR INC	COM	179895107	32168	750000	SH		SOLE	
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	27397	1951320	SH		SOLE	
CLEARWIRE CORP-CLASS A	COM	18538Q105	352	68350	SH		SOLE	
CLECO CORP NEW COM	COM	12561W105	1923	62500	SH		SOLE	
CLOROX CO	COM	189054109	3101	49000	SH		SOLE	
CME GROUP INC COM	COM	12572Q105	6435	20000	SH		SOLE	
CMS ENERGY CORP COM	COM	125896100	5013	269500	SH		SOLE	
CNA SURETY CORP COM	COM	12612L108	18812	794410	SH		SOLE	

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CNH GLOBAL NV COM	COM	N20935206	55593	1164500	SH	SOLE
COACH INC	COM	189754104	1687	30500	SH	SOLE
COCA COLA CO	COM	191216100	110000	1672500	SH	SOLE
COCA-COLA ENTERPRISES, INC.	COM	19122T109	2878	115000	SH	SOLE
COCA-COLA FEMSA S A DE C V ADR	COM	191241108	1236	15000	SH	SOLE
COCA-COLA HELLENIC BOTTLING SP	COM	1912EP104	427	16500	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	2663	102046	SH	SOLE
COINSTAR INC COM	COM	19259P300	226	4000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	3297	1040000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	6751	84000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	9822	472000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC

RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	MA
COMCAST CORP NEW COM CL A	COM	20030N101	6261	285000	SH		SOLE	
COMMSCOPE INC COM	COM	203372107	12413	397605	SH		SOLE	
COMMUNICATIONS SYS	COM	203900105	2252	160300	SH		SOLE	
COMPANIA DE MINAS BUENAVENTURA	FOREIGN COMMON S	204448104	24637	503200	SH		SOLE	
COMPELLENT TECHNOLOGIES INC CO	COM	20452A108	8111	294000	SH		SOLE	
COMPUCREDIT CVT 3.625% 05/30/2	CONVERTIBLE BOND	20478NAB6	163	200000	PRN		SOLE	
COMVERGE INC COM	COM	205859101	225	32500	SH		SOLE	
CONAGRA INC	COM	205887102	4290	190000	SH		SOLE	
CONMED CORP COM	COM	207410101	2590	98000	SH		SOLE	
CONNECTICUT WTR SVC INC COM	COM	207797101	1366	49000	SH		SOLE	
CONOCOPHILLIPS COM	COM	20825C104	102017	1498050	SH		SOLE	
CONSOL ENERGY INC COM	COM	20854P109	60584	1243000	SH		SOLE	
CONSOLIDATED EDISON INC COM	COM	209115104	25231	509000	SH		SOLE	
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	115	12500	SH		SOLE	
CONSTELLATION BRANDS COM	COM	21036P108	18052	815000	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	44873	1465000	SH		SOLE	
CONTINUACARE CORP COM	COM	212172100	1732	370000	SH		SOLE	
COOPER CAMERON 2.500% 06/15/26	CONVERTIBLE BOND	13342BAB1	291	200000	PRN		SOLE	
COOPER COS INC COM NEW	COM	216648402	4226	75000	SH		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	50887	873000	SH		SOLE	
COPART INC COM	COM	217204106	5767	154400	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	1901	330000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	2772	532000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	27738	603000	SH		SOLE	
CORNING INC	COM	219350105	32303	1672000	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	30350	420300	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	2699	157000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	27944	612000	SH		SOLE	
CRANE CO	COM	224399105	55408	1349100	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	10448	313000	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	1030	393000	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	19262	614800	SH		SOLE	
CTS CORP	COM	126501105	8502	768708	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	7866	71500	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	49269	1484000	SH		SOLE	
CUTERA INC COM	COM	232109108	3341	403000	SH		SOLE	
CVS CAREMARK CORP	COM	126650100	37691	1084000	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	123	12000	SH		SOLE	
CYPRESS BIOSCIENCES INC COM PA	COM	232674507	1225	188976	SH		SOLE	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	1914	103000	SH		SOLE	
CYTEC INDS INC COM	COM	232820100	584	11000	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	25488	1481015	SH		SOLE	
DANAHER CORP 0.0% 1/22/2021	CONVERTIBLE BOND	235851AF9	275	200000	PRN		SOLE	

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DANAHER CORP SHS BEN INT COM 235851102 1698 36000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
 AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
DEAN FOODS (B:DF)	COM	242370104	6957	787000	SH		SOLE	
DEERE & CO.	COM	244199105	136576	1644500	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	10462	556500	SH		SOLE	
DELTA NAT GAS INC COM	COM	247748106	2880	91800	SH		SOLE	
DENBURY RES INC COM NEW	COM	247916208	9392	492000	SH		SOLE	
DENNYS CORP COM	COM	24869P104	1557	435000	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	376	11000	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	37827	726750	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	47763	608372	SH		SOLE	
DEXCOM INC COM	COM	252131107	1310	96000	SH		SOLE	
DG FASTCHANNEL INC COM	COM	23326R109	1040	36000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	60653	816000	SH		SOLE	
DIAMOND FOODS INC COM	COM	252603105	479	9000	SH		SOLE	
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	6754	101000	SH		SOLE	
DIEBOLD INC COM	COM	253651103	39454	1231000	SH		SOLE	
DIONEX CORP COM	COM	254546104	53765	455600	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	112882	2827001	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	11952	645000	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	26584	637500	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	24729	674000	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	36528	1858000	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	375	10000	SH		SOLE	
DOLE FOOD CO INC NEW COM	COM	256603101	1081	80000	SH		SOLE	
DOLLAR THRIFTY AUTOMOTIVE GRCO	COM	256743105	3062	64800	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	19053	446000	SH		SOLE	
DOMTAR CORPORATION	COM	257559203	304	4000	SH		SOLE	
DONALDSON INC	COM	257651109	39106	671000	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	609	179000	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1094	614874	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	8330	244000	SH		SOLE	
DPL INC COM	COM	233293109	24281	944400	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	37297	1060780	SH		SOLE	
DREAMWORKS ANIMATION SKG-A	COM	26153C103	1606	54500	SH		SOLE	
DREW INDS INC COM NEW	COM	26168L205	341	15000	SH		SOLE	
DTE ENERGY CO COM	COM	233331107	1813	40000	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	17059	342000	SH		SOLE	
DUCOMMUN INC DEL COM	COM	264147109	327	15000	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	674	40000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	19199	1078000	SH		SOLE	
DUN & BRADSTREET CORP	COM	26483E100	1396	17000	SH		SOLE	
DYNAMEX INC COM	COM	26784F103	413	16700	SH		SOLE	
DYNEGY INC	COM	26817G300	2405	428000	SH		SOLE	
E M C CORP MASS COM	COM	268648102	9481	414000	SH		SOLE	
EASTERN CO COM	COM	276317104	179	10000	SH		SOLE	

PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
 AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
EASTMAN KODAK	COM	277461109	13722	2560000	SH		SOLE	

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EASTMAN KODAX 7.000% 04/01/17	CORPORATE BONDS	277461BJ7	530	500000	PRN	SOLE
EATON CORP	COM	278058102	15430	152000	SH	SOLE
EBAY INC	COM	278642103	2143	77000	SH	SOLE
ECHOSTAR CORP-A	COM	278768106	14479	579845	SH	SOLE
ECOLAB INC	COM	278865100	9580	190000	SH	SOLE
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1229	523150	SH	SOLE
EDISON INTL COM	COM	281020107	25322	656000	SH	SOLE
EL PASO CORPORATION	COM	28336L109	49949	3630000	SH	SOLE
EL PASO ELEC CO COM NEW	COM	283677854	48987	1779400	SH	SOLE
EL PASO ENERGY CAP TR I PFD CO	CONVERTIBLE PREF	283678209	5026	129300	SH	SOLE
ELECTRONIC ARTS COM	COM	285512109	1646	100500	SH	SOLE
EMBRAER SA SP ADR	COM	29082A107	735	25000	SH	SOLE
EMERSON ELEC CO	COM	291011104	9719	170000	SH	SOLE
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PREF	291525202	205	14000	SH	SOLE
EMPIRE DIST ELEC CO COM	COM	291641108	7526	339000	SH	SOLE
EMULEX CORP COM NEW	COM	292475209	1842	158000	SH	SOLE
ENER1 INC COM NEW	COM	29267A203	76	20000	SH	SOLE
ENERGEN CORP COM	COM	29265N108	1110	23000	SH	SOLE
ENERGIZER HLDGS INC COM	COM	29266R108	37325	512000	SH	SOLE
ENERGY RECOVERY INC	COM	29270J100	110	30000	SH	SOLE
ENERSIS S A	COM	29274F104	673	29000	SH	SOLE
ENI S P A ADR SPONSORED	COM	26874R108	6167	141000	SH	SOLE
ENTEGRIS INC COM	COM	29362U104	1658	222000	SH	SOLE
ENTERGY CORP NEW COM	COM	29364G103	531	7500	SH	SOLE
EOG RESOURCES INC	COM	26875P101	24827	271600	SH	SOLE
EPOCH HOLDING CORP	COM	29428R103	3805	245000	SH	SOLE
EQUINIX INC COM NEW	COM	29444U502	3527	43400	SH	SOLE
ESTEE LAUDER CO. INC.	COM	518439104	202	2500	SH	SOLE
EURAND N V SHS	COM	N31010106	302	25500	SH	SOLE
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	290	38225	SH	SOLE
EXACTECH INC COM	COM	30064E109	4632	246124	SH	SOLE
EXELON CORP	COM	30161N101	21861	525000	SH	SOLE
EXPRESS SCRIPTS INC COM	COM	302182100	757	14000	SH	SOLE
EXXON MOBIL CORP	COM	30231G102	69843	955180	SH	SOLE
FALCONSTOR SOFTWARE INC COM	COM	306137100	369	110000	SH	SOLE
FARMER BROS CO	COM	307675108	1727	97000	SH	SOLE
FEDERAL MOGUL CORP CL A	COM	313549404	9123	441800	SH	SOLE
FEDERAL SIGNAL CORP COM	COM	313855108	1887	275000	SH	SOLE
FEDERATED INVESTORS INC-CL B	COM	314211103	2673	102147	SH	SOLE
FEIHE INTERNATIONAL INC COM	COM	31429Y103	3724	350000	SH	SOLE
FERRO CORP	COM	315405100	59102	4037000	SH	SOLE
FIDELITY NATL INFORMATION SVCO	COM	31620M106	12983	474000	SH	SOLE
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	1341	98000	SH	SOLE
PORTVUE-SEC13F.LNP						
					GABELLI FUNDS, LLC	
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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FIDELITY SOUTHERN CORP	COM	316394105	251	35891	SH		SOLE	
FIRST MERCURY FINANCIAL CORP CO	COM	320841109	200	12200	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	7034	190000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	10311	473000	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	17895	665000	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	80664	676600	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	2660	190000	SH		SOLE	
FMC CORP COM NEW	COM	302491303	1251	15660	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	22759	407000	SH		SOLE	
FORD CAP TRUST 6.5% 01/15/32	CONVERTIBLE PREF	345395206	11191	215500	SH		SOLE	
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	24816	1478000	SH		SOLE	

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FORTRESS INVESTMENT GROUP CL A COM		34958B106	211	37000	SH	SOLE
FORTUNE BRANDS INC COM		349631101	33246	551800	SH	SOLE
FOSTER WHEELER AGR COM		H27178104	621	18000	SH	SOLE
FRANCE TELECOM SPONSORED ADR COM		35177Q105	2972	141000	SH	SOLE
FRANKLIN ELEC INC COM		353514102	7648	196500	SH	SOLE
FREEPORT MCMORAN COPPER&GOLD C COM		35671D857	101792	847631	SH	SOLE
FRESENIUS KABI PHARMA-CVR WARRANT AND RIGH		35802M115	1	18000	SH	SOLE
FRONTIER COMMUNICATIONS CORP COM		35906A108	1552	159541	SH	SOLE
FULLER H B CO COM COM		359694106	11827	576350	SH	SOLE
FURMANITE CORPORATION COM		361086101	3496	506000	SH	SOLE
GARDNER DENVER INC COM		365558105	8190	119000	SH	SOLE
GATX CORP COM		361448103	60276	1708500	SH	SOLE
GATX CORP \$2.50 CV PFD CONVERTIBLE PREF		361448202	820	4200	SH	SOLE
GAYLORD ENTERTAINMENT CO COM		367905106	39014	1085520	SH	SOLE
GENCORP INC COM		368682100	13110	2535742	SH	SOLE
GENCORP INC 2.250% 01/15/24 CONVERTIBLE BOND		368682AL4	2972	3000000	PRN	SOLE
GENERAL COMMUNICATIONS INC CL COM		369385109	722	57000	SH	SOLE
GENERAL ELEC CO COM		369604103	68606	3751000	SH	SOLE
GENERAL MILLS INC COM		370334104	51250	1440000	SH	SOLE
GENERAL MTRS CO COM COM		37045V100	767	20800	SH	SOLE
GENON ENERGY INC COM		37244E107	1664	436618	SH	SOLE
GENOPTIX INC COM		37243V100	723	38000	SH	SOLE
GENTIVA HEALTH SERVICES INC CO COM		37247A102	213	8000	SH	SOLE
GENUINE PARTS CO COM		372460105	84509	1646057	SH	SOLE
GENZYME CORP COM		372917104	12887	181000	SH	SOLE
GERBER SCIENTIFIC INSTR COM		373730100	4236	538200	SH	SOLE
GILEAD SCIENCES INC COM COM		375558103	1087	30000	SH	SOLE
GLAXOSMITHKLINE PLC ADR (B:GSK COM		37733W105	442	11276	SH	SOLE
GLOBAL SOURCES LTD COM COM		G39300101	2808	295000	SH	SOLE
GLOBE SPECIALTY METALS INC COM COM		37954N206	555	32500	SH	SOLE
GOLD FIELDS LTD NEW SPON ADR (COM		38059T106	75598	4169749	SH	SOLE
GOLD RESOURCE CORP COM COM		38068T105	2499	85000	SH	SOLE
GOLDCORP INC (US) COM		380956409	49999	1087408	SH	SOLE

GABELLI FUNDS, LLC

RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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GOLDMAN SACHS GR	COM	38141G104	4305	25600	SH		SOLE	
GOODRICH B F CO COM	COM	382388106	881	10000	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	30886	52000	SH		SOLE	
GORMAN RUPP CO	COM	383082104	11958	370000	SH		SOLE	
GP STRATEGIES CORP COM	COM	36225V104	1208	118000	SH		SOLE	
GRACO INC COM	COM	384109104	6115	155000	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	28537	1438350	SH		SOLE	
GRAPHIC PACKAGING HLDG CO COM	COM	388689101	78	20000	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	727	389000	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	27	15000	SH		SOLE	
GREAT ATLA & PAC 5.125% 6/15/2 CONVERTIBLE BOND		390064AJ2	4288	13612000	PRN		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	48	228000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	47176	2433000	SH		SOLE	
GREATBATCH INC	COM	39153L106	966	40000	SH		SOLE	
GREEN MTN COFFEE ROASTERS INCO	COM	393122106	2497	76000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	1784	85000	SH		SOLE	
GREIF INC CL A	COM	397624107	26507	428224	SH		SOLE	
GREIF INC CL B	COM	397624206	22503	367043	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	17877	552100	SH		SOLE	
GRIFFON CORP COM	COM	398433102	18040	1415994	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	60671	2339800	SH		SOLE	

GSE SYS INC COM	COM	36227K106	129	35589 SH	SOLE
GTSI CORP COM	COM	36238K103	138	29200 SH	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	792	10000 SH	SOLE
H R BLOCK INC	COM	093671105	6646	558000 SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	13746	508000 SH	SOLE
HALLIBURTON COMPANY	COM	406216101	81011	1984100 SH	SOLE
HANESBRANDS INC COM	COM	410345102	2921	115000 SH	SOLE
HANSEN NAT CORP COM	COM	411310105	627	12000 SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	2323	67000 SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	14353	310000 SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	17625	1405500 SH	SOLE
HARTE HANKS INC	COM	416196103	230	18000 SH	SOLE
HAWAIIAN ELEC INDS INC COM	COM	419870100	13537	594000 SH	SOLE
HAWKINS INC COM	COM	420261109	4618	104000 SH	SOLE
HEADWATERS INC COM	COM	42210P102	550	120000 SH	SOLE
HEALTHWAYS INC COM	COM	422245100	335	30000 SH	SOLE
HEELYS INC COM	COM	42279M107	100	33000 SH	SOLE
HEICO CORP NEW COM	COM	422806109	214	4200 SH	SOLE
HEINZ, H J COMPANY	COM	423074103	21169	428000 SH	SOLE
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	1159	281800 SH	SOLE
HERLEY INDS INC COM	COM	427398102	13361	771402 SH	SOLE
HERSHEY COMPANY (THE)	COM	427866108	24188	513000 SH	SOLE
HESS CORP	COM	42809H107	24324	317800 SH	SOLE
PORTVUE-SEC13F.LNP					
				GABELLI FUNDS, LLC	
RUN DATE:	01/31/11	11:14 A.M.			

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HEWLETT PACKARD CO	COM	428236103	505	12000	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	1122	117400	SH		SOLE	
HITACHI LTD ADR (B:HIT US)	COM	433578507	213	4000	SH		SOLE	
HOLOGIC INC COM	COM	436440101	659	35000	SH		SOLE	
HOME DEPOT INC	COM	437076102	22824	651000	SH		SOLE	
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	1147	28000	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	98931	1861000	SH		SOLE	
HOOPER HOLMES INC COM	COM	439104100	42	60300	SH		SOLE	
HORSEHEAD HLDG CORP COM	COM	440694305	587	45000	SH		SOLE	
HOSPIRA INC COM	COM	441060100	6404	115000	SH		SOLE	
HOST HOTELS & RESORTS INC	COM	44107P104	258	14422	SH		SOLE	
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	4492	88000	SH		SOLE	
HSN INC COM	COM	404303109	9011	294000	SH		SOLE	
HUANENG PWR INTL INC SPON ADR	COM	443304100	3902	182500	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	1147	90000	SH		SOLE	
HUDSON VALLEY HOLDING CORP COM	COM	444172100	867	35000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	14830	950000	SH		SOLE	
HYPERCOM CORP	COM	44913M105	184	22000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	9184	320000	SH		SOLE	
IAMGOLD CORP (USD) COM	COM	450913108	12905	725000	SH		SOLE	
IBERO-AMERICA FUND INC	MUTUAL FUNDS	45082X103	72	11000	SH		SOLE	
ICO GLOBAL COMM HLDGS LTD DECL	COM	44930K108	36	24000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	1241	34000	SH		SOLE	
IDEX CORP	COM	45167R104	46788	1196000	SH		SOLE	
IMAX CORP COM	COM	45245E109	660	23500	SH		SOLE	
IMMUCOR INC COM	COM	452526106	595	30000	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	3343	71000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	18086	942000	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	875	33000	SH		SOLE	
INSPIRE PHARMACEUTICALS INC CO	COM	457733103	210	25000	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	35243	726500	SH		SOLE	

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INTEL CORP	COM	458140100	40838	1941900	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	1675	94000	SH	SOLE
INTERMEC INC	COM	458786100	9710	767000	SH	SOLE
INTERNAP NETWORK SVCS CORP COM	COM	45885A300	681	112000	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	47961	326800	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	7306	413000	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	11305	415000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	1336	45000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	445	17000	SH	SOLE
INTERPUBLIC 4.250% 03/15/23	CONVERTIBLE BOND	460690BA7	3772	3400000	PRN	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	32869	3095000	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1856	115000	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	27017	486000	SH	SOLE
PORTVUE-SEC13F.LNP						
						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
INVENTURE FOODS INC	COM	461212102	104	24100	SH		SOLE	
INVESCO LTD	COM	G491BT108	3248	135000	SH		SOLE	
IPATH S&P 500 VIX S/T FU ETN	COM	06740C261	470	12500	SH		SOLE	
IRIS INTL INC COM	COM	46270W105	3120	305000	SH		SOLE	
ITRON INC	COM	465741106	233	4200	SH		SOLE	
ITT EDUCATIONAL SVCS INC COM	COM	45068B109	764	12000	SH		SOLE	
ITT INDUSTRIES	COM	450911102	65346	1254000	SH		SOLE	
IVANHOE MINES LTD COM	COM	46579N103	12199	532240	SH		SOLE	
J CREW GROUP INC COM	COM	46612H402	475	11000	SH		SOLE	
J & J SNACK FOODS CORP	COM	466032109	1206	25000	SH		SOLE	
J.P. MORGAN CHASE & CO	COM	46625H100	47482	1119325	SH		SOLE	
JA SOLAR HOLD CO 4.500% 05/15/	CONVERTIBLE BOND	466090AA5	289	300000	PRN		SOLE	
JAMES RIVER COAL CO COM NEW	COM	470355207	203	8000	SH		SOLE	
JANUS CAP GROUP INC COM	COM	47102X105	20622	1590000	SH		SOLE	
JANUS CAPITAL 3.250% 07/15/14	CONVERTIBLE BOND	47102XAG0	2380	2000000	PRN		SOLE	
JARDEN CORPORATION	COM	471109108	247	8000	SH		SOLE	
JOHNSON CONTROLS	COM	478366107	33521	877500	SH		SOLE	
JOHNSON & JOHNSON	COM	478160104	38687	625500	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	5954	1179000	SH		SOLE	
JOY GLOBAL INC COM	COM	481165108	7382	85100	SH		SOLE	
JO-ANN STORES INC COM	COM	47758P307	2885	47900	SH		SOLE	
KAMAN CORP	COM	483548103	26774	921020	SH		SOLE	
KANSAS CITY SOUTHERN	COM	485170302	1149	24000	SH		SOLE	
KAR AUCTION SVCS INC COM	COM	48238T109	2760	200000	SH		SOLE	
KBW INC	COM	482423100	2094	75000	SH		SOLE	
KELLOGG CO	COM	487836108	6079	119000	SH		SOLE	
KEMET CORPORATION COME NEW	COM	488360207	1750	120000	SH		SOLE	
KENNAMETAL INC COM	COM	489170100	1756	44500	SH		SOLE	
KEY ENERGY SVCS INC COM	COM	492914106	909	70000	SH		SOLE	
KG 1 1/4% 04/26	CONVERTIBLE BOND	495582AJ7	995	1000000	PRN		SOLE	
KIMBERLY CLARK CORP	COM	494368103	33285	528000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1405	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	2178	52000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	61124	4350491	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	50251	2650392	SH		SOLE	
KKR & CO. L.P	COM	48248M102	12497	880072	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	1167	38000	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	8079	598000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	75395	2392728	SH		SOLE	
KROGER CO	COM	501044101	2862	128000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	208	10000	SH		SOLE	

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KYOCERA CORP ADR	COM	501556203	869	8500	SH	SOLE
L 3 COMMUNICATIONS	COM	502424104	282	4000	SH	SOLE
LABORATORY CORP AMER HLDGS	COM COM	50540R409	3341	38000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
LACLEDE GROUP INC	COM	505597104	6493	177700	SH		SOLE	
LADISH INC COM NEW	COM	505754200	2285	47000	SH		SOLE	
LAKES ENTERTAINMENT INC COM	COM	51206P109	314	110000	SH		SOLE	
LAMAR ADVERTISING CO CL A	COM	512815101	876	22000	SH		SOLE	
LANDAUER INC	COM	51476K103	10315	172000	SH		SOLE	
LAS VEGAS SANDS CORP	COM	517834107	38998	848700	SH		SOLE	
LASERCARD CORP COM	COM	51807U101	1338	214000	SH		SOLE	
LAYNE CHRISTENSEN CO COM	COM	521050104	12484	362700	SH		SOLE	
LECROY CORP 4.0% 10/15/2026	CONVERTIBLE BOND	52324WAB5	502	500000	PRN		SOLE	
LEGG MASON INC COM	COM	524901105	47224	1302000	SH		SOLE	
LENDER PROCESSING SVCS INC COM	COM	52602E102	1004	34000	SH		SOLE	
LEUCADIA NATL CORP COM	COM	527288104	7067	242200	SH		SOLE	
LEVEL 3 COMMUNICATIONS INC COM	COM	52729N100	39	40000	SH		SOLE	
LIBERTY GLOBAL INC COM SER A	COM	530555101	36438	1029909	SH		SOLE	
LIBERTY GLOBAL INC COM SER C	COM	530555309	19407	572644	SH		SOLE	
LIBERTY MEDIA CORP NEW LIB STA	COM	53071M708	10737	161500	SH		SOLE	
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	15360	974000	SH		SOLE	
LIBERTY MEDIA-CAP SER A	COM	53071M302	44918	718000	SH		SOLE	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	11267	203000	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	3094	324000	SH		SOLE	
LILLY, ELI AND COMPANY	COM	532457108	22180	633000	SH		SOLE	
LIN TV CORP CL A	COM	532774106	4314	814000	SH		SOLE	
LINCOLN ELEC HLDGS INC COM	COM	533900106	3198	49000	SH		SOLE	
LINDSAY CORP	COM	535555106	4220	71000	SH		SOLE	
LITTELFUSE INC	COM	537008104	1882	40000	SH		SOLE	
LIVE NATION INC	COM	538034109	8353	731410	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	1014	14500	SH		SOLE	
LOEWS CORP	COM	540424108	8521	219000	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	7805	1303000	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	55153	884000	SH		SOLE	
L-1 IDENTITY SOLUTIONS INC	COM	50212A106	15733	1321000	SH		SOLE	
M & T BK CORP COM	COM	55261F104	16844	193500	SH		SOLE	
MACQUARIE INFRASTRUCTURE COMPA	COM	55608B105	4564	215600	SH		SOLE	
MACY'S INC	COM	55616P104	35344	1397000	SH		SOLE	
MADISON SQUARE GARDEN A	COM	55826P100	42768	1658950	SH		SOLE	
MAGNETEK INC COM	COM	559424106	1237	916432	SH		SOLE	
MANITOWOC CO COM	COM	563571108	2674	204000	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	29328	792000	SH		SOLE	
MARCUS CORP COM	COM	566330106	2123	160000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	2398	360000	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	18728	685000	SH		SOLE	
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1752	253214	SH		SOLE	
MARTEK BIOSCIENCES CORP COM	COM	572901106	1189	38000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	774	175000	SH		SOLE	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	
RUN DATE: 01/31/11 11:14 A.M.								

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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MARTIN MARIETTA MTLs INC COM	COM	573284106	590	6400	SH	SOLE
MASSEY ENERGY CORP COM	COM	576206106	268	5000	SH	SOLE
MASTERCARD INC COM	COM	57636Q104	25661	114500	SH	SOLE
MATERIAL SCIENCES CORP COM	COM	576674105	992	155000	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	2140	253000	SH	SOLE
MATTEL INC	COM	577081102	814	32000	SH	SOLE
MATTHEWS INTL CORP CL A	COM	577128101	1119	32000	SH	SOLE
MCAFEE INC COM	COM	579064106	84171	1817547	SH	SOLE
MCCORMICK & CO INC NON VOTING	COM	579780206	838	18000	SH	SOLE
MCGRAW HILL COMPANIES, INC.	COM	580645109	12889	354000	SH	SOLE
MCKESSON HBOC INC.	COM	58155Q103	1619	23000	SH	SOLE
MDU RES GROUP INC COM	COM	552690109	608	30000	SH	SOLE
MEAD JOHNSON	COM	582839106	25046	402346	SH	SOLE
MEDALLION FINANCIAL CORP	COM	583928106	369	45000	SH	SOLE
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	7475	122000	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	10608	1835356	SH	SOLE
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	11154	1316900	SH	SOLE
MEDTRONIC INC COM	COM	585055106	1113	30000	SH	SOLE
MELCO PBL ENTERTAINMENT-ADR	COM	585464100	572	90000	SH	SOLE
MEMC ELECTRONICS	COM	552715104	225	20000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	996	83000	SH	SOLE
MERCK & COMPANY	COM	58933Y105	25504	707650	SH	SOLE
MEREDITH CORP	COM	589433101	10014	289000	SH	SOLE
MET PRO CORP COM	COM	590876306	1795	152001	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	1427	110000	SH	SOLE
METTLER-TOLEDO INTL INC COM	COM	592688105	575	3800	SH	SOLE
MGE ENERGY INC	COM	55277P104	16505	386000	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	6371	429000	SH	SOLE
MGP INGREDIENTS INC COM	COM	55302G103	773	70000	SH	SOLE
MICROSOFT CORP	COM	594918104	33478	1199500	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	6338	781500	SH	SOLE
MIDDLEBY CORP COM	COM	596278101	1942	23000	SH	SOLE
MIDDLESEX WTR CO COM	COM	596680108	2080	113333	SH	SOLE
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	31099	325300	SH	SOLE
MINE SAFETY APPLIANCES CO COM	COM	602720104	207	6650	SH	SOLE
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	1	74535	SH	SOLE
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	1	38363	SH	SOLE
MKS INSTRS INC COM	COM	55306N104	495	20187	SH	SOLE
MOBILE TELESYSTEMS OJSC ADR SP	COM	607409109	600	28750	SH	SOLE
MODINE MFG CO	COM	607828100	15547	1003000	SH	SOLE
MOLEX INC CL A	COM	608554200	1113	59000	SH	SOLE
MOLYCORP INC DEL COM	COM	608753109	5589	112000	SH	SOLE
MONRO MUFFLER BRAKE INC	COM	610236101	778	22500	SH	SOLE
MONSANTO CO NEW COM	COM	61166W101	27094	389058	SH	SOLE
PORTVUE-SEC13F.LNP						
GABELLI FUNDS, LLC						
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MONSTER WORLDWIDE INC COM	COM	611742107	3828	162000	SH		SOLE	
MOODYS CORP COM	COM	615369105	2468	93000	SH		SOLE	
MOOG INC CL A	COM	615394202	3542	89000	SH		SOLE	
MOOG INC CL B	COM	615394301	641	16100	SH		SOLE	
MORGAN STANLEY	COM	617446448	12435	457000	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	15348	201000	SH		SOLE	
MOSY INC	COM	619718109	205	36000	SH		SOLE	
MOTOROLA INC	COM	620076109	12991	1432300	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	742	46000	SH		SOLE	

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MUELLER INDS INC COM	COM	624756102	5592	171000	SH	SOLE
MUELLER WATER PRODUCTS INC	COM	624758108	242	58009	SH	SOLE
MURPHY OIL CORP COM	COM	626717102	37722	506000	SH	SOLE
MVC CAP COM	COM	553829102	1606	110000	SH	SOLE
MWI VETERINARY SUPPLY INC	COM	55402X105	2526	40000	SH	SOLE
MYERS INDS INC	COM	628464109	14813	1520867	SH	SOLE
MYLAN LABS INC COM	COM	628530107	1057	50000	SH	SOLE
NABORS INDS INC 0.940% 05/15/1	CONVERTIBLE BOND	629568AP1	2000	2000000	PRN	SOLE
NABORS INDUSTRIES LTD SHS	COM	G6359F103	7507	320000	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	3252	330000	SH	SOLE
NATHANS FAMOUS INC NEW COM	COM	632347100	2477	147000	SH	SOLE
NATIONAL FUEL GAS CO N J COM	COM	636180101	174490	2659100	SH	SOLE
NATIONAL GRID PLC	COM	636274300	2569	57877	SH	SOLE
NATIONAL PRESTO INDS INC	COM	637215104	8685	66800	SH	SOLE
NATIONAL-OILWELL INC COM	COM	637071101	6725	100000	SH	SOLE
NAVISTAR INTL CORP 3% 10/15/20	CONVERTIBLE BOND	63934EAL2	804	600000	PRN	SOLE
NAVISTAR INTL CORP COM	COM	63934E108	50359	869600	SH	SOLE
NCR CORP NEW COM	COM	62886E108	10344	673000	SH	SOLE
NEOGEN CORP COM	COM	640491106	328	8000	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	13058	871700	SH	SOLE
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1976	125695	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3582	190000	SH	SOLE
NEW YORK TIMES CO CLASS A	COM	650111107	265	27000	SH	SOLE
NEWMARKET CORP COM	COM	651587107	5243	42500	SH	SOLE
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	7626	5250000	PRN	SOLE
NEWMONT MINING CORP HOLDING CO	COM	651639106	170153	2769871	SH	SOLE
NEWS CORP CL A	COM	65248E104	80357	5519000	SH	SOLE
NEWS CORP CL B	COM	65248E203	1478	90016	SH	SOLE
NEXEN INC COM	COM	65334H102	9389	410000	SH	SOLE
NEXTERA ENERGY INC COM	COM	65339F101	56981	1096000	SH	SOLE
NEXXUS LIGHTING INC COM	COM	65338E105	41	20000	SH	SOLE
NICOR INC COM	COM	654086107	23812	477000	SH	SOLE
NIHD 3 1/8% 06/12	CONVERTIBLE BOND	62913FAJ1	2955	3000000	PRN	SOLE
NII HLDGS INC CL B NEW	COM	62913F201	10049	225000	SH	SOLE
NIKE INC CL B	COM	654106103	1128	13200	SH	SOLE
PORTVUE-SEC13F.LNP						
						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	275	12000	SH		SOLE	
NISOURCE INC	COM	65473P105	9303	528000	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	629	77500	SH		SOLE	
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	16243	454100	SH		SOLE	
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	258	25000	SH		SOLE	
NORDION INC COM	COM	65563C105	570	50000	SH		SOLE	
NORDSON CORP COM	COM	655663102	276	3000	SH		SOLE	
NORTHEAST UTILS COM	COM	664397106	42082	1320000	SH		SOLE	
NORTHERN DYNASTY MINERALS LTCO	COM	66510M204	3358	235000	SH		SOLE	
NORTHERN TRUST CORP	COM	665859104	15293	276000	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	3369	52000	SH		SOLE	
NORTHWEST NAT GAS CO COM	COM	667655104	3950	85000	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	26598	922585	SH		SOLE	
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	15150	257000	SH		SOLE	
NOVELL INC	COM	670006105	124	21000	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	9282	475000	SH		SOLE	
NSTAR COM	COM	67019E107	52851	1252700	SH		SOLE	
NU HORIZONS ELECTRS CORP COM	COM	669908105	2111	302500	SH		SOLE	
NV ENERGY INC COM	COM	67073Y106	562	40000	SH		SOLE	

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NYSE EURONEXT COM	COM	629491101	2398	80000	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	73585	750100	SH	SOLE
OCEANEERING INTL INC COM	COM	675232102	13916	189000	SH	SOLE
OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	4565	293000	SH	SOLE
ODYSSEY MARINE EXPLORATION ICO	COM	676118102	64	23000	SH	SOLE
OGE ENERGY CORP COM	COM	670837103	41309	907100	SH	SOLE
OIL DRI CORP AMER COM	COM	677864100	3052	142000	SH	SOLE
OLIN CORP COM PAR \$1.	COM	680665205	4514	220000	SH	SOLE
OMNOVA SOLUTIONS INC COM	COM	682129101	11319	1354000	SH	SOLE
ONEOK INC NEW COM	COM	682680103	35834	646000	SH	SOLE
OPKO HEALTH INC COM	COM	68375N103	367	100000	SH	SOLE
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	3273	252000	SH	SOLE
ORITANI FINL CORP DEL COM	COM	68633D103	2754	225000	SH	SOLE
ORMAT TECHNOLOGIES INC	COM	686688102	2810	95000	SH	SOLE
ORTHOFIX INTL N V ORD	COM	N6748L102	3103	107000	SH	SOLE
OTTER TAIL CORPORATION COM	COM	689648103	13691	607400	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	258	36000	SH	SOLE
OWENS ILL INC COM NEW	COM	690768403	3715	121000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	5231	177750	SH	SOLE
PACCAR INC	COM	693718108	16858	294000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	2903	430000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	4618	325000	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	9630	321000	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	7695	368000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	1036	12000	SH	SOLE
PORTVUE-SEC13F.LNP						

GABELLI FUNDS, LLC

RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PATTERSON COMPANIES INC	COM	703395103	3492	114000	SH		SOLE	
PATTERSON-UTI ENERGY INC COM	COM	703481101	1315	61000	SH		SOLE	
PEABODY ENERGY CORP COM	COM	704549104	12591	196800	SH		SOLE	
PEETS COFFEE & TEA INC COM	COM	705560100	3256	78000	SH		SOLE	
PENFORD CORP COM	COM	707051108	409	67000	SH		SOLE	
PENN NATIONAL GAMING INC COM	COM	707569109	4148	118000	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	10342	378000	SH		SOLE	
PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	1810	103900	SH		SOLE	
PENTAIR INC COM	COM	709631105	1935	53000	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	6178	460000	SH		SOLE	
PEPCO HLDGS INC COM	COM	713291102	5028	275500	SH		SOLE	
PEPSICO INC	COM	713448108	56382	863027	SH		SOLE	
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	26526	701000	SH		SOLE	
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	6048	177000	SH		SOLE	
PETROCHINA CO LTD SPONSORED AD	COM	71646E100	1880	14300	SH		SOLE	
PETROHAWK ENERGY CORP COM	COM	716495106	4563	250000	SH		SOLE	
PFIZER INC	COM	717081103	38834	2217790	SH		SOLE	
PG&E CORP COM	COM	69331C108	4736	99000	SH		SOLE	
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	198	450000	PRN		SOLE	
PHILIP MORRIS INTL INC COM	COM	718172109	5999	102500	SH		SOLE	
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	6270	107600	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	3607	129000	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	882	84000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	7282	519400	SH		SOLE	
PINNACLE WEST CAP CORP COM	COM	723484101	18487	446000	SH		SOLE	
PLANTRONICS	COM	727493108	447	12000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	19673	324000	SH		SOLE	
PNM RES INC	COM	69349H107	33945	2607179	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	1442	13000	SH		SOLE	

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POLYPORE INTL INC COM	COM	73179V103	367	9000	SH	SOLE
POPULAR INC COM	COM	733174106	7065	2250137	SH	SOLE
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	3203	279500	SH	SOLE
POTASH CORP SASK INC	COM	73755L107	3793	24500	SH	SOLE
PPL CORP COM	COM	69351T106	1321	50200	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	79433	570600	SH	SOLE
PRG-SCHULTZ INTERNATIONAL INCO	COM	69357C503	81	12800	SH	SOLE
PRIMEDIA INC COM NEW	COM	74157K846	710	169000	SH	SOLE
PRIVATEBANCORP INC COM	COM	742962103	431	30000	SH	SOLE
PROCTER & GAMBLE COMPANY	COM	742718109	61853	961500	SH	SOLE
PROGRESS ENERGY INC COM	COM	743263105	31871	733000	SH	SOLE
PROLOGIS SH BEN INT	COM	743410102	520	36000	SH	SOLE
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	370	10000	SH	SOLE
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	381	9000	SH	SOLE
PROVIDENCE SERV 6.500% 05/15/1	CONVERTIBLE BOND	743815AB8	300	300000	PRN	SOLE
PORTVUE-SEC13F.LNP						
						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PROVIDENCE & WORCESTER RR COCO	COM	743737108	2832	169100	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	994	44000	SH		SOLE	
PT INDOSAT TBK SPONSORED ADR	COM	744383100	344	11800	SH		SOLE	
PT TELEKOMUNIKASI INDONESIA (B	COM	715684106	797	22360	SH		SOLE	
PUBLIC SVC ENTERPRISES COM	COM	744573106	12985	408200	SH		SOLE	
PULSE ELECTRONICS CORP COM	COM	74586W106	291	54740	SH		SOLE	
QUAKER CHEM CORP COM	COM	747316107	979	23500	SH		SOLE	
QUALCOMM INC COM	COM	747525103	9453	191000	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	8128	562500	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	5350	703000	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	17033	262000	SH		SOLE	
RANDGOLD RES LTD ADR	COM	752344309	110092	1337200	SH		SOLE	
RAYONIER INC COM	COM	754907103	1627	30984	SH		SOLE	
RAYTHEON COMPANY	COM	755111507	463	10000	SH		SOLE	
REGAL ENTERTAINMENT GROUP	COM	758766109	423	36000	SH		SOLE	
REGIS CORP MINN COM	COM	758932107	1044	62874	SH		SOLE	
REPSOL YPF S A ADR SPONSORED	COM	76026T205	7069	253000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	43954	1472000	SH		SOLE	
RGC RES INC COM	COM	74955L103	438	14000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	27904	389400	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	4749	132730	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	2738	250742	SH		SOLE	
ROCK OF AGES CORP DEL COM	COM	772632105	527	100800	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	53567	747000	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	3379	58000	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	3912	100000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	90886	2624500	SH		SOLE	
ROLLINS INC	COM	775711104	68144	3450345	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	1349	1400000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	2446	32000	SH		SOLE	
ROVI CORP COM	COM	779376102	1426	23000	SH		SOLE	
ROWAN COS INC	COM	779382100	38576	1105000	SH		SOLE	
ROYAL BK CDA MONTREAL QUE COM	COM	780087102	3953	75500	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	28048	420000	SH		SOLE	
ROYAL GOLD INC COM	COM	780287108	26997	494174	SH		SOLE	
ROYCE VALUE TR INC	COM	780910105	1598	109920	SH		SOLE	
RPC INC. COMMON	COM	749660106	40779	2250500	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	726	272000	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	5421	300000	SH		SOLE	

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S1 CORP	COM	78463B101	69	10000	SH	SOLE
SAFEWAY INC COM NEW	COM	786514208	19566	870000	SH	SOLE
SALEM COMMUNICATIONS CORP DECL	COM	794093104	2079	655800	SH	SOLE
SALLY BEAUTY HLDGS INC COM	COM	79546E104	13572	934100	SH	SOLE
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	16046	16500000	PRN	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SANDISK CORP COM	COM	80004C101	3116	62500	SH		SOLE	
SANDRIDGE ENERGY INC COM	COM	80007P307	175	23885	SH		SOLE	
SARA LEE CORP COM	COM	803111103	63235	3611374	SH		SOLE	
SASOL LTD ADR SPONSORED	COM	803866300	5205	100000	SH		SOLE	
SAUER INC	COM	804137107	1102	39000	SH		SOLE	
SCANA CORP NEW COM	COM	80589M102	19671	484500	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	9294	151400	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	7981	879000	SH		SOLE	
SCHLUMBERGER	COM	806857108	18637	223200	SH		SOLE	
SCHNITZER STL INDS CL A	COM	806882106	465	7000	SH		SOLE	
SCHULMAN A INC COM	COM	808194104	1470	64200	SH		SOLE	
SCHWAB CHARLES CORP NEW	COM	808513105	4620	270000	SH		SOLE	
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1573	25000	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	5968	588000	SH		SOLE	
SCRIPPS NETWORKS INTERAC	COM	811065101	27997	541000	SH		SOLE	
SEAGATE TECHNOLOGY PLC SHS	COM	G7945M107	398	26500	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	560	22000	SH		SOLE	
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	55	219500	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	991	318500	SH		SOLE	
SEMPRA ENERGY COM	COM	816851109	9111	173600	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	32653	889000	SH		SOLE	
SHAW COMMUNICATIONS CL B NON V	COM	82028K200	12678	593000	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	1798	96000	SH		SOLE	
SIEMENS AG SPONSORED ADR	COM	826197501	217	1750	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	2429	297000	SH		SOLE	
SINO CLEAN ENERGY INC COM NEW	COM	82936G200	165	25000	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	734	450000	SH		SOLE	
SJW CORP COM	COM	784305104	16639	628600	SH		SOLE	
SK TELECOM LTD SPONSORED ADR (	COM	78440P108	4091	219600	SH		SOLE	
SKYLINE CORP	COM	830830105	8320	319000	SH		SOLE	
SL INDS INC COM	COM	784413106	1487	85000	SH		SOLE	
SLM CORP COM	COM	78442P106	11709	930000	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	1342	310000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	1542	40500	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	7425	113100	SH		SOLE	
SNYDERS LANCE INC COM	COM	833551104	4128	176113	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	3869	175900	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	2761	82000	SH		SOLE	
SONY CORP-ADR (B:SNE US)	COM	835699307	1786	50000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	1493	175000	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	5335	101000	SH		SOLE	
SOUTHERN CO	COM	842587107	18924	495000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	37525	1559000	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	56200	1532596	SH		SOLE	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	
RUN DATE: 01/31/11 11:14 A.M.								

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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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
SOUTHWESTERN ENERGY CO COM	COM	845467109	11042	295000	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	489	80375	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	46781	1872000	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	48505	11467000	SH		SOLE	
SPTN 3 3/8 5/27	CONVERTIBLE BOND	846822AE4	604	630000	PRN		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	9264	216700	SH		SOLE	
ST. JOE COMPANY	COM	790148100	14618	669000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	2107	158990	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	12097	883000	SH		SOLE	
STANDEX INTL CORP	COM	854231107	2991	100000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	2920	250000	SH		SOLE	
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	13287	218600	SH		SOLE	
STATE STREET CORP	COM	857477103	23680	511000	SH		SOLE	
STATOIL ASA SPONSORED ADR	COM	85771P102	22425	943400	SH		SOLE	
STERLING BANCORP COM	COM	859158107	4397	420000	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	1539	230000	SH		SOLE	
STILLWATER MINING	COM	86074Q102	1112	52100	SH		SOLE	
STONERIDGE INC	COM	86183P102	2842	180000	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	6841	205000	SH		SOLE	
STRYKER CORP	COM	863667101	3453	64300	SH		SOLE	
STUDENT LN CORP COM	COM	863902102	11813	364145	SH		SOLE	
SUNCOR ENERGY INC	COM	867224107	25754	672600	SH		SOLE	
SUNOCO INC COM	COM	86764P109	4636	115000	SH		SOLE	
SUNTRUST BANKS INC	COM	867914103	1535	52000	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	9358	441000	SH		SOLE	
SUPERVALU INC COMMON	COM	868536103	2600	270000	SH		SOLE	
SWS GROUP INC	COM	78503N107	2172	430000	SH		SOLE	
SYCAMORE NETWORKS INC COM NEW	COM	871206405	1812	88000	SH		SOLE	
SYMANTEC CORP COM	COM	871503108	167	10000	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	143	14000	SH		SOLE	
SYNGENTA AG ADR SPONSORED	COM	87160A100	882	15000	SH		SOLE	
SYNIVERSE HLDGS INC COM	COM	87163F106	5507	178500	SH		SOLE	
T ROWE PRICE GROUP INC	COM	74144T108	27946	433000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE CO	COM	874054109	14148	1153500	SH		SOLE	
TALBOTS INC WARRANTS	WARRANT AND RIGH	874161110	524	400189	SH		SOLE	
TALECRIS BIOTHERAPEUTICS	COM	874227101	1118	48000	SH		SOLE	
TALISMAN ENERGY INC COM	COM	87425E103	13092	590000	SH		SOLE	
TD AMERITRADE HLDG CORP COM	COM	87236Y108	4216	222000	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	1725	240200	SH		SOLE	
TECO ENERGY INC COM	COM	872375100	6319	355000	SH		SOLE	
TELE NORTE LESTE PARTICIPACO A	COM	879246106	3992	271596	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	4530	182000	SH		SOLE	
TELECOM ITALIA SPA ADR	COM	87927Y102	4154	321000	SH		SOLE	
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	222	26400	SH		SOLE	

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TELEFLEX INC	COM	879369106	269	5000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	36858	1616085	SH		SOLE	
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	5665	351000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	36257	1150300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	66258	1812800	SH		SOLE	
TELUS CORP NON VTG SHS	COM	87971M202	6103	140100	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	264	10000	SH		SOLE	

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TENARIS S A SPONSORED ADR	COM	88031M109	21277	434400	SH	SOLE
TENET HEALTHCARE CORP COM	COM	88033G100	8028	1200000	SH	SOLE
TENNANT CO	COM	880345103	11254	293000	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	26408	641600	SH	SOLE
TEREX CORP NEW COM	COM	880779103	3539	114000	SH	SOLE
TESORO PETE CORP COM	COM	881609101	8603	464000	SH	SOLE
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	1043	20000	SH	SOLE
TEXAS INDS INC COM	COM	882491103	3369	73600	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	41265	1269700	SH	SOLE
TEXTRON INC	COM	883203101	21746	919880	SH	SOLE
THE SCOTTS MIRACLE GRO CO	COM	810186106	1015	20000	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	2768	50000	SH	SOLE
THOMAS & BETTS CORP	COM	884315102	65635	1358912	SH	SOLE
THOR INDS INC COM	COM	885160101	917	27000	SH	SOLE
TIER TECHNOLOGIES INC CL B	COM	88650Q100	106	17700	SH	SOLE
TIFFANY & CO NEW COM	COM	886547108	1831	29400	SH	SOLE
TIM PARTICIPACOE SA-ADR	COM	88706P106	2358	69066	SH	SOLE
TIME WARNER CABLE INC COM	COM	88732J207	18158	275000	SH	SOLE
TIME WARNER INC COM	COM	887317303	55940	1738899	SH	SOLE
TIVO INC	COM	888706108	6716	778200	SH	SOLE
TOOTSIE ROLL INDS INC	COM	890516107	19090	658946	SH	SOLE
TOTAL SA ADR (B:TOT US)	COM	89151E109	25003	467518	SH	SOLE
TRACTOR SUPPLY CO COM	COM	892356106	15032	310000	SH	SOLE
TRANS LUX CORP	COM	893247106	45	279000	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	422	44850	SH	SOLE
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	26011	374200	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	18067	324300	SH	SOLE
TREDEGAR INDS INC	COM	894650100	4944	255124	SH	SOLE
TREE COM INC COM	COM	894675107	802	84899	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	623	350000	SH	SOLE
TRIMERIS INC COM	COM	896263100	49	20000	SH	SOLE
TRINITY INDS INC	COM	896522109	4045	152000	SH	SOLE
TUPPERWARE CORP COM	COM	899896104	2717	57000	SH	SOLE
TURKCELL ILETISIM HIZMETLERISP	COM	900111204	6955	406000	SH	SOLE
TW TELECOM INC	COM	87311L104	9434	553300	SH	SOLE
TWIN DISC INC COM	COM	901476101	1941	65000	SH	SOLE
TYCO ELECTRONICS LTD	COM	H8912P106	18762	530000	SH	SOLE

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 01/31/11 11:14 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TYCO INTERNATIONAL LTD SHS	COM	H89128104	49479	1194000	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	6228	300000	SH		SOLE	
TYSON FOODS INC	COM	902494103	6544	380000	SH		SOLE	
T-3 ENERGY SRVCS INC COM	COM	87306E107	358	9000	SH		SOLE	
UGI CORP NEW COM	COM	902681105	947	30000	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	2047	68331	SH		SOLE	
ULTRA PETROLEUM CORP COM	COM	903914109	12167	254700	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	2449	78000	SH		SOLE	
UNION DRILLING INC COM	COM	90653P105	182	25000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	17347	484000	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	672	48000	SH		SOLE	
UNITED NAT FOODS INC COM	COM	911163103	4768	130000	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	1365	60000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	49366	988500	SH		SOLE	
UNITED STATES OIL FUND LP UNIT	MUTUAL FUNDS	91232N108	2847	73000	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	11572	147000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	14697	407000	SH		SOLE	

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UNITIL CORP	COM	913259107	1569	69000	SH	SOLE
UNITRIN INC	COM	913275103	1448	59000	SH	SOLE
UNIVERSAL DISPLAY CORP COM	COM	91347P105	1226	40000	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	6606	300012	SH	SOLE
UTILITIES HOLDRS TR DEP RCPT	COM	918019100	1981	20000	SH	SOLE
VALE S A ADR	COM	91912E105	3810	110215	SH	SOLE
VALERO ENERGY CORP COM	COM	91913Y100	6961	301100	SH	SOLE
VALMONT INDS INC	COM	920253101	3363	37900	SH	SOLE
VALUE LINE INC	COM	920437100	246	17000	SH	SOLE
VALUECLICK INC COM	COM	92046N102	1843	115000	SH	SOLE
VARIAN MED SYS INC COM	COM	92220P105	2840	41000	SH	SOLE
VASCULAR SOLUTIONS INC COM	COM	92231M109	1479	126200	SH	SOLE
VECTREN INC.	COM	92240G101	14238	561000	SH	SOLE
VERIGY LTD SHS	COM	Y93691106	312	24000	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	95096	2657784	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	96503	2104300	SH	SOLE
VIACOM INC NEW CL B	COM	92553P201	1901	48000	SH	SOLE
VIASAT INC COM	COM	92552V100	489	11000	SH	SOLE
VICOR CORP COM	COM	925815102	1558	95000	SH	SOLE
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	2145	65000	SH	SOLE
VIMPELCOM LTD-SPON ADR-W/I	COM	92719A106	29990	1994000	SH	SOLE
VINA CONCHA Y TORO S A SPONSOR	COM	927191106	216	4500	SH	SOLE
VISA INC-CLASS A SHRS	COM	92826C839	4237	60200	SH	SOLE
VIVO PARTICIPACOES S A SPON AD	COM	92855S200	8599	263852	SH	SOLE
VODAFONE GROUP PLC-ADR	COM	92857W209	37547	1420075	SH	SOLE
W D 40 COMPANY	COM	929236107	886	22000	SH	SOLE
WADDELL & REED FINL INC CL A	COM	930059100	45312	1284000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
WAL MART STORES INC	COM	931142103	20979	389000	SH		SOLE	
WALGREEN COMPANY	COM	931422109	28558	733000	SH		SOLE	
WARNER CHILCOTT PLC IRELAND SH	COM	G94368100	226	10000	SH		SOLE	
WASHINGTON POST CO CL B	COM	939640108	352	800	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	50180	1361000	SH		SOLE	
WATERS CORP COM	COM	941848103	738	9500	SH		SOLE	
WATSCO INC CL B	COM	942622101	496	7875	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	9814	190000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	28101	768000	SH		SOLE	
WAUSAU PAPER CORP	COM	943315101	603	70000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	49636	2177000	SH		SOLE	
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	937	25000	SH		SOLE	
WEIS MKTS INC	COM	948849104	2500	62000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	65544	2115000	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	776	168000	SH		SOLE	
WESCO FINL CORP COM	COM	950817106	723	1962	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	49943	1985000	SH		SOLE	
WEYERHAEUSER CO	COM	962166104	7667	405000	SH		SOLE	
WGL HLDGS INC COM	COM	92924F106	215	6000	SH		SOLE	
WHOLE FOODS MKT INC COM	COM	966837106	15177	300000	SH		SOLE	
WHX CORP	COM	929248607	5760	442400	SH		SOLE	
WILEY JOHN & SONS INC CL B	COM	968223305	583	12800	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	35	10000	SH		SOLE	
WILLIAMS COS INC	COM	969457100	11124	450000	SH		SOLE	
WILLIS GROUP HOLDINGS PUBLIC L	COM	G96666105	519	15000	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	5989	1380000	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	7154	217000	SH		SOLE	

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WINDSTREAM CORP COM	COM	97381W104	697	50000	SH	SOLE
WINN DIXIE STORES INC COM NEW	COM	974280307	2356	328173	SH	SOLE
WINNEBAGO INDS INC COM	COM	974637100	456	30000	SH	SOLE
WISCONSIN ENERGY CORP COM	COM	976657106	24074	409000	SH	SOLE
WOLVERINE WORLD WIDE INC COM	COM	978097103	3411	107000	SH	SOLE
WONDER AUTO TECHNOLOGY INC COM	COM	978166106	377	50000	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	2441	65000	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1324	93000	SH	SOLE
WRIGHT MED GROUP INC COM	COM	98235T107	1553	100000	SH	SOLE
WRIGHT MEDICAL 2.625% 12/01/14	CONVERTIBLE BOND	98235TAA5	378	400000	PRN	SOLE
WUXI PHARMATECH CAYMAN INC SPO	COM	929352102	11274	698500	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	539	18000	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	8723	84000	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	13518	574000	SH	SOLE
XEROX CORP	COM	984121103	1267	110000	SH	SOLE
YAHOO INC.	COM	984332106	26625	1601000	SH	SOLE
YAMANA GOLD INC COM	COM	98462Y100	15552	1215000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 01/31/11 11:14 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
YORK WTR CO COM	COM	987184108	2611	151000	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	746	23300	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	7218	190000	SH		SOLE	
ZEP INC	COM	98944B108	14948	751900	SH		SOLE	
ZHONGPIN INC COM	COM	98952K107	510	25000	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	8642	161000	SH		SOLE	
ZORAN CORP COM	COM	98975F101	2816	320000	SH		SOLE	
ZYGO CORP COM	COM	989855101	3736	305000	SH		SOLE	

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PORTVUE-SEC13F.LNP

RUN DATE: 01/31/11 8:29 A.M.

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE

AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ACTIVE PWR INC COM	COM	00504W100	172	70000	SH		SOLE	
ADCT 3 1/2 07/17(ADCT17)	CONVERTIBLE BOND	000886AF8	1001	1000000	PRN		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	268	3500	SH		SOLE	
AIRGAS INC COM	COM	009363102	2292	36700	SH		SOLE	
AIRTRAN HLDGS INC COM	COM	00949P108	2752	372394	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	20041	541057	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	8088	49500	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	2242	92500	SH		SOLE	
ALLIED DEFENSE GROUP INC COM	COM	019118108	935	279048	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	1129	159303	SH		SOLE	
AMKOR TECHNOLOGY INC COM	COM	031652100	74	10000	SH		SOLE	
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	5058	133500	SH		SOLE	
ARENA PHARMACEUTICALS INC COM	COM	040047102	22	13000	SH		SOLE	
ART TECHNOLOGY GROUP INC COM	COM	04289L107	8023	1341633	SH		SOLE	
ATLAS AMERICA INC COM	COM	049298102	8681	197426	SH		SOLE	
BALDOR ELEC CO COM	COM	057741100	21326	338290	SH		SOLE	
BANK OF AMERICA	COM	060505104	1450	108729	SH		SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	302	10000	SH		SOLE	
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	253	4750	SH		SOLE	
BAXTER INTL INC COM	COM	071813109	228	4500	SH		SOLE	
BEAZER HOMES USA INC COM	COM	07556Q105	158	29300	SH		SOLE	
BECKMAN COULTER INC COM	COM	075811109	970	12900	SH		SOLE	
BELO CORP	COM	080555105	257	36300	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	18	10000	SH		SOLE	
BLUELINK HLDGS INC COM	COM	09624H109	133	36318	SH		SOLE	
BMP SUNSTONE CORP COM	COM	05569C105	6124	617920	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	288	38000	SH		SOLE	
BUCYRUS INTL INC NEW CL A	COM	118759109	17918	200429	SH		SOLE	
CABLEVISION SYS NY GROUP A	COM	12686C109	321	9500	SH		SOLE	
CAPITAL GOLD CORP COM NEW	COM	14018Y205	149	29400	SH		SOLE	
CARDIONET INC COM	COM	14159L103	56	11900	SH		SOLE	
CASEYS GEN STORES INC COM	COM	147528103	941	22137	SH		SOLE	
CBS CORP CLASS A	COM	124857103	224	11750	SH		SOLE	
CELGENE CORP-RTS-W/I	WARRANT AND RIGH	151020112	71	14495	SH		SOLE	
CENTRAL EUROPEAN 3.000% 03/15/	CONVERTIBLE BOND	153435AA0	928	1000000	PRN		SOLE	
CEPHALON INC COM	COM	156708109	210	3400	SH		SOLE	
CHARLES RIVER LAB 2.250% 06/15	CONVERTIBLE BOND	159864AB3	1078	1075000	PRN		SOLE	
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	581	575000	PRN		SOLE	
CHINA HYDROELECTRIC CP-ADS	COM	16949D101	148	20000	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS WAR	WARRANT AND RIGH	G2112E145	8	25000	SH		SOLE	
CHIPOTLE MEXICAN GRILL INC CL	COM	169656105	1659	7800	SH		SOLE	
CHIQUITA BRANDS INTL INC COM	COM	170032809	368	26267	SH		SOLE	
CIENA CORP 0.25% 5/1/2013	CONVERTIBLE BOND	171779AB7	925	1000000	PRN		SOLE	

PORTVUE-SEC13F.LNP

RUN DATE: 01/31/11 8:29 A.M.

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE

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AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	197	14000	SH		SOLE	
CMS ENERGY 2.875% 12/01/24	CONVERTIBLE BOND	125896AW0	2996	2050000	PRN		SOLE	
CNA SURETY CORP COM	COM	12612L108	452	19100	SH		SOLE	
COMCAST CORP CL A SPL	COM	20030N200	1269	61000	SH		SOLE	
COMMSCOPE INC COM	COM	203372107	11959	383063	SH		SOLE	
COMPELLENT TECHNOLOGIES INC CO	COM	20452A108	4498	163042	SH		SOLE	
COMVERGE INC COM	COM	205859101	276	40000	SH		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	379	6500	SH		SOLE	
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	120	31000	SH		SOLE	
CORNING INC	COM	219350105	270	14000	SH		SOLE	
CPI INTERNATIONAL INC COM	COM	12618M100	553	28601	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	1001	31944	SH		SOLE	
CSIQ US 01/11 P 15	OPTION - PUT		53	200	SH	PUT	SOLE	
CUTERA INC COM	COM	232109108	101	12200	SH		SOLE	
CYPRESS BIOSCIENCES INC COM PA	COM	232674507	7482	1154619	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	2871	152700	SH		SOLE	
DELTA PETE CORP COM NEW	COM	247907207	174	228800	SH		SOLE	
DIGIRAD CORP COM	COM	253827109	24	11200	SH		SOLE	
DIONEX CORP COM	COM	254546104	15817	134034	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	240	6000	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	3174	86500	SH		SOLE	
DOLLAR THRIFTY AUTOMOTIVE GR	COM	256743105	1980	41900	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	67	37850	SH		SOLE	
DYNAMEX INC COM	COM	26784F103	3162	127696	SH		SOLE	
DYNEGY INC	COM	26817G300	244	43397	SH		SOLE	
ENTRAVISION COMM CORP CL A	COM	29382R107	26	10000	SH		SOLE	
EURAND N V SHS	COM	N31010106	2141	180974	SH		SOLE	
EXCO RESOURCES INC COM	COM	269279402	1029	53000	SH		SOLE	
FCX US 01/11 C 79	OPTION - CALL		255	62	SH	CALL	SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	866	31614	SH		SOLE	
FIRST MERCURY FINANCIAL CORP	COM	320841109	3383	206296	SH		SOLE	
FORD CAP TRUST 6.5% 01/15/32	CONVERTIBLE PREF	345395206	364	7000	SH		SOLE	
FSLR US 01/11 P 135	OPTION - PUT		89	125	SH	PUT	SOLE	
FUSHI COPPERWELD INC COM	COM	36113E107	400	45000	SH		SOLE	
GENERAL ELEC CO	COM	369604103	183	10000	SH		SOLE	
GENON ENERGY INC	COM	37244E107	101	26400	SH		SOLE	
GENOPTIX INC	COM	37243V100	489	25700	SH		SOLE	
GENZYME CORP	COM	372917104	3033	42600	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	486	13400	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	236	13000	SH		SOLE	
GREIF INC CL B	COM	397624206	4151	67704	SH		SOLE	
GRUPO TELEVISA SA DE CV ADR (B	COM	40049J206	246	9500	SH		SOLE	
GSM US 01/11 C 15	OPTION - CALL		56	250	SH	CALL	SOLE	
GTSI CORP COM	COM	36238K103	117	24752	SH		SOLE	
PORTVUE-SEC13F.LNP								
GABELLI SECURITIES, INC.								
RUN DATE: 01/31/11 8:29 A.M.								

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVTMT DSCRETN	O MA
HARBIN ELECTRIC INC COM	COM	41145W109	524	30200	SH		SOLE	
HARDINGE INC COM	COM	412324303	241	24703	SH		SOLE	
HEADWATERS INC COM	COM	42210P102	435	95000	SH		SOLE	
HORSEHEAD HLDG CORP COM	COM	440694305	326	25000	SH		SOLE	
HYPERCOM CORP	COM	44913M105	3076	367500	SH		SOLE	

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INFOLOGIX INC COM NEW	COM	45668X204	53	11353	SH		SOLE
J CREW GROUP INC COM	COM	46612H402	4936	114409	SH		SOLE
JASO US 01/11 P 8	OPTION - PUT		72	600	SH	PUT	SOLE
JO-ANN STORES INC COM	COM	47758P307	783	13000	SH		SOLE
KINETIC CONCEPTS INC COM NEW	COM	49460W208	264	6300	SH		SOLE
KING PHARMACEUTICALS INC COM	COM	495582108	23667	1684511	SH		SOLE
LADISH INC COM NEW	COM	505754200	1930	39700	SH		SOLE
LASERCARD CORP COM	COM	51807U101	1208	193258	SH		SOLE
LUCENT TECH 2.750% 06/15/25	CONVERTIBLE BOND	549463AH0	951	1000000	PRN		SOLE
LULU US 01/11 C 65	OPTION - CALL		72	150	SH	CALL	SOLE
L-1 IDENTITY SOLUTIONS INC	COM	50212A106	6871	576931	SH		SOLE
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	1664	240500	SH		SOLE
MARTEK BIOSCIENCES CORP COM	COM	572901106	4985	159264	SH		SOLE
MASO 07/20/31	CONVERTIBLE BOND	574599BB1	1319	2500000	PRN		SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	1702	201126	SH		SOLE
MCAFEЕ INC COM	COM	579064106	21071	455000	SH		SOLE
MEAD JOHNSON	COM	582839106	426	6840	SH		SOLE
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	2420	285702	SH		SOLE
MEDTRONIC 1.625% 04/15/13	CONVERTIBLE BOND	585055AM8	2016	2000000	PRN		SOLE
MEE 3 1/4 08/15	CONVERTIBLE BOND	576203AJ2	985	1000000	PRN		SOLE
MERCER INS GROUP INC COM	COM	587902107	841	30039	SH		SOLE
MICRON TECH 1.875% 06/01/14	CONVERTIBLE BOND	595112AH6	936	1000000	PRN		SOLE
NATIONAL FUEL GAS CO N J COM	COM	636180101	459	7000	SH		SOLE
NAVISITE INC COM NEW	COM	63935M208	56	15177	SH		SOLE
NEUROMETRIX INC COM	COM	641255104	8	11200	SH		SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	2022	135000	SH		SOLE
NEW YORK TIMES CO CLASS A	COM	650111107	225	23000	SH		SOLE
NEWMONT MINING CORP HOLDING CO	COM	651639106	246	4000	SH		SOLE
NEXXUS LIGHTING INC COM	COM	65338E105	31	15000	SH		SOLE
NII HLDGS INC CL B NEW	COM	62913F201	201	4500	SH		SOLE
NOVELL INC	COM	670006105	6497	1097394	SH		SOLE
NRG ENERGY INC COM NEW	COM	629377508	297	15200	SH		SOLE
NSTAR COM	COM	67019E107	253	6000	SH		SOLE
NU HORIZONS ELECTRS CORP COM	COM	669908105	2057	294667	SH		SOLE
NUVASIVE INC COM	COM	670704105	526	20500	SH		SOLE
OCCAM NETWORKS INC COM NEW	COM	67457P309	914	105477	SH		SOLE
OFFICE DEPOT INC	COM	676220106	319	59100	SH		SOLE
PANL US 01/11 C 30	OPTION - CALL		20	100	SH	CALL	SOLE
PANL US 01/11 C 35	OPTION - CALL		19	500	SH	CALL	SOLE
PORTVUE-SEC13F.LNP							
RUN DATE: 01/31/11 8:29 A.M.							

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PENNICHUCK CORP COM NEW	COM	708254206	1302	47593	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	154	11500	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	1455	9400	SH		SOLE	
PPO US 01/11 C 40	OPTION - CALL		41	200	SH	CALL	SOLE	
PROMOTORA DE INFORMACIONES SAD	COM	74343G204	869	108376	SH		SOLE	
PROMOTORA DE INFORMACIONES SAD	COM	74343G303	1801	188770	SH		SOLE	
PWER US 01/11 C 11	OPTION - CALL		4	250	SH	CALL	SOLE	
QUICKSILVER RESOURCES INC COM	COM	74837R104	183	12400	SH		SOLE	
QUIKSILVER INC COM	COM	74838C106	166	32700	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	4438	583158	SH		SOLE	
RAE SYS INC COM	COM	75061P102	549	340736	SH		SOLE	
RANDGOLD RES LTD ADR	COM	752344309	231	2800	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	1532	1575000	PRN		SOLE	
SARA LEE CORP COM	COM	803111103	263	15000	SH		SOLE	
SATCON TECHNOLOGY CORP COM	COM	803893106	135	30000	SH		SOLE	

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SCHNITZER STL INDS CL A	COM	806882106	398	6000	SH	SOLE
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	164	52610	SH	SOLE
SINO CLEAN ENERGY INC COM NEW	COM	82936G200	132	20000	SH	SOLE
SIRIUS XM RADIO INC COM	COM	82967N108	33	20000	SH	SOLE
SOLTA MEDICAL INC	COM	83438K103	56	18500	SH	SOLE
SPRINT NEXTEL CORP	COM	852061100	351	83000	SH	SOLE
STP US 01/11 P 7.5	OPTION - PUT		4	200	SH	PUT SOLE
STUDENT LN CORP COM	COM	863902102	6367	196282	SH	SOLE
SYNIVERSE HLDGS INC COM	COM	87163F106	8531	276520	SH	SOLE
TALECRIS BIOTHERAPEUTICS	COM	874227101	1513	64920	SH	SOLE
TELEPHONE & DATA SYS INC SPL C	COM	879433860	1970	62500	SH	SOLE
TELEPHONE & DATA SYSTEM INC.	COM	879433100	439	12000	SH	SOLE
TELVENT GIT SA SHS	COM	E90215109	211	8000	SH	SOLE
TENET HEALTHCARE CORP COM	COM	88033G100	234	35000	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	341	10500	SH	SOLE
TIME WARNER INC COM	COM	887317303	365	11333	SH	SOLE
TRANS1 INC COM	COM	89385X105	26	12500	SH	SOLE
TRINITY INDS INC	COM	896522109	375	14100	SH	SOLE
TSL US 01/11 P 24	OPTION - PUT		39	300	SH	PUT SOLE
T-3 ENERGY SRVCS INC COM	COM	87306E107	2732	68600	SH	SOLE
UNITED STATES CELLULAR CORP	COM	911684108	200	4000	SH	SOLE
UNIVERSAL AMERN FINL CORP COM	COM	913377107	307	15000	SH	SOLE
UNIVERSAL DISPLAY CORP COM	COM	91347P105	307	10000	SH	SOLE
VERIGY LTD SHS	COM	Y93691106	2288	175700	SH	SOLE
VERSO PAPER CORP COM	COM	92531L108	257	75000	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	413	9000	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	2530	81628	SH	SOLE
WESCO FINL CORP COM	COM	950817106	521	1413	SH	SOLE
WHITNEY HLDG CORP	COM	966612103	587	41500	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI SECURITIES, INC.
RUN DATE: 01/31/11 8:29 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WILBER CORP COM	COM	967797101	409	40074	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	1363	314162	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	359	10900	SH		SOLE	
WUXI PHARMATECH CAYMAN INC SPO	COM	929352102	1958	121289	SH		SOLE	
YAHOO INC.	COM	984332106	559	33600	SH		SOLE	
YGE US 01/11 P 11	OPTION - PUT		30	250	SH	PUT	SOLE	
ZINC US 01/11 C 12.5	OPTION - CALL		32	350	SH	CALL	SOLE	
ZORAN CORP COM	COM	98975F101	277	31500	SH		SOLE	

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RUN DATE: 01/31/11 8:26 A.M.

TETON ADVISORS, INC.

FORM 13F INFORMATION TABLE

AS OF DATE: 12/31/10

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	1145	425500	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	258	27000	SH		SOLE	
AAR CORP COM	COM	000361105	427	15538	SH		SOLE	
AARON'S INC	COM	002535300	693	34000	SH		SOLE	
ACERGY S A SPONSORED ADR	COM	00443E104	231	9500	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	85	18000	SH		SOLE	
ADVANCED ANALOGIC TECHNOLOGICO	COM	00752J108	586	146100	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	505	10728	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	417	58800	SH		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	42	15242	SH		SOLE	
AMERICAN EAGLE OUTFITTERS INCO	COM	02553E106	556	38010	SH		SOLE	
AMERICAN RAILCAR INDS INC COM	COM	02916P103	978	44200	SH		SOLE	
AMN HEALTHCARE SVCS INC COM	COM	001744101	64	10500	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	3714	132391	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	1001	65118	SH		SOLE	
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	3581	94500	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	707	18638	SH		SOLE	
ARTHROCARE CORP COM	COM	043136100	432	13900	SH		SOLE	
ASCENT MEDIA CORP COM SER A	COM	043632108	41	1050	SH		SOLE	
ASTEC INDS INC COM	COM	046224101	583	18000	SH		SOLE	
ASTRONICS CORP COM	COM	046433108	235	11200	SH		SOLE	
ATLANTIC TELE NETWORK INC COM	COM	049079205	1091	28439	SH		SOLE	
ATLAS AIR WORLDWIDE HLDGS INCO	COM	049164205	242	4329	SH		SOLE	
ATMI INC COM	COM	00207R101	405	20291	SH		SOLE	
AVNET INC	COM	053807103	707	21410	SH		SOLE	
BALDWIN TECHNOLOGY INC CL A	COM	058264102	236	177500	SH		SOLE	
BALLANTYNE STRONG INC COM	COM	058516105	436	56151	SH		SOLE	
BEASLEY BROADCAST GRP INC.	COM	074014101	1416	236400	SH		SOLE	
BEL FUSE INC CL A	COM	077347201	2438	95600	SH		SOLE	
BELO CORP	COM	080555105	1273	179800	SH		SOLE	
BERKSHIRE BANCORP INC DEL COM	COM	084597202	88	16100	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	764	50000	SH		SOLE	
BIGLARI HOLDINGS INC	COM	08986R101	6227	15179	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	587	335500	SH		SOLE	

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BON-TON STORES INC COM	COM	09776J101	276	21800	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	1835	19300	SH	SOLE
BRIGHAM EXPLORATION CO COM	COM	109178103	599	21998	SH	SOLE
BROOKS AUTOMATION COM	COM	114340102	212	23352	SH	SOLE
BROWN & BROWN INC COM	COM	115236101	339	14181	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	5583	144500	SH	SOLE
BTU INTL INC COM	COM	056032105	657	73950	SH	SOLE
CADIZ INC	COM	127537207	487	39174	SH	SOLE
CALLAWAY GOLF CO COM	COM	131193104	234	29000	SH	SOLE
PORTVUE-SEC13F.LNP						TETON ADVISORS, INC.
RUN DATE: 01/31/11 8:26 A.M.						

FORM 13F INFORMATION TABLE AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CALLON PETE CO DEL COM	COM	13123X102	118	19900	SH		SOLE	
CAMBIUM LEARNING GRP INC COM	COM	13201A107	356	103507	SH		SOLE	
CANTEL MEDICAL CORP COM	COM	138098108	3454	147600	SH		SOLE	
CANTERBURY PK HLDG CORP	COM	13811E101	331	28500	SH		SOLE	
CAPSTONE TURBINE CORP COM	COM	14067D102	19	20000	SH		SOLE	
CARDIONET INC COM	COM	14159L103	398	85000	SH		SOLE	
CARIBOU COFFEE INC COM	COM	142042209	171	17000	SH		SOLE	
CASCADE MICROTECH INC COM	COM	147322101	425	97700	SH		SOLE	
CASELLA WASTE SYS INC CL A	COM	147448104	1263	178100	SH		SOLE	
CAVCO INDUSTRIES	COM	149568107	700	15000	SH		SOLE	
CENVEO INC COM	COM	15670S105	115	21500	SH		SOLE	
CEPHEID COM	COM	15670R107	1422	62500	SH		SOLE	
CHASE CORP	COM	16150R104	1100	67500	SH		SOLE	
CHEESECAKE FACTORY INC	COM	163072101	1143	37268	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	1495	36000	SH		SOLE	
CHICAGO BRIDGE & IRON	COM	167250109	244	7414	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS	COM	16949D101	662	89590	SH		SOLE	
CHINA WIND SYSTEMS INC	COM	16945F209	432	120720	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	2193	50540	SH		SOLE	
CINCINNATI BELL	COM	171871106	140	50000	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	2347	55500	SH		SOLE	
CNA SURETY CORP COM	COM	12612L108	900	38000	SH		SOLE	
COHEN & STEERS INC COM	COM	19247A100	1775	68000	SH		SOLE	
COLDWATER CREEK INC COM	COM	193068103	650	205000	SH		SOLE	
COLUMBIA BKG SYS INC COM	COM	197236102	263	12501	SH		SOLE	
COMMUNICATIONS SYS	COM	203900105	743	52900	SH		SOLE	
COMMUNITY HEALTH SYS INC NEWCO	COM	203668108	448	11998	SH		SOLE	
COMPUTER TASK GROUP INC COM	COM	205477102	729	67038	SH		SOLE	
COMVERGE INC COM	COM	205859101	726	105080	SH		SOLE	
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	367	40000	SH		SOLE	
CONTINUCARE CORP COM	COM	212172100	2805	599300	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	1409	244690	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	1459	280000	SH		SOLE	
COWEN GROUP INC NEW CL A	COM	223622101	47	10000	SH		SOLE	
CROSS A T CO CL A	COM	227478104	319	33063	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	131	49900	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	1316	42000	SH		SOLE	
CTS CORP	COM	126501105	2804	253500	SH		SOLE	
CUTERA INC COM	COM	232109108	678	81800	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	626	61200	SH		SOLE	
CYPRESS BIOSCIENCES INC COM PA	COM	232674507	1750	270000	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	1807	105000	SH		SOLE	
DAWSON GEOPHYSICAL CO COM	COM	239359102	2122	66528	SH		SOLE	
DELTA NAT GAS INC COM	COM	247748106	888	28300	SH		SOLE	
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RUN DATE: 01/31/11 8:26 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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DENNYS CORP COM	COM	24869P104	309	86200	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	870	256000	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	423	237500	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	224	4500	SH		SOLE	
DUCOMMUN INC DEL COM	COM	264147109	956	43889	SH		SOLE	
DXP ENTERPRISES INC NEW COM NE	COM	233377407	475	19796	SH		SOLE	
EASTERN CO COM	COM	276317104	571	32000	SH		SOLE	
EDGAR ONLINE INC	COM	279765101	81	67500	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1374	584686	SH		SOLE	
ELECTRO SCIENTIFIC INDS INC CO	COM	285229100	1171	73049	SH		SOLE	
ENERGY RECOVERY INC	COM	29270J100	128	35000	SH		SOLE	
ENTEGRIIS INC COM	COM	29362U104	1268	169807	SH		SOLE	
ENTERCOM COMMUNICATIONS CORPCL	COM	293639100	855	73800	SH		SOLE	
ENTRAVISION COMM CORP CL A	COM	29382R107	545	212141	SH		SOLE	
ENTROPIC COMMUNICATIONS INC CO	COM	29384R105	957	79200	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	6363	409733	SH		SOLE	
ESTERLINE TECHNOLOGIES CORP CO	COM	297425100	326	4759	SH		SOLE	
EXACTECH INC COM	COM	30064E109	1982	105300	SH		SOLE	
FAIR ISAAC & CO INC COM	COM	303250104	590	25258	SH		SOLE	
FAMOUS DAVES AMER INC COM	COM	307068106	563	50500	SH		SOLE	
FARO TECHNOLOGIES INC COM	COM	311642102	304	9262	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	494	23900	SH		SOLE	
FEDERAL SIGNAL CORP COM	COM	313855108	1328	193539	SH		SOLE	
FERRO CORP	COM	315405100	8235	562469	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	196	14331	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	73	10494	SH		SOLE	
FIRST NIAGARA FINL GP INC COM	COM	33582V108	350	25000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	2993	137300	SH		SOLE	
FLOW INTL CORP COM	COM	343468104	627	153400	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	1770	126400	SH		SOLE	
FORMFACTOR INC COM	COM	346375108	593	66736	SH		SOLE	
FSI INTL INC COM	COM	302633102	66	15000	SH		SOLE	
FTI CONSULTING INC COM	COM	302941109	771	20675	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	1920	277800	SH		SOLE	
GASTAR EXPL LTD COM NEW	COM	367299203	412	95800	SH		SOLE	
GENCORP INC	COM	368682100	4595	888800	SH		SOLE	
GENERAL MILLS INC	COM	370334104	268	7522	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	2242	284829	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	2791	293208	SH		SOLE	
GLOBE SPECIALTY METALS INC COM	COM	37954N206	353	20638	SH		SOLE	
GOODRICH PETE CORP COM NEW	COM	382410405	340	19263	SH		SOLE	
GORMAN RUPP CO	COM	383082104	259	8000	SH		SOLE	
GP STRATEGIES CORP COM	COM	36225V104	877	85631	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	351	17689	SH		SOLE	
PORTVUE-SEC13F.LNP								

TETON ADVISORS, INC.

RUN DATE: 01/31/11 8:26 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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GRAHAM CORP COM	COM	384556106	876	43800	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	1138	608500	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	55	30832	SH		SOLE	

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GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	72	343500	SH	SOLE
GREENBRIER COS INC	COM	393657101	304	14500	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	1781	55000	SH	SOLE
GRIFFON CORP COM	COM	398433102	3214	252288	SH	SOLE
GSE SYS INC COM	COM	36227K106	164	45300	SH	SOLE
GULF ISLAND FABRICATION INC CO	COM	402307102	634	22500	SH	SOLE
HAINE CELESTIAL GROUP INC	COM	405217100	1191	44000	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	204	5000	SH	SOLE
HALLMARK FINL SVCS INC ECCOM N	COM	40624Q203	386	42439	SH	SOLE
HAWKINS INC COM	COM	420261109	1354	30500	SH	SOLE
HEADWATERS INC COM	COM	42210P102	830	181300	SH	SOLE
HEELYS INC COM	COM	42279M107	173	57000	SH	SOLE
HERITAGE FINANCIAL GROUP (NEW)	COM	42726X102	364	29319	SH	SOLE
HERLEY INDS INC COM	COM	427398102	4922	284200	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	574	60000	SH	SOLE
HOOPER HOLMES INC COM	COM	439104100	52	73600	SH	SOLE
HOT TOPIC INC	COM	441339108	391	62200	SH	SOLE
HUDSON VALLEY HOLDING CORP COM	COM	444172100	1485	59970	SH	SOLE
ICF INTL INC COM	COM	44925C103	639	24859	SH	SOLE
ICO GLOBAL COMM HLDGS LTD DECL	COM	44930K108	34	22900	SH	SOLE
IDEX CORP	COM	45167R104	792	20247	SH	SOLE
IMAX CORP COM	COM	45245E109	1384	49300	SH	SOLE
INGLES MKTS INC CL A	COM	457030104	2423	126200	SH	SOLE
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	790	139400	SH	SOLE
INTEGRATED DEVICE TECH INC COM	COM	458118106	246	36998	SH	SOLE
INTERCLICK INC COM NEW	COM	458483203	217	40400	SH	SOLE
INTERNAP NETWORK SVCS CORP COM	COM	45885A300	687	113000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	887	29861	SH	SOLE
INTRICON CORP COM	COM	46121H109	663	169500	SH	SOLE
IRIS INTL INC COM	COM	46270W105	4651	454601	SH	SOLE
IXYS CORP DEL COM	COM	46600W106	562	48400	SH	SOLE
JONES GROUP INC COM	COM	48020T101	179	11500	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	5681	1124900	SH	SOLE
KAISER FEDERAL BANK	COM	483056107	347	30000	SH	SOLE
KAMAN CORP	COM	483548103	3384	116415	SH	SOLE
KAR AUCTION SVCS INC COM	COM	48238T109	338	24500	SH	SOLE
KBW INC	COM	482423100	627	22441	SH	SOLE
KEY TECHNOLOGY INC COM	COM	493143101	1036	60911	SH	SOLE
KID BRANDS, INC. COM	COM	49375T100	740	86500	SH	SOLE
KKR & CO. L.P	COM	48248M102	1290	90843	SH	SOLE
KRAFT FOODS INC CL A COM	COM	50075N104	221	7000	SH	SOLE

TETON ADVISORS, INC.

RUN DATE: 01/31/11 8:26 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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KRATOS DEFENSE & SEC SOLUTIOCO	COM	50077B207	827	62795	SH		SOLE	
LAKELAND INDS INC COM	COM	511795106	134	15300	SH		SOLE	
LAWSON SOFTWARE INC NEW COM	COM	52078P102	162	17501	SH		SOLE	
LAYNE CHRISTENSEN CO COM	COM	521050104	1377	40000	SH		SOLE	
LECROY CORP COM	COM	52324W109	2702	274561	SH		SOLE	
LEMAITRE VASCULAR INC COM	COM	525558201	325	48000	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	1942	203300	SH		SOLE	
LIMONEIRA CO COM	COM	532746104	431	15000	SH		SOLE	
LIN TV CORP CL A	COM	532774106	583	110000	SH		SOLE	
LINDSAY CORP	COM	535555106	357	6000	SH		SOLE	
LITTELFUSE INC	COM	537008104	413	8767	SH		SOLE	
LYDALL INC COM	COM	550819106	216	26878	SH		SOLE	
L-1 IDENTITY SOLUTIONS INC	COM	50212A106	2978	250000	SH		SOLE	

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MAGMA DESIGN AUTOMATION COM	COM	559181102	516	103070	SH	SOLE
MAGNETEK INC COM	COM	559424106	746	552557	SH	SOLE
MANITOWOC CO COM	COM	563571108	250	19098	SH	SOLE
MARCUS CORP COM	COM	566330106	889	67000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	2294	344430	SH	SOLE
MARINEMAX INC COM	COM	567908108	117	12500	SH	SOLE
MATERIAL SCIENCES CORP COM	COM	576674105	1135	177400	SH	SOLE
MATRIX SVC CO COM	COM	576853105	133	10900	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	423	50000	SH	SOLE
MEADOWBROOK INS GROUP INC COM	COM	58319P108	286	27900	SH	SOLE
MEDALLION FINANCIAL CORP	COM	583928106	492	60000	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	4086	706900	SH	SOLE
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	1355	160000	SH	SOLE
MERCURY COMPUTER SYS INC COM	COM	589378108	880	47876	SH	SOLE
MESA LABS INC COM	COM	59064R109	1425	47500	SH	SOLE
MET PRO CORP COM	COM	590876306	941	79700	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	973	75000	SH	SOLE
MGE ENERGY INC	COM	55277P104	1304	30500	SH	SOLE
MGP INGREDIENTS INC COM	COM	55302G103	166	15000	SH	SOLE
MICROSEMI CORP COM	COM	595137100	285	12454	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	2042	251800	SH	SOLE
MIDDLEBY CORP COM	COM	596278101	1249	14800	SH	SOLE
MINE SAFETY APPLIANCES CO COM	COM	602720104	759	24371	SH	SOLE
MODINE MFG CO	COM	607828100	1454	93800	SH	SOLE
MOLEX INC	COM	608554101	716	31511	SH	SOLE
MORGANS HOTEL GROUP CO COM	COM	61748W108	426	47000	SH	SOLE
MOSY INC	COM	619718109	395	69500	SH	SOLE
MOVADO GROUP INC COM	COM	624580106	207	12800	SH	SOLE
MVC CAP COM	COM	553829102	511	35000	SH	SOLE
MYERS INDS INC	COM	628464109	2707	277900	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	484	49100	SH	SOLE
PORTVUE-SEC13F.LNP						
TETON ADVISORS, INC.						
RUN DATE: 01/31/11 8:26 A.M.						

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
NASDAQ STOCK MARKET INC COM	COM	631103108	221	9329	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	2270	134729	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	236	15358	SH		SOLE	
NEOGEN CORP COM	COM	640491106	3857	94000	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	208	11055	SH		SOLE	
NEWPORT CORP COM	COM	651824104	1582	90754	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	287	35400	SH		SOLE	
NU HORIZONS ELECTRS CORP COM	COM	669908105	907	130000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	1597	74300	SH		SOLE	
OMNICELL INC COM	COM	68213N109	254	17556	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	2257	270000	SH		SOLE	
ON SEMICONDUCTOR CORP COM	COM	682189105	664	67202	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	163	44300	SH		SOLE	
ORITANI FINL CORP DEL COM	COM	68633D103	490	40000	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	508	17500	SH		SOLE	
OUTDOOR HLDGS INC (NEW)	COM	690027206	90	12500	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	795	117800	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	288	20300	SH		SOLE	
PARAMETRIC TECHNOLOGY CORP COM	COM	699173209	856	37999	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	1806	60216	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	805	38500	SH		SOLE	
PATTERSON COMPANIES INC	COM	703395103	745	24326	SH		SOLE	
PATTERSON-UTI ENERGY INC COM	COM	703481101	295	13668	SH		SOLE	

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PEETS COFFEE & TEA INC COM	COM	705560100	417	10000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	2249	82200	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	537	40000	SH	SOLE
PERICOM SEMICONDUCTOR CORP COM	COM	713831105	841	76600	SH	SOLE
PETROHAWK ENERGY CORP COM	COM	716495106	596	32635	SH	SOLE
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	158	15000	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	372	26500	SH	SOLE
PREFORMED LINE PRODS CO COM	COM	740444104	456	7788	SH	SOLE
PRG-SCHULTZ INTERNATIONAL INCO	COM	69357C503	764	120656	SH	SOLE
PRIDE INTL INC COM	COM	74153Q102	724	21926	SH	SOLE
PRIMEDIA INC COM NEW	COM	74157K846	840	200000	SH	SOLE
PROGRESS SOFTWARE CORP COM	COM	743312100	246	5803	SH	SOLE
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1377	82200	SH	SOLE
PULSE ELECTRONICS CORP COM	COM	74586W106	2043	384100	SH	SOLE
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	331	45000	SH	SOLE
QLOGIC CORP COM	COM	747277101	785	46132	SH	SOLE
QUIDEL CORP COM	COM	74838J101	2113	146261	SH	SOLE
RAM ENERGY RESOURCES INC COM	COM	75130P109	134	73000	SH	SOLE
READING INTERNATIONAL INC CL B	COM	755408200	353	39300	SH	SOLE
READING INTL INC CL A	COM	755408101	578	114500	SH	SOLE
RGC RES INC COM	COM	74955L103	554	17700	SH	SOLE
PORTVUE-SEC13F.LNP						TETON ADVISORS, INC.
RUN DATE: 01/31/11 8:26 A.M.						

FORM 13F INFORMATION TABLE AS OF DATE: 12/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
ROCHESTER MED CORP COM	COM	771497104	4006	366890	SH		SOLE	
ROCK OF AGES CORP DEL COM	COM	772632105	616	117700	SH		SOLE	
RPC INC. COMMON	COM	749660106	1087	60000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	225	84400	SH		SOLE	
RUSH ENTERPRISES INC CL A	COM	781846209	713	34900	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	994	55000	SH		SOLE	
S1 CORP	COM	78463B101	322	46700	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	881	278032	SH		SOLE	
SANDERS MORRIS HARRIS GROUP CO	COM	80000Q104	524	72300	SH		SOLE	
SCHAWK INC CL A	COM	806373106	774	37600	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	3244	357314	SH		SOLE	
SCHMITT INDS INC ORE COM NEW	COM	806870200	223	76100	SH		SOLE	
SCHULMAN A INC COM	COM	808194104	209	9109	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	1472	145000	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	309	12122	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	161	51700	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	347	18500	SH		SOLE	
SILICON IMAGE INC COM	COM	82705T102	96	13000	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	409	50000	SH		SOLE	
SJW CORP COM	COM	784305104	2443	92300	SH		SOLE	
SKYLINE CORP	COM	830830105	556	21300	SH		SOLE	
SL INDS INC COM	COM	784413106	3566	203900	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	195	45000	SH		SOLE	
SNYDERS LANCE INC COM	COM	833551104	2344	100000	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	3737	169900	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	2908	219438	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	3905	285036	SH		SOLE	
STANDEX INTL CORP	COM	854231107	1077	36000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	1619	138600	SH		SOLE	
STEC INC COM	COM	784774101	193	10949	SH		SOLE	
STEINWAY MUSICAL INSTRS INC OR	COM	858495104	766	38600	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	769	115000	SH		SOLE	
STONERIDGE INC	COM	86183P102	3289	208300	SH		SOLE	

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STRATEGIC DIAGNOSTICS INC COM	COM	862700101	376	213900	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	4485	134400	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	1477	69600	SH	SOLE
SURMODICS INC COM	COM	868873100	356	30000	SH	SOLE
SVB FINL GROUP COM	COM	78486Q101	771	14536	SH	SOLE
SWS GROUP INC	COM	78503N107	352	69800	SH	SOLE
SYCAMORE NETWORKS INC COM NEW	COM	871206405	429	20830	SH	SOLE
SYMMETRICOM INC COM	COM	871543104	1070	150850	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	979	96100	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	1944	270700	SH	SOLE
TELEFLEX INC	COM	879369106	581	10792	SH	SOLE

PORTVUE-SEC13F.LNP

TETON ADVISORS, INC.

RUN DATE: 01/31/11 8:26 A.M.

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/10

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TENNANT CO	COM	880345103	2343	61004	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	1646	40000	SH		SOLE	
TERADATA CORP DEL COM	COM	88076W103	772	18746	SH		SOLE	
TESCO CORP COM	COM	88157K101	1078	67900	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	1077	179861	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	598	9603	SH		SOLE	
TITAN MACHY INC COM	COM	88830R101	725	37579	SH		SOLE	
TORO CO COM	COM	891092108	688	11168	SH		SOLE	
TRANS LUX CORP	COM	893247106	8	50000	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	2638	280000	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	915	47223	SH		SOLE	
TRIANGLE PETE CORP COM NEW	COM	89600B201	228	35000	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	40	22300	SH		SOLE	
TRINITY INDS INC	COM	896522109	451	16960	SH		SOLE	
TTM TECHNOLOGIES INC COM	COM	87305R109	329	22071	SH		SOLE	
TWIN DISC INC COM	COM	901476101	2988	100068	SH		SOLE	
U S ENERGY CORP WYO COM	COM	911805109	123	20300	SH		SOLE	
ULTRA CLEAN HLDGS INC COM	COM	90385V107	1514	162605	SH		SOLE	
ULTRALIFE BATTERIES INC COM	COM	903899102	863	130550	SH		SOLE	
ULTRATECH INC COM	COM	904034105	1210	60850	SH		SOLE	
UMPQUA HLDGS CORP COM	COM	904214103	160	13136	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	1147	81900	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	2336	106100	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	226	15805	SH		SOLE	
VALSPAR CORP COM	COM	920355104	231	6714	SH		SOLE	
VARIAN SEMICONDUCTOR EQUIPTMCO	COM	922207105	643	17404	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	710	60600	SH		SOLE	
VCA ANTECH INC COM	COM	918194101	405	17398	SH		SOLE	
VEECO INSTRS INC DEL COM	COM	922417100	221	5139	SH		SOLE	
VICOR CORP COM	COM	925815102	966	58900	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	340	10300	SH		SOLE	
VISHAY INTERTECHNOLOGY INC	COM	928298108	397	27010	SH		SOLE	
WABASH NATL CORP COM	COM	929566107	1257	106100	SH		SOLE	
WABCO HLDGS INC COM	COM	92927K102	375	6150	SH		SOLE	
WASHINGTON FED INC	COM	938824109	453	26766	SH		SOLE	
WASHINGTON TR BANCORP COM	COM	940610108	474	21671	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	199	10120	SH		SOLE	
WESTFIELD FINANCIAL INC NEW CO	COM	96008P104	618	66850	SH		SOLE	
WET SEAL INC/THE-CLASS A	COM	961840105	774	209100	SH		SOLE	
WHITNEY HLDG CORP	COM	966612103	567	40039	SH		SOLE	
WHX CORP	COM	929248607	4646	356800	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	64	18300	SH		SOLE	
WILLIAMS SONOMA INC COM	COM	969904101	735	20594	SH		SOLE	

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WILSHIRE BANCORP INC COM COM 97186T108 290 38100 SH SOLE
 PORTVUE-SEC13F.LNP TETON ADVISORS, INC.
 RUN DATE: 01/31/11 8:26 A.M.

FORM 13F INFORMATION TABLE
 AS OF DATE: 12/31/10

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WINDSTREAM CORP COM	COM	97381W104	249	17875	SH		SOLE	
WINNEBAGO INDS INC COM	COM	974637100	654	43000	SH		SOLE	
YORK WTR CO COM	COM	987184108	493	28500	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	746	23300	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	793	20871	SH		SOLE	
ZEP INC	COM	98944B108	3581	180150	SH		SOLE	
ZORAN CORP COM	COM	98975F101	1115	126700	SH		SOLE	
ZYGO CORP COM	COM	989855101	2499	204000	SH		SOLE	