

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

GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 May 15, 2009

PORTVUE-SEC13F.LNP
 RUN DATE: 05/08/09 3:32 P.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 03/31/09

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 642 | 310000 | SH | | SOLE | |
| 3 COM CORP | COM | 885535104 | 927 | 300000 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 597 | 12000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 7142 | 283427 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 941 | 75000 | SH | | SOLE | |
| AARON RENTS INC CL A | COM | 002535300 | 8793 | 375773 | SH | | SOLE | |
| AARON RENTS INC COM | COM | 002535201 | 272 | 10200 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 4040 | 289800 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 2976 | 62380 | SH | | SOLE | |
| ACCESS INTEGRATED TECHNLS ICL | COM | 004329108 | 23 | 37000 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 179 | 182812 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 726 | 32220 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 1448 | 67700 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 2429 | 418150 | SH | | SOLE | |
| AGERE SYS 6.5% 12/15/09 | CONVERTIBLE BOND | 00845VAA8 | 1650 | 1650000 | PRN | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 2720 | 102537 | SH | | SOLE | |
| ALBEMARLE CORP COM | COM | 012653101 | 631 | 29000 | SH | | SOLE | |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 27666 | 1223620 | SH | | SOLE | |
| ALCOA INC COM | COM | 013817101 | 8368 | 1140085 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 593 | 6525 | SH | | SOLE | |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 2175 | 274300 | SH | | SOLE | |
| ALLEGHANY CORP DEL | COM | 017175100 | 940 | 3472 | SH | | SOLE | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 20550 | 886904 | SH | | SOLE | |
| ALLERGAN INC | COM | 018490102 | 10331 | 216308 | SH | | SOLE | |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 2548 | 173100 | SH | | SOLE | |
| ALLIANCE DATA SYS CORP COM | COM | 018581108 | 1615 | 43700 | SH | | SOLE | |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 754 | 30520 | SH | | SOLE | |
| ALPHA NATURAL RESOURCES INC CO | COM | 02076X102 | 249 | 14000 | SH | | SOLE | |
| AMAZON.COM INC | COM | 023135106 | 1043 | 14200 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 1814 | 67000 | SH | | SOLE | |
| AMERICAN DENTAL PARTNERS INC | COM | 025353103 | 133 | 20000 | SH | | SOLE | |
| AMERICAN DG ENERGY INC COM | COM | 025398108 | 1057 | 480300 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 51672 | 3791066 | SH | | SOLE | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 28 | 28000 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 2937 | 143318 | SH | | SOLE | |
| AMETEK INC NEW COM | COM | 031100100 | 97299 | 3111588 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 2330 | 1147830 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 15065 | 1136110 | SH | | SOLE | |
| ANADARKO PETE CORP COM | COM | 032511107 | 3631 | 93360 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 3384 | 301060 | SH | | SOLE | |
| ANGLOGOLD LTD SPONSORED ADR | COM | 035128206 | 239 | 6500 | SH | | SOLE | |

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| | | | | | | |
|---------------------------------|-----|-----------|-------|---------|----|------|
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 494 | 388750 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 1519 | 23700 | SH | SOLE |
| APPLE COMPUTER INC | COM | 037833100 | 6456 | 61413 | SH | SOLE |
| APPLIED MATLS INC COM | COM | 038222105 | 762 | 70890 | SH | SOLE |
| AQUA AMERICA INC | COM | 03836W103 | 260 | 13000 | SH | SOLE |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 1594 | 84080 | SH | SOLE |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 52366 | 1885008 | SH | SOLE |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 2475 | 82132 | SH | SOLE |
| ARTHROCARE CORP COM | COM | 043136100 | 2403 | 490310 | SH | SOLE |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 27100 | 1084009 | SH | SOLE |
| ASHLAND INC NEW COM | COM | 044209104 | 5393 | 522037 | SH | SOLE |
| AUTONATION INC | COM | 05329W102 | 35830 | 2581379 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 309 | 1900 | SH | SOLE |
| AVON PRODUCTS INC | COM | 054303102 | 3618 | 188125 | SH | SOLE |
| BADGER METER INC COM | COM | 056525108 | 2480 | 85850 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 214 | 7500 | SH | SOLE |
| BALDOR ELEC CO COM | COM | 057741100 | 9517 | 656800 | SH | SOLE |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 954 | 1037430 | SH | SOLE |
| BANCO SANTANDER CENT HISP ADR (| COM | 05964H105 | 991 | 143564 | SH | SOLE |
| BANK OF AMERICA | COM | 060505104 | 9378 | 1375026 | SH | SOLE |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 57480 | 2034677 | SH | SOLE |
| BARNES GROUP INC COM | COM | 067806109 | 2054 | 192140 | SH | SOLE |
| BARRICK GOLD (R:ABX.N B:ABX US) | COM | 067901108 | 2000 | 61700 | SH | SOLE |
| BAXTER INTL INC COM | COM | 071813109 | 2308 | 45065 | SH | SOLE |
| BCE INC | COM | 05534B760 | 3335 | 167600 | SH | SOLE |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 2284 | 1173361 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 3631 | 146700 | SH | SOLE |
| BEL FUSE INC CL A | COM | 077347201 | 213 | 17100 | SH | SOLE |
| BELDEN CDT INC | COM | 077454106 | 1731 | 138400 | SH | SOLE |
| BELO CORP | COM | 080555105 | 1013 | 1659955 | SH | SOLE |
| BERKSHIRE HATHAWAY | COM | 084670108 | 2688 | 31 | SH | SOLE |
| BERKSHIRE HATH/HLD B | COM | 084670207 | 7515 | 2665 | SH | SOLE |
| BHP BILLITON LTD SPONSORED ADR | COM | 088606108 | 542 | 12150 | SH | SOLE |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 540 | 92000 | SH | SOLE |
| BIO RAD LABS INC CL A | COM | 090572207 | 395 | 6000 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 577 | 11000 | SH | SOLE |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 191 | 213600 | SH | SOLE |
| BLACKROCK INC CL A | COM | 09247X101 | 733 | 5640 | SH | SOLE |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 275 | 37900 | SH | SOLE |
| BOEING CO | COM | 097023105 | 15816 | 444520 | SH | SOLE |
| BON-TON STORES INC COM | COM | 09776J101 | 956 | 546500 | SH | SOLE |
| BORG WARNER INC | COM | 099724106 | 28066 | 1382569 | SH | SOLE |
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 16 | 35000 | SH | SOLE |
| BOSTON BEER INC CL A | COM | 100557107 | 3083 | 147800 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| GAMCO ASSET MGT. INC. | | | | | | |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 2282 | 287000 | SH | | SOLE | |
| BOYD GAMING CORP | COM | 103304101 | 11122 | 2981710 | SH | | SOLE | |
| BP PLC SPONS ADR | COM | 055622104 | 775 | 19333 | SH | | SOLE | |
| BPW ACQUISITION CORP COM | COM | 055637102 | 1967 | 210150 | SH | | SOLE | |
| BPW ACQUISITION CORP WT EXP 02 | WARRANT AND RIGH | 055637110 | 94 | 590000 | SH | | SOLE | |
| BRINKS CO COM | COM | 109696104 | 3466 | 131000 | SH | | SOLE | |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 6064 | 268300 | SH | | SOLE | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 5838 | 266335 | SH | | SOLE | |
| BROWN FORMAN CORP CL B | COM | 115637209 | 2935 | 75586 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-----------------------|----------|----|------|
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 18887 | 470989 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC | COM | 117421107 | 1970 | 142000 | SH | SOLE |
| BT GROUP PLC SPON ADR | COM | 05577E101 | 313 | 28000 | SH | SOLE |
| BUCKEYE PARTNERS L P UNIT LTD | OIL & GAS PARTNE | 118230101 | 321 | 9000 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 141387 | 10926381 | SH | SOLE |
| CABOT OIL & GAS CORP COMMON ST | COM | 127097103 | 495 | 21000 | SH | SOLE |
| CADBURY PLC-SPONS ADR | COM | 12721E102 | 81514 | 2690221 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 481 | 100000 | SH | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 2914 | 1199300 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 7215 | 329000 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 16893 | 617423 | SH | SOLE |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 2351 | 402607 | SH | SOLE |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 694 | 56660 | SH | SOLE |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 394 | 150000 | SH | SOLE |
| CASELLA WASTE SYS INC CL A | COM | 147448104 | 180 | 105000 | SH | SOLE |
| CASEYS GEN STORES INC COM | COM | 147528103 | 800 | 30000 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 574 | 20530 | SH | SOLE |
| CAVALIER HOMES INC COM | COM | 149507105 | 4178 | 2695399 | SH | SOLE |
| CAVCO INDUSTRIES | COM | 149568107 | 12254 | 519228 | SH | SOLE |
| CBS CORP CLASS A | COM | 124857103 | 10067 | 2568091 | SH | SOLE |
| CBS CORP NEW CL B | COM | 124857202 | 745 | 194013 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 1057 | 23800 | SH | SOLE |
| CENTENNIAL CELLULAR CORP CL A | COM | 15133V208 | 10802 | 1307797 | SH | SOLE |
| CENTEX CORP COM | COM | 152312104 | 87 | 11620 | SH | SOLE |
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 467 | 27000 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 15284 | 543536 | SH | SOLE |
| CEPHEID COM | COM | 15670R107 | 1214 | 176000 | SH | SOLE |
| CH ENERGY GROUP, INC. | COM | 12541M102 | 33743 | 719477 | SH | SOLE |
| CHAMPION ENTERPRISES INC COM | COM | 158496109 | 1438 | 2995750 | SH | SOLE |
| CHARTER COMMUNICATIONS INC DCL | COM | 16117M107 | 1 | 30000 | SH | SOLE |
| CHEMED CORPORATION | COM | 16359R103 | 30213 | 776690 | SH | SOLE |
| CHEMTURA CORP | COM | 163893100 | 35 | 735666 | SH | SOLE |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 854 | 50050 | SH | SOLE |
| CHEVRON CORP | COM | 166764100 | 20397 | 303345 | SH | SOLE |
| CHINA MOBILE LTD | COM | 16941M109 | 2742 | 63000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CHURCH & DWIGHT CO | COM | 171340102 | 16951 | 324550 | SH | | SOLE | |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 22834 | 759601 | SH | | SOLE | |
| CINCINNATI BELL | COM | 171871106 | 19284 | 8384465 | SH | | SOLE | |
| CIRCOR INTL INC COM | COM | 17273K109 | 21515 | 955373 | SH | | SOLE | |
| CISCO SYS INC | COM | 17275R102 | 3325 | 198300 | SH | | SOLE | |
| CITADEL BROADCASTING CORP COM | COM | 17285T106 | 37 | 565528 | SH | | SOLE | |
| CITIGROUP INC. | COM | 172967101 | 3789 | 1497522 | SH | | SOLE | |
| CLARCOR INC | COM | 179895107 | 61696 | 2449216 | SH | | SOLE | |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 5115 | 1393800 | SH | | SOLE | |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 819 | 159000 | SH | | SOLE | |
| CME GROUP INC COM | COM | 12572Q105 | 1732 | 7030 | SH | | SOLE | |
| CMS ENERGY CORP COM | COM | 125896100 | 1398 | 118100 | SH | | SOLE | |
| CNA SURETY CORP COM | COM | 12612L108 | 14900 | 808000 | SH | | SOLE | |
| CNH GLOBAL NV COM | COM | N20935206 | 42290 | 4074157 | SH | | SOLE | |
| COACH INC | COM | 189754104 | 398 | 23813 | SH | | SOLE | |
| COACHMEN INDS INC | COM | 189873102 | 418 | 642750 | SH | | SOLE | |
| COCA COLA CO | COM | 191216100 | 55024 | 1251963 | SH | | SOLE | |
| COHEN & STEERS INC COM | COM | 19247A100 | 1529 | 137000 | SH | | SOLE | |
| COLDWATER CREEK INC COM | COM | 193068103 | 2563 | 1021000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| COLLECTIVE BRANDS INC COM | COM | 19421W100 | 127 | 13000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 692 | 53775 | SH | SOLE |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 1600 | 117271 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 2101 | 275300 | SH | SOLE |
| COMPTON PETE CORP COM | COM | 204940100 | 7 | 10000 | SH | SOLE |
| COMPUCREDIT CVT 5.875% 01/30/3 | CONVERTIBLE BOND | 20478NAD2 | 43 | 200000 | PRN | SOLE |
| CONMED CORP COM | COM | 207410101 | 2015 | 139800 | SH | SOLE |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 204 | 10050 | SH | SOLE |
| CONOCOPHILLIPS COM | COM | 20825C104 | 9488 | 242285 | SH | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 6204 | 300300 | SH | SOLE |
| COOPER COS INC COM NEW | COM | 216648402 | 2380 | 90000 | SH | SOLE |
| COOPER INDUSTRIES LTD CL A COM | COM | G24182100 | 37825 | 1462676 | SH | SOLE |
| CORE MOLDING TECH COM | COM | 218683100 | 535 | 382000 | SH | SOLE |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 2684 | 138000 | SH | SOLE |
| CORN PRODS INTL INC COM | COM | 219023108 | 28760 | 1356600 | SH | SOLE |
| CORNING INC | COM | 219350105 | 8881 | 669281 | SH | SOLE |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 1059 | 22860 | SH | SOLE |
| COVANTA HOLDING CORP | COM | 22282E102 | 2854 | 218000 | SH | SOLE |
| COVIDIAN LTD | COM | G2552X108 | 884 | 26600 | SH | SOLE |
| COX RADIO INC.-CL A | COM | 224051102 | 41 | 10000 | SH | SOLE |
| CRANE CO | COM | 224399105 | 67299 | 3986902 | SH | SOLE |
| CROWN HOLDINGS INC COM | COM | 228368106 | 234 | 10300 | SH | SOLE |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 726 | 354200 | SH | SOLE |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 4261 | 216200 | SH | SOLE |
| CTS CORP | COM | 126501105 | 12239 | 3390333 | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| CUMMINS ENGINE INC | COM | 231021106 | 583 | 22900 | SH | | SOLE | |
| CURRENCYSHS JAPANESE YEN TR JA | MUTUAL FUNDS | 23130A102 | 2397 | 23850 | SH | | SOLE | |
| CURTISS WRIGHT CORP | COM | 231561101 | 52240 | 1862400 | SH | | SOLE | |
| CUTERA INC COM | COM | 232109108 | 2290 | 358300 | SH | | SOLE | |
| CV THERAPEUTICS INC COM | COM | 126667104 | 19311 | 971360 | SH | | SOLE | |
| CVS/CAREMARK CORP | COM | 126650100 | 36935 | 1343573 | SH | | SOLE | |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 2837 | 419000 | SH | | SOLE | |
| C&D TECHNOLOGIES INC COM | COM | 124661109 | 29 | 15490 | SH | | SOLE | |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 1318 | 245494 | SH | | SOLE | |
| DANA HOLDING CORP COM | COM | 235825205 | 198 | 430000 | SH | | SOLE | |
| DEAN FOODS (B:DF) | COM | 242370104 | 8702 | 481300 | SH | | SOLE | |
| DEERE & CO. | COM | 244199105 | 65183 | 1983055 | SH | | SOLE | |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 17846 | 2448066 | SH | | SOLE | |
| DENBURY RES INC COM NEW | COM | 247916208 | 223 | 15000 | SH | | SOLE | |
| DENNYS CORP COM | COM | 24869P104 | 47 | 28000 | SH | | SOLE | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 7783 | 289860 | SH | | SOLE | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 2248 | 55300 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 7152 | 579069 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 10141 | 226925 | SH | | SOLE | |
| DEXCOM INC COM | COM | 252131107 | 331 | 80000 | SH | | SOLE | |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 25951 | 579907 | SH | | SOLE | |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 1006 | 16000 | SH | | SOLE | |
| DIEBOLD INC COM | COM | 253651103 | 79152 | 3707350 | SH | | SOLE | |
| DIRECTV GROUP INC | COM | 25459L106 | 98406 | 4317954 | SH | | SOLE | |
| DISCOVER FINANCIAL | COM | 254709108 | 1921 | 304500 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 19361 | 1208541 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 16166 | 1103483 | SH | | SOLE | |
| DISH NETWORK CORPORATION | COM | 25470M109 | 29387 | 2645100 | SH | | SOLE | |
| DISNEY WALT PRODTNS | COM | 254687106 | 5097 | 280679 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|------|
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 4803 | 155000 | SH | SOLE |
| DONALDSON INC | COM | 257651109 | 36323 | 1353300 | SH | SOLE |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 552 | 179677 | SH | SOLE |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 1448 | 782850 | SH | SOLE |
| DPL INC COM | COM | 233293109 | 19003 | 843068 | SH | SOLE |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 52084 | 3080083 | SH | SOLE |
| DRIL QUIP INC. | COM | 262037104 | 215 | 7000 | SH | SOLE |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 2514 | 112590 | SH | SOLE |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 378 | 24000 | SH | SOLE |
| DUKE ENERGY CORP | COM | 26441C105 | 5597 | 390845 | SH | SOLE |
| E M C CORP MASS COM | COM | 268648102 | 1121 | 98300 | SH | SOLE |
| EASTMAN KODAK | COM | 277461109 | 1686 | 443700 | SH | SOLE |
| EATON VANCE CORP COM | COM | 278265103 | 914 | 40000 | SH | SOLE |
| ECHOSTAR CORP-A | COM | 278768106 | 2374 | 160104 | SH | SOLE |
| ECOLAB INC | COM | 278865100 | 38301 | 1102810 | SH | SOLE |

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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 3143 | 1130710 | SH | | SOLE | |
| EL PASO CORPORATION | COM | 28336L109 | 9184 | 1469495 | SH | | SOLE | |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 24486 | 1737800 | SH | | SOLE | |
| ELIZABETH ARDEN INC | COM | 28660G106 | 64 | 11000 | SH | | SOLE | |
| EMBARQ CORP COM | COM | 29078E105 | 1001 | 26449 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 952 | 33316 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 156 | 401000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 63741 | 1282771 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 97 | 113255 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 3404 | 495439 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 5121 | 445694 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 10397 | 152667 | SH | | SOLE | |
| FAIRCHILD CORP | COM | 303698104 | 22 | 1974650 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 293 | 122500 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 8027 | 5613605 | SH | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 322 | 17700 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 75 | 31310 | SH | | SOLE | |
| FIRST SOLAR INC COM | COM | 336433107 | 2204 | 16610 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 1696 | 43951 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 13280 | 1360704 | SH | | SOLE | |
| FLEETWOOD ENTERPRISES INC | COM | 339099103 | 3 | 73080 | SH | | SOLE | |
| FLIR SYS INC COM | COM | 302445101 | 387 | 18900 | SH | | SOLE | |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 2415 | 244723 | SH | | SOLE | |
| FLOWERS FOODS INC COM | COM | 343498101 | 32172 | 1370208 | SH | | SOLE | |
| FLOWERVE CORP COM | COM | 34354P105 | 114368 | 2037927 | SH | | SOLE | |
| FLUOR CORP NEW COM | COM | 343412102 | 422 | 12200 | SH | | SOLE | |
| FLUSHING FINL CORP COM | COM | 343873105 | 1821 | 302500 | SH | | SOLE | |
| FMC CORP COM NEW | COM | 302491303 | 578 | 13390 | SH | | SOLE | |
| FMC TECHNOLOGIES INC COM | COM | 30249U101 | 1076 | 34300 | SH | | SOLE | |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 5236 | 207700 | SH | | SOLE | |
| FORTUNE BRANDS INC | COM | 349631101 | 35767 | 1456900 | SH | | SOLE | |
| FPL GROUP INC COM | COM | 302571104 | 11697 | 230566 | SH | | SOLE | |
| FRANKLIN ELEC INC | COM | 353514102 | 4371 | 197500 | SH | | SOLE | |
| FREEMPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 12563 | 329650 | SH | | SOLE | |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 6 | 15000 | SH | | SOLE | |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 3278 | 456546 | SH | | SOLE | |
| FULLER H B CO COM | COM | 359694106 | 5848 | 449850 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 4775 | 1535372 | SH | | SOLE | |
| GABELLI CV SECURITIES FUND | MUTUAL FUNDS | 36240B109 | 6433 | 1215769 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|--------------|-----------|-------|---------|----|------|
| GABELLI DIV&INC TR COM | MUTUAL FUNDS | 36242H104 | 17308 | 2072851 | SH | SOLE |
| GABELLI EQUITY TRUST INC | MUTUAL FUNDS | 362397101 | 2026 | 666305 | SH | SOLE |
| GABELLI GLBL MULTIMEDIA TR COM | MUTUAL FUNDS | 36239Q109 | 1363 | 401955 | SH | SOLE |
| GABELLI GLOBAL DEAL FUND | MUTUAL FUNDS | 36245G103 | 14767 | 1191866 | SH | SOLE |
| GABELLI GLOBAL UTIL & INCOME | MUTUAL FUNDS | 36242L105 | 2295 | 171491 | SH | SOLE |

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GAMCO ASSET MGT. INC.

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GABELLI HLTHCARE & WELLNESS | MUTUAL FUNDS | 36246K103 | 185 | 40836 | SH | | SOLE | |
| GABELLI UTIL TR COM | MUTUAL FUNDS | 36240A101 | 1417 | 259498 | SH | | SOLE | |
| GARDNER DENVER INC | COM | 365558105 | 717 | 33000 | SH | | SOLE | |
| GATX CORP | COM | 361448103 | 64800 | 3203165 | SH | | SOLE | |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PREF | 361448202 | 389 | 1300 | SH | | SOLE | |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 36276 | 4354868 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 6629 | 3126827 | SH | | SOLE | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 229 | 5500 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 6706 | 663269 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 96360 | 1931840 | SH | | SOLE | |
| GENERAL MTRS CORP | COM | 370442105 | 2173 | 1120000 | SH | | SOLE | |
| GENESIS ENERGY L P UNIT L P IN | OIL & GAS PARTNE | 371927104 | 1678 | 164000 | SH | | SOLE | |
| GENUINE PARTS CO | COM | 372460105 | 82997 | 2779528 | SH | | SOLE | |
| GENZYME CORP | COM | 372917104 | 532 | 8960 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 3562 | 1490463 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 2043 | 44100 | SH | | SOLE | |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 249 | 22000 | SH | | SOLE | |
| GOLDMAN SACHS GR | COM | 38141G104 | 3008 | 28370 | SH | | SOLE | |
| GOOGLE INC-CL A | COM | 38259P508 | 8889 | 25538 | SH | | SOLE | |
| GORMAN RUPP CO | COM | 383082104 | 6744 | 340616 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 3550 | 207950 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 40212 | 6527927 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 686 | 2143649 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 102 | 145575 | SH | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 20808 | 3918730 | SH | | SOLE | |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 32917 | 2443755 | SH | | SOLE | |
| GREATBATCH INC | COM | 39153L106 | 4586 | 237000 | SH | | SOLE | |
| GREENBRIER COS INC | COM | 393657101 | 458 | 125000 | SH | | SOLE | |
| GREIF INC CL A | COM | 397624107 | 39764 | 1194458 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 266 | 8100 | SH | | SOLE | |
| GRIFFIN LAND & NUR | COM | 398231100 | 31301 | 894321 | SH | | SOLE | |
| GRIFFON CORP COM | COM | 398433102 | 21120 | 2816039 | SH | | SOLE | |
| GRUPO TELEVISA SA DE CV ADR (B | COM | 40049J206 | 30597 | 2243218 | SH | | SOLE | |
| GRUPO TMM SA | COM | 40051D105 | 11 | 13000 | SH | | SOLE | |
| GSE SYS INC COM | COM | 36227K106 | 451 | 75832 | SH | | SOLE | |
| H R BLOCK INC | COM | 093671105 | 1476 | 81140 | SH | | SOLE | |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 655 | 46000 | SH | | SOLE | |
| HALLIBURTON COMPANY | COM | 406216101 | 20026 | 1294530 | SH | | SOLE | |
| HANESBRANDS INC COM | COM | 410345102 | 851 | 88952 | SH | | SOLE | |
| HARLEY DAVIDSON INC | COM | 412822108 | 501 | 37440 | SH | | SOLE | |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 2472 | 182700 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 541 | 49450 | SH | | SOLE | |
| HARRIS CORPORATION | COM | 413875105 | 1269 | 43850 | SH | | SOLE | |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 240 | 17500 | SH | | SOLE | |

GAMCO ASSET MGT. INC.

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HAWK CORP CL A | COM | 420089104 | 10867 | 940870 | SH | | SOLE | |
| HAWKINS INC COM | COM | 420261109 | 5530 | 358382 | SH | | SOLE | |
| HEARST-ARGYLE TELEVISION INCCO | COM | 422317107 | 641 | 154113 | SH | | SOLE | |
| HEELYS INC COM | COM | 42279M107 | 92 | 54000 | SH | | SOLE | |
| HEICO CORP NEW COM | COM | 422806109 | 622 | 25600 | SH | | SOLE | |
| HEINZ, H J COMPANY | COM | 423074103 | 41207 | 1246422 | SH | | SOLE | |
| HERLEY INDS INC COM | COM | 427398102 | 28221 | 2359594 | SH | | SOLE | |
| HERSHEY COMPANY (THE) | COM | 427866108 | 49845 | 1434381 | SH | | SOLE | |
| HESKA CORP COM | COM | 42805E108 | 44 | 182000 | SH | | SOLE | |
| HESS CORP | COM | 42809H107 | 1824 | 33650 | SH | | SOLE | |
| HEWLETT PACKARD CO | COM | 428236103 | 550 | 17143 | SH | | SOLE | |
| HICKORY TECH CORP COM | COM | 429060106 | 277 | 51525 | SH | | SOLE | |
| HIGHLANDS ACQUISITION | COM | 430880203 | 979 | 103000 | SH | | SOLE | |
| HOME DEPOT INC | COM | 437076102 | 2310 | 98068 | SH | | SOLE | |
| HONEYWELL INT'L INC | COM | 438516106 | 81615 | 2929480 | SH | | SOLE | |
| HSN INC COM | COM | 404303109 | 207 | 40263 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 281 | 24045 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 3975 | 1270000 | SH | | SOLE | |
| I2 TECHNOLOGIES INC COM NEW | COM | 465754208 | 150 | 19000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 3002 | 197103 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 3681 | 114600 | SH | | SOLE | |
| IDEATION ACQUISTION CORP-UT | COM | 451665202 | 943 | 125000 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 42584 | 1947151 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 177 | 41000 | SH | | SOLE | |
| IMS HEALTH INC COM | COM | 449934108 | 2394 | 192000 | SH | | SOLE | |
| INGERSOLL-RAND CO CL A | COM | G4776G101 | 266 | 19280 | SH | | SOLE | |
| INGLES MKTS INC CL A | COM | 457030104 | 13564 | 908500 | SH | | SOLE | |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 59 | 14000 | SH | | SOLE | |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 1118 | 71500 | SH | | SOLE | |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 358 | 13745 | SH | | SOLE | |
| INTEL CORP | COM | 458140100 | 4530 | 301393 | SH | | SOLE | |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 3257 | 131000 | SH | | SOLE | |
| INTERMEC INC | COM | 458786100 | 45349 | 4360498 | SH | | SOLE | |
| INTERNATIONAL BUSINESS | COM | 459200101 | 6809 | 70279 | SH | | SOLE | |
| INTERNATIONAL GAME TECH | COM | 459902102 | 11927 | 1293600 | SH | | SOLE | |
| INTERNATIONAL PAPER CO | COM | 460146103 | 371 | 52660 | SH | | SOLE | |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 230 | 17000 | SH | | SOLE | |
| INTERNATIONAL SPEEDWAY CORP CL | COM | 460335201 | 397 | 18000 | SH | | SOLE | |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 4594 | 1115000 | SH | | SOLE | |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 421 | 79392 | SH | | SOLE | |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 40195 | 1319585 | SH | | SOLE | |
| INTRICON CORP COM | COM | 46121H109 | 165 | 53000 | SH | | SOLE | |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 754 | 28309 | SH | | SOLE | |
| ISHARES TR DJ PHARMA INDX | ETF/ISHARE - EQU | 464288836 | 274 | 6500 | SH | | SOLE | |

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GAMCO ASSET MGT. INC.

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|-------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ITT INDUSTRIES | COM | 450911102 | 70257 | 1826277 | SH | | SOLE | |
| J & J SNACK FOODS CORP | COM | 466032109 | 1797 | 51800 | SH | | SOLE | |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 21481 | 808170 | SH | | SOLE | |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 11407 | 1715300 | SH | | SOLE | |
| JOHNSON CONTROLS | COM | 478366107 | 9350 | 779126 | SH | | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 17809 | 338576 | SH | | SOLE | |
| JOURNAL COMM INC-A | COM | 481130102 | 3816 | 5087550 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|--------|---------|----|------|
| JOY GLOBAL INC COM | COM | 481165108 | 438 | 20550 | SH | SOLE |
| KAMAN CORP | COM | 483548103 | 32743 | 2611064 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 3411 | 93125 | SH | SOLE |
| KEMET CORP COM | COM | 488360108 | 88 | 360000 | SH | SOLE |
| KENSEY NASH CORP COM | COM | 490057106 | 2664 | 125300 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 2310 | 50100 | SH | SOLE |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 845 | 40000 | SH | SOLE |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 646 | 36167 | SH | SOLE |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 1033 | 46333 | SH | SOLE |
| K-TRON INTL INC | COM | 482730108 | 352 | 5800 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 229 | 107000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 3635 | 71720 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 6986 | 2321000 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 1306 | 81300 | SH | SOLE |
| LEAR CORP COM | COM | 521865105 | 194 | 258000 | SH | SOLE |
| LEE ENTERPRISES INC | COM | 523768109 | 45 | 161500 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 18004 | 1132300 | SH | SOLE |
| LGL GROUP INC | COM | 50186A108 | 57 | 31292 | SH | SOLE |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 101201 | 5072756 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 19439 | 1335082 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 12763 | 903224 | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 6043 | 2083850 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 7245 | 1038027 | SH | SOLE |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 2577 | 79356 | SH | SOLE |
| LIFEWAY FOODS INC COM | COM | 531914109 | 1590 | 198805 | SH | SOLE |
| LILLY, ELI AND COMPANY | COM | 532457108 | 6512 | 194898 | SH | SOLE |
| LIN TV CORP CL A | COM | 532774106 | 6829 | 6097214 | SH | SOLE |
| LINDSAY CORP | COM | 535555106 | 2660 | 98500 | SH | SOLE |
| LITTELFUSE INC | COM | 537008104 | 1308 | 119000 | SH | SOLE |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 2013 | 29159 | SH | SOLE |
| LOEWS CORP | COM | 540424108 | 228 | 10300 | SH | SOLE |
| LSI LOGIC CORP COM | COM | 502161102 | 759 | 249833 | SH | SOLE |
| LUFKIN INDS INC COM | COM | 549764108 | 6932 | 183000 | SH | SOLE |
| M G M MIRAGE INC COM | COM | 552953101 | 6190 | 2656636 | SH | SOLE |
| M & T BK CORP COM | COM | 55261F104 | 10704 | 236600 | SH | SOLE |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 6764 | 380236 | SH | SOLE |
| MACY'S INC | COM | 55616P104 | 3952 | 444100 | SH | SOLE |

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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---|
| MAGNETEK INC COM | COM | 559424106 | 2396 | 1331273 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 1906 | 53900 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 527 | 62000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 2901 | 684112 | SH | | SOLE | |
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 5923 | 292500 | SH | | SOLE | |
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 906 | 364000 | SH | | SOLE | |
| MASTERCARD INC COM | COM | 57636Q104 | 2044 | 12205 | SH | | SOLE | |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 19 | 34900 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 5421 | 330550 | SH | | SOLE | |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 605 | 21000 | SH | | SOLE | |
| MCDERMOTT INTERNATIONAL INC. | COM | 580037109 | 428 | 32000 | SH | | SOLE | |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 7098 | 310355 | SH | | SOLE | |
| MEDIA GENERAL CL A | COM | 584404107 | 8280 | 4312530 | SH | | SOLE | |
| MEDTRONIC INC COM | COM | 585055106 | 383 | 13000 | SH | | SOLE | |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 1803 | 406000 | SH | | SOLE | |
| MERCK & CO INC | COM | 589331107 | 1184 | 44260 | SH | | SOLE | |
| MEREDITH CORP | COM | 589433101 | 5846 | 351331 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|----|-----------------------|
| MET PRO CORP COM | COM | 590876306 | 530 | 65000 | SH | SOLE |
| METAVANTE HLDG CO COM | COM | 591407101 | 599 | 30000 | SH | SOLE |
| METHODE ELECTRS INC CL A | COM | 591520200 | 594 | 166000 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 3891 | 211823 | SH | SOLE |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 1463 | 245000 | SH | SOLE |
| MIDAS GROUP INC COM | COM | 595626102 | 14734 | 1860310 | SH | SOLE |
| MIDDLESEX WTR CO COM | COM | 596680108 | 1870 | 129876 | SH | SOLE |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 796 | 21500 | SH | SOLE |
| MIRANT CORP NEW COM | COM | 60467R100 | 149 | 13114 | SH | SOLE |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 10 | 12446 | SH | SOLE |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 10 | 10230 | SH | SOLE |
| MODINE MFG CO | COM | 607828100 | 8920 | 3568166 | SH | SOLE |
| MONACO COACH CORP COM | COM | 60886R103 | 10 | 64000 | SH | SOLE |
| MONSANTO CO NEW COM | COM | 61166W101 | 7360 | 88570 | SH | SOLE |
| MOOG INC CL A | COM | 615394202 | 3410 | 149118 | SH | SOLE |
| MOOG INC CL B | COM | 615394301 | 219 | 9300 | SH | SOLE |
| MORGAN STANLEY | COM | 617446448 | 8437 | 370550 | SH | SOLE |
| MORGANS HOTEL GROUP CO COM | COM | 61748W108 | 123 | 39400 | SH | SOLE |
| MOSAIC CO/THE | COM | 61945A107 | 1165 | 27750 | SH | SOLE |
| MOSY INC | COM | 619718109 | 58 | 32000 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 275 | 65050 | SH | SOLE |
| MOVADO GROUP INC COM | COM | 624580106 | 461 | 61100 | SH | SOLE |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 279 | 84406 | SH | SOLE |
| MULTIMEDIA GAMES INC COM | COM | 625453105 | 41 | 19055 | SH | SOLE |
| MURPHY OIL CORP COM | COM | 626717102 | 865 | 19330 | SH | SOLE |
| MVC CAP COM | COM | 553829102 | 612 | 72750 | SH | SOLE |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1595 | 56000 | SH | SOLE |
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| | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MYERS INDS INC | COM | 628464109 | 10620 | 1729675 | SH | | SOLE | |
| NARA BANCORP INC COM | COM | 63080P105 | 1702 | 579000 | SH | | SOLE | |
| NASHUA CORP | COM | 631226107 | 913 | 932077 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1238 | 99000 | SH | | SOLE | |
| NATIONAL DENTEX CORP COM | COM | 63563H109 | 177 | 46000 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 25018 | 815700 | SH | | SOLE | |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 616 | 10100 | SH | | SOLE | |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 2854 | 99400 | SH | | SOLE | |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 66883 | 1998884 | SH | | SOLE | |
| NCR CORP NEW COM | COM | 62886E108 | 13692 | 1722317 | SH | | SOLE | |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 7528 | 641200 | SH | | SOLE | |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 83 | 13000 | SH | | SOLE | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 468 | 41886 | SH | | SOLE | |
| NEWMARKET CORP COM | COM | 651587107 | 2215 | 50000 | SH | | SOLE | |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 9015 | 201410 | SH | | SOLE | |
| NEWS CORP CL A | COM | 65248E104 | 41168 | 6218662 | SH | | SOLE | |
| NICOR INC COM | COM | 654086107 | 2356 | 70900 | SH | | SOLE | |
| NIKE INC CL B | COM | 654106103 | 769 | 16400 | SH | | SOLE | |
| NISOURCE INC | COM | 65473P105 | 250 | 25500 | SH | | SOLE | |
| NOBILITY HOMES INC COM | COM | 654892108 | 1543 | 212848 | SH | | SOLE | |
| NORDSON CORP COM | COM | 655663102 | 512 | 18000 | SH | | SOLE | |
| NORTHEAST UTILS COM | COM | 664397106 | 25259 | 1169937 | SH | | SOLE | |
| NORTHERN TRUST CORP | COM | 665859104 | 1840 | 30760 | SH | | SOLE | |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 1379 | 31609 | SH | | SOLE | |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 8124 | 378200 | SH | | SOLE | |
| NOVA CHEMICALS CORP COM | COM | 66977W109 | 179 | 31000 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 614 | 34900 | SH | | SOLE | |

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| | | | | | | |
|-------------------------------|-----------|-----------|-------|---------|----|-----------------------|
| NSTAR COM | COM | 67019E107 | 32575 | 1021808 | SH | SOLE |
| NUTRI SYS INC NEW COM | COM | 67069D108 | 357 | 25000 | SH | SOLE |
| NYSE EURONEXT COM | COM | 629491101 | 778 | 43452 | SH | SOLE |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 64475 | 1841615 | SH | SOLE |
| OCCIDENTAL PETE CORP | COM | 674599105 | 2602 | 46760 | SH | SOLE |
| OCEANEERING INTL INC COM | COM | 675232102 | 13758 | 373150 | SH | SOLE |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 4996 | 515000 | SH | SOLE |
| OIL DRI CORP AMER COM | COM | 677864100 | 8068 | 547000 | SH | SOLE |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 6298 | 3619283 | SH | SOLE |
| ONEOK INC NEW COM | COM | 682680103 | 5791 | 255918 | SH | SOLE |
| OPKO HEALTH INC COM | COM | 68375N103 | 15 | 15000 | SH | SOLE |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 2396 | 584500 | SH | SOLE |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 2282 | 83100 | SH | SOLE |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 6546 | 353450 | SH | SOLE |
| OSHKOSH CORP | COM | 688239201 | 367 | 54500 | SH | SOLE |
| OSTEOTECH INC COM | COM | 688582105 | 55 | 15800 | SH | SOLE |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 419 | 19000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| OWENS & MINOR INC NEW COM | COM | 690732102 | 2660 | 80300 | SH | | SOLE | |
| PACCAR INC | COM | 693718108 | 1285 | 49900 | SH | | SOLE | |
| PACTIV CORP COM | COM | 695257105 | 2203 | 151000 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 2058 | 490000 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 615 | 275640 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 461 | 63500 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 10620 | 614600 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 3324 | 1019517 | SH | | SOLE | |
| PATTERSON COMPANIES INC | COM | 703395103 | 8491 | 450227 | SH | | SOLE | |
| PEABODY ENERGY CORP COM | COM | 704549104 | 641 | 25600 | SH | | SOLE | |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 2174 | 90000 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 5902 | 288582 | SH | | SOLE | |
| PENSKE AUTOMOTIVE GRP INC COM | COM | 70959W103 | 5676 | 608400 | SH | | SOLE | |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 3859 | 875000 | SH | | SOLE | |
| PEPSIAMERICAS | COM | 71343P200 | 83825 | 4859418 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 9596 | 186411 | SH | | SOLE | |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 2474 | 81200 | SH | | SOLE | |
| PETROQUEST ENERGY INC COM | COM | 716748108 | 53 | 22000 | SH | | SOLE | |
| PFIZER INC | COM | 717081103 | 8563 | 628732 | SH | | SOLE | |
| PHH CORP COM NEW | COM | 693320202 | 186 | 13250 | SH | | SOLE | |
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 371 | 1499300 | PRN | | SOLE | |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 235 | 6600 | SH | | SOLE | |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 391 | 15100 | SH | | SOLE | |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 19 | 34000 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 12655 | 1797600 | SH | | SOLE | |
| PLANTRONICS | COM | 727493108 | 543 | 45000 | SH | | SOLE | |
| PNC FINANCIAL CORP | COM | 693475105 | 2800 | 95600 | SH | | SOLE | |
| PNM RES INC | COM | 69349H107 | 27553 | 3335756 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 517 | 12240 | SH | | SOLE | |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 1261 | 164000 | SH | | SOLE | |
| POTASH CORP SASK INC | COM | 73755L107 | 1241 | 15355 | SH | | SOLE | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 78595 | 1312110 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 563 | 227917 | SH | | SOLE | |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 18984 | 403136 | SH | | SOLE | |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 94 | 587683 | SH | | SOLE | |
| PROSHARES TR PSHS ULTRA FINL | ETF/ISHARE - EQU | 74347R743 | 232 | 89000 | SH | | SOLE | |
| PROSHARES TR REAL EST PRO | MUTUAL FUNDS | 74347R552 | 1480 | 28000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|------|--------|----|------|
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 882 | 82307 | SH | SOLE |
| PSS WORLD MED INC | COM | 69366A100 | 1005 | 70000 | SH | SOLE |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 57 | 30000 | SH | SOLE |
| QUALCOMM INC | COM | 747525103 | 1858 | 47745 | SH | SOLE |
| QUESTAR CORP | COM | 748356102 | 2413 | 82000 | SH | SOLE |
| QUIDEL CORP | COM | 74838J101 | 765 | 83000 | SH | SOLE |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 808 | 236233 | SH | SOLE |

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GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| RALCORP HOLDINGS INC | COM | 751028101 | 4564 | 84700 | SH | | SOLE | |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 24947 | 1454619 | SH | | SOLE | |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 1078 | 25000 | SH | | SOLE | |
| REVLON INC CL A | COM | 761525609 | 35 | 14000 | SH | | SOLE | |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 2992 | 22320 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 4483 | 295500 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 9596 | 439400 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 1276 | 39100 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 715 | 90000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 17937 | 785657 | SH | | SOLE | |
| ROHM & HAAS CO COM | COM | 775371107 | 97202 | 1232900 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 55708 | 3248296 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 159 | 295000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 3050 | 71850 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 10975 | 916900 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM | 780259206 | 1782 | 40226 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 35451 | 5347052 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 710 | 249240 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 3399 | 434121 | SH | | SOLE | |
| RYLAND GROUP INC COM | COM | 783764103 | 177 | 10600 | SH | | SOLE | |
| SAFEWAY INC COM NEW | COM | 786514208 | 5243 | 259700 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 696 | 1246939 | SH | | SOLE | |
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 8812 | 1551420 | SH | | SOLE | |
| SANDISK CORP COM | COM | 80004C101 | 620 | 49000 | SH | | SOLE | |
| SANOFI-SYNTHELABO SPONSORED AD | COM | 80105N105 | 263 | 9430 | SH | | SOLE | |
| SARA LEE CORP COM | COM | 803111103 | 1321 | 163500 | SH | | SOLE | |
| SCHEIN HENRY INC COM | COM | 806407102 | 16544 | 413708 | SH | | SOLE | |
| SCHERING PLOUGH CORP | COM | 806605101 | 15778 | 669965 | SH | | SOLE | |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 9878 | 2195124 | SH | | SOLE | |
| SCHLUMBERGER | COM | 806857108 | 1264 | 31129 | SH | | SOLE | |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1835 | 118400 | SH | | SOLE | |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 609 | 33000 | SH | | SOLE | |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 1854 | 1372980 | SH | | SOLE | |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 41051 | 1823665 | SH | | SOLE | |
| SEACOAST BKG CORP FLA COM | COM | 811707306 | 225 | 74100 | SH | | SOLE | |
| SECTOR SPDR TR SHS BEN INT-FIN | MUTUAL FUNDS | 81369Y605 | 1145 | 130000 | SH | | SOLE | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 51561 | 2194079 | SH | | SOLE | |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 1782 | 1730192 | SH | | SOLE | |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 119 | 340400 | SH | | SOLE | |
| SJW CORP COM | COM | 784305104 | 7655 | 301015 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 11399 | 599620 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 6042 | 1307811 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 4536 | 916400 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 906 | 150000 | SH | | SOLE | |

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GAMCO ASSET MGT. INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SMUCKER J M CO COM NEW | COM | 832696405 | 721 | 19357 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 3411 | 440100 | SH | | SOLE | |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 36 | 34000 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 256 | 7300 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 2685 | 176410 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 33037 | 1567945 | SH | | SOLE | |
| SP AQUISITION HOLDING-UNITS | COM | 78470A203 | 142 | 15000 | SH | | SOLE | |
| SPARTAN MTRS INC COM | COM | 846819100 | 1166 | 290000 | SH | | SOLE | |
| SPDR DIVIDEND ETF | ETF/ISHARE - EQU | 78464A763 | 472 | 14000 | SH | | SOLE | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 5184 | 366640 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 41481 | 11619454 | SH | | SOLE | |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 2078 | 57200 | SH | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 4933 | 1793775 | SH | | SOLE | |
| STANDEX INTL CORP | COM | 854231107 | 994 | 108000 | SH | | SOLE | |
| STARRETT L S CO CL A | COM | 855668109 | 506 | 81000 | SH | | SOLE | |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 673 | 53010 | SH | | SOLE | |
| STATE STREET CORP | COM | 857477103 | 5946 | 193170 | SH | | SOLE | |
| STEAK N SHAKE CO COM | COM | 857873103 | 6770 | 894300 | SH | | SOLE | |
| STERLING BANCORP COM | COM | 859158107 | 10448 | 1055385 | SH | | SOLE | |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 65 | 20000 | SH | | SOLE | |
| STONERIDGE INC | COM | 86183P102 | 764 | 362000 | SH | | SOLE | |
| STRATTEC SECURITY CORP. | COM | 863111100 | 1011 | 121200 | SH | | SOLE | |
| STRYKER CORP | COM | 863667101 | 1525 | 44800 | SH | | SOLE | |
| SUNCOR INC COM | COM | 867229106 | 338 | 15200 | SH | | SOLE | |
| SUNPOWER CORP COM CL A | COM | 867652109 | 794 | 33400 | SH | | SOLE | |
| SUNPOWER CORP COM CL B | COM | 867652307 | 605 | 30548 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 4029 | 340000 | SH | | SOLE | |
| SUPERVALU INC COMMON | COM | 868536103 | 1525 | 106811 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 13657 | 879400 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 2122 | 794600 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 89 | 15000 | SH | | SOLE | |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 2099 | 52335 | SH | | SOLE | |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 4239 | 146880 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 12449 | 1490900 | SH | | SOLE | |
| TARGET CORP COM | COM | 87612E106 | 310 | 9000 | SH | | SOLE | |
| TECH OPS SEVCON INC | COM | 878293109 | 569 | 428019 | SH | | SOLE | |
| TECO ENERGY INC COM | COM | 872375100 | 1959 | 175722 | SH | | SOLE | |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 155 | 20000 | SH | | SOLE | |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 954 | 16000 | SH | | SOLE | |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 48842 | 2065196 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 83378 | 3145154 | SH | | SOLE | |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 1210 | 60000 | SH | | SOLE | |
| TENNANT CO | COM | 880345103 | 5224 | 557490 | SH | | SOLE | |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 1370 | 840225 | SH | | SOLE | |

GAMCO ASSET MGT. INC.

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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TEXAS INSTRUMENTS INC | COM | 882508104 | 7016 | 424948 | SH | | SOLE | |
| TEXTRON INC | COM | 883203101 | 6042 | 1052600 | SH | | SOLE | |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 2603 | 75000 | SH | | SOLE | |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 214 | 6000 | SH | | SOLE | |
| THOMAS & BETTS CORP | COM | 884315102 | 67772 | 2708723 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|-----------------------|
| TICKETMASTER COM | COM | 88633P302 | 126 | 34018 | SH | SOLE |
| TIFFANY & CO NEW COM | COM | 886547108 | 1548 | 71820 | SH | SOLE |
| TIME WARNER CABLE INC COM | COM | 88732J207 | 15854 | 639269 | SH | SOLE |
| TOLL BROS INC COM | COM | 889478103 | 465 | 25600 | SH | SOLE |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 27441 | 1263381 | SH | SOLE |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 7050 | 195500 | SH | SOLE |
| TRANS LUX CORP | COM | 893247106 | 22 | 99500 | SH | SOLE |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 315 | 123200 | SH | SOLE |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 7103 | 120714 | SH | SOLE |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 706 | 17367 | SH | SOLE |
| TREDEGAR INDS INC | COM | 894650100 | 43099 | 2639283 | SH | SOLE |
| TREE COM INC COM | COM | 894675107 | 139 | 30191 | SH | SOLE |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 832 | 570000 | SH | SOLE |
| TRIMBLE NAV LTD COM | COM | 896239100 | 490 | 32100 | SH | SOLE |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 2622 | 237479 | SH | SOLE |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 3917 | 267770 | SH | SOLE |
| UNDER ARMOUR INC CL A | COM | 904311107 | 475 | 28900 | SH | SOLE |
| UNION DRILLING INC COM | COM | 90653P105 | 456 | 120000 | SH | SOLE |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 6238 | 221300 | SH | SOLE |
| UNITED GUARDIAN INC COM | COM | 910571108 | 1232 | 176000 | SH | SOLE |
| UNITED RENTALS INC COM | COM | 911363109 | 295 | 70000 | SH | SOLE |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 93367 | 2800449 | SH | SOLE |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 1441 | 33516 | SH | SOLE |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 20557 | 982200 | SH | SOLE |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 2866 | 238800 | SH | SOLE |
| VALLEY NATL BANCORP COM | COM | 919794107 | 743 | 60079 | SH | SOLE |
| VALMONT INDS INC | COM | 920253101 | 502 | 10000 | SH | SOLE |
| VALUECLICK INC COM | COM | 92046N102 | 3843 | 451600 | SH | SOLE |
| VARIAN MED SYS INC COM | COM | 92220P105 | 549 | 18040 | SH | SOLE |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 2796 | 456871 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 11668 | 386353 | SH | SOLE |
| VIACOM INC NEW CL A | COM | 92553P102 | 51947 | 2782389 | SH | SOLE |
| VIACOM INC NEW CL B | COM | 92553P201 | 726 | 41767 | SH | SOLE |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 4002 | 128400 | SH | SOLE |
| VIMPEL COMMUNICATIONS ADR (B:V | COM | 68370R109 | 2823 | 431700 | SH | SOLE |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 979 | 17600 | SH | SOLE |
| W D 40 COMPANY | COM | 929236107 | 990 | 41000 | SH | SOLE |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 22622 | 1251900 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 2864 | 54975 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----|
| WALGREEN COMPANY | COM | 931422109 | 12548 | 483352 | SH | | SOLE | |
| WARNER MUSIC GROUP CORP COM | COM | 934550104 | 470 | 200000 | SH | | SOLE | |
| WASTE CONNECTIONS INC COM | COM | 941053100 | 257 | 10000 | SH | | SOLE | |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 38143 | 1489979 | SH | | SOLE | |
| WASTE SERVICES INC DEL COM NEW | COM | 941075202 | 235 | 55000 | SH | | SOLE | |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 56057 | 2865901 | SH | | SOLE | |
| WCA WASTE CORP COM | COM | 92926K103 | 159 | 100000 | SH | | SOLE | |
| WEATHERFORD INTERNATIONAL LTD | COM | H27013103 | 8345 | 753880 | SH | | SOLE | |
| WEBS INDEX FD INC JAPAN WEBS S | MUTUAL FUNDS | 464286848 | 450 | 57000 | SH | | SOLE | |
| WEIS MKTS INC | COM | 948849104 | 1847 | 59500 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 23238 | 1631894 | SH | | SOLE | |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 884 | 175710 | SH | | SOLE | |
| WESTAR ENERGY INC | COM | 95709T100 | 51041 | 2911643 | SH | | SOLE | |
| WESTWOOD HLDGS GROUP INC COM | COM | 961765104 | 39285 | 1005000 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 5122 | 764412 | SH | | SOLE | |

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|-------------------------------|-----|-----------|-------|---------|----|------|
| WILLIS GROUP HOLDINGS LTD SHS | COM | G96655108 | 474 | 21559 | SH | SOLE |
| WILMINGTON TR CORP COM | COM | 971807102 | 3313 | 341900 | SH | SOLE |
| WINDSTREAM CORP COM | COM | 97381W104 | 999 | 124006 | SH | SOLE |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 5061 | 529400 | SH | SOLE |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 2503 | 160624 | SH | SOLE |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 9326 | 834200 | SH | SOLE |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 656 | 56860 | SH | SOLE |
| WPT ENTERPRISES INC | COM | 98211W108 | 29 | 51250 | SH | SOLE |
| WYETH (B:WYE) | COM | 983024100 | 44381 | 1031165 | SH | SOLE |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 85 | 20148 | SH | SOLE |
| WYNN RESORTS LTD COM | COM | 983134107 | 5552 | 278000 | SH | SOLE |
| XCEL ENERGY INC COM | COM | 98389B100 | 2332 | 125150 | SH | SOLE |
| XEROX CORP | COM | 984121103 | 787 | 173000 | SH | SOLE |
| XTO ENERGY INC COM | COM | 98385X106 | 1161 | 37912 | SH | SOLE |
| YAHOO INC. | COM | 984332106 | 4839 | 377730 | SH | SOLE |
| YOUNG BROADCASTING INC CL A | COM | 987434107 | 4 | 401001 | SH | SOLE |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 4647 | 299822 | SH | SOLE |
| YUM BRANDS INC COM | COM | 988498101 | 550 | 20000 | SH | SOLE |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 6657 | 350000 | SH | SOLE |
| ZEP INC | COM | 98944B108 | 23378 | 2285246 | SH | SOLE |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 14606 | 400175 | SH | SOLE |
| ZORAN CORP COM | COM | 98975F101 | 933 | 106000 | SH | SOLE |
| ZYGO CORP COM | COM | 989855101 | 1331 | 290000 | SH | SOLE |

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|-------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 157 | 76000 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 249 | 5000 | SH | | SOLE | |
| 3SBIO INC SPONSORED ADR | COM | 88575Y105 | 169 | 25000 | SH | | SOLE | |
| A H BELO CORP COM CL A | COM | 001282102 | 52 | 53000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 39564 | 1570000 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 314 | 25000 | SH | | SOLE | |
| AARON RENTS INC CL A | COM | 002535300 | 5517 | 235750 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 11054 | 793000 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 5819 | 122000 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 66 | 66851 | SH | | SOLE | |
| ACTIVISION BLIZZARD, INC | COM | 00507V109 | 690 | 66000 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 1307 | 58000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 28 | 11750 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 5711 | 267000 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 7495 | 1290000 | SH | | SOLE | |
| AES TR III TR P CV SC 6.75 | CONVERTIBLE PREF | 00808N202 | 207 | 6000 | SH | | SOLE | |
| AETNA INC (B:AET) COM | COM | 00817Y108 | 949 | 39000 | SH | | SOLE | |
| AFLAC INC COM | COM | 001055102 | 3291 | 170000 | SH | | SOLE | |
| AGERE SYS 6.5% 12/15/09 | CONVERTIBLE BOND | 00845VAA8 | 19100 | 19100000 | PRN | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 2242 | 84500 | SH | | SOLE | |
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 51981 | 913231 | SH | | SOLE | |
| AIRGAS INC COM | COM | 009363102 | 642 | 19000 | SH | | SOLE | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 524 | 27000 | SH | | SOLE | |
| ALBANY INTL CORP NEW CL A | COM | 012348108 | 118 | 13000 | SH | | SOLE | |

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|--------------------------------|-----------|-----------|-------|---------|----|--------------------|
| ALBEMARLE CORP COM | COM | 012653101 | 2743 | 126000 | SH | SOLE |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 8149 | 360420 | SH | SOLE |
| ALCATEL LUCENT ADR SPONS 1/5SH | COM | 013904305 | 112 | 60000 | SH | SOLE |
| ALCOA INC COM | COM | 013817101 | 8001 | 1090000 | SH | SOLE |
| ALCON INC COM SHS | COM | H01301102 | 2136 | 23500 | SH | SOLE |
| ALEXANDRIA REAL EST EQTS INCCO | COM | 015271109 | 218 | 6000 | SH | SOLE |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 634 | 80000 | SH | SOLE |
| ALLEGHANY CORP DEL | COM | 017175100 | 8785 | 32436 | SH | SOLE |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 19555 | 844000 | SH | SOLE |
| ALLERGAN INC | COM | 018490102 | 9502 | 198958 | SH | SOLE |
| ALLETE INC COM NEW | COM | 018522300 | 4270 | 160000 | SH | SOLE |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 5152 | 350000 | SH | SOLE |
| ALLIANCE DATA SYS CORP COM | COM | 018581108 | 384 | 10400 | SH | SOLE |
| ALLIANCE HOLDINGS GP LP COM UN | COM | 01861G100 | 386 | 24000 | SH | SOLE |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 3827 | 155000 | SH | SOLE |
| ALLSTATE CORP COM | COM | 020002101 | 2183 | 114000 | SH | SOLE |
| ALPHA NATURAL RESOURCES INC CO | COM | 02076X102 | 959 | 54000 | SH | SOLE |
| ALTRIA GROUP INC COM | COM | 02209S103 | 1394 | 87000 | SH | SOLE |
| AMAZON.COM INC | COM | 023135106 | 7814 | 106400 | SH | SOLE |
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|--------------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| AMD 5.750% 08/15/12 | CONVERTIBLE BOND | 007903AN7 | 91 | 200000 | PRN | | SOLE | |
| AMD INC COM PAR 2006 | COM | 00167K500 | 154 | 190000 | SH | | SOLE | |
| AMEDISYS INC COM | COM | 023436108 | 330 | 12000 | SH | | SOLE | |
| AMEREN CORP COM | COM | 023608102 | 7421 | 320000 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 11119 | 410600 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 15939 | 631000 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 28112 | 2062511 | SH | | SOLE | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 100 | 100000 | SH | | SOLE | |
| AMERICAN STS WTR CO COM | COM | 029899101 | 1017 | 28000 | SH | | SOLE | |
| AMERICAN TOWER SYSTEMS CL A | COM | 029912201 | 350 | 11500 | SH | | SOLE | |
| AMERICAN WATER WORKS CO INC | COM | 030420103 | 8870 | 461000 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 2100 | 102500 | SH | | SOLE | |
| AMERISOURCEBERGEN CORP COM | COM | 03073E105 | 294 | 9000 | SH | | SOLE | |
| AMETEK INC NEW COM | COM | 031100100 | 38306 | 1225000 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 4160 | 84000 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 1112 | 548000 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 4959 | 374000 | SH | | SOLE | |
| AMPHENOL CORP NEW CL A | COM | 032095101 | 382 | 13400 | SH | | SOLE | |
| AMR CORP | COM | 001765106 | 590 | 185000 | SH | | SOLE | |
| ANADARKO PETE CORP COM | COM | 032511107 | 9100 | 234000 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 3310 | 294500 | SH | | SOLE | |
| ANGLOGOLD LTD SPONSORED ADR | COM | 035128206 | 20211 | 549800 | SH | | SOLE | |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 413 | 325000 | SH | | SOLE | |
| ANIXTER INTL INC COM | COM | 035290105 | 348 | 11000 | SH | | SOLE | |
| APACHE CORP | COM | 037411105 | 13267 | 207000 | SH | | SOLE | |
| APPLE COMPUTER INC | COM | 037833100 | 16788 | 159700 | SH | | SOLE | |
| APPLIED MATLS INC COM | COM | 038222105 | 296 | 27500 | SH | | SOLE | |
| AQUA AMERICA INC | COM | 03836W103 | 3357 | 167832 | SH | | SOLE | |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 702 | 37000 | SH | | SOLE | |
| ARCH COAL INC COM | COM | 039380100 | 227 | 17000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 35920 | 1293000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND 6.25% 6 UNITS | COM | 039483201 | 514 | 14000 | SH | | SOLE | |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 3547 | 117729 | SH | | SOLE | |
| ARRAY BIOPHARMA INC COM | COM | 04269X105 | 92 | 35000 | SH | | SOLE | |
| ARTESIAN RES CORP COM CL A | COM | 043113208 | 431 | 30750 | SH | | SOLE | |

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|-------------------------------|-----|-----------|------|--------|----|--------------------|
| ARTHROCARE CORP COM | COM | 043136100 | 1216 | 248131 | SH | SOLE |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 5149 | 205958 | SH | SOLE |
| ASHLAND INC NEW COM | COM | 044209104 | 3550 | 343612 | SH | SOLE |
| ASTORIA FINL CORP COM | COM | 046265104 | 735 | 80000 | SH | SOLE |
| ASTRONICS CORP COM | COM | 046433108 | 110 | 10000 | SH | SOLE |
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 959 | 50000 | SH | SOLE |
| ATMOS ENERGY CORP COM | COM | 049560105 | 6196 | 268000 | SH | SOLE |
| AUTONATION INC | COM | 05329W102 | 5914 | 426100 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 2195 | 13500 | SH | SOLE |
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|---|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| AVISTA CORP COM | COM | 05379B107 | 3672 | 266500 | SH | | SOLE | |
| AVON PRODUCTS INC | COM | 054303102 | 6365 | 331000 | SH | | SOLE | |
| BADGER METER INC COM | COM | 056525108 | 1589 | 55000 | SH | | SOLE | |
| BAKER HUGHES INC | COM | 057224107 | 2038 | 71400 | SH | | SOLE | |
| BALDOR ELEC CO COM | COM | 057741100 | 12172 | 840000 | SH | | SOLE | |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 545 | 592700 | SH | | SOLE | |
| BANCO SANTANDER CENT HISP ADR (| COM | 05964H105 | 2682 | 388682 | SH | | SOLE | |
| BANK FLA CORP NAPLES COM | COM | 062128103 | 375 | 100000 | SH | | SOLE | |
| BANK OF AMERICA | COM | 060505104 | 11938 | 1750436 | SH | | SOLE | |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 50644 | 1792698 | SH | | SOLE | |
| BARNES GROUP INC COM | COM | 067806109 | 203 | 19000 | SH | | SOLE | |
| BARRICK GOLD(R:ABX.N B:ABX US) | COM | 067901108 | 53162 | 1639783 | SH | | SOLE | |
| BASSETT FURNITURE INDS | COM | 070203104 | 23 | 12000 | SH | | SOLE | |
| BAXTER INTL INC COM | COM | 071813109 | 8246 | 161000 | SH | | SOLE | |
| BCE INC | COM | 05534B760 | 22407 | 1126000 | SH | | SOLE | |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 202 | 104000 | SH | | SOLE | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 7329 | 109000 | SH | | SOLE | |
| BED BATH & BEYOND INC | COM | 075896100 | 916 | 37000 | SH | | SOLE | |
| BEL FUSE INC CL A | COM | 077347201 | 3020 | 243000 | SH | | SOLE | |
| BELDEN CDT INC | COM | 077454106 | 901 | 72000 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 298 | 488000 | SH | | SOLE | |
| BERKSHIRE HATHAWAY | COM | 084670108 | 30258 | 349 | SH | | SOLE | |
| BEST BUY INC COM | COM | 086516101 | 759 | 20000 | SH | | SOLE | |
| BHP BILLITON LTD SPONSORED ADR | COM | 088606108 | 5620 | 126000 | SH | | SOLE | |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 294 | 50000 | SH | | SOLE | |
| BIO RAD LABS INC CL A | COM | 090572207 | 494 | 7500 | SH | | SOLE | |
| BIOGEN IDEC INC | COM | 09062X103 | 5425 | 103500 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 54 | 60000 | SH | | SOLE | |
| BJ SVCS CO COM | COM | 055482103 | 1567 | 157500 | SH | | SOLE | |
| BLACK HILLS CORP COM | COM | 092113109 | 5385 | 301000 | SH | | SOLE | |
| BLACKROCK INC CL A | COM | 09247X101 | 6892 | 53000 | SH | | SOLE | |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 798 | 110000 | SH | | SOLE | |
| BOEING CO | COM | 097023105 | 14623 | 411000 | SH | | SOLE | |
| BON-TON STORES INC COM | COM | 09776J101 | 525 | 300000 | SH | | SOLE | |
| BORG WARNER INC | COM | 099724106 | 8891 | 438000 | SH | | SOLE | |
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 7 | 15000 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 834 | 40000 | SH | | SOLE | |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 7306 | 919000 | SH | | SOLE | |
| BOYD GAMING CORP | COM | 103304101 | 2275 | 610000 | SH | | SOLE | |
| BP PLC SPONS ADR | COM | 055622104 | 31338 | 781500 | SH | | SOLE | |
| BPW ACQUISITION CORP COM | COM | 055637102 | 9010 | 962600 | SH | | SOLE | |
| BPW ACQUISITION CORP WT EXP 02 WARRANT AND RIGH | COM | 055637110 | 121 | 755000 | SH | | SOLE | |
| BRAZIL TELECOM PARTICIPACOES S | COM | 105530109 | 2149 | 59500 | SH | | SOLE | |
| BRINKS CO COM | COM | 109696104 | 1345 | 50820 | SH | | SOLE | |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 2007 | 88820 | SH | | SOLE | |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 9579 | 437000 | SH | | SOLE | |
| BROADRIDGE FINL SOLUTIONS INCO | COM | 11133T103 | 261 | 14000 | SH | | SOLE | |
| BROOKFIELD ASSET MANAGEMENT I | COM | 112585104 | 687 | 39075 | SH | | SOLE | |
| BROWN FORMAN CORP CL B | COM | 115637209 | 4582 | 118000 | SH | | SOLE | |
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 19898 | 496200 | SH | | SOLE | |
| BRUKER BIOSCIENCES CORP | COM | 116794108 | 123 | 20000 | SH | | SOLE | |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 194 | 14000 | SH | | SOLE | |
| BT GROUP PLC SPON ADR | COM | 05577E101 | 2469 | 221000 | SH | | SOLE | |
| BURLINGTON NORTHN SANTA FE COM | COM | 12189T104 | 421 | 7000 | SH | | SOLE | |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 104607 | 8084000 | SH | | SOLE | |
| CADBURY PLC-SPONS ADR | COM | 12721E102 | 26221 | 865380 | SH | | SOLE | |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 120 | 25000 | SH | | SOLE | |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 1604 | 660000 | SH | | SOLE | |
| CALIFORNIA WTR SVC GROUP COM | COM | 130788102 | 1160 | 27700 | SH | | SOLE | |
| CALLON PETE CO DEL COM | COM | 13123X102 | 120 | 110000 | SH | | SOLE | |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 3443 | 157000 | SH | | SOLE | |
| CAMPBELL SOUP CO | COM | 134429109 | 12058 | 440700 | SH | | SOLE | |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 549 | 94000 | SH | | SOLE | |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 1958 | 160000 | SH | | SOLE | |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 101 | 140000 | SH | | SOLE | |
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 252 | 8000 | SH | | SOLE | |
| CAREER EDUCATION CORP | COM | 141665109 | 1414 | 59000 | SH | | SOLE | |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 215 | 82000 | SH | | SOLE | |
| CASEYS GEN STORES INC COM | COM | 147528103 | 640 | 24000 | SH | | SOLE | |
| CATERPILLAR INC | COM | 149123101 | 7158 | 256000 | SH | | SOLE | |
| CAVALIER HOMES INC COM | COM | 149507105 | 628 | 405000 | SH | | SOLE | |
| CAVCO INDUSTRIES | COM | 149568107 | 2471 | 104700 | SH | | SOLE | |
| CBS CORP CLASS A | COM | 124857103 | 7758 | 1979000 | SH | | SOLE | |
| CBS CORP NEW CL B | COM | 124857202 | 346 | 90000 | SH | | SOLE | |
| CELGENE CORP | COM | 151020104 | 4396 | 99000 | SH | | SOLE | |
| CENTENNIAL CELLULAR CORP CL A | COM | 15133V208 | 15653 | 1895000 | SH | | SOLE | |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 3115 | 203702 | SH | | SOLE | |
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 2699 | 156000 | SH | | SOLE | |
| CENTURYTEL INC | COM | 156700106 | 5343 | 190000 | SH | | SOLE | |
| CEPHALON INC COM | COM | 156708109 | 749 | 11000 | SH | | SOLE | |
| CEPHALON - B 0% 6/15/2033 SERI | CONVERTIBLE BOND | 156708AL3 | 249 | 200000 | PRN | | SOLE | |
| CEPHEID COM | COM | 15670R107 | 980 | 142000 | SH | | SOLE | |
| CH ENERGY GROUP, INC. | COM | 12541M102 | 25865 | 551500 | SH | | SOLE | |
| CHAMPION ENTERPRISES INC COM | COM | 158496109 | 691 | 1440000 | SH | | SOLE | |
| CHARTER COMMUNICATIONS INC DCL | COM | 16117M107 | 16 | 750000 | SH | | SOLE | |
| CHECK POINT SOFTWARE TECH | COM | M22465104 | 222 | 10000 | SH | | SOLE | |
| CHEESECAKE FACTORY INC | COM | 163072101 | 183 | 16000 | SH | | SOLE | |
| CHEMED CORP 1.875% 05/15/14 | CONVERTIBLE BOND | 16359RAC7 | 370 | 500000 | PRN | | SOLE | |
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|-------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CHEMED CORPORATION | COM | 16359R103 | 8982 | 230900 | SH | | SOLE | |
| CHEMTURA CORP | COM | 163893100 | 65 | 1360000 | SH | | SOLE | |
| CHESAPEAKE ENERGY CORP 2.250% | CONVERTIBLE BOND | 165167CB1 | 765 | 1500000 | PRN | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 9221 | 540500 | SH | SOLE |
| CHESAPEAKE UTILS CORP COM | COM | 165303108 | 2286 | 75000 | SH | SOLE |
| CHEVRON CORP | COM | 166764100 | 58828 | 874900 | SH | SOLE |
| CHINA AUTOMOTIVE SYS INC COM | COM | 16936R105 | 253 | 72022 | SH | SOLE |
| CHINA MOBILE LTD | COM | 16941M109 | 4787 | 110000 | SH | SOLE |
| CHINA TELECOM CORP LTD SPONS A | COM | 169426103 | 207 | 5000 | SH | SOLE |
| CHINA UNICOM ADR | COM | 16945R104 | 1114 | 107000 | SH | SOLE |
| CHINA YUCHAI INTL LTD ORD | COM | G21082105 | 180 | 38000 | SH | SOLE |
| CHURCH & DWIGHT CO | COM | 171340102 | 16091 | 308085 | SH | SOLE |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 5005 | 166500 | SH | SOLE |
| CINCINNATI BELL | COM | 171871106 | 12915 | 5615000 | SH | SOLE |
| CIRCOR INTL INC COM | COM | 17273K109 | 17273 | 767000 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 8212 | 489700 | SH | SOLE |
| CITADEL BROADCASTING CORP COM | COM | 17285T106 | 3 | 45343 | SH | SOLE |
| CITIGROUP INC. | COM | 172967101 | 4630 | 1830000 | SH | SOLE |
| CLARCOR INC | COM | 179895107 | 20253 | 804000 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 2624 | 715000 | SH | SOLE |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 670 | 130000 | SH | SOLE |
| CLECO CORP NEW COM | COM | 12561W105 | 1421 | 65500 | SH | SOLE |
| CLOROX CO | COM | 189054109 | 2934 | 57000 | SH | SOLE |
| CME GROUP INC COM | COM | 12572Q105 | 5421 | 22000 | SH | SOLE |
| CMS ENERGY CORP COM | COM | 125896100 | 4091 | 345500 | SH | SOLE |
| CNA SURETY CORP COM | COM | 12612L108 | 9976 | 541000 | SH | SOLE |
| CNH GLOBAL NV COM | COM | N20935206 | 14066 | 1355100 | SH | SOLE |
| COACH INC | COM | 189754104 | 1687 | 101000 | SH | SOLE |
| COACHMEN INDS INC | COM | 189873102 | 353 | 543200 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 49347 | 1122800 | SH | SOLE |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 989 | 75000 | SH | SOLE |
| COCA-COLA FEMSA S A DE C V ADR | COM | 191241108 | 341 | 10000 | SH | SOLE |
| COCA-COLA HELLENIC BOTTLING SP | COM | 1912EP104 | 234 | 16500 | SH | SOLE |
| COLDWATER CREEK INC COM | COM | 193068103 | 2196 | 875000 | SH | SOLE |
| COLGATE PALMOLIVE CO | COM | 194162103 | 472 | 8000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 2703 | 210000 | SH | SOLE |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 2919 | 214000 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 1221 | 160000 | SH | SOLE |
| COMPANHIA VALE DO RIO DOCE SPO | COM | 204412209 | 2597 | 195300 | SH | SOLE |
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 9681 | 403700 | SH | SOLE |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 95 | 400000 | PRN | SOLE |
| CONAGRA INC | COM | 205887102 | 3880 | 230000 | SH | SOLE |
| CONMED CORP COM | COM | 207410101 | 1960 | 136000 | SH | SOLE |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 994 | 49000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/07/09 8:41 A.M. | | | | | | |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CONOCOPHILLIPS COM | COM | 20825C104 | 55883 | 1427050 | SH | | SOLE | |
| CONSOL ENERGY INC COM | COM | 20854P109 | 3786 | 150000 | SH | | SOLE | |
| CONSOLIDATED EDISON INC COM | COM | 209115104 | 20082 | 507000 | SH | | SOLE | |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 136 | 12500 | SH | | SOLE | |
| CONSTELLATION BRANDS COM | COM | 21036P108 | 1095 | 92000 | SH | | SOLE | |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 17458 | 845000 | SH | | SOLE | |
| CONTINUCARE CORP COM | COM | 212172100 | 711 | 376100 | SH | | SOLE | |
| COOPER CAMERON 2.500% 06/15/26 | CONVERTIBLE BOND | 13342BAB1 | 200 | 200000 | PRN | | SOLE | |
| COOPER INDUSTRIES LTD CL A COM | COM | G24182100 | 28239 | 1092000 | SH | | SOLE | |
| COPART INC COM | COM | 217204106 | 1631 | 55000 | SH | | SOLE | |
| CORE MOLDING TECH COM | COM | 218683100 | 350 | 250000 | SH | | SOLE | |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 3773 | 194000 | SH | | SOLE | |
| CORN PRODS INTL INC COM | COM | 219023108 | 18762 | 885000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| CORNING INC | COM | 219350105 | 31238 | 2354000 | SH | SOLE |
| CORUS ENTMT INC CL B NON VTG | COM | 220874101 | 934 | 87000 | SH | SOLE |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 21678 | 468000 | SH | SOLE |
| COVANTA HOLDING CORP | COM | 22282E102 | 1964 | 150000 | SH | SOLE |
| COVIDIAN LTD | COM | G2552X108 | 5185 | 156000 | SH | SOLE |
| COX RADIO INC.-CL A | COM | 224051102 | 66 | 16000 | SH | SOLE |
| CRANE CO | COM | 224399105 | 22501 | 1333000 | SH | SOLE |
| CROWN HOLDINGS INC COM | COM | 228368106 | 7274 | 320000 | SH | SOLE |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 830 | 405000 | SH | SOLE |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 5282 | 268000 | SH | SOLE |
| CTS CORP | COM | 126501105 | 2419 | 670000 | SH | SOLE |
| CTS CORP 2.125% 05/01/24 | CONVERTIBLE BOND | 126501AC9 | 292 | 300000 | PRN | SOLE |
| CUMMINS ENGINE INC | COM | 231021106 | 3461 | 136000 | SH | SOLE |
| CURTISS WRIGHT CORP | COM | 231561101 | 32628 | 1163192 | SH | SOLE |
| CUTERA INC COM | COM | 232109108 | 1981 | 310000 | SH | SOLE |
| CV THERAPEUTICS INC COM | COM | 126667104 | 19582 | 985000 | SH | SOLE |
| CVS/CAREMARK CORP | COM | 126650100 | 24878 | 905000 | SH | SOLE |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 697 | 103000 | SH | SOLE |
| CYTEC INDS INC COM | COM | 232820100 | 150 | 10000 | SH | SOLE |
| C&D TECHNOLOGIES INC COM | COM | 124661109 | 38 | 20600 | SH | SOLE |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 1128 | 210060 | SH | SOLE |
| DANA HOLDING CORP COM | COM | 235825205 | 124 | 270000 | SH | SOLE |
| DANAHER CORP 0.0% 1/22/2021 | CONVERTIBLE BOND | 235851AF9 | 168 | 200000 | PRN | SOLE |
| DANAHER CORP SHS BEN INT | COM | 235851102 | 922 | 17000 | SH | SOLE |
| DEAN FOODS (B:DF) | COM | 242370104 | 16543 | 915000 | SH | SOLE |
| DEERE & CO. | COM | 244199105 | 62105 | 1889400 | SH | SOLE |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 4272 | 586000 | SH | SOLE |
| DELTA NAT GAS INC COM | COM | 247748106 | 1542 | 72000 | SH | SOLE |
| DENBURY RES INC COM NEW | COM | 247916208 | 297 | 20000 | SH | SOLE |
| DENNYS CORP COM | COM | 24869P104 | 242 | 145108 | SH | SOLE |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 295 | 11000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/07/09 8:41 A.M. | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 20528 | 505000 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 29331 | 2375000 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 22867 | 511672 | SH | | SOLE | |
| DEXCOM INC COM | COM | 252131107 | 447 | 108000 | SH | | SOLE | |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 36785 | 822000 | SH | | SOLE | |
| DIAMOND FOODS INC COM | COM | 252603105 | 363 | 13000 | SH | | SOLE | |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 10491 | 166900 | SH | | SOLE | |
| DIEBOLD INC COM | COM | 253651103 | 27285 | 1278000 | SH | | SOLE | |
| DIRECTV GROUP INC | COM | 25459L106 | 62923 | 2761000 | SH | | SOLE | |
| DISCOVER FINANCIAL | COM | 254709108 | 5540 | 878000 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 14828 | 925585 | SH | | SOLE | |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 12710 | 867585 | SH | | SOLE | |
| DISH NETWORK CORPORATION | COM | 25470M109 | 12882 | 1159500 | SH | | SOLE | |
| DISNEY WALT PRODTNS | COM | 254687106 | 1435 | 79000 | SH | | SOLE | |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 9049 | 292000 | SH | | SOLE | |
| DONALDSON INC | COM | 257651109 | 18332 | 683000 | SH | | SOLE | |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 476 | 154900 | SH | | SOLE | |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 1001 | 540900 | SH | | SOLE | |
| DOW CHEMICAL CORP | COM | 260543103 | 2571 | 305000 | SH | | SOLE | |
| DPL INC COM | COM | 233293109 | 31894 | 1415000 | SH | | SOLE | |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 22454 | 1327880 | SH | | SOLE | |
| DREAMWORKS ANIMATION SKG-A | COM | 26153C103 | 1580 | 73000 | SH | | SOLE | |
| DREW INDS INC COM NEW | COM | 26168L205 | 148 | 17000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----------------|-----------|-------|---------|----|--------------------|
| DTE ENERGY CO COM | COM | 233331107 | 2105 | 76000 | SH | SOLE |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 6587 | 295000 | SH | SOLE |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 158 | 10000 | SH | SOLE |
| DUKE ENERGY CORP | COM | 26441C105 | 19547 | 1365000 | SH | SOLE |
| DUN & BRADSTREET CORP | COM | 26483E100 | 1309 | 17000 | SH | SOLE |
| DYNEGY INC DEL CL A | COM | 26817G102 | 50 | 35810 | SH | SOLE |
| E M C CORP MASS COM | COM | 268648102 | 524 | 46000 | SH | SOLE |
| EASTERN CO COM | COM | 276317104 | 142 | 13000 | SH | SOLE |
| EASTMAN KODAK | COM | 277461109 | 7068 | 1860000 | SH | SOLE |
| EBAY INC | COM | 278642103 | 460 | 36600 | SH | SOLE |
| ECHOSTAR CORP-A | COM | 278768106 | 3172 | 213880 | SH | SOLE |
| ECOLAB INC | COM | 278865100 | 6738 | 194000 | SH | SOLE |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 1246 | 448150 | SH | SOLE |
| EDISON INTL COM | COM | 281020107 | 8211 | 285000 | SH | SOLE |
| EDWARDS LIFESCIENCES CORP COM | COM | 28176E108 | 485 | 8000 | SH | SOLE |
| EL PASO CORPORATION | COM | 28336L109 | 18219 | 2915000 | SH | SOLE |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 19402 | 1377000 | SH | SOLE |
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PEF | 283678209 | 3253 | 129300 | SH | SOLE |
| ELITE PHARMACEUTICALS INC CL A | COM | 28659T200 | 7 | 54669 | SH | SOLE |
| EMBARQ CORP COM | COM | 29078E105 | 1514 | 40000 | SH | SOLE |
| EMBRAER-EMPRESA BRASIL AERONAD | COM | 29081M102 | 398 | 30000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| EMERSON ELEC CO | COM | 291011104 | 3944 | 138000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 48 | 122000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP PFD | CONVERTIBLE PEF | 291525202 | 32 | 26800 | SH | | SOLE | |
| EMPIRE DIST ELEC CO COM | COM | 291641108 | 3585 | 248250 | SH | | SOLE | |
| ENERGEN CORP COM | COM | 29265N108 | 845 | 29000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 24646 | 496000 | SH | | SOLE | |
| ENERSIS S A | COM | 29274F104 | 438 | 29000 | SH | | SOLE | |
| ENI S P A ADR SPONSORED | COM | 26874R108 | 6514 | 170000 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 77 | 90000 | SH | | SOLE | |
| ENTERGY CORP NEW COM | COM | 29364G103 | 409 | 6000 | SH | | SOLE | |
| ENVIRONMENTAL PWR CORP COM NEW | COM | 29406L201 | 11 | 30000 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 5476 | 100000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 1285 | 187000 | SH | | SOLE | |
| EUROPEAN EQUITY FUND COM | MUTUAL FUNDS | 298768102 | 163 | 36700 | SH | | SOLE | |
| EV3 INC COM | COM | 26928A200 | 129 | 18100 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 1448 | 126000 | SH | | SOLE | |
| EXELON CORP | COM | 30161N101 | 6990 | 154000 | SH | | SOLE | |
| EXPRESS SCRIPTS INC COM | COM | 302182100 | 554 | 12000 | SH | | SOLE | |
| EXTERRAN HLDGS INC COM | COM | 30225X103 | 160 | 10000 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 59656 | 876000 | SH | | SOLE | |
| FAIRCHILD CORP | COM | 303698104 | 16 | 1470000 | SH | | SOLE | |
| FAIRPOINT COMMUNICATIONS INCCO | COM | 305560104 | 35 | 45360 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 305 | 127500 | SH | | SOLE | |
| FARMER BROS CO | COM | 307675108 | 1691 | 95000 | SH | | SOLE | |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM | 313586109 | 308 | 440300 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 3117 | 2180000 | SH | | SOLE | |
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 2038 | 5900000 | PRN | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 1574 | 86496 | SH | | SOLE | |
| FIDELITY NATL TITLE GROUP INCO | COM | 31620R105 | 954 | 48909 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 87 | 36359 | SH | | SOLE | |
| FIRST SOLAR INC COM | COM | 336433107 | 9342 | 70400 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 10345 | 268000 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 3958 | 405500 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|--------|----|--------------------|
| FLEETWOOD ENTERPRISES INC | COM | 339099103 | 7 | 199000 | SH | SOLE |
| FLIR SYS INC COM | COM | 302445101 | 2273 | 111000 | SH | SOLE |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 4480 | 454000 | SH | SOLE |
| FLOWERS FOODS INC COM | COM | 343498101 | 16718 | 712000 | SH | SOLE |
| FLOWERVE CORP COM | COM | 34354P105 | 54537 | 971800 | SH | SOLE |
| FLUOR CORP NEW COM | COM | 343412102 | 1617 | 46800 | SH | SOLE |
| FLUSHING FINL CORP COM | COM | 343873105 | 1987 | 330000 | SH | SOLE |
| FMC CORP COM NEW | COM | 302491303 | 615 | 14260 | SH | SOLE |
| FMC TECHNOLOGIES INC COM | COM | 30249U101 | 3457 | 110200 | SH | SOLE |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 12101 | 480000 | SH | SOLE |
| FORTRESS INVESTMENT GROUP CL A | COM | 34958B106 | 156 | 62000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| FORTUNE BRANDS INC | COM | 349631101 | 11477 | 467500 | SH | | SOLE | |
| FOSTER WHEELER AGR | COM | H27178104 | 326 | 18640 | SH | | SOLE | |
| FPL GROUP INC COM | COM | 302571104 | 40026 | 789000 | SH | | SOLE | |
| FRANCE TELECOM SPONSORED ADR | COM | 35177Q105 | 3399 | 150000 | SH | | SOLE | |
| FRANKLIN ELEC INC | COM | 353514102 | 4371 | 197500 | SH | | SOLE | |
| FREDDIE MAC COM | COM | 313400301 | 61 | 80000 | SH | | SOLE | |
| FREEPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 43164 | 1132617 | SH | | SOLE | |
| FREEPORT-MCMORAN COPPER 6.75% | CONVERTIBLE PEF | 35671D782 | 3585 | 55520 | SH | | SOLE | |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 9 | 24000 | SH | | SOLE | |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 2384 | 332000 | SH | | SOLE | |
| FULLER H B CO COM | COM | 359694106 | 6110 | 470000 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 1581 | 508500 | SH | | SOLE | |
| GABELLI GBL MULTIMEDIA TR COM | MUTUAL FUNDS | 36239Q109 | 55 | 16361 | SH | | SOLE | |
| GABELLI GLOBAL DEAL FUND | MUTUAL FUNDS | 36245G103 | 183 | 14760 | SH | | SOLE | |
| GARDNER DENVER INC | COM | 365558105 | 2674 | 123000 | SH | | SOLE | |
| GATX CORP | COM | 361448103 | 24246 | 1198500 | SH | | SOLE | |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PEF | 361448202 | 1257 | 4200 | SH | | SOLE | |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 9389 | 1127170 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 3519 | 1660000 | SH | | SOLE | |
| GENERAL COMMUNICATIONS INC CL | COM | 369385109 | 521 | 78000 | SH | | SOLE | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 208 | 5000 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 20271 | 2005000 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 41580 | 833600 | SH | | SOLE | |
| GENERAL MTRS CORP | COM | 370442105 | 3114 | 1605000 | SH | | SOLE | |
| GENOPTIX INC | COM | 37243V100 | 409 | 15000 | SH | | SOLE | |
| GENUINE PARTS CO | COM | 372460105 | 50284 | 1684000 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 1420 | 594000 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 5318 | 114800 | SH | | SOLE | |
| GLAXOSMITHKLINE PLC ADR (B:GSK | COM | 37733W105 | 475 | 15276 | SH | | SOLE | |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 267 | 68759 | SH | | SOLE | |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 37476 | 3304749 | SH | | SOLE | |
| GOLDCORP INC (US) | COM | 380956409 | 27236 | 817408 | SH | | SOLE | |
| GOLDMAN SACHS GR | COM | 38141G104 | 6679 | 63000 | SH | | SOLE | |
| GOODRICH B F CO COM | COM | 382388106 | 379 | 10000 | SH | | SOLE | |
| GOOGLE INC-CL A | COM | 38259P508 | 22450 | 64500 | SH | | SOLE | |
| GORMAN RUPP CO | COM | 383082104 | 6336 | 320000 | SH | | SOLE | |
| GP STRATEGIES CORP COM | COM | 36225V104 | 427 | 119931 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 1622 | 95000 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 9456 | 1535000 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 277 | 865000 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 45 | 64400 | SH | | SOLE | |
| GREAT ATLA & PAC 5.125% 6/15/2 | CONVERTIBLE BOND | 390064AJ2 | 9153 | 16200000 | PRN | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 6465 | 1217600 | SH | | SOLE | |

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GREAT PLAINS ENERGY INC. (B: G COM 391164100 40346 2995226 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 05/07/09 8:41 A.M.

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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GREATBATCH INC | COM | 39153L106 | 2670 | 138000 | SH | | SOLE | |
| GREENBRIER COS INC | COM | 393657101 | 348 | 95000 | SH | | SOLE | |
| GREIF INC CL A | COM | 397624107 | 25034 | 752000 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 2291 | 69900 | SH | | SOLE | |
| GRIFFIN LAND & NUR | COM | 398231100 | 18428 | 526500 | SH | | SOLE | |
| GRIFFON CORP COM | COM | 398433102 | 8527 | 1136868 | SH | | SOLE | |
| GRUPO TELEVISIA SA DE CV ADR (B | COM | 40049J206 | 29421 | 2157000 | SH | | SOLE | |
| GRUPO TMM SA | COM | 40051D105 | 261 | 307000 | SH | | SOLE | |
| GSE SYS INC COM | COM | 36227K106 | 229 | 38419 | SH | | SOLE | |
| GY 4% 01/16/24 | CONVERTIBLE BOND | 368682AJ9 | 349 | 500000 | PRN | | SOLE | |
| GYRODYNE CO AMER INC COM | COM | 403820103 | 211 | 9100 | SH | | SOLE | |
| H R BLOCK INC | COM | 093671105 | 7003 | 385000 | SH | | SOLE | |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 1139 | 80000 | SH | | SOLE | |
| HALLIBURTON COMPANY | COM | 406216101 | 29571 | 1911500 | SH | | SOLE | |
| HANESBRANDS INC COM | COM | 410345102 | 1053 | 110000 | SH | | SOLE | |
| HANSEN NAT CORP COM | COM | 411310105 | 432 | 12000 | SH | | SOLE | |
| HARLEY DAVIDSON INC | COM | 412822108 | 924 | 69000 | SH | | SOLE | |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 2868 | 212000 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 20487 | 1872626 | SH | | SOLE | |
| HARRIS CORPORATION | COM | 413875105 | 7252 | 250600 | SH | | SOLE | |
| HARTE HANKS INC | COM | 416196103 | 107 | 20000 | SH | | SOLE | |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 8134 | 592000 | SH | | SOLE | |
| HAWK CORP CL A | COM | 420089104 | 1617 | 140000 | SH | | SOLE | |
| HAWKINS INC COM | COM | 420261109 | 2700 | 175000 | SH | | SOLE | |
| HEALTHWAYS INC COM | COM | 422245100 | 123 | 14000 | SH | | SOLE | |
| HEARST-ARGYLE TELEVISION INCCO | COM | 422317107 | 399 | 96000 | SH | | SOLE | |
| HEELYS INC COM | COM | 42279M107 | 86 | 50000 | SH | | SOLE | |
| HEINZ, H J COMPANY | COM | 423074103 | 16695 | 505000 | SH | | SOLE | |
| HELLENIC TELECOMMUNICATIONS AD | COM | 423325307 | 2086 | 273800 | SH | | SOLE | |
| HERLEY INDS INC COM | COM | 427398102 | 8593 | 718500 | SH | | SOLE | |
| HERSHEY COMPANY (THE) | COM | 427866108 | 24985 | 719000 | SH | | SOLE | |
| HESKA CORP COM | COM | 42805E108 | 12 | 50000 | SH | | SOLE | |
| HESS CORP | COM | 42809H107 | 9892 | 182500 | SH | | SOLE | |
| HI / FN INC COM | COM | 428358105 | 40 | 10000 | SH | | SOLE | |
| HICKORY TECH CORP COM | COM | 429060106 | 572 | 106400 | SH | | SOLE | |
| HITACHI LTD ADR (B:HIT US) | COM | 433578507 | 220 | 8000 | SH | | SOLE | |
| HOLOGIC INC COM | COM | 436440101 | 196 | 15000 | SH | | SOLE | |
| HOME DEPOT INC | COM | 437076102 | 1979 | 84000 | SH | | SOLE | |
| HOME DIAGNOSTICS INC DEL COM | COM | 437080104 | 99 | 17500 | SH | | SOLE | |
| HOME INNS & HOTELS MANAG-ADR | COM | 43713W107 | 750 | 76000 | SH | | SOLE | |
| HONEYWELL INT'L INC | COM | 438516106 | 49061 | 1761000 | SH | | SOLE | |
| HOSPIRA INC COM | COM | 441060100 | 4104 | 133000 | SH | | SOLE | |
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 78 | 20000 | SH | | SOLE | |
| HSBC HLDGS PLC ADR SPON NEW | COM | 404280406 | 4374 | 155000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |
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FORM 13F INFORMATION TABLE
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|----------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HSN INC COM | COM | 404303109 | 684 | 133000 | SH | | SOLE | |

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| | | | | | | |
|---------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| HUANENG PWR INTL INC SPON ADR | COM | 443304100 | 2403 | 89500 | SH | SOLE |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 1052 | 90000 | SH | SOLE |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 50 | 30000 | SH | SOLE |
| HUNTSMAN CORP COM | COM | 447011107 | 2974 | 950000 | SH | SOLE |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 5780 | 379500 | SH | SOLE |
| IAMGOLD CORP (USD) COM | COM | 450913108 | 3762 | 440000 | SH | SOLE |
| ICU MEDICAL INC | COM | 44930G107 | 4368 | 136000 | SH | SOLE |
| IDEATION ACQUISTION CORP-UT | COM | 451665202 | 1659 | 220000 | SH | SOLE |
| IDEX CORP | COM | 45167R104 | 26856 | 1228000 | SH | SOLE |
| IMATION CORP COM | COM | 45245A107 | 77 | 10000 | SH | SOLE |
| IMAX CORP COM | COM | 45245E109 | 101 | 23500 | SH | SOLE |
| IMS HEALTH INC COM | COM | 449934108 | 2594 | 208000 | SH | SOLE |
| INGERSOLL-RAND CO CL A | COM | G4776G101 | 980 | 71000 | SH | SOLE |
| INGLES MKTS INC CL A | COM | 457030104 | 10481 | 702000 | SH | SOLE |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 391 | 25000 | SH | SOLE |
| INSPIRE PHARMACEUTICALS INC CO | COM | 457733103 | 122 | 30000 | SH | SOLE |
| INSTEEL INDS INC | COM | 45774W108 | 70 | 10000 | SH | SOLE |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 20507 | 787500 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 37981 | 2527000 | SH | SOLE |
| INTERACTIVE BROKERS | COM | 45841N107 | 1290 | 80000 | SH | SOLE |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 1790 | 72000 | SH | SOLE |
| INTERMEC INC | COM | 458786100 | 7908 | 760350 | SH | SOLE |
| INTERNATIONAL BUSINESS | COM | 459200101 | 33117 | 341800 | SH | SOLE |
| INTERNATIONAL GAME TECH | COM | 459902102 | 3356 | 364000 | SH | SOLE |
| INTERNATIONAL PAPER CO | COM | 460146103 | 3020 | 429000 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 797 | 59000 | SH | SOLE |
| INTERNATIONAL SPEEDWAY CORP CL | COM | 460335201 | 353 | 16000 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 10230 | 2483000 | SH | SOLE |
| INTERTAPE POLYMER GROUP INC CO | COM | 460919103 | 5 | 12500 | SH | SOLE |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 758 | 143000 | SH | SOLE |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 11423 | 375000 | SH | SOLE |
| INTL GM TECH 2.600% 12/15/2036 | CONVERTIBLE BOND | 459902AP7 | 4317 | 4450000 | PRN | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 1944 | 73000 | SH | SOLE |
| INVESCO LTD | COM | G491BT108 | 1733 | 125000 | SH | SOLE |
| INVITEL HLDGS A/S ADS | COM | 46186X106 | 75 | 20000 | SH | SOLE |
| ITT INDUSTRIES | COM | 450911102 | 47899 | 1245100 | SH | SOLE |
| IVANHOE MINES LTD COM | COM | 46579N103 | 2879 | 468140 | SH | SOLE |
| I-FLOW CORP COM NEW | COM | 449520303 | 124 | 34000 | SH | SOLE |
| J & J SNACK FOODS CORP | COM | 466032109 | 867 | 25000 | SH | SOLE |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 25323 | 952726 | SH | SOLE |
| JA SOLAR HOLD CO 4.500% 05/15/ | CONVERTIBLE BOND | 466090AA5 | 120 | 300000 | PRN | SOLE |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 7707 | 1159000 | SH | SOLE |
| JOHNSON CONTROLS | COM | 478366107 | 7400 | 616700 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/07/09 | 8:41 A.M. | | | | | |

FORM 13F INFORMATION TABLE
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|-------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| JOHNSON CTRLS 6.500% 09/30/12 | CONVERTIBLE BOND | 478366AS6 | 252 | 200000 | PRN | | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 31770 | 604000 | SH | | SOLE | |
| JOURNAL COMM INC-A | COM | 481130102 | 551 | 735000 | SH | | SOLE | |
| JOY GLOBAL INC COM | COM | 481165108 | 4111 | 193000 | SH | | SOLE | |
| K V PHARMACEUTICAL CO CL A | COM | 482740206 | 17 | 10000 | SH | | SOLE | |
| KAMAN CORP | COM | 483548103 | 12505 | 997219 | SH | | SOLE | |
| KANSAS CITY SOUTHERN | COM | 485170302 | 394 | 31000 | SH | | SOLE | |
| KELLOGG CO | COM | 487836108 | 4542 | 124000 | SH | | SOLE | |
| KEMET CORP COM | COM | 488360108 | 91 | 370000 | SH | | SOLE | |
| KEYCORP | COM | 493267108 | 94 | 12000 | SH | | SOLE | |
| KIMBERLY CLARK CORP | COM | 494368103 | 14986 | 325000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|------|
| KINDER MORGAN EGY PTNS L P UT | COM | 494550106 | 934 | 20000 | SH | SOLE |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 718 | 34000 | SH | SOLE |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 34616 | 1937115 | SH | SOLE |
| KONINKLIJKE PHILIPS ELECTRS SP | COM | 500472303 | 565 | 38000 | SH | SOLE |
| KOREA ELEC PWR CO SPONSORED AD | COM | 500631106 | 3715 | 406000 | SH | SOLE |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 23739 | 1065000 | SH | SOLE |
| KROGER CO | COM | 501044101 | 2504 | 118000 | SH | SOLE |
| KT CORP SPON ADR | COM | 48268K101 | 138 | 10000 | SH | SOLE |
| KYOCERA CORP ADR | COM | 501556203 | 804 | 12000 | SH | SOLE |
| K-TRON INTL INC | COM | 482730108 | 576 | 9500 | SH | SOLE |
| L 3 COMMUNICATIONS | COM | 502424104 | 305 | 4500 | SH | SOLE |
| LA Z BOY CHAIR CO | COM | 505336107 | 19 | 15000 | SH | SOLE |
| LABORATORY CORP AMER HLDGS COM | COM | 50540R409 | 1404 | 24000 | SH | SOLE |
| LABRANCHE & CO INC COM | COM | 505447102 | 224 | 60000 | SH | SOLE |
| LACLEDE GROUP INC | COM | 505597104 | 7016 | 180000 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 300 | 140000 | SH | SOLE |
| LAMAR ADVERTISING CO CL A | COM | 512815101 | 244 | 25000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 8768 | 173000 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 3230 | 1073000 | SH | SOLE |
| LAWSON SOFTWARE INC NEW COM | COM | 52078P102 | 78 | 18410 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 257 | 16000 | SH | SOLE |
| LEAR CORP COM | COM | 521865105 | 153 | 204000 | SH | SOLE |
| LEE ENTERPRISES INC | COM | 523768109 | 36 | 129000 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 19160 | 1205000 | SH | SOLE |
| LENDER PROCESSING SVCS INC COM | COM | 52602E102 | 1224 | 40000 | SH | SOLE |
| LEUCADIA NATL CORP COM | COM | 527288104 | 3621 | 243200 | SH | SOLE |
| LEVEL 3 COMM INC 2.875% 7/15/2 | CONVERTIBLE BOND | 52729NBA7 | 178 | 250000 | PRN | SOLE |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 53715 | 2692500 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 16687 | 1146084 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 8492 | 600963 | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 3492 | 1204000 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 4274 | 612250 | SH | SOLE |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 7146 | 220000 | SH | SOLE |

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GABELLI FUNDS, LLC

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LIFEWAY FOODS INC COM | COM | 531914109 | 1832 | 229000 | SH | | SOLE | |
| LILLY, ELI AND COMPANY | COM | 532457108 | 13063 | 391000 | SH | | SOLE | |
| LIN TV CORP CL A | COM | 532774106 | 1888 | 1686000 | SH | | SOLE | |
| LINDSAY CORP | COM | 535555106 | 1890 | 70000 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 374 | 34000 | SH | | SOLE | |
| LO JACK CORP COM | COM | 539451104 | 45 | 10000 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 2002 | 29000 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 3580 | 162000 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 4576 | 1505100 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 17122 | 452000 | SH | | SOLE | |
| LUNDIN MINING CORP COM | COM | 550372106 | 393 | 250600 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 2631 | 1129000 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 8369 | 185000 | SH | | SOLE | |
| MACROVISION CORP 2.625% 08/15/ | CONVERTIBLE BOND | 555904AB7 | 275 | 300000 | PRN | | SOLE | |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 7661 | 430617 | SH | | SOLE | |
| MACY'S INC | COM | 55616P104 | 6097 | 685000 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 1152 | 640000 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 6101 | 172500 | SH | | SOLE | |
| MANITOWOC CO COM | COM | 563571108 | 634 | 194000 | SH | | SOLE | |
| MARATHON OIL CORP COM | COM | 565849106 | 15038 | 572000 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 383 | 45000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| MARINE PRODS CORP COM | COM | 568427108 | 1314 | 310000 | SH | SOLE |
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 18509 | 914000 | SH | SOLE |
| MARSHALL & ILSLEY CORP NEW COM | COM | 571837103 | 676 | 120000 | SH | SOLE |
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 448 | 180000 | SH | SOLE |
| MARTIN MARIETTA MTLs INC COM | COM | 573284106 | 555 | 7000 | SH | SOLE |
| MASSEY ENERGY CORP COM | COM | 576206106 | 101 | 10000 | SH | SOLE |
| MASTERCARD INC COM | COM | 57636Q104 | 25959 | 155000 | SH | SOLE |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 86 | 160000 | SH | SOLE |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 2009 | 122500 | SH | SOLE |
| MATTEL INC | COM | 577081102 | 1533 | 133000 | SH | SOLE |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 922 | 32000 | SH | SOLE |
| MCDERMOTT INTERNATIONAL INC. | COM | 580037109 | 1600 | 119500 | SH | SOLE |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 11892 | 520000 | SH | SOLE |
| MCKESSON HBOC INC. | COM | 58155Q103 | 350 | 10000 | SH | SOLE |
| MEAD JOHNSON | COM | 582839106 | 2396 | 83000 | SH | SOLE |
| MEDCO HEALTH SOLUTIONS INC COM | COM | 58405U102 | 5829 | 141000 | SH | SOLE |
| MEDIA GENERAL CL A | COM | 584404107 | 3744 | 1950000 | SH | SOLE |
| MEDIACOM COMMUNICATIONS CORPCL | COM | 58446K105 | 153 | 38000 | SH | SOLE |
| MEDICAL ACTION INDS INC COM | COM | 58449L100 | 124 | 15000 | SH | SOLE |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 430 | 261900 | SH | SOLE |
| MEDTRONIC INC COM | COM | 585055106 | 265 | 9000 | SH | SOLE |
| MELCO PBL ENTERTAINMENT-ADR | COM | 585464100 | 328 | 100000 | SH | SOLE |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 604 | 136000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| MERCK & CO INC | COM | 589331107 | 9309 | 348000 | SH | | SOLE | |
| MEREDITH CORP | COM | 589433101 | 5225 | 314000 | SH | | SOLE | |
| MET PRO CORP COM | COM | 590876306 | 1182 | 145001 | SH | | SOLE | |
| METAVANTE HLDG CO COM | COM | 591407101 | 9880 | 495000 | SH | | SOLE | |
| METHODE ELECTRS INC CL A | COM | 591520200 | 322 | 90000 | SH | | SOLE | |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 222 | 13000 | SH | | SOLE | |
| METROPOLITAN HEALTH NETWORKSCO | COM | 592142103 | 443 | 301400 | SH | | SOLE | |
| MGE ENERGY INC | COM | 55277P104 | 12830 | 409000 | SH | | SOLE | |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 52 | 70000 | SH | | SOLE | |
| MICROSOFT CORP | COM | 594918104 | 19702 | 1072500 | SH | | SOLE | |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 663 | 111000 | SH | | SOLE | |
| MIDAS GROUP INC COM | COM | 595626102 | 5825 | 735490 | SH | | SOLE | |
| MIDDLEBY CORP COM | COM | 596278101 | 778 | 24000 | SH | | SOLE | |
| MIDDLESEX WTR CO COM | COM | 596680108 | 1704 | 118333 | SH | | SOLE | |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 3889 | 105000 | SH | | SOLE | |
| MIRANT CORP NEW COM | COM | 60467R100 | 1949 | 170932 | SH | | SOLE | |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 62 | 78016 | SH | | SOLE | |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 38 | 38363 | SH | | SOLE | |
| MKS INSTRS INC COM | COM | 55306N104 | 296 | 20187 | SH | | SOLE | |
| MOBILE TELESYSTEMS OJSC ADR SP | COM | 607409109 | 284 | 9500 | SH | | SOLE | |
| MODINE MFG CO | COM | 607828100 | 2458 | 983000 | SH | | SOLE | |
| MOLEX INC CL A | COM | 608554200 | 556 | 44000 | SH | | SOLE | |
| MONACO COACH CORP COM | COM | 60886R103 | 21 | 140000 | SH | | SOLE | |
| MONRO MUFFLER BRAKE INC | COM | 610236101 | 301 | 11000 | SH | | SOLE | |
| MONSANTO CO NEW COM | COM | 61166W101 | 36361 | 437558 | SH | | SOLE | |
| MONSTER WORLDWIDE INC COM | COM | 611742107 | 1304 | 160000 | SH | | SOLE | |
| MOODYS CORP COM | COM | 615369105 | 5799 | 253000 | SH | | SOLE | |
| MOOG INC CL A | COM | 615394202 | 2058 | 90000 | SH | | SOLE | |
| MOOG INC CL B | COM | 615394301 | 235 | 10000 | SH | | SOLE | |
| MORGAN STANLEY | COM | 617446448 | 4144 | 182000 | SH | | SOLE | |
| MOSAIC CO/THE | COM | 61945A107 | 8543 | 203500 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| MOSY INC | COM | 619718109 | 116 | 64000 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 2200 | 520000 | SH | SOLE |
| MOVADO GROUP INC COM | COM | 624580106 | 241 | 32000 | SH | SOLE |
| MUELLER INDS INC COM | COM | 624756102 | 3015 | 139000 | SH | SOLE |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 142 | 43133 | SH | SOLE |
| MULTIMEDIA GAMES INC COM | COM | 625453105 | 41 | 19055 | SH | SOLE |
| MURPHY OIL CORP COM | COM | 626717102 | 15804 | 353000 | SH | SOLE |
| MVC CAP COM | COM | 553829102 | 631 | 75000 | SH | SOLE |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1139 | 40000 | SH | SOLE |
| MYERS INDS INC | COM | 628464109 | 10051 | 1637000 | SH | SOLE |
| M-SYSTEMS FIN NV 1.000% 03/15/ | CONVERTIBLE BOND | 55375VAB8 | 281 | 300000 | PRN | SOLE |
| NABI BIOPHARMACEUTICALS | COM | 629519109 | 67 | 18000 | SH | SOLE |
| NABORS INDS INC 0.940% 05/15/1 | CONVERTIBLE BOND | 629568AP1 | 1770 | 2000000 | PRN | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NABORS INDUSTRIES LTD SHS | COM | G6359F103 | 1099 | 110000 | SH | | SOLE | |
| NARA BANCORP INC COM | COM | 63080P105 | 767 | 260800 | SH | | SOLE | |
| NASHUA CORP | COM | 631226107 | 404 | 412500 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1063 | 85000 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 35531 | 1158500 | SH | | SOLE | |
| NATIONAL GRID PLC | COM | 636274300 | 2034 | 52652 | SH | | SOLE | |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 5003 | 82000 | SH | | SOLE | |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 6402 | 223000 | SH | | SOLE | |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 23854 | 712900 | SH | | SOLE | |
| NCR CORP NEW COM | COM | 62886E108 | 2997 | 377000 | SH | | SOLE | |
| NEOSE TECHNOLOGIES INC COM | COM | 640522108 | 45 | 452000 | SH | | SOLE | |
| NEUROMETRIX INC COM | COM | 641255104 | 15 | 10000 | SH | | SOLE | |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 8156 | 694718 | SH | | SOLE | |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 794 | 124000 | SH | | SOLE | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 3887 | 348000 | SH | | SOLE | |
| NEW YORK TIMES CO CLASS A | COM | 650111107 | 597 | 132000 | SH | | SOLE | |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 5860 | 5250000 | PRN | | SOLE | |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 100830 | 2252671 | SH | | SOLE | |
| NEWS CORP CL A | COM | 65248E104 | 39535 | 5972000 | SH | | SOLE | |
| NEWS CORP CL B | COM | 65248E203 | 916 | 119016 | SH | | SOLE | |
| NEXSTAR BROADCASTING GROUP ICL | COM | 65336K103 | 7 | 10000 | SH | | SOLE | |
| NEXTEL COMM 5.25% 1/15/10 | CONVERTIBLE BOND | 65332VAY9 | 1425 | 1500000 | PRN | | SOLE | |
| NEXTWAVE WIRELESS INC COM | COM | 65337Y102 | 6 | 35000 | SH | | SOLE | |
| NICOR INC COM | COM | 654086107 | 11863 | 357000 | SH | | SOLE | |
| NIKE INC CL B | COM | 654106103 | 5486 | 117000 | SH | | SOLE | |
| NIPPON TELEG&TEL CORP ADR (B:N | COM | 654624105 | 362 | 19000 | SH | | SOLE | |
| NISOURCE INC | COM | 65473P105 | 5577 | 569086 | SH | | SOLE | |
| NOBILITY HOMES INC COM | COM | 654892108 | 448 | 61800 | SH | | SOLE | |
| NOKIA CORP SPONSORED ADR (B:NO | COM | 654902204 | 292 | 25000 | SH | | SOLE | |
| NORTEL NETWORKS INC | COM | 656568508 | 70 | 310100 | SH | | SOLE | |
| NORTHEAST UTILS COM | COM | 664397106 | 22583 | 1046000 | SH | | SOLE | |
| NORTHERN TRUST CORP | COM | 665859104 | 7956 | 133000 | SH | | SOLE | |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 6299 | 144345 | SH | | SOLE | |
| NORTHSTAR NEUROSCIENCE INC COM | COM | 66704V101 | 1051 | 550000 | SH | | SOLE | |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 18816 | 876000 | SH | | SOLE | |
| NOVA CHEMICALS CORP COM | COM | 66977W109 | 1037 | 180000 | SH | | SOLE | |
| NOVARTIS AG - ADR (B:NVS US) | COM | 66987V109 | 9004 | 238000 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 9627 | 547000 | SH | | SOLE | |
| NSTAR COM | COM | 67019E107 | 39786 | 1248000 | SH | | SOLE | |
| NV ENERGY INC COM | COM | 67073Y106 | 329 | 35000 | SH | | SOLE | |
| NYSE EURONEXT COM | COM | 629491101 | 716 | 40000 | SH | | SOLE | |

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O REILLY AUTOMOTIVE INC COM COM 686091109 37496 1071000 SH SOLE
 OCCIDENTAL PETE CORP COM 674599105 27046 486000 SH SOLE
 OCEANEERING INTL INC COM COM 675232102 10139 275000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 05/07/09 8:41 A.M.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| OCH ZIFF CAP MGMT GROUP CL A | COM | 67551U105 | 1135 | 187000 | SH | | SOLE | |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 2134 | 220000 | SH | | SOLE | |
| OGE ENERGY CORP COM | COM | 670837103 | 21426 | 899500 | SH | | SOLE | |
| OIL DRI CORP AMER COM | COM | 677864100 | 1844 | 125000 | SH | | SOLE | |
| OLIN CORP COM PAR \$1. | COM | 680665205 | 1641 | 115000 | SH | | SOLE | |
| OMNICARE INC COM | COM | 681904108 | 588 | 24000 | SH | | SOLE | |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 2673 | 1536318 | SH | | SOLE | |
| ONEOK INC NEW COM | COM | 682680103 | 13736 | 607000 | SH | | SOLE | |
| OPENTV CORP CL A | COM | G67543101 | 68 | 45000 | SH | | SOLE | |
| OPKO HEALTH INC COM | COM | 68375N103 | 71 | 72000 | SH | | SOLE | |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 1050 | 256000 | SH | | SOLE | |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 2897 | 105500 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 3982 | 215000 | SH | | SOLE | |
| OSHKOSH CORP | COM | 688239201 | 236 | 35000 | SH | | SOLE | |
| OSTEOTECH INC COM | COM | 688582105 | 45 | 13000 | SH | | SOLE | |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 3660 | 166000 | SH | | SOLE | |
| OUTDOOR HLDGS INC (NEW) | COM | 690027206 | 225 | 33000 | SH | | SOLE | |
| OWENS ILL INC COM NEW | COM | 690768403 | 1877 | 130000 | SH | | SOLE | |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 4704 | 142000 | SH | | SOLE | |
| PACCAR INC | COM | 693718108 | 7651 | 297000 | SH | | SOLE | |
| PACTIV CORP COM | COM | 695257105 | 2947 | 202000 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 1663 | 396000 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 56 | 25000 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 1960 | 270000 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 4933 | 285500 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 1125 | 345000 | SH | | SOLE | |
| PARKER HANNIFIN CORP | COM | 701094104 | 408 | 12000 | SH | | SOLE | |
| PATTERSON COMPANIES INC | COM | 703395103 | 1697 | 90000 | SH | | SOLE | |
| PEABODY ENERGY CORP COM | COM | 704549104 | 5296 | 211500 | SH | | SOLE | |
| PENFORD CORP COM | COM | 707051108 | 218 | 60000 | SH | | SOLE | |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 2898 | 120000 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 6667 | 326000 | SH | | SOLE | |
| PENTAIR INC COM | COM | 709631105 | 1235 | 57000 | SH | | SOLE | |
| PENWEST PHARMACEUTICALS CO COM | COM | 709754105 | 254 | 155000 | SH | | SOLE | |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 2073 | 470000 | SH | | SOLE | |
| PEPCO HLDGS INC COM | COM | 713291102 | 3650 | 292500 | SH | | SOLE | |
| PEPSIAMERICAS | COM | 71343P200 | 35516 | 2058900 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 27470 | 533600 | SH | | SOLE | |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 27178 | 891950 | SH | | SOLE | |
| PETROCHINA CO LTD SPONSORED AD | COM | 71646E100 | 3060 | 38400 | SH | | SOLE | |
| PFIZER INC | COM | 717081103 | 21111 | 1550000 | SH | | SOLE | |
| PG&E CORP COM | COM | 69331C108 | 3402 | 89000 | SH | | SOLE | |
| PHH CORP COM NEW | COM | 693320202 | 400 | 28500 | SH | | SOLE | |
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 978 | 3950000 | PRN | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |
| RUN DATE: 05/07/09 | 8:41 A.M. | | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|----|--------------------|
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 3184 | 89500 | SH | SOLE |
| PHILLIPINE LONG DISTANCE TEL S | COM | 718252604 | 5538 | 125500 | SH | SOLE |
| PHOENIX COS INC NEW COM | COM | 71902E109 | 333 | 285000 | SH | SOLE |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 3340 | 129000 | SH | SOLE |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 53 | 95000 | SH | SOLE |
| PINNACLE ENTMT INC COM | COM | 723456109 | 5807 | 824900 | SH | SOLE |
| PINNACLE WEST CAP CORP COM | COM | 723484101 | 11049 | 416000 | SH | SOLE |
| PLANTRONICS | COM | 727493108 | 145 | 12000 | SH | SOLE |
| PNC FINANCIAL CORP | COM | 693475105 | 10691 | 365000 | SH | SOLE |
| PNM RES INC | COM | 69349H107 | 18131 | 2195000 | SH | SOLE |
| POLO RALPH LAUREN CORP | COM | 731572103 | 2577 | 61000 | SH | SOLE |
| POPULAR INC COM | COM | 733174106 | 86 | 40000 | SH | SOLE |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 923 | 120000 | SH | SOLE |
| POTASH CORP SASK INC | COM | 73755L107 | 7152 | 88500 | SH | SOLE |
| PPL CORP COM | COM | 69351T106 | 1441 | 50200 | SH | SOLE |
| PRECISION CASTPARTS CORP | COM | 740189105 | 31328 | 523000 | SH | SOLE |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 590 | 239000 | SH | SOLE |
| PRIVATEBANCORP INC COM | COM | 742962103 | 159 | 11000 | SH | SOLE |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 46972 | 997500 | SH | SOLE |
| PROGRESS ENERGY INC COM | COM | 743263105 | 26760 | 738000 | SH | SOLE |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 77 | 481000 | SH | SOLE |
| PROLOGIS SH BEN INT | COM | 743410102 | 234 | 36000 | SH | SOLE |
| PROSHARES TR PSHS ULTRA FINL | ETF/ISHARE - EQU | 74347R743 | 1044 | 400000 | SH | SOLE |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 1080 | 100800 | SH | SOLE |
| PSS WORLD MED INC COM | COM | 69366A100 | 746 | 52000 | SH | SOLE |
| PT INDOSAT TBK SPONSORED ADR | COM | 744383100 | 278 | 14000 | SH | SOLE |
| PT TELEKOMUNIKASI INDONESIA (B | COM | 715684106 | 549 | 21360 | SH | SOLE |
| PUBLIC SVC ENTERPRISES COM | COM | 744573106 | 14652 | 497200 | SH | SOLE |
| QUAKER CHEM CORP COM | COM | 747316107 | 151 | 19000 | SH | SOLE |
| QUALCOMM INC COM | COM | 747525103 | 8288 | 213000 | SH | SOLE |
| QUIDEL CORP COM | COM | 74838J101 | 1964 | 213000 | SH | SOLE |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 8738 | 2555000 | SH | SOLE |
| RALCORP HOLDINGS INC | COM | 751028101 | 14494 | 269000 | SH | SOLE |
| RANDGOLD RES LTD ADR | COM | 752344309 | 60329 | 1110000 | SH | SOLE |
| RAYONIER INC COM | COM | 754907103 | 755 | 24984 | SH | SOLE |
| RAYTHEON COMPANY | COM | 755111507 | 389 | 10000 | SH | SOLE |
| REGAL ENTERTAINMENT GROUP | COM | 758766109 | 483 | 36000 | SH | SOLE |
| RENEGY HOLDINGS INC | COM | 75845J109 | 0 | 14000 | SH | SOLE |
| REPSOL YPF S A ADR SPONSORED | COM | 76026T205 | 5178 | 303000 | SH | SOLE |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 25691 | 1498000 | SH | SOLE |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 5915 | 137200 | SH | SOLE |
| REVLON INC CL A | COM | 761525609 | 38 | 15200 | SH | SOLE |
| RGC RES INC COM | COM | 74955L103 | 207 | 9000 | SH | SOLE |
| RH DONNELLEY CORP COM | COM | 74955W307 | 48 | 156000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 15786 | 117750 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 1904 | 125500 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 15474 | 708500 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 6528 | 200000 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 556 | 70000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 65534 | 2870500 | SH | | SOLE | |
| ROHM & HAAS CO COM | COM | 775371107 | 64649 | 820000 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 41685 | 2430600 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 756 | 1400000 | PRN | | SOLE | |

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| | | | | | | |
|---------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| ROPER INDS INC NEW | COM | 776696106 | 1358 | 32000 | SH | SOLE |
| ROSTELECOM LONG DISTANCE & ISP | COM | 778529107 | 902 | 17500 | SH | SOLE |
| ROWAN COS INC | COM | 779382100 | 10474 | 875000 | SH | SOLE |
| ROYAL DUTCH SHELL PLC ADR-A(RD) | COM | 780259206 | 18340 | 414000 | SH | SOLE |
| ROYAL GOLD INC COM | COM | 780287108 | 5826 | 124600 | SH | SOLE |
| ROYCE VALUE TR INC | COM | 780910105 | 787 | 111420 | SH | SOLE |
| RPC INC. COMMON | COM | 749660106 | 10741 | 1620000 | SH | SOLE |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 627 | 220000 | SH | SOLE |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 1566 | 200000 | SH | SOLE |
| SAFEWAY INC COM NEW | COM | 786514208 | 15486 | 767000 | SH | SOLE |
| SAKS INC COM | COM | 79377W108 | 41 | 22000 | SH | SOLE |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 363 | 650341 | SH | SOLE |
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 4572 | 805000 | SH | SOLE |
| SANDISK CORP 1.000% 05/15/13 | CONVERTIBLE BOND | 80004CAC5 | 1701 | 2800000 | PRN | SOLE |
| SANDISK CORP COM | COM | 80004C101 | 1935 | 153000 | SH | SOLE |
| SARA LEE CORP COM | COM | 803111103 | 17097 | 2116000 | SH | SOLE |
| SASOL LTD ADR SPONSORED | COM | 803866300 | 2432 | 84000 | SH | SOLE |
| SCANA CORP NEW COM | COM | 80589M102 | 8510 | 275500 | SH | SOLE |
| SCHEIN HENRY INC COM | COM | 806407102 | 5999 | 150000 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 23632 | 1003500 | SH | SOLE |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 3785 | 841000 | SH | SOLE |
| SCHLUMBERGER | COM | 806857108 | 10082 | 248200 | SH | SOLE |
| SCHULMAN A INC COM | COM | 808194104 | 813 | 60000 | SH | SOLE |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 10540 | 680000 | SH | SOLE |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 369 | 20000 | SH | SOLE |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 992 | 734965 | SH | SOLE |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 13574 | 603000 | SH | SOLE |
| SEACOAST BKG CORP FLA COM | COM | 811707306 | 112 | 37000 | SH | SOLE |
| SEALED AIR CORP NEW | COM | 81211K100 | 304 | 22000 | SH | SOLE |
| SEMPRA ENERGY COM | COM | 816851109 | 8786 | 190000 | SH | SOLE |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 24088 | 1025000 | SH | SOLE |
| SHAW COMMUNICATIONS CL B NON V | COM | 82028K200 | 9393 | 620000 | SH | SOLE |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 2189 | 96000 | SH | SOLE |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 613 | 1750000 | PRN | SOLE |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 503 | 488000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 70 | 200000 | SH | | SOLE | |
| SIX FLAGS INC. | COM | 83001P109 | 5 | 20000 | SH | | SOLE | |
| SJW CORP COM | COM | 784305104 | 12117 | 476500 | SH | | SOLE | |
| SK TELECOM LTD SPONSORED ADR (| COM | 78440P108 | 2435 | 157600 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 5874 | 309000 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 918 | 198800 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 5222 | 1055000 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 934 | 154600 | SH | | SOLE | |
| SMITH A O CORP COM | COM | 831865209 | 302 | 12000 | SH | | SOLE | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 3839 | 103000 | SH | | SOLE | |
| SMURFIT-STONE CONTAINER 7% CV | CONVERTIBLE PREF | 832727200 | 10 | 27000 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 1101 | 142000 | SH | | SOLE | |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 155 | 145000 | SH | | SOLE | |
| SONOCO PRODS CO COM | COM | 835495102 | 692 | 33000 | SH | | SOLE | |
| SONY CORP-ADR (B:SNE US) | COM | 835699307 | 1032 | 50000 | SH | | SOLE | |
| SORL AUTO PTS INC COM | COM | 78461U101 | 234 | 130000 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 3675 | 105000 | SH | | SOLE | |
| SOUTHERN CO | COM | 842587107 | 11789 | 385000 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 22313 | 1466000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| SOUTHWEST GAS CORP | COM | 844895102 | 28141 | 1335600 | SH | SOLE |
| SOUTHWEST WATER CO | COM | 845331107 | 107 | 24901 | SH | SOLE |
| SP AQUISITION HOLDING-UNITS | COM | 78470A203 | 118 | 12500 | SH | SOLE |
| SPAIN FUND INC | MUTUAL FUNDS | 846330108 | 44 | 11000 | SH | SOLE |
| SPANISH BROADCASTING SYSTEM CL | COM | 846425882 | 3 | 22000 | SH | SOLE |
| SPARTAN MTRS INC COM | COM | 846819100 | 359 | 89375 | SH | SOLE |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 27432 | 1940000 | SH | SOLE |
| SPRINT NEXTEL CORP | COM | 852061100 | 30377 | 8509000 | SH | SOLE |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 10136 | 279000 | SH | SOLE |
| ST. JOE COMPANY | COM | 790148100 | 6596 | 394000 | SH | SOLE |
| STAMPS.COM INC (NEW) | COM | 852857200 | 165 | 17000 | SH | SOLE |
| STANDARD MOTOR PRODUCTS CV 6.7 | CONVERTIBLE BOND | 853666AB1 | 3211 | 4414000 | PRN | SOLE |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 2455 | 892900 | SH | SOLE |
| STANDEX INTL CORP | COM | 854231107 | 607 | 66000 | SH | SOLE |
| STARRETT L S CO CL A | COM | 855668109 | 794 | 127000 | SH | SOLE |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 2477 | 195000 | SH | SOLE |
| STATE STREET CORP | COM | 857477103 | 25504 | 828600 | SH | SOLE |
| STATOIL ASA SPONSORED ADR | COM | 85771P102 | 17142 | 982900 | SH | SOLE |
| STEAK N SHAKE CO COM | COM | 857873103 | 2347 | 310000 | SH | SOLE |
| STERLING BANCORP COM | COM | 859158107 | 4916 | 496550 | SH | SOLE |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 97 | 30000 | SH | SOLE |
| STILLWATER MINING | COM | 86074Q102 | 193 | 52100 | SH | SOLE |
| STONERIDGE INC | COM | 86183P102 | 348 | 165000 | SH | SOLE |
| STRATTEC SECURITY CORP. | COM | 863111100 | 606 | 72700 | SH | SOLE |
| STRYKER CORP | COM | 863667101 | 5661 | 166300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| STUDENT LN CORP COM | COM | 863902102 | 217 | 5000 | SH | | SOLE | |
| SUNCOR INC COM | COM | 867229106 | 6408 | 288500 | SH | | SOLE | |
| SUNOCO INC COM | COM | 86764P109 | 4766 | 180000 | SH | | SOLE | |
| SUNPOWER CORP COM CL A | COM | 867652109 | 5477 | 230300 | SH | | SOLE | |
| SUNTRUST BANKS INC | COM | 867914103 | 610 | 52000 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 3022 | 255000 | SH | | SOLE | |
| SUPERVALU INC COMMON | COM | 868536103 | 4955 | 347000 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 6619 | 426200 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 1509 | 565000 | SH | | SOLE | |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 9526 | 237500 | SH | | SOLE | |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 15007 | 520000 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 10730 | 1285000 | SH | | SOLE | |
| TD AMERITRADE HLDG CORP COM | COM | 87236Y108 | 1105 | 80000 | SH | | SOLE | |
| TECH OPS SEVCON INC | COM | 878293109 | 250 | 188006 | SH | | SOLE | |
| TECO ENERGY INC COM | COM | 872375100 | 3457 | 310000 | SH | | SOLE | |
| TEEKAY SHIPPING CORP COM | COM | Y8564W103 | 313 | 22000 | SH | | SOLE | |
| TELE CELULAR SUL PARTICIPACOES | COM | 88706P106 | 777 | 62566 | SH | | SOLE | |
| TELE NORTE LESTE PARTICIPACO A | COM | 879246106 | 4181 | 302096 | SH | | SOLE | |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 1829 | 236000 | SH | | SOLE | |
| TELECOM ITALIA SPA ADR | COM | 87927Y102 | 5414 | 423300 | SH | | SOLE | |
| TELECOM NEW ZEALAND ADR(R:STVM | COM | 879278208 | 387 | 59444 | SH | | SOLE | |
| TELEFONICA DE ARGENTINA S A SP | COM | 879378404 | 290 | 40000 | SH | | SOLE | |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 28365 | 475761 | SH | | SOLE | |
| TELEFONOS DE MEXICO ADR REP (B | COM | 879403780 | 6181 | 411000 | SH | | SOLE | |
| TELEMIG CELULAR PARTICIPACOE A | COM | 87944E105 | 297 | 8347 | SH | | SOLE | |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 29215 | 1235300 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 44638 | 1683800 | SH | | SOLE | |
| TELMEX INTERNACIONAL SAB DE SP | COM | 879690105 | 3824 | 417000 | SH | | SOLE | |
| TELUS CORP NON VTG SHS | COM | 87971M202 | 3798 | 144100 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 12263 | 608000 | SH | SOLE |
| TENET HEALTHCARE CORP COM | COM | 88033G100 | 1172 | 1010000 | SH | SOLE |
| TENNANT CO | COM | 880345103 | 3167 | 338000 | SH | SOLE |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 662 | 406000 | SH | SOLE |
| TESORO PETE CORP COM | COM | 881609101 | 1300 | 96500 | SH | SOLE |
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 541 | 12000 | SH | SOLE |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 15982 | 968000 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 5396 | 940000 | SH | SOLE |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 555 | 16000 | SH | SOLE |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 589 | 16500 | SH | SOLE |
| THINKORSWIM GROUP INC | COM | 88409C105 | 86 | 10000 | SH | SOLE |
| THOMAS & BETTS CORP | COM | 884315102 | 33177 | 1326000 | SH | SOLE |
| THOR INDS INC COM | COM | 885160101 | 422 | 27000 | SH | SOLE |
| TICKETMASTER COM | COM | 88633P302 | 273 | 74000 | SH | SOLE |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 116 | 25000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | GABELLI FUNDS, LLC |

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|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TIFFANY & CO NEW COM | COM | 886547108 | 7512 | 348400 | SH | | SOLE | |
| TIME WARNER CABLE INC COM | COM | 88732J207 | 9775 | 394169 | SH | | SOLE | |
| TIVO INC | COM | 888706108 | 394 | 56000 | SH | | SOLE | |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 14050 | 646866 | SH | | SOLE | |
| TOTAL SA ADR (B:TOT US) | COM | 89151E109 | 10794 | 220018 | SH | | SOLE | |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 4688 | 130000 | SH | | SOLE | |
| TRANS LUX CORP | COM | 893247106 | 166 | 753000 | SH | | SOLE | |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 122 | 47850 | SH | | SOLE | |
| TRANSOCEAN INC 1.5% 12/15/37 | CONVERTIBLE BOND | 893830AV1 | 859 | 1000000 | PRN | | SOLE | |
| TRANSOCEAN INC 1.625% 12/15/20 | CONVERTIBLE BOND | 893830AU3 | 729 | 800000 | PRN | | SOLE | |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 18014 | 306151 | SH | | SOLE | |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 14996 | 369000 | SH | | SOLE | |
| TREDEGAR INDS INC | COM | 894650100 | 3184 | 195000 | SH | | SOLE | |
| TREE COM INC COM | COM | 894675107 | 397 | 86008 | SH | | SOLE | |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 511 | 350000 | SH | | SOLE | |
| TRIMBLE NAV LTD COM | COM | 896239100 | 2964 | 194000 | SH | | SOLE | |
| TRINITY INDS INC | COM | 896522109 | 1700 | 186000 | SH | | SOLE | |
| TURKCELL ILETISIM HIZMETLERISP | COM | 900111204 | 1549 | 126000 | SH | | SOLE | |
| TW TELECOM INC | COM | 87311L104 | 1698 | 194000 | SH | | SOLE | |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 6549 | 593250 | SH | | SOLE | |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 4316 | 295000 | SH | | SOLE | |
| TYSON FOODS INC | COM | 902494103 | 7794 | 830000 | SH | | SOLE | |
| UIL HLDG CORP COM | COM | 902748102 | 1897 | 84997 | SH | | SOLE | |
| UNDER ARMOUR INC CL A | COM | 904311107 | 3171 | 193000 | SH | | SOLE | |
| UNILEVER N V NEW YORK SHS N | COM | 904784709 | 1529 | 78000 | SH | | SOLE | |
| UNION DRILLING INC COM | COM | 90653P105 | 95 | 25000 | SH | | SOLE | |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 14924 | 529400 | SH | | SOLE | |
| UNITED GUARDIAN INC COM | COM | 910571108 | 217 | 31000 | SH | | SOLE | |
| UNITED RENTALS INC COM | COM | 911363109 | 202 | 48000 | SH | | SOLE | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 28820 | 864430 | SH | | SOLE | |
| UNITED STS STL CORP NEW COM | COM | 912909108 | 2324 | 110000 | SH | | SOLE | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 5287 | 123000 | SH | | SOLE | |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 10595 | 506200 | SH | | SOLE | |
| UNITIL CORP | COM | 913259107 | 2811 | 140000 | SH | | SOLE | |
| UNITRIN INC | COM | 913275103 | 825 | 59000 | SH | | SOLE | |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 2400 | 200000 | SH | | SOLE | |
| URANIUM RES INC COM PAR \$0.001 | COM | 916901507 | 42 | 90000 | SH | | SOLE | |
| UTILITIES HOLDRS TR DEP RCPT | COM | 918019100 | 8333 | 100000 | SH | | SOLE | |
| VALERO ENERGY CORP COM | COM | 91913Y100 | 1362 | 76100 | SH | | SOLE | |

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| | | | | | | |
|------------------------------|-----|-----------|------|--------|----|--------------------|
| VALLEY NATL BANCORP COM | COM | 919794107 | 897 | 72522 | SH | SOLE |
| VALMONT INDS INC | COM | 920253101 | 1988 | 39600 | SH | SOLE |
| VALUE LINE INC | COM | 920437100 | 418 | 15300 | SH | SOLE |
| VALUECLICK INC COM | COM | 92046N102 | 1234 | 145000 | SH | SOLE |
| VARIAN MED SYS INC COM | COM | 92220P105 | 3683 | 121000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 05/07/09 8:41 A.M. | | | | | | |

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 967 | 158000 | SH | | SOLE | |
| VECTREN INC. | COM | 92240G101 | 12211 | 579000 | SH | | SOLE | |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 69937 | 2315784 | SH | | SOLE | |
| VIACOM INC NEW CL A | COM | 92553P102 | 39506 | 2116000 | SH | | SOLE | |
| VICOR CORP COM | COM | 925815102 | 342 | 70000 | SH | | SOLE | |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 1652 | 53000 | SH | | SOLE | |
| VIMPEL COMMUNICATIONS ADR (B:V | COM | 68370R109 | 9856 | 1507000 | SH | | SOLE | |
| VIRTUS INVT PARTNERS INC COM | COM | 92828Q109 | 79 | 12080 | SH | | SOLE | |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 6116 | 110000 | SH | | SOLE | |
| VIVO PARTICIPACOES S A SPON AD | COM | 92855S200 | 886 | 67870 | SH | | SOLE | |
| VODAFONE GROUP PLC-ADR | COM | 92857W209 | 6661 | 382375 | SH | | SOLE | |
| W D 40 COMPANY | COM | 929236107 | 410 | 17000 | SH | | SOLE | |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 25172 | 1393000 | SH | | SOLE | |
| WAL MART STORES INC | COM | 931142103 | 20944 | 402000 | SH | | SOLE | |
| WALGREEN COMPANY | COM | 931422109 | 21521 | 829000 | SH | | SOLE | |
| WASHINGTON POST CO CL B | COM | 939640108 | 429 | 1200 | SH | | SOLE | |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 34222 | 1336800 | SH | | SOLE | |
| WATSCO INC CL B | COM | 942622101 | 272 | 7875 | SH | | SOLE | |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 16841 | 861000 | SH | | SOLE | |
| WAUSAU PAPER CORP | COM | 943315101 | 210 | 40000 | SH | | SOLE | |
| WEATHERFORD INTERNATIONAL LTD | COM | H27013103 | 13718 | 1239200 | SH | | SOLE | |
| WEBMEDIABRANDS INC | COM | 94770W100 | 23 | 57000 | SH | | SOLE | |
| WEBSTER FINL CORP WATERBURY CO | COM | 947890109 | 276 | 65000 | SH | | SOLE | |
| WEIGHT WATCHERS INTL INC NEWCO | COM | 948626106 | 223 | 12000 | SH | | SOLE | |
| WEIS MKTS INC | COM | 948849104 | 1707 | 55000 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 33872 | 2378685 | SH | | SOLE | |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 845 | 168000 | SH | | SOLE | |
| WESTAR ENERGY INC | COM | 95709T100 | 36831 | 2101000 | SH | | SOLE | |
| WHOLE FOODS MKT INC COM | COM | 966837106 | 5608 | 333800 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 3908 | 583264 | SH | | SOLE | |
| WILEY JOHN & SONS INC CL B | COM | 968223305 | 381 | 12800 | SH | | SOLE | |
| WILLIAMS COS INC | COM | 969457100 | 1477 | 129800 | SH | | SOLE | |
| WILLIS GROUP HOLDINGS LTD SHS | COM | G96655108 | 1163 | 52886 | SH | | SOLE | |
| WILMINGTON TR CORP COM | COM | 971807102 | 4157 | 429000 | SH | | SOLE | |
| WIMM BILL DANN FOODS OJSC SPON | COM | 97263M109 | 763 | 24000 | SH | | SOLE | |
| WINDSTREAM CORP COM | COM | 97381W104 | 912 | 113169 | SH | | SOLE | |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 3346 | 350000 | SH | | SOLE | |
| WISCONSIN ENERGY CORP COM | COM | 976657106 | 16880 | 410000 | SH | | SOLE | |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 1651 | 106000 | SH | | SOLE | |
| WONDER AUTO TECHNOLOGY INC COM | COM | 978166106 | 165 | 46000 | SH | | SOLE | |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 1042 | 93200 | SH | | SOLE | |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 1304 | 113000 | SH | | SOLE | |
| WPT ENTERPRISES INC | COM | 98211W108 | 54 | 97057 | SH | | SOLE | |
| WYETH (B:WYE) | COM | 983024100 | 39984 | 929000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 97 | 23000 | SH | | SOLE | |
| WYNN RESORTS LTD COM | COM | 983134107 | 2307 | 115500 | SH | | SOLE | |
| XCEL ENERGY INC COM | COM | 98389B100 | 12482 | 670000 | SH | | SOLE | |
| XEROX CORP | COM | 984121103 | 4232 | 930000 | SH | | SOLE | |
| XTO ENERGY INC COM | COM | 98385X106 | 11306 | 369250 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 19087 | 1490000 | SH | | SOLE | |
| YAMANA GOLD INC COM | COM | 98462Y100 | 9480 | 1024850 | SH | | SOLE | |
| YINGLI GREEN ENERGY HLDG CO AD | COM | 98584B103 | 66 | 11000 | SH | | SOLE | |
| YORK WTR CO COM | COM | 987184108 | 243 | 19650 | SH | | SOLE | |
| YOUBET COM INC COM | COM | 987413101 | 49 | 29000 | SH | | SOLE | |
| YOUNG BROADCASTING INC CL A | COM | 987434107 | 4 | 420000 | SH | | SOLE | |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 248 | 16000 | SH | | SOLE | |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 2682 | 141000 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 7064 | 690500 | SH | | SOLE | |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 4855 | 133000 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 2341 | 266000 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 70 | 15200 | SH | | SOLE | |
| ZYMOGENETICS INC COM | COM | 98985T109 | 80 | 20000 | SH | | SOLE | |

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GABELLI SECURITIES, INC.

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|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 205 | 3600 | SH | | SOLE | |
| AMERICAN BANCORP N J INC | COM | 02407E104 | 748 | 79109 | SH | | SOLE | |
| AMERICAN DG ENERGY INC COM | COM | 025398108 | 289 | 131500 | SH | | SOLE | |
| AMKOR TECHNOLOGY INC COM | COM | 031652100 | 121 | 45000 | SH | | SOLE | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 305 | 12200 | SH | | SOLE | |
| ASHLAND INC NEW COM | COM | 044209104 | 285 | 27625 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|------|
| BANK OF AMERICA | COM | 060505104 | 742 | 108729 | SH | SOLE |
| BEAZER HOMES USA INC COM | COM | 07556Q105 | 30 | 30000 | SH | SOLE |
| BELO CORP | COM | 080555105 | 6 | 10000 | SH | SOLE |
| BEST BUY 2.250% 01/15/22 | CONVERTIBLE BOND | 086516AF8 | 920 | 1000000 | PRN | SOLE |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 9 | 10000 | SH | SOLE |
| BLOCKBUSTER INC-CL B (BBI B) | COM | 093679207 | 84 | 187400 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 396 | 30600 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 853 | 30500 | SH | SOLE |
| CENTENNIAL CELLULAR CORP CL A | COM | 15133V208 | 7598 | 919874 | SH | SOLE |
| CENTEX CORP COM | COM | 152312104 | 188 | 25000 | SH | SOLE |
| CF INDS HLDGS INC COM | COM | 125269100 | 569 | 8000 | SH | SOLE |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 61 | 20000 | SH | SOLE |
| CKX INC COM | COM | 12562M106 | 112 | 27234 | SH | SOLE |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 37 | 10000 | SH | SOLE |
| COEUR D ALENE MINES CORP IDACO | COM | 192108108 | 12 | 13100 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 322 | 25000 | SH | SOLE |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 143 | 600000 | PRN | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 1033 | 50000 | SH | SOLE |
| CORCEPT THERAPEUTICS INC OC-CO | COM | 218352102 | 45 | 38000 | SH | SOLE |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 344 | 17473 | SH | SOLE |
| CUTERA INC COM | COM | 232109108 | 91 | 14300 | SH | SOLE |
| CV THERAPEUTICS INC COM | COM | 126667104 | 11405 | 573700 | SH | SOLE |
| DELUXE CORP | COM | 248019101 | 389 | 40400 | SH | SOLE |
| DIEBOLD INC COM | COM | 253651103 | 907 | 42500 | SH | SOLE |
| EMAGEON INC COM | COM | 29076V109 | 672 | 369494 | SH | SOLE |
| EMBARQ CORP COM | COM | 29078E105 | 2347 | 62000 | SH | SOLE |
| ENTRAVISION COMM CORP CL A | COM | 29382R107 | 5 | 18400 | SH | SOLE |
| EV3 INC COM | COM | 26928A200 | 71 | 10000 | SH | SOLE |
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 173 | 500000 | PRN | SOLE |
| FREDDIE MAC COM | COM | 313400301 | 9 | 12000 | SH | SOLE |
| FREEPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 1345 | 35300 | SH | SOLE |
| GENERAL MOTORS 4.5% 3/6/32 PFD | CONVERTIBLE PREF | 370442741 | 48 | 12878 | SH | SOLE |
| GEVITY HR INC COM | COM | 374393106 | 144 | 36415 | SH | SOLE |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 2198 | 193800 | SH | SOLE |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 86 | 14000 | SH | SOLE |
| GREIF INC CL B | COM | 397624206 | 1747 | 53300 | SH | SOLE |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 132 | 12100 | SH | SOLE |

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GABELLI SECURITIES, INC.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HEARST-ARGYLE TELEVISION INCCO | COM | 422317107 | 64 | 15500 | SH | | SOLE | |
| HI / FN INC COM | COM | 428358105 | 1245 | 314314 | SH | | SOLE | |
| HICKS ACQUISITION CO I INC COM | COM | 429086309 | 1052 | 111675 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 131 | 42000 | SH | | SOLE | |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 87 | 21100 | SH | | SOLE | |
| IPC HLDGS LTD ORD | COM | G4933P101 | 270 | 10000 | SH | | SOLE | |
| I-FLOW CORP COM NEW | COM | 449520303 | 47 | 13000 | SH | | SOLE | |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 230 | 12867 | SH | | SOLE | |
| LAMAR ADVERTISING CO CL A | COM | 512815101 | 230 | 23600 | SH | | SOLE | |
| LAS VEGAS SANDS CORP | COM | 517834107 | 51 | 17000 | SH | | SOLE | |
| LENNAR CORP COM | COM | 526057104 | 227 | 30200 | SH | | SOLE | |
| LIBERTY ACQUISITION HLDGS | COM | 53015Y107 | 671 | 76437 | SH | | SOLE | |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 1472 | 73793 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 35 | 11400 | SH | | SOLE | |
| LUCENT TECH 2.750% 06/15/25 | CONVERTIBLE BOND | 549463AH0 | 465 | 1000000 | PRN | | SOLE | |
| MAGELLAN MIDSTREAM HLDGS LP CO | COM | 55907R108 | 429 | 24500 | SH | | SOLE | |
| MEDTRONIC 1.625% 04/15/13 | CONVERTIBLE BOND | 585055AM8 | 928 | 1050000 | PRN | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| MEDTRONIC INC 1.500% 04/15/11 | CONVERTIBLE BOND | 585055A0 | 965 | 1000000 | PRN | SOLE |
| MONSANTO CO NEW COM | COM | 61166W101 | 1704 | 20500 | SH | SOLE |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 264 | 8600 | SH | SOLE |
| NEKTAR THERAPEUTICS COM | COM | 640268108 | 81 | 15000 | SH | SOLE |
| NEUROMETRIX INC COM | COM | 641255104 | 17 | 11200 | SH | SOLE |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 201 | 4500 | SH | SOLE |
| NORTHSTAR NEUROSCIENCE INC COM | COM | 66704V101 | 415 | 217277 | SH | SOLE |
| NOVA CHEMICALS CORP COM | COM | 66977W109 | 2108 | 365900 | SH | SOLE |
| NRG ENERGY INC COM NEW | COM | 629377508 | 961 | 54600 | SH | SOLE |
| PROVIDENT BANKSHARES CORP COM | COM | 743859100 | 282 | 40000 | SH | SOLE |
| PRO-DEX INC COLO COM | COM | 74265M106 | 4 | 10000 | SH | SOLE |
| QUIMICA Y MINERA | COM | 833635105 | 260 | 9800 | SH | SOLE |
| RANDGOLD RES LTD ADR | COM | 752344309 | 249 | 4583 | SH | SOLE |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 2011 | 15000 | SH | SOLE |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 651 | 82000 | SH | SOLE |
| ROHM & HAAS CO COM | COM | 775371107 | 12070 | 153100 | SH | SOLE |
| SAPPHIRE INDUSTRIALS CORP | COM | 80306T109 | 930 | 97535 | SH | SOLE |
| SCHERING PLOUGH CORP | COM | 806605101 | 1896 | 80500 | SH | SOLE |
| SCHERING PLOUGH CORP PFD CONV | PREFERRED STOCKS | 806605705 | 632 | 3000 | SH | SOLE |
| SILVER WHEATON CORP COM | COM | 828336107 | 404 | 39000 | SH | SOLE |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 350 | 1000000 | PRN | SOLE |
| SIRF TECHNOLOGY HLDGS INC COM | COM | 82967H101 | 295 | 128368 | SH | SOLE |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 11 | 10000 | SH | SOLE |
| SP ACQUISITION HOLDINGS INC CO | COM | 78470A104 | 692 | 72783 | SH | SOLE |
| SPRINT NEXTEL CORP | COM | 852061100 | 528 | 148000 | SH | SOLE |
| SUMTOTAL SYS INC COM | COM | 866615107 | 34 | 20000 | SH | SOLE |
| SUNPOWER CORP COM CL A | COM | 867652109 | 1308 | 55000 | SH | SOLE |

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|----------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SUNTECH PWR HLDGS CO LTD ADR | COM | 86800C104 | 292 | 25000 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 48 | 18000 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 93 | 15600 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE CO | COM | 874054109 | 333 | 39863 | SH | | SOLE | |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 292 | 11000 | SH | | SOLE | |
| THINKORSWIM GROUP INC | COM | 88409C105 | 2118 | 245100 | SH | | SOLE | |
| TICKETMASTER COM | COM | 88633P302 | 173 | 46954 | SH | | SOLE | |
| TM ENTERTAINMENT & MEDIA-U | COM | 87260T207 | 151 | 20000 | SH | | SOLE | |
| TRANSOCEAN 4/09 55.000% 00/00/ | OPTION - PUT | | 55 | 350 | SH | PUT | SOLE | |
| TRANSOCEAN LTD ZUG NAMEN AKT | COM | H8817H100 | 2059 | 35000 | SH | | SOLE | |
| TRIAN ACQUISITION I CORP COM | COM | 89582E108 | 1143 | 122734 | SH | | SOLE | |
| UNITED REFINING ENERGY CORP | COM | 911360105 | 448 | 46800 | SH | | SOLE | |
| VIACOM INC NEW CL A | COM | 92553P102 | 504 | 27000 | SH | | SOLE | |
| VIMPEL COMMUNICATIONS ADR (B:V | COM | 68370R109 | 85 | 13000 | SH | | SOLE | |
| VOLTERRA SEMICONDUCTOR CORP CO | COM | 928708106 | 84 | 10000 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 1162 | 81628 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 281 | 41973 | SH | | SOLE | |
| WYETH (B:WYE) | COM | 983024100 | 5509 | 128000 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 562 | 43900 | SH | | SOLE | |

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TETON ADVISORS, INC.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 247 | 119100 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 202 | 8000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 43 | 18000 | SH | | SOLE | |
| ADVANCED ANALOGIC TECHNOLOGICO | COM | 00752J108 | 51 | 14200 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 1231 | 606300 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 172 | 13000 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 411 | 36600 | SH | | SOLE | |
| APPLIED SIGNAL TECHNOLOGY COM | COM | 038237103 | 403 | 19900 | SH | | SOLE | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 1751 | 70050 | SH | | SOLE | |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 121 | 132000 | SH | | SOLE | |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 53 | 27400 | SH | | SOLE | |
| BEL FUSE INC CL A | COM | 077347201 | 137 | 11000 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 117 | 192300 | SH | | SOLE | |
| BERKSHIRE BANCORP INC DEL COM | COM | 084597202 | 65 | 16100 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 238 | 265500 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 209 | 10000 | SH | | SOLE | |
| BTU INTL INC COM | COM | 056032105 | 277 | 82650 | SH | | SOLE | |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 791 | 325650 | SH | | SOLE | |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 85 | 14500 | SH | | SOLE | |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 11 | 15000 | SH | | SOLE | |
| CASELLA WASTE SYS INC CL A | COM | 147448104 | 161 | 94400 | SH | | SOLE | |
| CAVALIER HOMES INC COM | COM | 149507105 | 178 | 115000 | SH | | SOLE | |
| CAVCO INDUSTRIES | COM | 149568107 | 236 | 10000 | SH | | SOLE | |
| CEPHEID COM | COM | 15670R107 | 152 | 22000 | SH | | SOLE | |
| CHASE CORP | COM | 16150R104 | 398 | 42800 | SH | | SOLE | |
| CHESAPEAKE UTILS CORP COM | COM | 165303108 | 610 | 20000 | SH | | SOLE | |
| CITADEL BROADCASTING CORP COM | COM | 17285T106 | 3 | 50000 | SH | | SOLE | |
| COACHMEN INDS INC | COM | 189873102 | 538 | 827100 | SH | | SOLE | |
| COLDWATER CREEK INC COM | COM | 193068103 | 151 | 60000 | SH | | SOLE | |
| COMMUNICATIONS SYS | COM | 203900105 | 124 | 16200 | SH | | SOLE | |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 434 | 40000 | SH | | SOLE | |
| CONTINUCARE CORP COM | COM | 212172100 | 832 | 440000 | SH | | SOLE | |
| CORE MOLDING TECH COM | COM | 218683100 | 134 | 95700 | SH | | SOLE | |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 94 | 46000 | SH | | SOLE | |
| CTS CORP | COM | 126501105 | 511 | 141650 | SH | | SOLE | |
| CUTERA INC COM | COM | 232109108 | 308 | 48200 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-----|--------|----|------|
| CYNOSURE INC CL A | COM | 232577205 | 297 | 48700 | SH | SOLE |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 429 | 79800 | SH | SOLE |
| DANA HOLDING CORP COM | COM | 235825205 | 9 | 20000 | SH | SOLE |
| DAWSON GEOPHYSICAL CO COM | COM | 239359102 | 208 | 15400 | SH | SOLE |
| DISCOVER FINANCIAL | COM | 254709108 | 63 | 10000 | SH | SOLE |
| DOVER MOTORSPORTS INC. (B:DVD) | COM | 260174107 | 96 | 52000 | SH | SOLE |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 761 | 273643 | SH | SOLE |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| EMAGEON INC COM | COM | 29076V109 | 18 | 10000 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 40 | 46800 | SH | | SOLE | |
| ENTERCOM COMMUNICATIONS CORPCL | COM | 293639100 | 83 | 75000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 1230 | 179000 | SH | | SOLE | |
| EQUITY MEDIA HOLDINGS CORPORAT | COM | 294725106 | 0 | 15000 | SH | | SOLE | |
| FAIRCHILD CORP | COM | 303698104 | 2 | 200000 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 186 | 129769 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 161 | 16500 | SH | | SOLE | |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 706 | 71550 | SH | | SOLE | |
| FLOW INTL CORP COM | COM | 343468104 | 477 | 294250 | SH | | SOLE | |
| FLUSHING FINL CORP COM | COM | 343873105 | 393 | 65300 | SH | | SOLE | |
| FSI INTL INC COM | COM | 302633102 | 7 | 21200 | SH | | SOLE | |
| FULL HOUSE RESORTS INC COM | COM | 359678109 | 18 | 15000 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 389 | 125000 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 117 | 55000 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 131 | 13000 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 391 | 163400 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 62 | 10000 | SH | | SOLE | |
| GRAHAM CORP COM | COM | 384556106 | 141 | 15700 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 45 | 140000 | SH | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 119 | 22400 | SH | | SOLE | |
| GRIFFIN LAND & NUR | COM | 398231100 | 375 | 10700 | SH | | SOLE | |
| GSI LUMONICS INC COM | COM | 36229U102 | 21 | 22150 | SH | | SOLE | |
| HAWK CORP CL A | COM | 420089104 | 1268 | 109800 | SH | | SOLE | |
| HAWKINS INC COM | COM | 420261109 | 829 | 53700 | SH | | SOLE | |
| HEELYS INC COM | COM | 42279M107 | 96 | 56000 | SH | | SOLE | |
| HERLEY INDS INC COM | COM | 427398102 | 1922 | 160700 | SH | | SOLE | |
| HESKA CORP COM | COM | 42805E108 | 6 | 26000 | SH | | SOLE | |
| HICKORY TECH CORP COM | COM | 429060106 | 280 | 52100 | SH | | SOLE | |
| HOME DIAGNOSTICS INC DEL COM | COM | 437080104 | 325 | 57300 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 219 | 50700 | SH | | SOLE | |
| INGLES MKTS INC CL A | COM | 457030104 | 672 | 45000 | SH | | SOLE | |
| INTEGRATED DEVICE TECH INC COM | COM | 458118106 | 78 | 17100 | SH | | SOLE | |
| INTRICON CORP COM | COM | 46121H109 | 493 | 157900 | SH | | SOLE | |
| I-FLOW CORP COM NEW | COM | 449520303 | 237 | 65000 | SH | | SOLE | |
| JOURNAL COMM INC-A | COM | 481130102 | 397 | 528900 | SH | | SOLE | |
| KAMAN CORP | COM | 483548103 | 830 | 66215 | SH | | SOLE | |
| KEITHLEY INSTRS INC COM | COM | 487584104 | 34 | 10000 | SH | | SOLE | |
| KEY TECHNOLOGY INC COM | COM | 493143101 | 182 | 20700 | SH | | SOLE | |
| KULICKE & SOFFA INDS INC COM | COM | 501242101 | 49 | 18650 | SH | | SOLE | |
| LAKELAND INDS INC COM | COM | 511795106 | 83 | 15300 | SH | | SOLE | |
| LANGER INC COM | COM | 515707107 | 4 | 10000 | SH | | SOLE | |
| LECROY CORP COM | COM | 52324W109 | 599 | 190627 | SH | | SOLE | |
| LIFEWAY FOODS INC COM | COM | 531914109 | 962 | 120200 | SH | | SOLE | |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LIN TV CORP CL A | COM | 532774106 | 134 | 120000 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 189 | 105000 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 884 | 25000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 42 | 10000 | SH | | SOLE | |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 74 | 137650 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 1394 | 85000 | SH | | SOLE | |
| MEADOWBROOK INS GROUP INC COM | COM | 58319P108 | 143 | 23500 | SH | | SOLE | |
| MEDIA GENERAL CL A | COM | 584404107 | 86 | 45000 | SH | | SOLE | |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 56 | 34300 | SH | | SOLE | |
| MERCURY COMPUTER SYS INC COM | COM | 589378108 | 238 | 43050 | SH | | SOLE | |
| MERIX CORP COM | COM | 590049102 | 4 | 15700 | SH | | SOLE | |
| MET PRO CORP COM | COM | 590876306 | 371 | 45500 | SH | | SOLE | |
| METHODE ELECTRS INC CL A | COM | 591520200 | 107 | 30000 | SH | | SOLE | |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 10 | 14000 | SH | | SOLE | |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 355 | 59400 | SH | | SOLE | |
| MIDAS GROUP INC COM | COM | 595626102 | 650 | 82050 | SH | | SOLE | |
| MIDDLEBY CORP COM | COM | 596278101 | 475 | 14643 | SH | | SOLE | |
| MINE SAFETY APPLIANCES CO COM | COM | 602720104 | 237 | 11850 | SH | | SOLE | |
| MORGANS HOTEL GROUP CO COM | COM | 61748W108 | 31 | 10000 | SH | | SOLE | |
| MOSY INC | COM | 619718109 | 137 | 75400 | SH | | SOLE | |
| MVC CAP COM | COM | 553829102 | 252 | 30000 | SH | | SOLE | |
| NASHUA CORP | COM | 631226107 | 73 | 74000 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 565 | 45200 | SH | | SOLE | |
| NEOGEN CORP COM | COM | 640491106 | 1419 | 65000 | SH | | SOLE | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 123 | 11055 | SH | | SOLE | |
| NEWPORT CORP COM | COM | 651824104 | 333 | 75350 | SH | | SOLE | |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 508 | 292150 | SH | | SOLE | |
| ON SEMICONDUCTOR CORP COM | COM | 682189105 | 56 | 14400 | SH | | SOLE | |
| OPKO HEALTH INC COM | COM | 68375N103 | 10 | 10000 | SH | | SOLE | |
| ORITANI FINL CORP COM | COM | 686323106 | 328 | 23400 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 630 | 34000 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 267 | 63600 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 31 | 14000 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 219 | 30200 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 602 | 34850 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 513 | 25100 | SH | | SOLE | |
| PERICOM SEMICONDUCTOR CORP COM | COM | 713831105 | 668 | 91400 | SH | | SOLE | |
| PFIZER INC | COM | 717081103 | 204 | 15000 | SH | | SOLE | |
| PHOENIX TECHNOLOGIES LTD COM | COM | 719153108 | 71 | 43750 | SH | | SOLE | |
| PINNACLE ENTMT INC COM | COM | 723456109 | 229 | 32500 | SH | | SOLE | |
| PREFORMED LINE PRODS CO COM | COM | 740444104 | 293 | 7788 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 496 | 200800 | SH | | SOLE | |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 5 | 33000 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 343 | 32000 | SH | | SOLE | |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 92 | 48000 | SH | | SOLE | |
| QUIDEL CORP COM | COM | 74838J101 | 184 | 20000 | SH | | SOLE | |
| READING INTERNATIONAL INC CL B | COM | 755408200 | 87 | 20400 | SH | | SOLE | |
| READING INTL INC CL A | COM | 755408101 | 82 | 23300 | SH | | SOLE | |
| RF MICRO DEVICES INC COM | COM | 749941100 | 46 | 34450 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-----|--------|----|------|
| RGC RES INC COM | COM | 74955L103 | 379 | 16500 | SH | SOLE |
| ROCHESTER MED CORP COM | COM | 771497104 | 139 | 12575 | SH | SOLE |
| RPC INC. COMMON | COM | 749660106 | 265 | 40000 | SH | SOLE |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 107 | 37415 | SH | SOLE |
| SAFEGUARD SCIENTIFICS INC COM | COM | 786449108 | 25 | 45250 | SH | SOLE |
| SAKS INC COM | COM | 79377W108 | 23 | 12300 | SH | SOLE |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 17 | 30800 | SH | SOLE |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 751 | 166965 | SH | SOLE |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 155 | 115000 | SH | SOLE |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 410 | 18000 | SH | SOLE |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 36 | 35000 | SH | SOLE |
| SJW CORP COM | COM | 784305104 | 203 | 8000 | SH | SOLE |
| SL INDS INC COM | COM | 784413106 | 102 | 22000 | SH | SOLE |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 730 | 94213 | SH | SOLE |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 395 | 369000 | SH | SOLE |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 550 | 200000 | SH | SOLE |
| STARRETT L S CO CL A | COM | 855668109 | 167 | 26726 | SH | SOLE |
| STEAK N SHAKE CO COM | COM | 857873103 | 76 | 10000 | SH | SOLE |
| STONERIDGE INC | COM | 86183P102 | 285 | 135000 | SH | SOLE |
| STRATEGIC DIAGNOSTICS INC COM | COM | 862700101 | 231 | 213900 | SH | SOLE |
| SWS GROUP INC | COM | 78503N107 | 466 | 30000 | SH | SOLE |
| SYCAMORE NETWORKS | COM | 871206108 | 88 | 33000 | SH | SOLE |
| SYMMETRICOM INC COM | COM | 871543104 | 163 | 46550 | SH | SOLE |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 397 | 67000 | SH | SOLE |
| TECH OPS SEVCON INC | COM | 878293109 | 74 | 56002 | SH | SOLE |
| TENNANT CO | COM | 880345103 | 232 | 24800 | SH | SOLE |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 55 | 33500 | SH | SOLE |
| TESCO CORP COM | COM | 88157K101 | 531 | 67900 | SH | SOLE |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 359 | 77567 | SH | SOLE |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 822 | 321000 | SH | SOLE |
| TREE COM INC COM | COM | 894675107 | 46 | 10000 | SH | SOLE |
| U S ENERGY CORP WYO COM | COM | 911805109 | 38 | 20300 | SH | SOLE |
| ULTRA CLEAN HLDGS INC COM | COM | 90385V107 | 162 | 151850 | SH | SOLE |
| ULTRALIFE BATTERIES INC COM | COM | 903899102 | 361 | 46700 | SH | SOLE |
| ULTRATECH INC COM | COM | 904034105 | 586 | 46950 | SH | SOLE |
| UNITED GUARDIAN INC COM | COM | 910571108 | 308 | 44000 | SH | SOLE |
| VALASSIS COMMUNICATIONS INC CO | COM | 918866104 | 330 | 210100 | SH | SOLE |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 187 | 30600 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 242 | 8000 | SH | SOLE |

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|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| VICOR CORP COM | COM | 925815102 | 243 | 49650 | SH | | SOLE | |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 93 | 26650 | SH | | SOLE | |
| WHITNEY HLDG CORP | COM | 966612103 | 780 | 52339 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 228 | 34000 | SH | | SOLE | |
| WILSHIRE BANCORP INC COM | COM | 97186T108 | 197 | 38100 | SH | | SOLE | |
| YOUBET COM INC COM | COM | 987413101 | 216 | 128000 | SH | | SOLE | |
| YOUNG BROADCASTING INC CL A | COM | 987434107 | 0 | 20000 | SH | | SOLE | |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 281 | 18100 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 1259 | 123050 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 708 | 80400 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 462 | 100700 | SH | | SOLE | |