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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
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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
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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	

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GAMCO ASSET MGT. INC.

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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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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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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
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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.

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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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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
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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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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
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
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
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	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	

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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	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	

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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
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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
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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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
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
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
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
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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	
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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
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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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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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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
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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
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	
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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
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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
SAFEGWAY 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
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						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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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
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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
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.

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
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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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
PORTVUE-SEC13F.LNP						GABELLI SECURITIES, 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
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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	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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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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	