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

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

GAMCO ASSET MGT. INC.

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

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

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

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

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

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

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DEVON ENERGY CORP NEW	COM	25179M103	12392	227375	SH	SOLE
DEXCOM INC COM	COM	252131107	489	79000	SH	SOLE
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	34366	600282	SH	SOLE
DIAMOND FOODS INC COM	COM	252603105	268	9600	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	1246	15000	SH	SOLE
DIEBOLD INC COM	COM	253651103	104933	3980755	SH	SOLE
DIRECTV GROUP INC	COM	25459L106	105642	4275254	SH	SOLE
DISCOVER FINANCIAL	COM	254709108	3096	301500	SH	SOLE
DISCOVERY COMMS NEW SER A	COM	25470F104	27101	1203960	SH	SOLE
DISCOVERY COMMS NEW SER C	COM	25470F302	22564	1099052	SH	SOLE
DISH NETWORK CORPORATION	COM	25470M109	41653	2569600	SH	SOLE
DISNEY WALT PRODINS	COM	254687106	6569	281579	SH	SOLE
DOMINION RES INC VA NEW COM	COM	25746U109	5347	160000	SH	SOLE
DONALDSON INC	COM	257651109	47311	1365800	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	854	183677	SH	SOLE
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DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1232	867850	SH		SOLE	
DPL INC COM	COM	233293109	18957	818168	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	64276	3033339	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	3248	126790	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	427	24000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	4797	328796	SH		SOLE	
E M C CORP MASS COM	COM	268648102	1032	78800	SH		SOLE	
EASTMAN KODAK	COM	277461109	1545	522000	SH		SOLE	
EASTMAN KODAK 3.375% 10/15/33	CONVERTIBLE BOND	277461BE8	299	370000	PRN		SOLE	
EATON VANCE CORP COM	COM	278265103	1017	38000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	2290	143634	SH		SOLE	
ECOLAB INC	COM	278865100	42476	1089410	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	2891	1120710	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	23236	2517495	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	26153	1873400	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	96	11000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	921	28416	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	86	285000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	401	41000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	65698	1257620	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	305	112255	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	204	3000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	4281	495439	SH		SOLE	
EXACTECH INC COM	COM	30064E109	7103	489894	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	9876	141267	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	534	112500	SH		SOLE	
FERRO CORP	COM	315405100	16246	5907490	SH		SOLE	
FIBERNET TELECOM GRP INC	COM	315653402	250	20100	SH		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	240	12000	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	104	35980	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	1875	11560	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	1680	43351	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	19497	1524395	SH		SOLE	
FLIR SYS INC COM	COM	302445101	668	29600	SH		SOLE	
FLORIDA PUB UTILS CO COM	COM	341135101	3002	213984	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	28707	1314401	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	137453	1968963	SH		SOLE	
FLUOR CORP NEW COM	COM	343412102	610	11900	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	2828	302500	SH		SOLE	

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FMC CORP COM NEW	COM	302491303	633	13390	SH	SOLE
FMC TECHNOLOGIES INC COM	COM	30249U101	515	13700	SH	SOLE
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	6348	196900	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	44488	1280600	SH	SOLE
FPL GROUP INC COM	COM	302571104	14864	261410	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FRANKLIN ELEC INC	COM	353514102	5236	202000	SH		SOLE	
FREESPORT MCMORAN COPPER&GOLD C	COM	35671D857	15537	310060	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	4	15000	SH		SOLE	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2855	399929	SH		SOLE	
FULLER H B CO COM	COM	359694106	8819	469850	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	6889	1544672	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	6063	1217450	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	21035	2086851	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	2998	666305	SH		SOLE	
GABELLI GBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	1881	417055	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	17357	1277182	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME	MUTUAL FUNDS	36242L105	2813	171625	SH		SOLE	
GABELLI HLTHCARE & WELLNESS	MUTUAL FUNDS	36246K103	208	40836	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	1816	259498	SH		SOLE	
GARDNER DENVER INC	COM	365558105	831	33000	SH		SOLE	
GATX CORP	COM	361448103	83556	3248671	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	254	1300	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	53907	4241332	SH		SOLE	
GENCORP INC	COM	368682100	6833	3577517	SH		SOLE	
GENERAL ELEC CO	COM	369604103	8374	714470	SH		SOLE	
GENERAL MILLS INC	COM	370334104	101692	1815280	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2086	164000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	88669	2642113	SH		SOLE	
GENZYME CORP	COM	372917104	805	14460	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	3737	1494963	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	1361	29050	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	94	13016	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	2881	19540	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	9207	21838	SH		SOLE	
GORMAN RUPP CO	COM	383082104	6925	343316	SH		SOLE	
GRACO INC COM	COM	384109104	5218	236950	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	71142	6290193	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	888	1813125	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	43	78475	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	17007	4001630	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	47083	3027816	SH		SOLE	
GREATBATCH INC	COM	39153L106	4680	207000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	971	135000	SH		SOLE	
GREIF INC CL A	COM	397624107	51784	1171058	SH		SOLE	
GREIF INC CL B	COM	397624206	286	7100	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	27127	867221	SH		SOLE	
GRIFFON CORP COM	COM	398433102	34721	4173240	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	36873	2169018	SH		SOLE	
GRUPO TMM SA	COM	40051D105	11	13000	SH		SOLE	
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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
GSE SYS INC COM	COM	36227K106	525	77808	SH		SOLE	
GYRODYNE CO AMER INC COM	COM	403820103	252	6000	SH		SOLE	
H R BLOCK INC	COM	093671105	1243	72140	SH		SOLE	
HAIN CELESTIAL GROUP INC	COM	405217100	718	46000	SH		SOLE	
HALLIBURTON COMPANY	COM	406216101	27424	1324830	SH		SOLE	
HANESBRANDS INC COM	COM	410345102	1322	88062	SH		SOLE	
HARLEY DAVIDSON INC	COM	412822108	445	27440	SH		SOLE	
HARMAN INTL INDS INC NEW COM	COM	413086109	3510	186700	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	510	49450	SH		SOLE	
HARRIS CORPORATION	COM	413875105	1032	36400	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	526	27600	SH		SOLE	
HAWK CORP CL A	COM	420089104	13290	959570	SH		SOLE	
HAWKINS INC COM	COM	420261109	7725	342108	SH		SOLE	
HEELYS INC COM	COM	42279M107	103	52000	SH		SOLE	
HEICO CORP NEW COM	COM	422806109	1001	27600	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	41951	1175099	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	26311	2398494	SH		SOLE	
HERSHEY COMPANY (THE)	COM	427866108	49093	1363681	SH		SOLE	
HESKA CORP COM	COM	42805E108	67	182000	SH		SOLE	
HESS CORP	COM	42809H107	1653	30750	SH		SOLE	
HEWLETT PACKARD CO	COM	428236103	663	17143	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	426	55525	SH		SOLE	
HIGHLANDS ACQUISITION	COM	430880203	1004	103000	SH		SOLE	
HOME DEPOT INC	COM	437076102	2483	105068	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	90444	2880386	SH		SOLE	
HSN INC COM	COM	404303109	339	32040	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	320	24045	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	6338	1260000	SH		SOLE	
I2 TECHNOLOGIES INC COM NEW	COM	465754208	238	19000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	3111	193862	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	2609	63400	SH		SOLE	
IDEATION ACQUISTION CORP-UT	COM	451665202	1019	125000	SH		SOLE	
IDEX CORP	COM	45167R104	47142	1918701	SH		SOLE	
IMAX CORP COM	COM	45245E109	414	51000	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	2438	192000	SH		SOLE	
INGERSOLL-RAND CO CL A	COM	G4776G101	309	14780	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	14228	933600	SH		SOLE	
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	63	14000	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	1213	71500	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	412	13745	SH		SOLE	
INTEL CORP	COM	458140100	4811	290693	SH		SOLE	
INTERACTIVE DATA CORP COM	COM	45840J107	3031	131000	SH		SOLE	
INTERMEC INC	COM	458786100	56946	4414398	SH		SOLE	
INTERNATIONAL BUSINESS	COM	459200101	6715	64305	SH		SOLE	

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

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

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

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

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

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PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	410	1233000	PRN	SOLE
PHILIP MORRIS INTL INC COM	COM	718172109	244	5600	SH	SOLE
PIEDMONT NAT GAS INC COM	COM	720186105	325	13500	SH	SOLE
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	44	22000	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	14438	1554100	SH	SOLE
PLANTRONICS	COM	727493108	851	45000	SH	SOLE
PNC FINANCIAL CORP	COM	693475105	4040	104100	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PNM RES INC	COM	69349H107	37931	3541656	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	602	11240	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1553	159000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	908	9760	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	91876	1258058	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	433	215650	SH		SOLE	
PRIVATEBANCORP INC COM	COM	742962103	200	9000	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	20699	405072	SH		SOLE	
PROLIANCE INTERNATIONAL INC	COM	74340R104	72	508709	SH		SOLE	
PROSHARES TR PSHS ULTRA FINL	ETF/ISHARE - EQU	74347R743	421	109000	SH		SOLE	
PROSHARES TR ULTRASHT SP500	COM	74347R883	625	11300	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	995	88400	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1296	70000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	205	27000	SH		SOLE	
QUALCOMM INC COM	COM	747525103	1907	42200	SH		SOLE	
QUESTAR CORP COM	COM	748356102	2547	82000	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	2370	162800	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	623	150233	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	5160	84700	SH		SOLE	
READING INTL INC CL A	COM	755408101	46	10000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	39867	1633219	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	1930	27150	SH		SOLE	
REVLON INC CL A	COM	761525609	136	25000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	1848	11280	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	6351	329900	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	19413	604400	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	1590	38100	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	1420	97000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	19929	773957	SH		SOLE	
ROLLINS INC	COM	775711104	55741	3220146	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	165	295000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	3178	70150	SH		SOLE	
ROWAN COS INC	COM	779382100	18970	981900	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	1964	39126	SH		SOLE	
RPC INC. COMMON	COM	749660106	45150	5407152	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	1021	238100	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	4381	442121	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	5178	254200	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	1184	1233113	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	9768	1535920	SH		SOLE	
SANDISK CORP COM	COM	80004C101	617	42000	SH		SOLE	
SARA LEE CORP COM	COM	803111103	9745	998500	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	19727	411408	SH		SOLE	
SCHERING PLOUGH CORP	COM	806605101	25285	1006565	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SCHIFF NUTRITION INTL INC COM	COM	806693107	11174	2195274	SH		SOLE	
SCHLUMBERGER	COM	806857108	1592	29429	SH		SOLE	
SCHWAB CHARLES CORP NEW	COM	808513105	1587	90500	SH		SOLE	
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	898	33000	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	2766	1323270	SH		SOLE	
SCRIPPS NETWORKS INTERAC	COM	811065101	50360	1809566	SH		SOLE	
SEACOAST BKG CORP FLA COM	COM	811707306	182	75100	SH		SOLE	
SECTOR SPDR TR SHS BEN INT-FIN	MUTUAL FUNDS	81369Y605	1554	130000	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	48346	2142060	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	3198	1648692	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	146	340400	SH		SOLE	
SJW CORP COM	COM	784305104	6942	305815	SH		SOLE	
SKYLINE CORP	COM	830830105	12853	590920	SH		SOLE	
SL INDS INC COM	COM	784413106	9408	1343986	SH		SOLE	
SLM CORP COM	COM	78442P106	10017	975400	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	1022	150000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	228	7000	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	1080	22185	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	4415	498596	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	255	7300	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	3483	189410	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	35392	1593495	SH		SOLE	
SP AQUISITION HOLDING-UNITS	COM	78470A203	97	10000	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	3286	290000	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	5909	349245	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	56319	11708786	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	1001	24350	SH		SOLE	
ST. JOE COMPANY	COM	790148100	384	14500	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	14922	1804375	SH		SOLE	
STANDEX INTL CORP	COM	854231107	1334	115000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	579	85200	SH		SOLE	
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	1576	71000	SH		SOLE	
STATE STREET CORP	COM	857477103	7796	165170	SH		SOLE	
STEAK N SHAKE CO COM	COM	857873103	7591	868500	SH		SOLE	
STERLING BANCORP COM	COM	859158107	8767	1049935	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	96	20000	SH		SOLE	
STONERIDGE INC	COM	86183P102	1752	365000	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	1751	126920	SH		SOLE	
STRYKER CORP	COM	863667101	1156	29100	SH		SOLE	
SUN MICROSYSTEMS INC CO	COM	866810203	66246	7185072	SH		SOLE	
SUNCOR INC COM	COM	867229106	443	14600	SH		SOLE	
SUNPOWER CORP COM CL A	COM	867652109	862	32400	SH		SOLE	
SUNPOWER CORP COM CL B	COM	867652307	647	27000	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	4738	336000	SH		SOLE	
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GAMCO ASSET MGT. INC.

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

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T ROWE PRICE GROUP INC	COM	74144T108	5916	141980	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	13291	1403500	SH	SOLE
TD AMERITRADE HLDG CORP	COM	87236Y108	584	33300	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	1131	430019	SH	SOLE
TECO ENERGY INC COM	COM	872375100	2093	175422	SH	SOLE
TELECOM ARGENTINA SA ADR	COM	879273209	205	16000	SH	SOLE
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	1086	16000	SH	SOLE
TELEPHONE & DATA SYS INC SPL C	COM	879433860	54065	2082626	SH	SOLE
TELEPHONE & DATA SYSTEM INC.	COM	879433100	89234	3153157	SH	SOLE
TENARIS S A SPONSORED ADR	COM	88031M109	1541	57000	SH	SOLE
TENNANT CO	COM	880345103	10583	575490	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	9089	857425	SH	SOLE
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	304	6170	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	11350	532848	SH	SOLE
TEXTRON INC	COM	883203101	11656	1206600	SH	SOLE
THE SCOTTS MIRACLE GRO CO	COM	810186106	2887	82380	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	245	6000	SH	SOLE
THOMAS & BETTS CORP	COM	884315102	72893	2525743	SH	SOLE
TICKETMASTER COM	COM	88633P302	151	23582	SH	SOLE
TIFFANY & CO NEW COM	COM	886547108	1355	53420	SH	SOLE
TIME WARNER CABLE INC COM	COM	88732J207	3279	103543	SH	SOLE
TIME WARNER INC COM	COM	887317303	86584	3437220	SH	SOLE
TOLL BROS INC COM	COM	889478103	494	29100	SH	SOLE
TOOTSIE ROLL INDS INC	COM	890516107	28385	1250976	SH	SOLE
TRACTOR SUPPLY CO COM	COM	892356106	8285	200500	SH	SOLE
TRANS LUX CORP	COM	893247106	90	105800	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	614	123200	SH	SOLE
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	8751	117800	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	672	16367	SH	SOLE
TREDEGAR INDS INC	COM	894650100	34416	2583783	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	974	560000	SH	SOLE
TRIMBLE NAV LTD COM	COM	896239100	601	30600	SH	SOLE
TRW AUTOMOTIVE HOLDINGS CORP	COM	87264S106	565	50000	SH	SOLE
TYCO INTERNATIONAL LTD SHS	COM	H89128104	15830	609321	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	4176	267370	SH	SOLE
TYSON FOODS INC	COM	902494103	145	11500	SH	SOLE
UNDER ARMOUR INC CL A	COM	904311107	714	31900	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	794	120000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	5749	216600	SH	SOLE
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UNITED GUARDIAN INC COM	COM	910571108	1707	184326	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	519	80000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	109657	2851949	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	1726	33216	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	19031	761850	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	3565	238800	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	738	63083	SH		SOLE	
VALMONT INDS INC	COM	920253101	730	10125	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	4646	441600	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	574	16340	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	3440	439871	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	11845	385457	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	70930	2957867	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	6624	291817	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	3820	128400	SH		SOLE	

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

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

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ALIGN TECHNOLOGY INC COM	COM	016255101	827	78000	SH	SOLE
ALLEGHANY CORP DEL	COM	017175100	8761	32329	SH	SOLE
ALLEGHENY ENERGY INC COM	COM	017361106	21520	839000	SH	SOLE
ALLERGAN INC	COM	018490102	9466	198958	SH	SOLE
ALLETE INC COM NEW	COM	018522300	4600	160000	SH	SOLE
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	6951	346000	SH	SOLE
ALLIANCE DATA SYS CORP COM	COM	018581108	395	9600	SH	SOLE
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	461	24000	SH	SOLE
ALLIANT ENERGY CORP COM	COM	018802108	4050	155000	SH	SOLE
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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
ALLSTATE CORP COM	COM	020002101	2782	114000	SH		SOLE	
ALTRIA GROUP INC COM	COM	02209S103	1426	87000	SH		SOLE	
AMAZON.COM INC	COM	023135106	4710	56300	SH		SOLE	
AMD 5.750% 08/15/12	CONVERTIBLE BOND	007903AN7	124	200000	PRN		SOLE	
AMDL INC COM PAR 2006	COM	00167K500	119	158500	SH		SOLE	
AMEDISYS INC COM	COM	023436108	396	12000	SH		SOLE	
AMEREN CORP COM	COM	023608102	7965	320000	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	15937	411600	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	18230	631000	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	49118	2113500	SH		SOLE	
AMERICAN INTL GROUP INC	COM	026874107	116	100000	SH		SOLE	
AMERICAN STS WTR CO COM	COM	029899101	970	28000	SH		SOLE	
AMERICAN TOWER SYSTEMS CL A	COM	029912201	363	11500	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	10312	539600	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	2330	96000	SH		SOLE	
AMERISOURCEBERGEN CORP COM	COM	03073E105	319	18000	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	42153	1219000	SH		SOLE	
AMGEN INC	COM	031162100	4447	84000	SH		SOLE	
AMICAS INC	COM	001712108	1518	546000	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	8630	368000	SH		SOLE	
AMPHENOL CORP NEW CL A	COM	032095101	424	13400	SH		SOLE	
AMR CORP	COM	001765106	804	200000	SH		SOLE	
ANADARKO PETE CORP COM	COM	032511107	10031	221000	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	3791	285700	SH		SOLE	
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	23231	634200	SH		SOLE	
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	519	335000	SH		SOLE	
ANIXTER INTL INC COM	COM	035290105	413	11000	SH		SOLE	
APACHE CORP	COM	037411105	15296	212000	SH		SOLE	
APPLE COMPUTER INC	COM	037833100	18758	131700	SH		SOLE	
APPLIED MATLS INC COM	COM	038222105	303	27500	SH		SOLE	
APTARGROUP INC. COM	COM	038336103	1182	35000	SH		SOLE	
AQUA AMERICA INC	COM	03836W103	3129	174832	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	910	37000	SH		SOLE	
ARCH COAL INC COM	COM	039380100	215	14000	SH		SOLE	
ARCHER DANIELS MIDLAND	COM	039483102	33088	1236000	SH		SOLE	
ARCHER DANIELS MIDLAND 6.25% 6 UNITS	COM	039483201	401	11000	SH		SOLE	
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	3322	117729	SH		SOLE	
ARRAY BIOPHARMA INC COM	COM	04269X105	110	35000	SH		SOLE	
ARTESIAN RES CORP COM CL A	COM	043113208	490	30750	SH		SOLE	
ASCENT MEDIA CORP COM SER A	COM	043632108	5488	206458	SH		DEFINED	
ASHLAND INC NEW COM	COM	044209104	8892	317000	SH		SOLE	
ASTORIA FINL CORP COM	COM	046265104	686	80000	SH		SOLE	
ASTRONICS CORP COM	COM	046433108	104	10000	SH		SOLE	
ATLANTIC TELE NETWORK INC COM	COM	049079205	2161	55000	SH		SOLE	
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ATMOS ENERGY CORP COM	COM	049560105	6661	266000	SH		SOLE	
AUTONATION INC	COM	05329W102	7426	428000	SH		SOLE	
AUTOZONE INC	COM	053332102	1964	13000	SH		SOLE	
AVISTA CORP COM	COM	05379B107	4746	266500	SH		SOLE	
AVON PRODUCTS INC	COM	054303102	8533	331000	SH		SOLE	
AXSYS TECHNOLOGIES INC COM	COM	054615109	19632	366000	SH		SOLE	
BADGER METER INC COM	COM	056525108	2169	52900	SH		SOLE	
BAKER HUGHES INC	COM	057224107	2879	79000	SH		SOLE	
BALDOR ELEC CO COM	COM	057741100	20459	860000	SH		SOLE	
BALDWIN TECHNOLOGY INC CL A	COM	058264102	608	607700	SH		SOLE	
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	3025	250000	SH		SOLE	
BANK FLA CORP NAPLES COM	COM	062128103	315	100000	SH		SOLE	
BANK OF AMERICA	COM	060505104	18320	1387876	SH		SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	60160	2052547	SH		SOLE	
BARNES GROUP INC COM	COM	067806109	226	19000	SH		SOLE	
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	52664	1569703	SH		SOLE	
BASSETT FURNITURE INDS	COM	070203104	33	12000	SH		SOLE	
BAXTER INTL INC COM	COM	071813109	16524	312000	SH		SOLE	
BCE INC	COM	05534B760	22747	1101000	SH		SOLE	
BEASLEY BROADCAST GRP INC.	COM	074014101	239	109000	SH		SOLE	
BECTON DICKINSON & CO COM	COM	075887109	11082	155400	SH		SOLE	
BED BATH & BEYOND INC	COM	075896100	1538	50000	SH		SOLE	
BEL FUSE INC CL A	COM	077347201	3945	281000	SH		SOLE	
BELDEN CDT INC	COM	077454106	1052	63000	SH		SOLE	
BELO CORP	COM	080555105	739	413000	SH		SOLE	
BERKSHIRE HATHAWAY	COM	084670108	31320	348	SH		SOLE	
BEST BUY INC COM	COM	086516101	670	20000	SH		SOLE	
BHP BILLITON LTD SPONSORED ADR	COM	088606108	5364	98000	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	553	50000	SH		SOLE	
BIO RAD LABS INC CL A	COM	090572207	566	7500	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	4646	102900	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	101	60000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	2494	183000	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	7518	327000	SH		SOLE	
BLACKROCK INC CL A	COM	09247X101	8332	47500	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	1191	113000	SH		SOLE	
BOEING CO	COM	097023105	18445	434000	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	1017	300000	SH		SOLE	
BORG WARNER INC	COM	099724106	14958	438000	SH		SOLE	
BORLAND SOFTWARE CORP COM	COM	099849101	831	643900	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	1509	51000	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	9450	932000	SH		SOLE	
BOYD GAMING CORP	COM	103304101	3664	431000	SH		SOLE	
BP PLC SPONS ADR	COM	055622104	37310	782500	SH		SOLE	
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BPW ACQUISITION CORP COM	COM	055637102	9149	955000	SH		SOLE	
BPW ACQUISITION CORP WT EXP 02	WARRANT AND RIGH	055637110	181	755000	SH		SOLE	
BRAZIL TELECOM PARTICIPACOES S	COM	105530109	2285	59500	SH		SOLE	

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

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

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

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

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ELITE PHARMACEUTICALS INC CL A	COM	28659T200	2	30000	SH		SOLE	
EMBRAER-EMPRESA BRASIL AERONAD	COM	29081M102	497	30000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	4471	138000	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	5	18000	SH		SOLE	
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PREF	291525202	29	21000	SH		SOLE	
EMPIRE DIST ELEC CO COM	COM	291641108	4832	292500	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	391	40000	SH		SOLE	
ENERGEN CORP COM	COM	29265N108	1157	29000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	25911	496000	SH		SOLE	
ENERSIS S A	COM	29274F104	536	29000	SH		SOLE	
ENI S P A ADR SPONSORED	COM	26874R108	8060	170000	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	245	90000	SH		SOLE	
ENTERGY CORP NEW COM	COM	29364G103	465	6000	SH		SOLE	
ENVIRONMENTAL PWR CORP COM NEW	COM	29406L201	16	30000	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	6792	100000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	1616	187000	SH		SOLE	
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	206	38225	SH		SOLE	
EXACTECH INC COM	COM	30064E109	2248	155000	SH		SOLE	
EXELON CORP	COM	30161N101	8040	157000	SH		SOLE	
EXPRESS SCRIPTS INC COM	COM	302182100	825	12000	SH		SOLE	
EXTERRAN HLDGS INC COM	COM	30225X103	160	10000	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	61835	884500	SH		SOLE	
FAIRPOINT COMMUNICATIONS INCCO	COM	305560104	24	40000	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	606	127500	SH		SOLE	
FARMER BROS CO	COM	307675108	2174	95000	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	255	440300	SH		SOLE	
FERRO CORP	COM	315405100	7826	2845900	SH		DEFINED	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	2945	5950000	PRN		SOLE	
FIBERNET TELECOM GRP INC	COM	315653402	797	64200	SH		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	1726	86496	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	662	48909	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	109	37541	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	11500	70900	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	10385	268000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	5321	416000	SH		SOLE	
FLIR SYS INC COM	COM	302445101	3632	161000	SH		SOLE	
FLORIDA PUB UTILS CO COM	COM	341135101	6405	456500	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	15616	715000	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	70718	1013000	SH		SOLE	
FLUOR CORP NEW COM	COM	343412102	2349	45800	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	3086	330100	SH		SOLE	
FMC CORP COM NEW	COM	302491303	580	12260	SH		SOLE	
FMC TECHNOLOGIES INC COM	COM	30249U101	3014	80200	SH		SOLE	

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FOMENTO ECONOMICO MEXICANO SAD COM 344419106 14605 453000 SH SOLE
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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
FORTRESS INVESTMENT GROUP CL A	COM	34958B106	205	60000	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	15859	456500	SH		SOLE	
FOSTER WHEELER AGR	COM	H27178104	443	18640	SH		SOLE	
FPL GROUP INC COM	COM	302571104	53863	947300	SH		SOLE	
FRANCE TELECOM SPONSORED ADR	COM	35177Q105	3422	150000	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	5119	197500	SH		SOLE	
FREDDIE MAC COM	COM	313400301	25	40000	SH		SOLE	
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	49339	984617	SH		SOLE	
FREEMPORT-MCMORAN COPPER 6.75%	CONVERTIBLE PREF	35671D782	4421	55720	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	6	24000	SH		SOLE	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2071	290000	SH		SOLE	
FULLER H B CO COM	COM	359694106	8822	470000	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	2250	504500	SH		SOLE	
GARDNER DENVER INC	COM	365558105	3121	124000	SH		SOLE	
GATX CORP	COM	361448103	30980	1204500	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	822	4200	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	14100	1109370	SH		SOLE	
GENCORP INC	COM	368682100	3658	1915000	SH		SOLE	
GENERAL COMMUNICATIONS INC CL	COM	369385109	541	78000	SH		SOLE	
GENERAL DYNAMICS CORP COM	COM	369550108	277	5000	SH		SOLE	
GENERAL ELEC CO	COM	369604103	25386	2166000	SH		SOLE	
GENERAL MILLS INC	COM	370334104	46329	827000	SH		SOLE	
GENOPTIX INC	COM	37243V100	608	19000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	56347	1679000	SH		SOLE	
GENZYME CORP	COM	372917104	278	5000	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	1513	605000	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	7181	153300	SH		SOLE	
GLAXOSMITHKLINE PLC ADR (B:GSK	COM	37733W105	540	15276	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	721	100058	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	38376	3184749	SH		SOLE	
GOLDCORP INC (US)	COM	380956409	29864	859408	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	9215	62500	SH		SOLE	
GOODRICH B F CO COM	COM	382388106	500	10000	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	25169	59700	SH		SOLE	
GORMAN RUPP CO	COM	383082104	6464	320500	SH		SOLE	
GP STRATEGIES CORP COM	COM	36225V104	706	119931	SH		SOLE	
GRACO INC COM	COM	384109104	2466	112000	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	16875	1492000	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	371	758000	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	23	41000	SH		SOLE	
GREAT ATLA & PAC 5.125% 6/15/2	CONVERTIBLE BOND	390064AJ2	11907	16200000	PRN		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	5750	1353000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	45418	2920784	SH		SOLE	
GREATBATCH INC	COM	39153L106	2939	130000	SH		SOLE	

GABELLI FUNDS, LLC

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GREENBRIER COS INC	COM	393657101	719	100000	SH		SOLE	

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GREIF INC CL A	COM	397624107	33209	751000	SH	SOLE
GREIF INC CL B	COM	397624206	2797	69500	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	16563	529500	SH	SOLE
GRIFFON CORP COM	COM	398433102	8901	1069794	SH	SOLE
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	36567	2151000	SH	SOLE
GRUPO TMM SA	COM	40051D105	268	304000	SH	SOLE
GSE SYS INC COM	COM	36227K106	259	38419	SH	SOLE
GUSHAN ENVIRONMENTAL ENRGY LSP	COM	40330W106	21	10000	SH	SOLE
GY 4% 01/16/24	CONVERTIBLE BOND	368682AJ9	417	500000	PRN	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	420	10000	SH	SOLE
H R BLOCK INC	COM	093671105	6789	394000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	1303	83500	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	41514	2005500	SH	SOLE
HANESBRANDS INC COM	COM	410345102	1651	110000	SH	SOLE
HANSEN NAT CORP COM	COM	411310105	309	10000	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	1118	69000	SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	3948	210000	SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	19881	1926426	SH	SOLE
HARRIS CORPORATION	COM	413875105	3704	130600	SH	SOLE
HARTE HANKS INC	COM	416196103	185	20000	SH	SOLE
HAWAIIAN ELEC INDS INC COM	COM	419870100	11627	610000	SH	SOLE
HAWK CORP CL A	COM	420089104	1983	143200	SH	DEFINED
HAWKINS INC COM	COM	420261109	3839	170000	SH	SOLE
HEALTHWAYS INC COM	COM	422245100	190	14100	SH	SOLE
HEELYS INC COM	COM	42279M107	121	61000	SH	SOLE
HEINZ, H J COMPANY	COM	423074103	18029	505000	SH	SOLE
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	2095	273800	SH	SOLE
HERLEY INDS INC COM	COM	427398102	7892	719400	SH	SOLE
HERSHEY COMPANY (THE)	COM	427866108	25704	714000	SH	SOLE
HESKA CORP COM	COM	42805E108	19	50000	SH	SOLE
HESS CORP	COM	42809H107	11153	207500	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	825	107400	SH	SOLE
HILAND HLDGS GP LP UNIT LP INT	COM	43129M107	23	10000	SH	SOLE
HITACHI LTD ADR (B:HIT US)	COM	433578507	248	8000	SH	SOLE
HOLOGIC INC COM	COM	436440101	214	15000	SH	SOLE
HOME DEPOT INC	COM	437076102	1985	84000	SH	SOLE
HOME DIAGNOSTICS INC DEL COM	COM	437080104	107	17500	SH	SOLE
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	1112	70000	SH	SOLE
HONEYWELL INT'L INC	COM	438516106	55013	1752000	SH	SOLE
HOSPIRA INC COM	COM	441060100	5123	133000	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	168	20000	SH	SOLE
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	6474	155000	SH	SOLE
HSN INC COM	COM	404303109	1564	148000	SH	SOLE
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HUANENG PWR INTL INC SPON ADR	COM	443304100	3074	109500	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	1196	90000	SH		SOLE	
HUNTINGTON BANCSHARES INC	COM	446150104	125	30000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	4779	950000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	6043	376500	SH		SOLE	
IAMGOLD CORP (USD) COM	COM	450913108	4453	440000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	3004	73000	SH		SOLE	
IDEATION ACQUISITION CORP COM	COM	451665103	123	16000	SH		SOLE	
IDEATION ACQUISTION CORP-UT	COM	451665202	1793	220000	SH		SOLE	
IDEX CORP	COM	45167R104	30049	1223000	SH		SOLE	
IMATION CORP COM	COM	45245A107	76	10000	SH		SOLE	

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IMAX CORP COM	COM	45245E109	191	23500	SH	SOLE
IMS HEALTH INC COM	COM	449934108	2438	192000	SH	SOLE
INGERSOLL-RAND CO CL A	COM	G4776G101	1484	71000	SH	SOLE
INGLES MKTS INC CL A	COM	457030104	11491	754000	SH	SOLE
INSITUFORM TECHNOLOGIES INC CL COM	COM	457667103	424	25000	SH	SOLE
INSPIRE PHARMACEUTICALS INC CO COM	COM	457733103	117	21000	SH	SOLE
INSTEEL INDS INC	COM	45774W108	82	10000	SH	SOLE
INTEGRYS ENERGY GROUP INC	COM	45822P105	23707	790500	SH	SOLE
INTEL CORP	COM	458140100	41855	2529000	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	1320	85000	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	1666	72000	SH	SOLE
INTERMEC INC	COM	458786100	9770	757350	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	37205	356300	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	6074	382000	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	6279	415000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO COM	COM	460254105	815	55000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	410	16000	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	14305	2832623	SH	SOLE
INTERVAL LEISURE GROUP INC COM COM	COM	46113M108	1314	141000	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	12041	368000	SH	SOLE
INTL GM TECH 2.600% 12/15/2036 CONVERTIBLE BOND	COM	459902AP7	11364	11450000	PRN	SOLE
INVERNESS MED INNOVATIONS INCO COM	COM	46126P106	2562	72000	SH	SOLE
INVESCO LTD	COM	G491BT108	2228	125000	SH	SOLE
INVITEL HLDGS A/S ADS	COM	46186X106	132	20000	SH	SOLE
ITT INDUSTRIES	COM	450911102	57272	1287000	SH	SOLE
IVANHOE MINES LTD COM	COM	46579N103	2594	463140	SH	SOLE
I-FLOW CORP COM NEW	COM	449520303	305	44000	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	898	25000	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	33418	979726	SH	SOLE
JA SOLAR HOLD CO 4.500% 05/15/ CONVERTIBLE BOND	COM	466090AA5	224	300000	PRN	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	13498	1184000	SH	SOLE
JOHNSON CONTROLS	COM	478366107	13436	618600	SH	SOLE
JOHNSON CTRLS 6.500% 09/30/12 CONVERTIBLE BOND	COM	478366AS6	401	200000	PRN	SOLE
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JOHNSON & JOHNSON	COM	478160104	34591	609000	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	855	814000	SH		SOLE	
JOY GLOBAL INC COM	COM	481165108	2786	78000	SH		SOLE	
KAMAN CORP	COM	483548103	16945	1017719	SH		SOLE	
KANSAS CITY SOUTHERN	COM	485170302	499	31000	SH		SOLE	
KELLOGG CO	COM	487836108	5775	124000	SH		SOLE	
KEYCORP	COM	493267108	63	12000	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	17040	325000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1022	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	1635	60000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	96	10000	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	34669	1910115	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	700	38000	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	4842	421000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	26784	1057000	SH		SOLE	
KROGER CO	COM	501044101	2602	118000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	144	10000	SH		SOLE	
KYOCERA CORP ADR	COM	501556203	896	12000	SH		SOLE	
K-TRON INTL INC	COM	482730108	760	9500	SH		SOLE	
L 3 COMMUNICATIONS	COM	502424104	2546	36700	SH		SOLE	
LABORATORY CORP AMER HLDGS COM	COM	50540R409	1966	29000	SH		SOLE	

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

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

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NABORS INDUSTRIES LTD SHS COM G6359F103 2929 188000 SH SOLE
 NARA BANCORP INC COM COM 63080P105 1347 260000 SH SOLE
 NASHUA CORP COM 631226107 2764 412500 SH SOLE
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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
NATCO GROUP INC	COM	63227W203	3555	108000	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1319	99100	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	41961	1163000	SH		SOLE	
NATIONAL GRID PLC	COM	636274300	2395	52952	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	6126	80500	SH		SOLE	
NATIONAL-OILWELL INC COM	COM	637071101	4866	149000	SH		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	30607	702000	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	6447	545000	SH		SOLE	
NEUROMETRIX INC COM	COM	641255104	22	10000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	7966	692718	SH		SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1066	124000	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3720	348000	SH		SOLE	
NEW YORK TIMES CO CLASS A	COM	650111107	661	120000	SH		SOLE	
NEWMARKET CORP COM	COM	651587107	236	3500	SH		SOLE	
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	5434	5250000	PRN		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	97053	2374671	SH		SOLE	
NEWS CORP CL A	COM	65248E104	54833	6019000	SH		SOLE	
NEWS CORP CL B	COM	65248E203	973	92016	SH		SOLE	
NEXEN INC COM	COM	65334H102	1516	70000	SH		SOLE	
NEXSTAR BROADCASTING GROUP ICL	COM	65336K103	8	10000	SH		SOLE	
NEXTEL COMM 5.25% 1/15/10	CONVERTIBLE BOND	65332VAY9	1500	1500000	PRN		SOLE	
NEXTWAVE WIRELESS INC COM	COM	65337Y102	10	21000	SH		SOLE	
NICOR INC COM	COM	654086107	12359	357000	SH		SOLE	
NIKE INC CL B	COM	654106103	8285	160000	SH		SOLE	
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	387	19000	SH		SOLE	
NISOURCE INC	COM	65473P105	6647	570086	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	515	62000	SH		SOLE	
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	9710	321000	SH		SOLE	
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	365	25000	SH		SOLE	
NORTHEAST UTILS COM	COM	664397106	23280	1043500	SH		SOLE	
NORTHERN TRUST CORP	COM	665859104	9233	172000	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	6235	136500	SH		SOLE	
NORTHSTAR NEUROSCIENCE INC COM	COM	66704V101	1106	550000	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	19300	848000	SH		SOLE	
NOVA CHEMICALS CORP COM	COM	66977W109	9808	1654000	SH		SOLE	
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	9912	243000	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	14018	540000	SH		SOLE	
NSTAR COM	COM	67019E107	39993	1245500	SH		SOLE	
NV ENERGY INC COM	COM	67073Y106	378	35000	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	1090	40000	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	41050	1078000	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	31655	481000	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	10396	230000	SH		SOLE	
OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	1844	207000	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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ODYSSEY HEALTHCARE INC COM	COM	67611V101	2673	260000	SH	SOLE
OGE ENERGY CORP COM	COM	670837103	25757	909500	SH	SOLE
OIL DRI CORP AMER COM	COM	677864100	1919	129200	SH	SOLE
OLIN CORP COM PAR \$1.	COM	680665205	1367	115000	SH	SOLE
OMNICARE INC COM	COM	681904108	644	25000	SH	SOLE
OMNOVA SOLUTIONS INC COM	COM	682129101	5003	1534718	SH	SOLE
ONEOK INC NEW COM	COM	682680103	19375	657000	SH	SOLE
OPENTV CORP CL A	COM	G67543101	60	45000	SH	SOLE
OPKO HEALTH INC COM	COM	68375N103	145	82000	SH	SOLE
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	2156	254000	SH	SOLE
ORMAT TECHNOLOGIES INC	COM	686688102	4656	115500	SH	SOLE
ORTHOFIX INTL N V ORD	COM	N6748L102	4527	181000	SH	SOLE
OSHKOSH CORP	COM	688239201	509	35000	SH	SOLE
OTIX GLOBAL INC	COM	68906N101	109	140000	SH	SOLE
OTTER TAIL CORPORATION COM	COM	689648103	3909	179000	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	195	33000	SH	SOLE
OWENS ILL INC COM NEW	COM	690768403	3641	130000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	5784	132000	SH	SOLE
PACCAR INC	COM	693718108	9988	308000	SH	SOLE
PACTIV CORP COM	COM	695257105	4383	202000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	2347	437000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	4419	300000	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	6481	301000	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	1180	345000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	516	12000	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	1953	90000	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	6086	201800	SH	SOLE
PENFORD CORP COM	COM	707051108	347	60000	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	3493	120000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	7508	329300	SH	SOLE
PENTAIR INC COM	COM	709631105	1460	57000	SH	SOLE
PENWEST PHARMACEUTICALS CO COM	COM	709754105	442	155000	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	4563	450000	SH	SOLE
PEPCO HLDGS INC COM	COM	713291102	3931	292500	SH	SOLE
PEPSIAMERICAS	COM	71343P200	51928	1936900	SH	SOLE
PEPSICO INC	COM	713448108	28777	523600	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	32251	787000	SH	SOLE
PETROCHINA CO LTD SPONSORED AD	COM	71646E100	4242	38400	SH	SOLE
PFIZER INC	COM	717081103	18750	1250000	SH	SOLE
PG&E CORP COM	COM	69331C108	3421	89000	SH	SOLE
PHH CORP COM NEW	COM	693320202	500	27500	SH	SOLE
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	1313	3950000	PRN	SOLE
PHILIP MORRIS INTL INC COM	COM	718172109	3904	89500	SH	SOLE
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	6240	125500	SH	SOLE
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PHOENIX COS INC NEW COM	COM	71902E109	397	238000	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	3110	129000	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	101	51000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	7258	781300	SH		SOLE	
PINNACLE WEST CAP CORP COM	COM	723484101	12542	416000	SH		SOLE	
PLANTRONICS	COM	727493108	227	12000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	14030	361500	SH		SOLE	
PNM RES INC	COM	69349H107	25383	2370000	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	3052	57000	SH		SOLE	

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

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

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STARRETT L S CO CL A	COM	855668109	918	135000	SH	SOLE
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	4928	222000	SH	SOLE
STATE STREET CORP	COM	857477103	35476	751600	SH	SOLE
STATOIL ASA SPONSORED ADR	COM	85771P102	18948	958400	SH	SOLE
STEAK N SHAKE CO COM	COM	857873103	2666	305000	SH	SOLE
STERLING BANCORP COM	COM	859158107	4134	495050	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	145	30000	SH	SOLE
STILLWATER MINING	COM	86074Q102	297	52100	SH	SOLE
STONERIDGE INC	COM	86183P102	840	175000	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	1242	90000	SH	SOLE
STRYKER CORP	COM	863667101	3430	86300	SH	SOLE
SUN MICROSYSTEMS INC CO	COM	866810203	42919	4655000	SH	SOLE
SUNCOR INC COM	COM	867229106	9936	327500	SH	SOLE
SUNOCO INC COM	COM	86764P109	4176	180000	SH	SOLE
SUNPOWER CORP COM CL A	COM	867652109	8656	325300	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SUNTRUST BANKS INC	COM	867914103	855	52000	SH	SOLE		
SUPERIOR INDS INTL INC	COM	868168105	3596	255000	SH	SOLE		
SUPERVALU INC COMMON	COM	868536103	4468	345000	SH	SOLE		
SWS GROUP INC	COM	78503N107	6287	450000	SH	SOLE		
SYCAMORE NETWORKS	COM	871206108	1722	550000	SH	SOLE		
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	101	14000	SH	SOLE		
SYNGENTA AG ADR SPONSORED	COM	87160A100	8629	185500	SH	SOLE		
T ROWE PRICE GROUP INC	COM	74144T108	19043	457000	SH	SOLE		
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	11591	1224000	SH	SOLE		
TD AMERITRADE HLDG CORP COM	COM	87236Y108	2001	114000	SH	SOLE		
TECH OPS SEVCON INC	COM	878293109	515	195906	SH	SOLE		
TECO ENERGY INC COM	COM	872375100	3698	310000	SH	SOLE		
TEEKAY SHIPPING CORP COM	COM	Y8564W103	463	22000	SH	SOLE		
TELE CELULAR SUL PARTICIPACOES	COM	88706P106	1091	62566	SH	SOLE		
TELE NORTE LESTE PARTICIPACO A	COM	879246106	4492	302096	SH	SOLE		
TELECOM ARGENTINA SA ADR	COM	879273209	3028	236000	SH	SOLE		
TELECOM ITALIA SPA ADR	COM	87927Y102	5549	403300	SH	SOLE		
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	518	59444	SH	SOLE		
TELEFLEX INC	COM	879369106	224	5000	SH	SOLE		
TELEFONICA DE ARGENTINA S A SP	COM	879378404	382	38000	SH	SOLE		
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	32299	475761	SH	SOLE		
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	6662	411000	SH	SOLE		
TELEMIG CELULAR PARTICIPACOE A	COM	87944E105	423	8347	SH	SOLE		
TELEPHONE & DATA SYS INC SPL C	COM	879433860	32120	1237300	SH	SOLE		
TELEPHONE & DATA SYSTEM INC.	COM	879433100	48161	1701800	SH	SOLE		
TELMEX INTERNACIONAL SAB DE SP	COM	879690105	5275	417000	SH	SOLE		
TELUS CORP NON VTG SHS	COM	87971M202	3718	144100	SH	SOLE		
TENARIS S A SPONSORED ADR	COM	88031M109	16494	610000	SH	SOLE		
TENET HEALTHCARE CORP COM	COM	88033G100	2848	1010000	SH	SOLE		
TENNANT CO	COM	880345103	6087	331000	SH	SOLE		
TENNECO AUTOMOTIVE INC COM	COM	880349105	5364	506000	SH	SOLE		
TESORO PETE CORP COM	COM	881609101	1324	104000	SH	SOLE		
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	4219	85500	SH	SOLE		
TEXAS INSTRUMENTS INC	COM	882508104	20640	969000	SH	SOLE		
TEXTRON INC	COM	883203101	9341	967000	SH	SOLE		
THE SCOTTS MIRACLE GRO CO	COM	810186106	561	16000	SH	SOLE		
THERMO FISHER SCIENTIFIC INC	COM	883556102	673	16500	SH	SOLE		
THOMAS & BETTS CORP	COM	884315102	37778	1309000	SH	SOLE		
THOR INDS INC COM	COM	885160101	496	27000	SH	SOLE		

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TICKETMASTER COM	COM	88633P302	411	64000	SH	SOLE
TIER TECHNOLOGIES INC CL B	COM	88650Q100	193	25000	SH	SOLE
TIFFANY & CO NEW COM	COM	886547108	4524	178400	SH	SOLE
TIME WARNER CABLE INC COM	COM	88732J207	8915	281490	SH	SOLE
TIME WARNER INC COM	COM	887317303	43344	1720699	SH	SOLE
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TIVO INC	COM	888706108	608	58000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	14791	651866	SH		SOLE	
TOTAL SA ADR (B:TOT US)	COM	89151E109	12609	232518	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	7024	170000	SH		SOLE	
TRANS LUX CORP	COM	893247106	588	692300	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	253	50850	SH		SOLE	
TRANSOCEAN INC 1.5% 12/15/37	CONVERTIBLE BOND	893830AV1	919	1000000	PRN		SOLE	
TRANSOCEAN INC 1.625% 12/15/20	CONVERTIBLE BOND	893830AU3	776	800000	PRN		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	24497	329751	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	14980	365000	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	2597	195000	SH		SOLE	
TREE COM INC COM	COM	894675107	818	85186	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	609	350000	SH		SOLE	
TRIMBLE NAV LTD COM	COM	896239100	3612	184000	SH		SOLE	
TRINITY INDS INC	COM	896522109	2533	186000	SH		SOLE	
TRW AUTOMOTIVE HOLDINGS CORP	COM	87264S106	226	20000	SH		SOLE	
TURKCELL ILETISIM HIZMETLERISP	COM	900111204	2412	174000	SH		SOLE	
TW TELECOM INC	COM	87311L104	1994	194000	SH		SOLE	
TYCO INTERNATIONAL LTD SHS	COM	H89128104	22801	877650	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	4608	295000	SH		SOLE	
TYSON FOODS INC	COM	902494103	10403	825000	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	1908	84997	SH		SOLE	
UNDER ARMOUR INC CL A	COM	904311107	6222	278000	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	1886	78000	SH		SOLE	
UNION DRILLING INC COM	COM	90653P105	166	25000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	14050	529400	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	376	40600	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	389	60000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	31995	832130	SH		SOLE	
UNITED STS STL CORP NEW COM	COM	912909108	2681	75000	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	6391	123000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	12195	488200	SH		SOLE	
UNITIL CORP	COM	913259107	1505	73000	SH		SOLE	
UNITRIN INC	COM	913275103	709	59000	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	2986	200000	SH		SOLE	
URANIUM RES INC COM PAR \$0.001	COM	916901507	115	90000	SH		SOLE	
UTILITIES HOLDRS TR DEP RCPT	COM	918019100	9098	100000	SH		SOLE	
VALE S A ADR	COM	91912E105	2724	154500	SH		SOLE	
VALERO ENERGY CORP COM	COM	91913Y100	1285	76100	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	891	76148	SH		SOLE	
VALMONT INDS INC	COM	920253101	2818	39100	SH		SOLE	
VALUE LINE INC	COM	920437100	503	15300	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	1525	145000	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	2846	81000	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VASCULAR SOLUTIONS INC COM	COM	92231M109	1236	158000	SH		SOLE	
VECTREN INC.	COM	92240G101	13566	579000	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	71041	2311784	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	50310	2098000	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	681	30000	SH		SOLE	
VICOR CORP COM	COM	925815102	505	70000	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	1577	53000	SH		SOLE	
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	18020	1531000	SH		SOLE	
VISA INC-CLASS A SHRS	COM	92826C839	8592	138000	SH		SOLE	
VIVO PARTICIPACOES S A SPON AD	COM	92855S200	1285	67870	SH		SOLE	
VODAFONE GROUP PLC-ADR	COM	92857W209	7452	382375	SH		SOLE	
W D 40 COMPANY	COM	929236107	580	20000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	36127	1370000	SH		SOLE	
WAL MART STORES INC	COM	931142103	19473	402000	SH		SOLE	
WALGREEN COMPANY	COM	931422109	24167	822000	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	111	19000	SH		SOLE	
WASHINGTON POST CO CL B	COM	939640108	423	1200	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	37644	1336800	SH		SOLE	
WATSCO INC CL B	COM	942622101	383	7875	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	18546	861000	SH		SOLE	
WAUSAU PAPER CORP	COM	943315101	269	40000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	22944	1173000	SH		SOLE	
WEBMEDIABRANDS INC	COM	94770W100	14	25000	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	523	65000	SH		SOLE	
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	387	15000	SH		SOLE	
WEIS MKTS INC	COM	948849104	1844	55000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	55238	2276910	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	672	168000	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	39530	2106000	SH		SOLE	
WHOLE FOODS MKT INC COM	COM	966837106	6093	321000	SH		SOLE	
WHX CORP	COM	929248607	1518	583710	SH		SOLE	
WILEY JOHN & SONS INC CL B	COM	968223305	422	12800	SH		SOLE	
WILLIAMS COS INC	COM	969457100	2354	150800	SH		SOLE	
WILLIS GROUP HOLDINGS LTD SHS	COM	G96655108	1196	46466	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	5887	431000	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	989	18000	SH		SOLE	
WIND RIV SYS INC COM	COM	973149107	27162	2370200	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	946	113169	SH		SOLE	
WINN DIXIE STORES INC COM NEW	COM	974280307	4389	350000	SH		SOLE	
WISCONSIN ENERGY CORP COM	COM	976657106	16691	410000	SH		SOLE	
WOLVERINE WORLD WIDE INC COM	COM	978097103	2338	106000	SH		SOLE	
WONDER AUTO TECHNOLOGY INC COM	COM	978166106	466	46000	SH		SOLE	
WOODWARD GOVERNOR CO COM	COM	980745103	1826	92200	SH		SOLE	
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1419	113000	SH		SOLE	

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

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

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ABBOTT LABS	COM	002824100	235	5000	SH		SOLE	
AKEENA SOLAR INC DE COM	COM	009720103	13	10000	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	55	23700	SH		SOLE	
AMER MEDICAL SYS 3.250% 07/01/	CONVERTIBLE BOND	02744MAA6	1935	2000000	PRN		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	330	120000	SH		SOLE	
AMGEN INC 0.125% 02/01/11	CONVERTIBLE BOND	031162AN0	960	1000000	PRN		SOLE	
AMKOR TECHNOLOGY INC COM	COM	031652100	422	89400	SH		SOLE	
ARCHER DANIELS 0.875% 02/15/14	CONVERTIBLE BOND	039483AW2	965	1050000	PRN		SOLE	
ATLAS ENERGY RESOURCES LLC COM	COM	049303100	670	32800	SH		SOLE	
AXSYS TECHNOLOGIES INC COM	COM	054615109	5510	102714	SH		SOLE	
BANK OF AMERICA	COM	060505104	1435	108729	SH		SOLE	
BELO CORP	COM	080555105	18	10000	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	17	10000	SH		SOLE	
BLACK & DECKER CORP.	COM	091797100	330	11500	SH		SOLE	
BLOCKBUSTER INC-CL B (BBI B)	COM	093679207	73	187400	SH		SOLE	
BORLAND SOFTWARE 2.750% 02/15/	CONVERTIBLE BOND	099849AB7	973	1000000	PRN		SOLE	

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BORLAND SOFTWARE CORP COM	COM	099849101	1027	796167	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	330	17000	SH	SOLE
CAVALIER HOMES INC COM	COM	149507105	83	30500	SH	SOLE
CBS CORP CLASS A	COM	124857103	214	30750	SH	SOLE
CENTENNIAL COMMUNICATIONS CORP	COM	15133V208	8417	1004456	SH	SOLE
CENTEX CORP COM	COM	152312104	1049	124000	SH	SOLE
CF INDS HLDGS INC COM	COM	125269100	1090	14700	SH	SOLE
CHIPOTLE MEXICAN GRILL INC CL	COM	169656204	628	9000	SH	SOLE
CHIQUITA BRANDS INTL INC COM	COM	170032809	373	36400	SH	SOLE
CHORDIANT SOFTWARE INC COM	COM	170404305	73	20000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	64	12000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	663	47000	SH	SOLE
COMMSCOPE 3.250% 07/01/15	CONVERTIBLE BOND	203372AG2	1192	1050000	PRN	SOLE
CONSTELLATION ENERGY GROUP ICO	COM	210371100	864	32500	SH	SOLE
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	29	36000	SH	SOLE
CORNING INC	COM	219350105	185	11500	SH	SOLE
COUGAR BIOTECHNOLOGY INC COM	COM	222083107	6523	151830	SH	SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	451	18725	SH	SOLE
CUTERA INC COM	COM	232109108	123	14300	SH	SOLE
D & E COMMUNICATIONS INC COM	COM	232860106	347	33888	SH	SOLE
DATA DOMAIN INC COM	COM	23767P109	2837	85000	SH	SOLE
DELUXE CORP	COM	248019101	546	42600	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	208	2500	SH	SOLE
DIEBOLD INC COM	COM	253651103	778	29500	SH	SOLE
DIRECTV GROUP INC	COM	25459L106	1087	44000	SH	SOLE
DOMTAR CORPORATION	COM	257559203	196	11800	SH	SOLE
EASTMAN KODAK 3.375% 10/15/33	CONVERTIBLE BOND	277461BE8	808	1000000	PRN	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
EMBARQ CORP COM	COM	29078E105	5409	128600	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	738	75500	SH		SOLE	
ENTRAVISION COMM CORP CL A	COM	29382R107	9	18400	SH		SOLE	
ENTRUST TECHNOLOGY INC.	COM	293848107	610	337225	SH		SOLE	
ENZON INC COM	COM	293904108	79	10000	SH		SOLE	
EV3 INC COM	COM	26928A200	108	10000	SH		SOLE	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	248	500000	PRN		SOLE	
FIBERNET TELECOM GRP INC	COM	315653402	1074	86445	SH		SOLE	
FOUNDATION COAL HLDGS INC COM	COM	35039W100	351	12500	SH		SOLE	
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	200	4000	SH		SOLE	
GENERAL ELEC CO	COM	369604103	117	10000	SH		SOLE	
GEOMET INC DEL COM	COM	37250U201	30	27500	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	500	41500	SH		SOLE	
GREIF INC CL B	COM	397624206	2540	63100	SH		SOLE	
GUSHAN ENVIRONMENTAL ENRGY LSP	COM	40330W106	32	15000	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	125	12100	SH		SOLE	
HICKS ACQUISITION CO I INC COM	COM	429086309	1511	157605	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	174	34500	SH		SOLE	
INTERNATIONAL GAME TECH	COM	459902102	186	11700	SH		SOLE	
IPC HLDGS LTD ORD	COM	G4933P101	1271	46500	SH		SOLE	
JA SOLAR HOLDINGS CO LTD SPON	COM	466090107	47	10000	SH		SOLE	
JOHNSON CONTROLS	COM	478366107	235	10800	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	234	12867	SH		SOLE	
LAMAR ADVERTISING CO CL A	COM	512815101	440	28800	SH		SOLE	
LENNAR CORP COM	COM	526057104	295	30400	SH		SOLE	
LIBERTY ACQUISITION HLDGS	COM	53015Y107	1153	127237	SH		SOLE	
LIBERTY ENTERTAINMENT-A	COM	53071M500	3452	129293	SH		SOLE	

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

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VIMPEL COMMUNICATIONS ADR (B:V COM	68370R109	153	13000 SH	SOLE
VOLTERRA SEMICONDUCTOR CORP CO COM	928708106	131	10000 SH	SOLE
WASTE MGMT INC DEL COM	94106L109	422	15000 SH	SOLE
WELLS FARGO & CO NEW	949746101	1980	81628 SH	SOLE
WHX CORP	929248607	120	46073 SH	SOLE
WIND RIV SYS INC COM	973149107	3729	325410 SH	SOLE
WYETH (B:WYE)	983024100	7603	167500 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
XEROX CORP	COM	984121103	97	15000	SH		SOLE	
YAHOO INC.	COM	984332106	1541	98400	SH		SOLE	
YINGLI GREEN ENERGY HLDG CO AD	COM	98584B103	136	10000	SH		SOLE	

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

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	163	35000	SH		SOLE	
DOVER MOTORSPORTS INC. (B:DVD)	COM	260174107	264	185900	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	706	273643	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	112	41300	SH		SOLE	
ENTERCOM COMMUNICATIONS CORPCL	COM	293639100	115	75000	SH		SOLE	

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EPOCH HOLDING CORP	COM	29428R103	2412	279126	SH	SOLE
EXACTECH INC COM	COM	30064E109	522	36000	SH	SOLE
FERRO CORP	COM	315405100	1115	405569	SH	SOLE
FISHER COMMUNICATIONS INC COM	COM	337756209	371	29000	SH	SOLE
FLORIDA PUB UTILS CO COM	COM	341135101	1190	84850	SH	SOLE
FLOW INTL CORP COM	COM	343468104	683	290700	SH	SOLE
FLUSHING FINL CORP COM	COM	343873105	611	65300	SH	SOLE
FSI INTL INC COM	COM	302633102	9	21200	SH	SOLE
FULL HOUSE RESORTS INC COM	COM	359678109	34	15000	SH	SOLE
FURMANITE CORPORATION	COM	361086101	624	140000	SH	SOLE
GENCORP INC	COM	368682100	325	170000	SH	SOLE
GENERAL MILLS INC	COM	370334104	211	3761	SH	SOLE
GERBER SCIENTIFIC INSTR	COM	373730100	427	170800	SH	SOLE
GLOBAL SOURCES LTD COM	COM	G39300101	613	85000	SH	SOLE
GRAHAM CORP COM	COM	384556106	209	15700	SH	SOLE
GRAY TELEVISION, INC	COM	389375106	69	140000	SH	SOLE
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	256	60300	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	463	14800	SH	SOLE
GRIFFON CORP COM	COM	398433102	165	19788	SH	SOLE
GSE SYS INC COM	COM	36227K106	263	39000	SH	SOLE
HAWK CORP CL A	COM	420089104	1551	112000	SH	DEFINED
HAWKINS INC COM	COM	420261109	1129	50000	SH	SOLE
HEELYS INC COM	COM	42279M107	115	58000	SH	SOLE
HERLEY INDS INC COM	COM	427398102	1810	165000	SH	SOLE
HESKA CORP COM	COM	42805E108	10	26000	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	370	48200	SH	SOLE
HOME DIAGNOSTICS INC DEL COM	COM	437080104	352	57300	SH	SOLE
IMAX CORP COM	COM	45245E109	463	57000	SH	SOLE
INGLES MKTS INC CL A	COM	457030104	838	55000	SH	SOLE
INTEGRATED DEVICE TECH INC COM	COM	458118106	112	18500	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	161	10900	SH	SOLE
INTRICON CORP COM	COM	46121H109	426	157900	SH	SOLE
I-FLOW CORP COM NEW	COM	449520303	694	100000	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	571	543900	SH	SOLE
KAMAN CORP	COM	483548103	1575	94615	SH	SOLE
KEITHLEY INSTRS INC COM	COM	487584104	40	10000	SH	SOLE
KEY TECHNOLOGY INC COM	COM	493143101	205	20700	SH	SOLE
KULICKE & SOFFA INDS INC COM	COM	501242101	37	10900	SH	SOLE
LAKELAND INDS INC COM	COM	511795106	125	15300	SH	SOLE
PORTVUE-SEC13F.LNP						TETON ADVISORS, INC.

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LANGER INC COM	COM	515707107	14	22550	SH		SOLE	
LECROY CORP COM	COM	52324W109	762	203100	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	1625	126000	SH		SOLE	
LIN TV CORP CL A	COM	532774106	185	110000	SH		SOLE	
MAGNETEK INC COM	COM	559424106	514	370000	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	921	26500	SH		SOLE	
MARCUS CORP COM	COM	566330106	105	10000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	41	11000	SH		SOLE	
MATERIAL SCIENCES CORP COM	COM	576674105	152	160000	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	196	35000	SH		SOLE	
MEADOWBROOK INS GROUP INC COM	COM	58319P108	147	22500	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	607	287700	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	110	53900	SH		SOLE	
MERCURY COMPUTER SYS INC COM	COM	589378108	389	42100	SH		SOLE	
MERIX CORP COM	COM	590049102	21	28200	SH		SOLE	

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

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

TETON ADVISORS, INC.

RUN DATE: 07/30/09 11:21 A.M.

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

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
TRANS LUX CORP	COM	893247106	27	32000	SH		SOLE	
TRANSACT TECHNOLOGIES INC	COM	892918103	1594	320000	SH		SOLE	
TREE COM INC	COM	894675107	96	10000	SH		SOLE	
TTM TECHNOLOGIES INC	COM	87305R109	80	10100	SH		SOLE	
U S ENERGY CORP WYO	COM	911805109	41	20300	SH		SOLE	
ULTRA CLEAN HLDGS INC	COM	90385V107	375	157100	SH		SOLE	
ULTRALIFE BATTERIES INC	COM	903899102	335	46700	SH		SOLE	
ULTRATECH INC	COM	904034105	578	46950	SH		SOLE	
UNITED GUARDIAN INC	COM	910571108	657	71000	SH		SOLE	
VALASSIS COMMUNICATIONS INC	COM	918866104	1161	190000	SH		SOLE	
VASCULAR SOLUTIONS INC	COM	92231M109	239	30600	SH		SOLE	
VICOR CORP	COM	925815102	366	50750	SH		SOLE	
VISHAY INTERTECHNOLOGY INC	COM	928298108	189	27900	SH		SOLE	
WHITNEY HLDG CORP	COM	966612103	479	52339	SH		SOLE	
WHX CORP	COM	929248607	105	40200	SH		SOLE	
WILSHIRE BANCORP INC	COM	97186T108	219	38100	SH		SOLE	
YOUBET COM INC	COM	987413101	436	132000	SH		SOLE	
YOUNG INNOVATIONS INC	COM	987520103	403	18500	SH		SOLE	
ZEP INC	COM	98944B108	1586	131650	SH		SOLE	
ZORAN CORP	COM	98975F101	810	74300	SH		SOLE	
ZYGO CORP	COM	989855101	506	108600	SH		SOLE	