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GABELLI DIVIDEND & INCOME TRUST
Form N-CSR
March 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-21423

The Gabelli Dividend & Income Trust

(Exact name of registrant as specified in charter)

One Corporate Center
Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

Bruce N. Alpert
Gabelli Funds, LLC
One Corporate Center
Rye, New York 10580-1422

(Name and address of agent for service)

registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: December 31, 2004

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

The Report to Shareholders is attached herewith.

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[LOGO OMITTED]
THE GABELLI
DIVIDEND &
INCOME TRUST

THE GABELLI DIVIDEND & INCOME TRUST

Annual Report
December 31, 2004

TO OUR SHAREHOLDERS,

The Sarbanes-Oxley Act requires a fund's principal executive and financial officers to certify the entire contents of the semi-annual and annual shareholder reports in a filing with the Securities and Exchange Commission on Form N-CSR. This certification would cover the portfolio manager's commentary and subjective opinions if they are attached to or a part of the financial statements. Many of these comments and opinions would be difficult or impossible to certify.

Because we do not want our portfolio managers to eliminate their opinions and/or restrict their commentary to historical facts, we have separated their commentary from the financial statements and investment portfolio and have sent it to you separately. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at www.gabelli.com/funds.

Enclosed are the audited financial statements and the investment portfolio as of December 31, 2004.

COMPARATIVE RESULTS

AVERAGE ANNUAL RETURNS THROUGH DECEMBER 31, 2004 (a)

| | Quarter ----- |
|---|------------------|
| GABELLI DIVIDEND & INCOME TRUST NAV RETURN (b) | 7.03% |
| GABELLI DIVIDEND & INCOME TRUST INVESTMENT RETURN (c) | 0.03% |
| S&P 500 Index | 9.23% |
| Dow Jones Industrial Average | 7.62% |
| Nasdaq Composite Index | 14.69% |

(a) RETURNS REPRESENT PAST PERFORMANCE AND DO NOT GUARANTEE FUTURE RESULTS. TOTAL RETURNS AND AVERAGE ANNUAL RETURNS REFLECT CHANGES IN SHARE PRICES AND REINVESTMENT OF DIVIDENDS AND ARE NET OF EXPENSES. INVESTMENT RETURNS AND THE PRINCIPAL VALUE OF AN INVESTMENT WILL FLUCTUATE. WHEN SHARES ARE SOLD, THEY MAY BE WORTH MORE OR LESS THAN THEIR ORIGINAL COST. PERFORMANCE RETURNS FOR PERIODS LESS THAN ONE YEAR ARE NOT ANNUALIZED. CURRENT PERFORMANCE MAY BE LOWER OR HIGHER THAN THE PERFORMANCE DATA PRESENTED.

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VISIT WWW.GABELLI.COM FOR PERFORMANCE INFORMATION AS OF THE MOST RECENT MONTH END. INVESTORS SHOULD CONSIDER THE INVESTMENT OBJECTIVES, RISKS AND CHARGES AND EXPENSES OF THE FUND CAREFULLY BEFORE INVESTING. THE DOW JONES INDUSTRIAL AVERAGE IS AN UNMANAGED INDEX OF 30 LARGE CAPITALIZATION STOCKS. THE S&P 500 INDEX AND THE NASDAQ COMPOSITE INDEX ARE UNMANAGED INDICATORS OF STOCK MARKET PERFORMANCE. DIVIDENDS ARE REINVESTED EXCEPT FOR THE NASDAQ COMPOSITE INDEX.

- (b) TOTAL RETURNS AND AVERAGE ANNUAL RETURNS REFLECT CHANGES IN NET ASSET VALUE ("NAV"), REINVESTMENT OF DISTRIBUTIONS AT NET ASSET VALUE ON THE EX-DIVIDEND DATE AND ARE NET OF EXPENSES. SINCE INCEPTION RETURN BASED ON INITIAL NET ASSET VALUE OF \$19.06.
- (c) TOTAL RETURNS AND AVERAGE ANNUAL RETURNS REFLECT CHANGES IN CLOSING MARKET VALUES ON THE NEW YORK STOCK EXCHANGE, REINVESTMENT OF DISTRIBUTIONS. SINCE INCEPTION RETURN BASED ON INITIAL OFFERING PRICE OF \$20.00.
-

Sincerely yours,

/s/ Bruce N. Alpert

Bruce N. Alpert
President

February 24, 2005

THE GABELLI DIVIDEND & INCOME TRUST SUMMARY OF PORTFOLIO HOLDINGS (UNAUDITED)

Under SEC rules, all funds are required to include in their annual and semi-annual shareholder reports a presentation of portfolio holdings in a table, chart or graph by reasonably identifiable categories. The following table which presents portfolio holdings as a percent of total investments is provided in compliance with such requirement.

| | |
|---|-------|
| U.S. Government Obligations | 19.4% |
| Energy and Utilities: Integrated | 13.9% |
| Financial Services | 11.9% |
| Energy and Utilities: Oil | 9.2% |
| Repurchase Agreements | 8.7% |
| Telecommunications | 6.4% |
| Food and Beverage | 3.9% |
| Energy and Utilities: Natural Gas | 3.5% |
| Diversified Industrial | 3.2% |
| Energy and Utilities: Electric | 2.4% |
| Health Care | 2.0% |
| Entertainment | 1.6% |
| Automotive: Parts and Accessories | 1.5% |
| Consumer Products | 1.5% |
| Hotels and Gaming | 1.4% |
| Machinery | 1.3% |
| Specialty Chemicals | 1.3% |
| Retail | 1.2% |
| Cable and Satellite | 0.8% |
| Aerospace | 0.6% |
| Broadcasting | 0.6% |
| Energy and Utilities | 0.6% |
| Equipment and Supplies | 0.5% |
| Transportation | 0.5% |
| Metals and Mining | 0.4% |
| Business Services | 0.2% |
| Communications Equipment | 0.2% |

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| | |
|--------------------------------------|--------|
| Computer Software and Services | 0.2% |
| Energy and Utilities: Water | 0.2% |
| Publishing | 0.2% |
| Real Estate | 0.2% |
| Agriculture | 0.1% |
| Aviation: Parts and Services | 0.1% |
| Closed-End Funds | 0.1% |
| Environmental Services | 0.1% |
| Wireless Communications | 0.1% |
| Automotive | 0.0% |
| Building and Construction | 0.0% |
| Real Estate Investment Trusts | 0.0% |
| Electronics | 0.0% |
| | ----- |
| | 100.0% |
| | ===== |

THE GABELLI DIVIDEND & INCOMETRUST (THE "FUND") FILES A COMPLETE SCHEDULE OF PORTFOLIO HOLDINGS WITH THE SEC FOR THE FIRST AND THIRD QUARTERS OF EACH FISCAL YEAR ON FORM N-Q, THE FIRST OF WHICH WAS FILED FOR THE QUARTER ENDED SEPTEMBER 30, 2004. SHAREHOLDERS MAY OBTAIN THIS INFORMATION AT WWW.GABELLI.COM OR BY CALLING THE FUND AT 800-GABELLI (800-422-3554). THE FUND'S FORM N-Q IS AVAILABLE ON THE SEC'S WEBSITE AT WWW.SEC.GOV AND MAY ALSO BE REVIEWED AND COPIED AT THE COMMISSION'S PUBLIC REFERENCE ROOM IN WASHINGTON, DC. INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM MAY BE OBTAINED BY CALLING 1-800-SEC-0330.

PROXY VOTING: The Fund files Form N-PX with its complete proxy voting record for the 12 months ended June 30th, no later than August 31st of each year. A description of the Fund's proxy voting policies and procedures are available without charge (i) upon request, by calling 800-GABELLI (800-422-3554); (ii) by writing to The Gabelli Funds at One Corporate Center, Rye, NY 10580-1422; and (iii) by visiting the Securities and Exchange Commission's website at www.sec.gov.

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THE GABELLI DIVIDEND & INCOME TRUST
 SCHEDULE OF INVESTMENTS
 DECEMBER 31, 2004

| SHARES | | COST | MARKET VALUE |
|---------|---|------------|--------------|
| ----- | | ----- | ----- |
| | COMMON STOCKS -- 67.3% | | |
| | AEROSPACE -- 0.5% | | |
| 10,000 | Goodrich Corp. | \$ 281,823 | \$ 326,400 |
| 580,000 | Titan Corp.+ | 11,627,550 | 9,396,000 |
| | | ----- | ----- |
| | | 11,909,373 | 9,722,400 |
| | | ----- | ----- |
| | AUTOMOTIVE: PARTS AND ACCESSORIES -- 1.5% | | |
| 550,000 | Dana Corp. | 11,124,356 | 9,531,500 |

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| | | | |
|-----------|---|------------|------------|
| 450,000 | Genuine Parts Co. | 15,323,804 | 19,827,000 |
| | | ----- | ----- |
| | | 26,448,160 | 29,358,500 |
| | | ----- | ----- |
| | BROADCASTING -- 0.0% | | |
| 12,000 | Liberty Corp. | 585,559 | 527,520 |
| | | ----- | ----- |
| | CABLE AND SATELLITE -- 0.8% | | |
| 10,000 | Cablevision Systems Corp., Cl. A+ | 216,273 | 249,000 |
| 105,000 | DIRECTV Group Inc.+ | 1,835,189 | 1,757,700 |
| 300,000 | EchoStar Communications Corp., Cl. A | 9,321,752 | 9,972,000 |
| 55,000 | Liberty Media International Inc., Cl. A+ | 1,974,904 | 2,542,650 |
| 107,700 | UnitedGlobalCom Inc., Cl. A+ | 936,076 | 1,040,382 |
| | | ----- | ----- |
| | | 14,284,194 | 15,561,732 |
| | | ----- | ----- |
| | COMPUTER SOFTWARE AND SERVICES -- 0.2% | | |
| 150,000 | Microsoft Corp. | 4,108,064 | 4,006,500 |
| | | ----- | ----- |
| | CONSUMER PRODUCTS -- 1.2% | | |
| 15,000 | Altria Group Inc. | 750,667 | 916,500 |
| 30,500 | Del Laboratories Inc.+ | 1,031,526 | 1,059,875 |
| 80,000 | Eastman Kodak Co. | 2,062,700 | 2,580,000 |
| 135,000 | Gallaher Group plc, ADR ... | 6,687,853 | 8,195,850 |
| 1,000 | Kimberly-Clark Corp. | 53,184 | 65,810 |
| 70,000 | Procter & Gamble Co. | 3,642,739 | 3,855,600 |
| 719,500 | Swedish Match AB | 7,274,631 | 8,336,820 |
| | | ----- | ----- |
| | | 21,503,300 | 25,010,455 |
| | | ----- | ----- |
| | DIVERSIFIED INDUSTRIAL-- 2.7% | | |
| 250,000 | Bouygues SA | 8,490,143 | 11,553,622 |
| 9,000 | Brascan Corp., Cl. A | 210,697 | 324,090 |
| 120,000 | Cooper Industries Ltd., Cl. A | 7,415,396 | 8,146,800 |
| 210,000 | GATX Corp. | 5,512,154 | 6,207,600 |
| 350,000 | General Electric Co. | 11,076,517 | 12,775,000 |
| 200,000 | Honeywell International Inc. | 6,549,070 | 7,082,000 |
| 100,000 | Sonoco Products Co. | 2,400,642 | 2,965,000 |
| 1,000 | Textron Inc. | 51,500 | 73,800 |
| 1,051,000 | Tomkins plc | 5,080,148 | 5,130,297 |
| 30,000 | Tomkins plc, ADR | 591,119 | 593,700 |
| | | ----- | ----- |
| | | 47,377,386 | 54,851,909 |
| | | ----- | ----- |
| | ELECTRONICS -- 0.0% | | |
| 25,000 | DuPont Photomasks Inc.+ ... | 659,884 | 660,250 |
| | | ----- | ----- |
| | ENERGY AND UTILITIES: ELECTRIC -- 2.4% | | |
| 300,000 | American Electric Power Co. Inc. | 8,872,293 | 10,302,000 |
| 20,000 | Cleco Corp. | 349,431 | 405,200 |
| 375,000 | DPL Inc. | 7,218,614 | 9,416,250 |

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| | | | |
|---------|--|------------|------------|
| 17,500 | DTE Energy Co. | 667,957 | 754,775 |
| 280,000 | Duquesne Light Holdings Inc. | 5,007,032 | 5,278,000 |
| 105,000 | Electric Power Development Co., Ltd.+ | 2,915,016 | 2,940,861 |
| 610,000 | Great Plains Energy Inc. .. | 18,714,180 | 18,470,800 |
| | | ----- | ----- |
| | | 43,744,523 | 47,567,886 |
| | | ----- | ----- |

| SHARES | | COST | MARKET VALUE |
|---------|--|------------|-----------------|
| ----- | | ----- | ----- |
| | ENERGY AND UTILITIES: INTEGRATED -- 13.9% | | |
| 30,000 | Allegheny Energy Inc.+ | \$ 438,040 | \$ 591,300 |
| 120,000 | ALLETE Inc. | 3,983,448 | 4,410,000 |
| 10,000 | Alliant Energy Corp. | 250,267 | 286,000 |
| 410,000 | Ameren Corp. | 18,428,778 | 20,557,400 |
| 25,000 | Avista Corp. | 433,003 | 441,750 |
| 10,300 | Black Hills Corp. | 314,373 | 316,004 |
| 60,000 | Burlington Resources Inc. . | 2,374,465 | 2,610,000 |
| 22,800 | Central Vermont Public Service Corp. | 446,712 | 530,328 |
| 32,100 | CH Energy Group Inc. | 1,481,792 | 1,542,405 |
| 72,000 | Chubu Electric Power Co. Inc. | 1,595,014 | 1,728,506 |
| 81,000 | Chugoku Electric Power Co. Inc. | 1,433,859 | 1,509,017 |
| 320,000 | Cinergy Corp. | 12,099,334 | 13,321,600 |
| 170,000 | CONSOL Energy Inc. | 3,912,925 | 6,978,500 |
| 200,000 | Consolidated Edison Inc. .. | 8,201,972 | 8,750,000 |
| 2,000 | Dominion Resources Inc. ... | 126,277 | 135,480 |
| 259,000 | Duke Energy Corp. | 4,917,968 | 6,560,470 |
| 150,000 | El Paso Corp. | 1,485,360 | 1,560,000 |
| 2,800 | Empire District Electric Co. | 57,082 | 63,504 |
| 300,000 | Enel SpA | 2,324,318 | 2,948,213 |
| 47,000 | Enel SpA, ADR | 1,839,336 | 2,323,680 |
| 145,100 | Energy East Corp. | 3,292,295 | 3,871,268 |
| 220,000 | FirstEnergy Corp. | 7,886,725 | 8,692,200 |
| 78,000 | FPL Group Inc. | 4,949,739 | 5,830,500 |
| 130,000 | Hawaiian Electric Industries Inc. | 3,045,840 | 3,789,500 |
| 250,000 | Hera SpA | 552,073 | 720,402 |
| 81,000 | Hokkaido Electric Power Co. Inc. | 1,486,342 | 1,592,808 |
| 81,000 | Hokuriku Electric Power Co. | 1,392,636 | 1,472,655 |
| 81,000 | Kansai Electric Power Co. Inc. | 1,515,634 | 1,644,189 |
| 81,000 | Kyushu Electric Power Co. Inc. | 1,558,572 | 1,636,284 |
| 25,000 | Maine & Maritimes Corp. ... | 746,488 | 658,750 |
| 1,500 | MGE Energy Inc. | 51,074 | 54,045 |
| 40,000 | National Grid Transco plc, ADR | 1,588,564 | 1,919,600 |
| 260,000 | NiSource Inc. | 5,433,717 | 5,922,800 |
| 300,000 | NSTAR | 14,242,809 | 16,284,000 |
| 500,000 | OGE Energy Corp. | 12,037,779 | 13,255,000 |
| 200,000 | Ormat Technologies Inc.+ .. | 3,000,000 | 3,256,000 |
| 600,000 | Pepco Holdings Inc. | 11,391,942 | 12,792,000 |
| 220,000 | Pinnacle West Capital Corp. | 8,566,123 | 9,770,200 |
| 320,000 | Progress Energy Inc. | 14,384,854 | 14,476,800 |
| 260,000 | Public Service Enterprise Group Inc. | 11,095,739 | 13,460,200 |
| 200,000 | Scottish Power plc, ADR ... | 5,792,267 | 6,232,000 |
| 81,000 | Shikoku Electric Power Co. Inc | 1,476,075 | 1,580,951 |

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| | | | |
|---------|--------------------------------|-------------|-------------|
| 500,000 | Southern Co. | 14,779,216 | 16,760,000 |
| 2,000 | TECO Energy Inc. | 27,648 | 30,680 |
| 81,000 | Tohoku Electric Power Co. Inc. | 1,385,001 | 1,454,474 |
| 72,000 | Tokyo Electric Power Co. Inc. | 1,670,999 | 1,767,151 |
| 1,000 | TXU Corp. | 28,289 | 64,560 |
| 550,000 | Unisource Energy Corp. | 13,530,220 | 13,260,500 |
| 51,000 | Vectren Corp. | 1,238,895 | 1,366,800 |
| 404,400 | Westar Energy Inc. | 7,798,266 | 9,248,628 |
| 80,000 | Wisconsin Energy Corp. | 2,506,082 | 2,696,800 |
| 150,000 | WPS Resources Corp. | 6,859,066 | 7,494,000 |
| 974,400 | Xcel Energy Inc. | 16,710,898 | 17,734,080 |
| | | ----- | ----- |
| | | 248,166,190 | 277,953,982 |
| | | ----- | ----- |

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (CONTINUED)
DECEMBER 31, 2004

| SHARES | | COST | MARKET VALUE |
|---------|---|------------|-----------------|
| ----- | | ----- | ----- |
| | COMMON STOCKS (CONTINUED) | | |
| | ENERGY AND UTILITIES: NATURAL GAS -- 3.5% | | |
| 8,500 | AGL Resources Inc. | \$ 231,031 | \$ 282,540 |
| 90,000 | Atmos Energy Corp. | 2,217,924 | 2,461,500 |
| 14,800 | Delta Natural Gas Co. Inc. | 374,076 | 402,841 |
| 3,000 | Energen Corp. | 124,550 | 176,850 |
| 390,000 | KeySpan Corp. | 14,109,990 | 15,385,500 |
| 22,000 | Kinder Morgan Energy Partners LP | 910,803 | 975,260 |
| 50,000 | Laclede Group Inc. | 1,380,807 | 1,557,500 |
| 300,000 | National Fuel Gas Co. | 7,226,378 | 8,502,000 |
| 215,000 | Nicor Inc. | 7,320,919 | 7,942,100 |
| 223,500 | ONEOK Inc. | 4,764,330 | 6,351,870 |
| 250,000 | Peoples Energy Corp. | 10,457,701 | 10,987,500 |
| 300,000 | SEMCO Energy Inc. | 1,686,087 | 1,602,000 |
| 211,300 | Sempra Energy | 6,081,369 | 7,750,484 |
| 12,000 | South Jersey Industries Inc. | 497,736 | 630,720 |
| 20,000 | Southern Union Co.+ | 457,198 | 479,600 |
| 151,000 | Southwest Gas Corp. | 3,572,715 | 3,835,400 |
| | | ----- | ----- |
| | | 61,413,614 | 69,323,665 |
| | | ----- | ----- |
| | ENERGY AND UTILITIES: OIL-- 9.2% | | |
| 1,000 | Amerada Hess Corp. | 65,905 | 82,380 |
| 6,000 | Anadarko Petroleum Corp. .. | 325,515 | 388,860 |
| 30,000 | Apache Corp. | 1,255,706 | 1,517,100 |
| 20,000 | Baker Hughes Inc. | 759,763 | 853,400 |
| 150,000 | BP plc, ADR | 6,894,243 | 8,760,000 |
| 5,000 | Chesapeake Energy Corp. ... | 65,488 | 82,500 |
| 300,000 | ChevronTexaco Corp. | 14,711,216 | 15,753,000 |
| 1,000 | Cimarex Energy Co.+ | 28,300 | 37,900 |
| 210,000 | ConocoPhillips | 15,095,391 | 18,234,300 |

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| | | | |
|---------|---|-------------|-------------|
| 2,000 | Cooper Cameron Corp.+ | 102,000 | 107,620 |
| 30,000 | Devon Energy Corp. | 1,068,956 | 1,167,600 |
| 300,000 | Diamond Offshore Drilling Inc. | 6,478,892 | 12,015,000 |
| 75,000 | Eni SpA, ADR | 6,854,713 | 9,438,000 |
| 190,000 | Exxon Mobil Corp. | 8,628,951 | 9,739,400 |
| 200,000 | Halliburton Co. | 5,839,449 | 7,848,000 |
| 71,100 | Kaneb Services LLC | 3,060,684 | 3,070,809 |
| 120,000 | Kerr-McGee Corp. | 5,806,427 | 6,934,800 |
| 283,000 | Marathon Oil Corp. | 8,736,356 | 10,643,630 |
| 90,000 | Murphy Oil Corp. | 6,863,680 | 7,240,500 |
| 1,000 | Nabors Industries Ltd.+ ... | 50,200 | 51,290 |
| 190,000 | Occidental Petroleum Corp. | 9,068,488 | 11,088,400 |
| 100,000 | Patina Oil & Gas Corp. | 3,668,370 | 3,750,000 |
| 280,000 | Repsol YPF SA, ADR | 5,858,941 | 7,308,000 |
| 200,000 | Royal Dutch Petroleum Co. . | 9,567,840 | 11,476,000 |
| 40,000 | Schlumberger Ltd. | 2,128,651 | 2,678,000 |
| 960,000 | Statoil ASA, ADR | 10,729,300 | 15,244,800 |
| 100,000 | Sunoco Inc. | 8,156,500 | 8,171,000 |
| 100,000 | Total SA, ADR | 8,864,810 | 10,984,000 |
| 20,000 | Yukos ADR+ | 286,000 | 52,000 |
| | | ----- | ----- |
| | | 151,020,735 | 184,718,289 |
| | | ----- | ----- |

ENERGY AND UTILITIES: WATER -- 0.2%

| | | | |
|--------|--|-----------|-----------|
| 3,000 | American States Water Co. . | 69,243 | 78,000 |
| 38,000 | Aqua America Inc. | 812,206 | 934,420 |
| 3,000 | Artesian Resources Corp., Cl. A | 81,485 | 84,360 |
| 2,000 | California Water Service Group | 57,970 | 75,300 |
| 4,000 | Connecticut Water Service Inc. | 102,758 | 105,960 |
| 5,000 | Middlesex Water Co. | 91,653 | 94,700 |
| 7,600 | Pennichuck Corp. | 194,693 | 198,360 |
| 41,000 | SJW Corp. | 1,366,226 | 1,492,400 |

| SHARES | | COST | MARKET VALUE |
|--------|-----------------------------|------------|-----------------|
| ----- | | ----- | ----- |
| 10,500 | Southwest Water Co. | \$ 125,580 | \$ 141,225 |
| 22,000 | United Utilities plc, ADR . | 429,085 | 540,320 |
| 5,000 | York Water Co. | 93,633 | 97,050 |
| | | ----- | ----- |
| | | 3,424,532 | 3,842,095 |
| | | ----- | ----- |

ENTERTAINMENT -- 1.3%

| | | | |
|---------|-----------------------------|------------|------------|
| 2,000 | Grupo Televisa SA, ADR | 79,516 | 121,000 |
| 500,000 | The Walt Disney Co. | 11,529,759 | 13,900,000 |
| 500,000 | Time Warner Inc.+ | 8,553,485 | 9,720,000 |
| 70,000 | Vivendi Universal SA, ADR+ | 2,089,572 | 2,244,900 |
| | | ----- | ----- |
| | | 22,252,332 | 25,985,900 |
| | | ----- | ----- |

ENVIRONMENTAL SERVICES-- 0.1%

| | | | |
|--------|----------------------------|-----------|-----------|
| 50,000 | Ionics Inc.+ | 2,170,168 | 2,167,000 |
| 10,000 | Veolia Environnement | 266,211 | 361,968 |
| | | ----- | ----- |

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| | | | |
|---------|---|------------|------------|
| | | 2,436,379 | 2,528,968 |
| | | ----- | ----- |
| | EQUIPMENT AND SUPPLIES -- 0.5% | | |
| 115,000 | CIRCOR International Inc. . . | 2,094,187 | 2,663,400 |
| 15,000 | Lufkin Industries Inc. | 474,063 | 598,620 |
| 77,500 | Mueller Industries Inc. ... | 3,444,806 | 2,495,500 |
| 132,000 | RPC Inc. | 1,966,659 | 3,315,840 |
| 5,000 | Weatherford International Ltd.+ | 207,060 | 256,500 |
| | | ----- | ----- |
| | | 8,186,775 | 9,329,860 |
| | | ----- | ----- |
| | FINANCIAL SERVICES -- 11.4% | | |
| 365,000 | Alliance Capital Management Holding LP | 12,259,858 | 15,330,000 |
| 340,000 | American Express Co. | 17,226,202 | 19,165,800 |
| 200,000 | American International Group Inc. | 12,676,506 | 13,134,000 |
| 100,000 | AmSouth Bancorporation | 2,445,120 | 2,590,000 |
| 510,000 | Bank of America Corp. | 20,565,031 | 23,964,900 |
| 361,400 | Bank of New York Co. Inc. . . | 11,720,504 | 12,077,988 |
| 400,000 | Citigroup Inc. | 19,465,042 | 19,272,000 |
| 25,000 | Deutsche Bank AG, ADR | 2,065,488 | 2,225,250 |
| 90,000 | Fidelity National Financial Inc. | 4,054,017 | 4,110,300 |
| 53,900 | First Horizon National Corp. | 2,309,282 | 2,323,629 |
| 100,000 | First National Bankshares of Florida Inc. | 2,387,180 | 2,390,000 |
| 15,000 | Flushing Financial Corp. .. | 304,562 | 300,900 |
| 17,000 | Hartford Financial Services Group Inc. | 1,031,960 | 1,178,270 |
| 510,000 | JPMorgan Chase & Co. | 18,568,142 | 19,895,100 |
| 190,000 | KeyCorp | 5,412,741 | 6,441,000 |
| 60,000 | Marsh & McLennan Companies Inc. | 1,692,798 | 1,974,000 |
| 82,000 | Morgan Stanley | 4,202,524 | 4,552,640 |
| 135,000 | New York Community Bancorp Inc. | 2,686,693 | 2,776,950 |
| 30,000 | North Fork Bancorporation Inc. | 729,176 | 865,500 |
| 238,500 | PNC Financial Services Group | 12,797,327 | 13,699,440 |
| 47,500 | Popular Inc. | 1,110,954 | 1,369,425 |
| 1,000 | Progressive Corp. | 89,520 | 84,840 |
| 50,391 | Riggs National Corp. | 1,137,458 | 1,071,313 |
| 120,000 | Sovereign Bancorp Inc. | 2,668,642 | 2,706,000 |
| 267,000 | St. Paul Travelers Companies Inc. | 10,060,829 | 9,897,690 |
| 12,000 | Sterling Bancorp | 275,190 | 339,000 |
| 50,000 | T. Rowe Price Group Inc. .. | 2,455,119 | 3,110,000 |
| 5,000 | Unitrin Inc. | 187,486 | 227,250 |
| 8,800 | Valley National Bancorp ... | 241,864 | 243,320 |
| 245,000 | Wachovia Corp. | 11,347,420 | 12,887,000 |
| 242,000 | Waddell & Reed Financial Inc., Cl. A | 5,678,316 | 5,781,380 |

See accompanying notes to financial statements.

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SCHEDULE OF INVESTMENTS (CONTINUED)
DECEMBER 31, 2004

| SHARES | | COST | MARKET VALUE |
|-----------|---|--------------|-----------------|
| ----- | | ----- | ----- |
| | COMMON STOCKS (CONTINUED) | | |
| | FINANCIAL SERVICES (CONTINUED) | | |
| 105,000 | Washington Mutual Inc. | \$ 4,163,485 | \$ 4,439,400 |
| 93,400 | Waypoint Financial Corp. .. | 2,482,979 | 2,647,890 |
| 3,500 | Webster Financial Corp. ... | 155,536 | 177,240 |
| 130,000 | Wells Fargo & Co. | 7,427,111 | 8,079,500 |
| 100,000 | Wilmington Trust Corp. | 3,578,188 | 3,615,000 |
| 53,000 | Zions Bancorporation | 3,231,895 | 3,605,590 |
| | | ----- | ----- |
| | | 210,892,145 | 228,549,505 |
| | | ----- | ----- |
| | FOOD AND BEVERAGE -- 3.9% | | |
| 500,000 | Archer-Daniels-Midland Co. | 8,215,368 | 11,155,000 |
| 1,000 | Campbell Soup Co. | 28,030 | 29,890 |
| 135,000 | Coca-Cola Co. | 6,091,712 | 5,620,050 |
| 200,000 | ConAgra Foods Inc. | 5,403,166 | 5,890,000 |
| 450,000 | Dreyer's Grand Ice Cream Holdings Inc., Cl. A | 34,980,593 | 36,193,500 |
| 125,000 | General Mills Inc. | 5,592,578 | 6,213,750 |
| 80,000 | Heinz (H.J.) Co. | 2,950,151 | 3,119,200 |
| 1,000 | Kellogg Co. | 35,550 | 44,660 |
| 120,000 | Molson Inc., Cl. A | 3,348,823 | 3,553,478 |
| 280,000 | Sara Lee Corp. | 6,240,819 | 6,759,200 |
| 1,000 | Wrigley (Wm.) Jr. Co. | 55,998 | 69,190 |
| | | ----- | ----- |
| | | 72,942,788 | 78,647,918 |
| | | ----- | ----- |
| | HEALTH CARE -- 1.8% | | |
| 125,000 | Bristol-Myers Squibb Co. .. | 3,071,433 | 3,202,500 |
| 137,100 | Eli Lilly & Co. | 8,549,765 | 7,780,425 |
| 10,000 | Guidant Corp. | 722,500 | 721,000 |
| 250,000 | Merck & Co. Inc. | 9,752,201 | 8,035,000 |
| 50,000 | Owens & Minor Inc. | 1,240,047 | 1,408,500 |
| 520,000 | Pfizer Inc. | 16,314,547 | 13,982,800 |
| 20,000 | Sola International Inc.+ .. | 551,600 | 550,800 |
| | | ----- | ----- |
| | | 40,202,093 | 35,681,025 |
| | | ----- | ----- |
| | HOTELS AND GAMING -- 1.4% | | |
| 2,000,000 | Hilton Group plc | 9,246,478 | 10,924,237 |
| 300,000 | Hilton Hotels Corp. | 5,099,882 | 6,822,000 |
| 150,000 | Mandalay Resort Group | 10,282,085 | 10,564,500 |
| | | ----- | ----- |
| | | 24,628,445 | 28,310,737 |
| | | ----- | ----- |
| | MACHINERY -- 1.3% | | |
| 350,000 | CNH Global NV | 6,922,214 | 6,779,500 |
| 260,000 | Deere & Co. | 17,633,732 | 19,344,000 |
| | | ----- | ----- |
| | | 24,555,946 | 26,123,500 |
| | | ----- | ----- |

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| | | | |
|---------|--|---------------|---------------|
| 240,000 | Hellenic Telecommunications Organization SA, ADR | 1,884,444 | 2,112,000 |
| 40,000 | Manitoba Telecom Services Inc. | 1,343,953 | 1,635,855 |
| 30,000 | MCI Inc. | 501,308 | 604,800 |
| 225,000 | Qwest Communications International Inc.+ | 775,852 | 999,000 |
| 175,000 | Rogers Communications Inc., Cl. B | 3,808,349 | 4,576,250 |
| 320,000 | SBC Communications Inc. ... | 7,933,700 | 8,246,400 |
| 840,000 | Sprint Corp. | 15,078,015 | 20,874,000 |
| 346,800 | TDC A/S, ADR | 6,049,542 | 7,379,904 |
| 12,000 | Telecom Corp. of New Zealand Ltd., ADR | 322,396 | 425,520 |
| 42,000 | Telecom Italia SpA, ADR ... | 1,285,636 | 1,716,540 |
| 25,000 | Telefonica SA, ADR | 1,126,654 | 1,412,500 |
| 160,000 | Telefonos de Mexico SA de CV, Cl. L, ADR | 5,322,070 | 6,131,200 |
| 160,000 | Telstra Corp. Ltd., ADR ... | 2,939,066 | 3,062,400 |
| 150,000 | TELUS Corp., Non-Voting ... | 2,744,342 | 4,349,205 |
| 300,000 | Verizon Communications Inc. | 10,168,118 | 12,153,000 |
| | | ----- | ----- |
| | | 100,709,390 | 119,155,274 |
| | | ----- | ----- |
| | TRANSPORTATION -- 0.3% | | |
| 8,000 | Frontline Ltd. | 206,472 | 354,880 |
| 4,466 | Ship Finance International Ltd. | 78,726 | 91,642 |
| 100,000 | Stelmar Shipping Ltd. | 4,780,417 | 4,771,000 |
| 40,000 | Teekay Shipping Corp. | 1,038,528 | 1,684,400 |
| | | ----- | ----- |
| | | 6,104,143 | 6,901,922 |
| | | ----- | ----- |
| | WIRELESS COMMUNICATIONS -- 0.1% | | |
| 6,582 | Crown Castle International Corp.+ | 102,153 | 109,525 |
| 15,000 | mm02 plc, ADR+ | 328,522 | 353,550 |
| 48,500 | United States Cellular Corp.+ | 2,212,700 | 2,170,860 |
| 4,000 | Vimpel-Communications, ADR+ | 116,900 | 144,560 |
| | | ----- | ----- |
| | | 2,760,275 | 2,778,495 |
| | | ----- | ----- |
| | TOTAL COMMON STOCKS | 1,207,938,631 | 1,348,786,734 |
| | | ----- | ----- |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (CONTINUED)
DECEMBER 31, 2004

| SHARES | COST | MARKET VALUE |
|--------|-------|-----------------|
| ----- | ----- | ----- |

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| | | | |
|---------|--|--------------|--------------|
| | PREFERRED STOCKS -- 0.1% | | |
| | CLOSED-END FUNDS -- 0.1% | | |
| 75,000 | General American Investors Co. Inc., 5.950% Cumulative Pfd., Ser. B | \$ 1,860,400 | \$ 1,872,750 |
| | | ----- | ----- |
| | CONVERTIBLE PREFERRED STOCKS -- 3.5% | | |
| | AEROSPACE -- 0.0% | | |
| 8,315 | Northrop Grumman Corp., 7.000% Cv. Pfd., Ser. B . | 997,555 | 1,097,663 |
| | | ----- | ----- |
| | AUTOMOTIVE -- 0.0% | | |
| 20,000 | General Motors Corp., 4.500% Cv. Pfd., Ser. A . | 518,910 | 501,800 |
| | | ----- | ----- |
| | AVIATION: PARTS AND SERVICES -- 0.1% | | |
| 12,200 | Sequa Corp., \$5.00 Cv. Pfd. | 1,141,435 | 1,189,500 |
| | | ----- | ----- |
| | BROADCASTING -- 0.6% | | |
| 17,460 | Emmis Communications Corp., 6.250% Cv. Pfd., Ser. A . | 828,081 | 804,033 |
| 265,000 | Sinclair Broadcast Group Inc., 6.000% Cv. Pfd., Ser. D . | 12,368,975 | 11,524,850 |
| | | ----- | ----- |
| | | 13,197,056 | 12,328,883 |
| | | ----- | ----- |
| | BUILDING AND CONSTRUCTION -- 0.0% | | |
| 200 | Fleetwood Capital Trust, 6.000% Cv. Pfd.+ | 6,210 | 9,100 |
| | | ----- | ----- |
| | BUSINESS SERVICES -- 0.0% | | |
| 18,000 | Allied Waste Industries Inc., 6.250% Cv. Pfd. | 1,079,078 | 948,780 |
| | | ----- | ----- |
| | CABLE AND SATELLITE -- 0.0% | | |
| 10,000 | Rainbow Equity Securities Trust II, 6.250% Cv. Pfd. | 243,462 | 250,100 |
| | | ----- | ----- |
| | CONSUMER PRODUCTS -- 0.3% | | |
| 138,900 | Newell Financial Trust, 5.250% Cv. Pfd. | 6,516,450 | 6,545,662 |
| | | ----- | ----- |
| | DIVERSIFIED INDUSTRIAL -- 0.5% | | |
| 179,400 | Owens-Illinois Inc., 4.750% Cv. Pfd. | 5,956,159 | 7,265,700 |
| 80,502 | Smurfit-Stone Container Corp., 7.000% Cv. Pfd., Ser. A . | 2,008,346 | 2,052,801 |
| 1,000 | US Steel Corp., 7.000% Cv. Pfd., Ser. B . | 88,510 | 166,850 |

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| SHARES | | COST | MARKET VALUE |
|---------|---|--------------|--------------|
| | | 8,053,015 | 9,485,351 |
| | ENERGY AND UTILITIES -- 0.6% | | |
| 9,750 | Arch Coal Inc., 5.000% Cv. Pfd. | 733,750 | 887,250 |
| 20,000 | Chesapeake Energy Corp., 5.000% Cv. Pfd. | 2,193,750 | 2,447,000 |
| 2,700 | 6.000% Cv. Pfd. | 194,400 | 242,325 |
| 20,000 | CMS Energy Corp., 4.500% Cv. Pfd. | 1,069,062 | 1,272,500 |
| 130,000 | El Paso Corp., 4.750% Cv. Pfd. | 4,680,219 | 4,771,000 |
| 42,615 | Hanover Compressor, 7.250% Cv. Pfd. | 2,134,125 | 2,226,634 |
| | | 11,005,306 | 11,846,709 |
| | ENTERTAINMENT -- 0.2% | | |
| 168,000 | Six Flags Inc., 7.250% Cv. Pfd. | \$ 3,904,309 | \$ 3,717,840 |
| | FINANCIAL SERVICES -- 0.5% | | |
| 3,920 | Doral Financial Corp., 4.750% Cv. Pfd. (a) | 1,029,000 | 1,307,320 |
| 215,000 | National Australia Bank Ltd., 7.875% Cv. Pfd. | 8,179,115 | 8,157,100 |
| 5,100 | United Fire & Casualty Co., 6.375% Cv. Pfd., Ser. A . | 152,000 | 215,322 |
| | | 9,360,115 | 9,679,742 |
| | HEALTH CARE -- 0.2% | | |
| 57,436 | McKesson Financing Trust, 5.000% Cv. Pfd. | 2,888,529 | 2,900,518 |
| 10,000 | Omnicare Inc., 4.000% Cv. Pfd. | 605,400 | 551,600 |
| | | 3,493,929 | 3,452,118 |
| | METALS AND MINING -- 0.1% | | |
| 6,000 | Phelps Dodge Corp., 6.750% Cv. Pfd. | 1,002,916 | 1,241,160 |
| | REAL ESTATE INVESTMENT TRUST -- 0.0% | | |
| 2,100 | Equity Office Properties Trust, 5.250% Cv. Pfd., Ser. B . | 104,120 | 107,856 |
| | TELECOMMUNICATIONS -- 0.4% | | |
| 39,500 | Cincinnati Bell Inc., | | |

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| | | | |
|--------------|---|------------|------------|
| | 6.750% Cv. Pfd., Ser. B ... | 1,682,413 | 1,609,625 |
| 121,000 | Crown Castle International Corp., | | |
| | 6.250% Cv. Pfd. | 5,568,000 | 5,929,000 |
| | | ----- | ----- |
| | | 7,250,413 | 7,538,625 |
| | | ----- | ----- |
| | TRANSPORTATION -- 0.0% | | |
| 1,500 | GATX Corp., | | |
| | \$2.50 Cv. Pfd. | 199,475 | 225,000 |
| 982 | Kansas City Southern, | | |
| | 4.250% Cv. Pfd. | 551,884 | 645,911 |
| | | ----- | ----- |
| | | 751,359 | 870,911 |
| | | ----- | ----- |
| | TOTAL CONVERTIBLE PREFERRED STOCKS | 68,625,638 | 70,811,800 |
| | | ----- | ----- |
| | PRINCIPAL AMOUNT | | |
| | ----- | | |
| | CONVERTIBLE CORPORATE BONDS -- 1.0% | | |
| | AEROSPACE -- 0.1% | | |
| \$ 1,000,000 | GenCorp Inc., Sub. Deb. Cv., | | |
| | 5.750%, 04/15/07 | 989,174 | 1,098,750 |
| | | ----- | ----- |
| | AGRICULTURE-- 0.1% | | |
| 750,000 | Bunge Ltd. Financial Corp., | | |
| | Cv., | | |
| | 3.750%, 11/15/22 | 793,722 | 1,352,812 |
| | | ----- | ----- |
| | AUTOMOTIVE: PARTS AND ACCESSORIES -- 0.0% | | |
| 500,000 | Standard Motor Products Inc., | | |
| | Sub. Deb. Cv., | | |
| | 6.750%, 07/15/09 | 476,286 | 488,750 |
| | | ----- | ----- |
| | BUSINESS SERVICES-- 0.2% | | |
| | Trans-Lux Corp., Sub. Deb. | | |
| | Cv., | | |
| 950,000 | 8.250%, 03/01/2012 | 946,185 | 964,250 |
| 2,000,000 | 7.500%, 12/01/2006 | 2,007,191 | 2,030,000 |
| | | ----- | ----- |
| | | 2,953,376 | 2,994,250 |
| | | ----- | ----- |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (CONTINUED)
DECEMBER 31, 2004

| PRINCIPAL AMOUNT | COST | MARKET VALUE |
|------------------|-------|--------------|
| ----- | ----- | ----- |

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| CONVERTIBLE CORPORATE BONDS (CONTINUED) COMMUNICATIONS EQUIPMENT -- 0.2% | | | |
|---|--|--------------|--------------|
| \$ 2,000,000 | Agere Systems Inc., Sub. Deb. Cv., 6.500%, 12/15/09 | \$ 2,082,572 | \$ 2,125,000 |
| 2,000,000 | TriQuint Semiconductor Inc., Sub. Deb. Cv., 4.000%, 03/01/07 | 1,936,699 | 1,945,000 |
| | | ----- | ----- |
| | | 4,019,271 | 4,070,000 |
| | | ----- | ----- |
| ENTERTAINMENT -- 0.1% | | | |
| 1,000,000 | The Walt Disney Co., Cv., 2.125%, 04/15/23 | 1,029,146 | 1,117,500 |
| | | ----- | ----- |
| EQUIPMENT AND SUPPLIES -- 0.0% | | | |
| 700,000 | Robbins & Myers Inc., Sub. Deb. Cv., 8.000%, 01/31/08 | 709,317 | 745,500 |
| | | ----- | ----- |
| FINANCIAL SERVICES-- 0.0% | | | |
| 250,000 | AON Corp., Deb. Cv., 3.500%, 11/15/12 | 287,699 | 309,688 |
| | | ----- | ----- |
| FOOD AND BEVERAGE -- 0.0% | | | |
| 1,550,000 | Parmalat Soparfi SA, Sub. Deb. Cv., 6.125%, 05/23/32+ (b) ... | 981,615 | 802,353 |
| | | ----- | ----- |
| HEALTH CARE-- 0.0% | | | |
| 300,000 | Quest Diagnostics Inc., Deb. Cv., 1.750%, 11/30/21 | 300,000 | 328,875 |
| | | ----- | ----- |
| REAL ESTATE -- 0.0% | | | |
| 1,000,000 | Palm Harbor Homes Inc., Cv., 3.250%, 05/15/24 (a) | 971,543 | 908,750 |
| | | ----- | ----- |
| TELECOMMUNICATIONS -- 0.1% | | | |
| 2,000,000 | Nortel Networks Corp., Cv., 4.250%, 09/01/08 | 1,932,233 | 1,955,000 |
| | | ----- | ----- |
| TRANSPORTATION -- 0.2% | | | |
| 2,700,000 | GATX Corp., Cv., 7.500%, 02/01/07 | 3,034,084 | 3,165,750 |
| | | ----- | ----- |
| | TOTAL CONVERTIBLE CORPORATE BONDS | 18,477,466 | 19,337,978 |
| | | ----- | ----- |
| CORPORATE BONDS -- 0.0% DIVERSIFIED INDUSTRIAL -- 0.0% | | | |
| 1,000,000 | WHX Corp., 10.500%, 04/15/05 | 977,085 | 955,000 |
| | | ----- | ----- |

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| | |
|--|----------------|
| Gross unrealized appreciation | \$ 159,389,709 |
| Gross unrealized depreciation | (16,095,961) |
| Net unrealized appreciation (depreciation) . | \$ 143,293,748 |

-
- (a) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At December 31, 2004, the Rule 144A securities are considered liquid and the market value amounted to \$2,216,070 or 0.11% of total net assets.
 - (b) Security in default.
 - (c) Collateralized by U.S. Treasury Bonds, 3.625% and 6.125%, due 04/15/28 and 11/15/27, market value \$116,656,670.
 - (d) Collateralized by U.S. Treasury Bond, 7.625%, due 02/15/25, market value \$76,662,707.
 - (e) At December 31, 2004, \$3,200,000 principal amount was pledged as collateral for options.
- + Non-income producing security.
 ++ Represents annualized yield at date of purchase.
 ADR - American Depository Receipt.

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
 STATEMENT OF ASSETS AND LIABILITIES
 DECEMBER 31, 2004

| | |
|--|-----------------|
| ASSETS: | |
| Investments, at value (cost \$1,686,605,734) | \$1,830,508,084 |
| Repurchase agreements, at value (cost \$175,000,000) | 175,000,000 |
| Cash | 1,401 |
| Deposit at broker | 57,180 |
| Receivable for investments sold | 3,446,709 |
| Dividends and interest receivable | 2,689,812 |
| Other assets | 71,024 |
| TOTAL ASSETS | 2,011,774,210 |
| LIABILITIES: | |
| Options written (premium received \$56,549) | 28,000 |
| Dividends payable | 97,578 |
| Payable for investments purchased | 2,126,410 |
| Payable for investment advisory fees | 2,086,125 |
| Payable for offering expenses | 362,910 |
| Payable to custodian | 32,180 |
| Other accrued expenses and liabilities | 337,663 |
| TOTAL LIABILITIES | 5,070,866 |
| PREFERRED STOCK: | |
| Series A Cumulative Preferred Stock (5.875%, \$25 liquidation value, \$0.001 par value, 3,200,000 shares authorized with 3,200,000 shares issued and outstanding) | 80,000,000 |
| Series B Cumulative Preferred Stock (Auction Rate, | |

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| | |
|--|-----------------|
| \$25,000 liquidation value, \$0.001 par value, 4,000 shares authorized with 4,000 shares issued and outstanding) | 100,000,000 |
| Series C Cumulative Preferred Stock (Auction Rate, \$25,000 liquidation value, \$0.001 par value, 4,800 shares authorized with 4,800 shares issued and outstanding) | 120,000,000 |
| | ----- |
| TOTAL PREFERRED STOCK | 300,000,000 |
| | ----- |
| NET ASSETS ATTRIBUTABLE TO COMMON STOCK SHAREHOLDERS | \$1,706,703,344 |
| | ===== |
| NET ASSETS ATTRIBUTABLE TO COMMON STOCK | |
| SHAREHOLDERS CONSIST OF: | |
| Shares of beneficial interest, at par value | \$ 84,817 |
| Additional paid-in capital | 1,563,420,459 |
| Accumulated net realized loss on investments, options and foreign currency transactions | (734,730) |
| Net unrealized appreciation on investments, options and foreign currency translations | 143,932,798 |
| | ----- |
| TOTAL NET ASSETS | \$1,706,703,344 |
| | ===== |
| NET ASSET VALUE PER COMMON SHARE | |
| (\$1,706,703,344 / 84,817,505 shares outstanding; unlimited number of shares authorized of \$0.001 par value) | \$20.12 |
| | ===== |

STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2004

| | |
|---|---------------|
| INVESTMENT INCOME: | |
| Dividends (net of foreign taxes of \$684,643) | \$ 46,145,532 |
| Interest | 7,256,870 |
| | ----- |
| TOTAL INVESTMENT INCOME | 53,402,402 |
| | ----- |
| EXPENSES: | |
| Investment advisory fees | 16,947,519 |
| Shareholder communications expenses | 476,419 |
| Trustees' fees | 181,000 |
| Payroll | 181,779 |
| Legal and audit fees | 91,676 |
| Custodian fees | 66,916 |
| Shareholder services fees | 7,854 |
| Miscellaneous expenses | 290,228 |
| | ----- |
| TOTAL EXPENSES | 18,243,391 |
| | ----- |
| NET INVESTMENT INCOME | 35,159,011 |
| | ----- |
| NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS, OPTIONS AND FOREIGN CURRENCY: | |
| Net realized gain on investments and options | 19,855,956 |
| Net realized gain on foreign currency transactions | 50,265 |
| | ----- |

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| | |
|---|---------------|
| Net realized gain on investments, options and foreign currency transactions | 19,906,221 |
| Net change in net unrealized appreciation/ depreciation on investments, options and foreign currency translations | 128,766,916 |
| | ----- |
| NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS, OPTIONS AND FOREIGN CURRENCY | 148,673,137 |
| | ----- |
| NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS | 183,832,148 |
| Total Distributions to Preferred Stock Shareholders | (2,058,689) |
| | ----- |
| NET INCREASE IN NET ASSETS ATTRIBUTABLE TO COMMON STOCK SHAREHOLDERS RESULTING FROM OPERATIONS | \$181,773,459 |
| | ===== |

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST STATEMENT OF CHANGES IN NET ASSETS

| | YEAR ENDED DECEMBER 31, |
|--|----------------------------|
| | ----- |
| OPERATIONS: | |
| Net investment income (loss) | \$ 35,159,0 |
| Net realized gain on investments, options and foreign currency transactions | 19,906,2 |
| Net change in unrealized appreciation on investments, options and foreign currency translations | 128,766,9 |
| | ----- |
| NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS | 183,832,1 |
| | ----- |
| DISTRIBUTIONS TO PREFERRED STOCK SHAREHOLDERS: | |
| Net investment income | (1,276,3 |
| Net realized short-term gain on investments, options and foreign currency transactions | (342,3 |
| Net realized long-term gains on investments, options and foreign currency transactions | (439,9 |
| | ----- |
| TOTAL DISTRIBUTIONS TO PREFERRED STOCK SHAREHOLDERS | (2,058,6 |
| | ----- |
| NET INCREASE IN NET ASSETS ATTRIBUTABLE TO COMMON STOCK SHAREHOLDERS RESULTING FROM OPERATIONS | 181,773,4 |
| | ----- |
| DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS: | |
| Net investment income | (33,326,0 |
| Net realized short-term gain on investments, options and foreign currency transactions | (8,938,3 |
| Net realized long-term gains on investments, options and foreign currency transactions | (11,487,9 |
| Return of capital | (48,189,5 |
| | ----- |
| TOTAL DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS | (101,941,9 |

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TRUST SHARE TRANSACTIONS:

| | |
|--|-----------|
| Net increase in net assets from common shares issued in offering | 185,270,0 |
| Net decrease from repurchase of common stock | (4,246,0 |
| Offering costs for common shares charged to paid-in capital | (482,5 |
| Offering costs for preferred shares charged to paid-in capital | (5,320,0 |
| <hr/> | |
| NET INCREASE IN NET ASSETS FROM TRUST SHARE TRANSACTIONS | 175,221,4 |
| <hr/> | |
| NET INCREASE IN NET ASSETS | 255,052,9 |

NET ASSETS:

| | |
|---------------------------|---------------|
| Beginning of period | 1,451,650,4 |
| <hr/> | |
| End of period | \$1,706,703,3 |
| <hr/> | |
| ===== | |

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION. The Gabelli Dividend & Income Trust (the "Trust" or the "Fund") is a closed-end, non-diversified management investment company organized under the laws of the State of Delaware and registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The Trust sold 7,184 shares to Gabelli Funds, LLC (the "Adviser") for \$137,214 on November 18, 2003. Investment operations commenced on November 28, 2003. See Note 5 for share transactions.

The Trust's investment objective is to provide a high level of total return on its assets with an emphasis on dividends and income. The Trust will attempt to achieve its investment objective by investing, under normal market conditions, at least 80% of its assets in dividend paying securities (such as common and preferred stock) or other income producing securities (such as fixed income debt securities and securities that are convertible into equity securities).

2. SIGNIFICANT ACCOUNTING POLICIES. The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements.

SECURITY VALUATION. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the "Board") so determines, by such other method as the Board shall determine in good faith, to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are

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valued according to the broadest and most representative market, as determined by the Adviser.

Portfolio securities primarily traded on foreign markets are generally valued at the preceding closing values of such securities on their respective exchanges or if after the close, market conditions change significantly, certain foreign securities may be fair valued pursuant to procedures established by the Board. Debt instruments that are not credit impaired with remaining maturities of 60 days or less are valued at amortized cost, unless the Board determines such does not reflect the securities' fair value, in which case these securities will be valued at their fair value as determined by the Board. Debt instruments having a maturity greater than 60 days for which market quotations are readily available are valued at the latest average of the bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded.

Securities and assets for which market quotations are not readily available are valued at their fair value as determined in good faith under procedures established by and under the general supervision of the Board. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons to the valuation and changes in valuation of similar securities, including a comparison of foreign securities to the equivalent U.S. dollar value ADR securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.

REPURCHASE AGREEMENTS. The Trust may enter into repurchase agreements with primary government securities dealers recognized by the Federal Reserve Board, with member banks of the Federal Reserve System or with other brokers or dealers that meet credit guidelines established by the Adviser and reviewed by the Board. Under the terms of a typical repurchase agreement, the Trust takes possession of an underlying debt obligation subject to an obligation of the seller to repurchase, and the Trust to resell, the obligation at an agreed-upon price and time, thereby determining the yield during the Trust's holding period. The Trust will always receive and maintain securities as collateral whose market value, including accrued interest, will be at least equal to 100% of the dollar amount invested by the Trust in each agreement. The Trust will make payment for such securities only upon physical delivery or upon evidence of book entry transfer of the collateral to the account of the custodian. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market on a daily basis to maintain the adequacy of the collateral. If the seller defaults and the value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Trust may be delayed or limited.

OPTIONS. The Trust may purchase or write call or put options on securities or indices. As a writer of put options, the Trust receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instrument underlying the option. The Trust would incur a loss if the price of the underlying financial instrument decreases between the date the option is written and the date on which the option is terminated. The Trust would realize a gain, to the extent of the premium, if the price of the financial instrument increases or stays the same between those dates.

As a purchaser of put options, the Trust pays a premium for the right to sell to the seller of the put option the underlying security at a specified price. The seller of the put has the obligation to purchase the underlying security upon exercise at the exercise price. If

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THE GABELLI DIVIDEND & INCOME TRUST NOTES TO FINANCIAL STATEMENTS (CONTINUED)

the price of the underlying security declines, the Trust would realize a gain upon sale or exercise. If the price of the underlying security increases or stays the same, the Trust would realize a loss upon sale or at expiration date, but only to the extent of the premium paid.

In the case of call options, these exercise prices are referred to as "in-the-money," "at-the-money" and "out-of-the-money," respectively. The Trust may write (a) in-the-money call options when the Adviser expects that the price of the underlying security will remain stable or decline moderately during the option period, (b) at-the-money call options when the Adviser expects that the price of the underlying security will remain stable or advance moderately during the option period and (c) out-of-the-money call options when the Adviser expects that the premiums received from writing the call option plus the appreciation in market price of the underlying security up to the exercise price will be greater than the appreciation in the price of the underlying security alone. In these circumstances, if the market price of the underlying security declines and the security is sold at this lower price, the amount of any realized loss will be offset wholly or in part by the premium received. Out-of-the-money, at-the-money and in-the-money put options (the reverse of call options as to the relation of exercise price to market price) may be utilized in the same market environments that such call options are used in equivalent transactions.

The option activity for the Trust for the year ended December 31, 2004 was as follows:

| | NUMBER OF CONTRACTS | PREMIUMS |
|--|------------------------|------------|
| | ----- | ----- |
| Call options written during the period | 3,105 | \$ 283,648 |
| Call options exercised during the period | (1,505) | -- |
| Call options closed during the period | (1,200) | (227,099) |
| | ----- | ----- |
| Call options outstanding at December 31, 2004 | 400 | \$ 56,549 |
| | ===== | ===== |

FOREIGN CURRENCY TRANSLATIONS. The books and records of the Trust are maintained in United States (U.S.) dollars. Foreign currencies, investments and other assets and liabilities are translated into U.S. dollars at the exchange rates prevailing at the end of the period, and purchases and sales of investment securities, income and expenses are translated at the exchange rate prevailing on the respective dates of such transactions. Unrealized gains and losses, which result from changes in foreign exchange rates and/or changes in market prices of securities, have been included in unrealized appreciation/depreciation on investments and foreign currency translations. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date on investment securities transactions, foreign currency transactions and the difference between the amounts of interest and dividends recorded on the books of the Trust and the amounts actually received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial trade date and subsequent sale trade date is included in realized gain/(loss) on investments.

FOREIGN SECURITIES. The Trust may directly purchase securities of foreign

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issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the ability to repatriate funds, less complete financial information about companies and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. issuers.

SECURITIES TRANSACTIONS AND INVESTMENT INCOME. Securities transactions are accounted for as of the trade date with realized gain or loss on investments determined by using the identified cost method. Interest income (including amortization of premium and accretion of discount) is recorded as earned. Dividend income is recorded on the ex-dividend date.

DIVIDENDS AND DISTRIBUTIONS TO SHAREHOLDERS. Distributions to shareholders are recorded on the ex-dividend date. Income distributions and capital gain distributions are determined in accordance with Federal income tax regulations, which may differ from that determined by U.S. generally accepted accounting principles. These differences are primarily due to differing treatments of income and gains on various investment securities held by the Trust, timing differences and differing characterizations of distributions made by the Trust.

For the year ended December 31, 2004, reclassifications were made to decrease accumulated net investment income by \$556,558 and to decrease accumulated net realized loss on investments, options and foreign currency transactions by \$556,558.

The tax character of distributions paid during the year ended December 31, 2004 was as follows:

| | YEAR ENDED DECEMBER 31, 2004 | |
|--|---------------------------------|-------------|
| | COMMON | PREFERRED |
| DISTRIBUTIONS PAID FROM: | | |
| Ordinary income | | |
| (Inclusive of short term capital gain) | \$ 42,201,712 | \$1,616,305 |
| Net long term capital gain | 11,550,650 | 442,384 |
| Non-taxable return of capital | 48,189,583 | -- |
| | \$101,941,945 | \$2,058,689 |
| Total distribution paid | \$101,941,945 | \$2,058,689 |

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THE GABELLI DIVIDEND & INCOME TRUST NOTES TO FINANCIAL STATEMENTS (CONTINUED)

PROVISION FOR INCOME TAXES. The Trust intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code") and comply with the requirements of the Code applicable to regulated investment companies and to distribute substantially all of its net investment company taxable income and net capital gains. Therefore, no provision for Federal income taxes is required.

Dividends and interest from non-U.S. sources received by the Trust are

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generally subject to non-U.S. withholding taxes at rates ranging up to 30%. Such withholding taxes may be reduced or eliminated under the terms of applicable U.S. income tax treaties, and the Trust intends to undertake any procedural steps required to claim the benefits of such treaties.

As of December 31, 2004, the components of accumulated earnings/(losses) on a tax basis were as follows:

| | |
|---|---------------|
| Net unrealized appreciation on investments | \$143,293,748 |
| Net unrealized appreciation on foreign currency transactions | 1,898 |
| Other | (97,578) |
| | ----- |
| Total accumulated gain | \$143,198,068 |
| | ===== |

3. AGREEMENTS AND TRANSACTIONS WITH AFFILIATES. The Trust has entered into an investment advisory agreement (the "Advisory Agreement") with the Adviser which provides that the Trust will pay the Adviser on the first business day of each month a fee for the previous month equal on an annual basis to 1.00% of the value of the Trust's average weekly net assets including the liquidation value of the Cumulative Preferred Stock. In accordance with the Advisory Agreement, the Adviser provides a continuous investment program for the Trust's portfolio and oversees the administration of all aspects of the Trust's business and affairs. The Adviser has agreed to reduce the management fee on the incremental assets attributable to the liquidation value of the Cumulative Preferred Stock if the total return of the net asset value of the common shares of the Trust, including distributions and advisory fee subject to reduction, does not exceed the stated dividend rate or corresponding swap rate of the Cumulative Preferred Stock.

The Fund's total return on the net asset value of the common shares is monitored on a monthly basis to assess whether the total return on the net asset value of the common shares exceeds the stated dividend rate of the Cumulative Preferred Stock for the period. For the year ended December 31, 2004, the Fund's total return on the net asset value of the common shares exceeded the stated dividend rate of all outstanding preferred stock. Thus, management fees were accrued on these assets.

During the year ended December 31, 2004, Gabelli & Company, Inc. ("Gabelli & Company"), an affiliate of the Adviser, received \$1,993,089 in brokerage commissions as a result of executing agency transactions in portfolio securities on behalf of the Trust.

The cost of calculating the Trust's net asset value per share is a Trust expense pursuant to the Investment Advisory Agreement between the Trust and the Adviser. During the year ended December 31, 2004, the Trust reimbursed the Adviser \$34,800 in connection with the cost of computing the Trust's net asset value.

The Trust is assuming its portion of the allocated cost of the Gabelli Funds' Chief Compliance Officer in the amount of \$8,581 for the period of October 1, 2004 through December 31, 2004 which is included in payroll expense in the Statement of Operations.

4. PORTFOLIO SECURITIES. Purchases and proceeds from sales of securities for the year ended December 31, 2004, other than short-term securities, aggregated \$1,288,414,031 and \$371,762,819, respectively.

5. CAPITAL. The Trust is authorized to issue an unlimited number of common shares of beneficial interest, par value \$.001 per share. The Board of Trustees of the Trust has authorized the repurchase of its shares in the open market when

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the shares are trading at a discount of 7.5% or more (or such other percentage as the Board may determine from time to time) from the net asset value of the shares. During the year ended December 31, 2004, the Trust repurchased 245,700 shares of beneficial interest in the open market at a cost of \$4,246,068 and an average discount of approximately 8.94% from its net asset value. All shares of beneficial interest repurchased have been retired.

Transactions in shares of beneficial interest were as follows:

| | YEAR ENDED | | DE |
|---|-------------------|---------------|--------|
| | DECEMBER 31, 2004 | | |
| | Shares | Amount | Shar |
| | ----- | ----- | ----- |
| Initial seed capital, November 18, 2003 ... | -- | -- | 7 |
| Shares issued in offering | 9,700,000 | \$184,787,472 | 75,356 |
| Shares repurchased | (245,700) | (4,246,068) | |
| | ----- | ----- | ----- |
| Net increase | 9,454,300 | \$180,541,404 | 75,363 |
| | ===== | ===== | ===== |

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THE GABELLI DIVIDEND & INCOME TRUST NOTES TO FINANCIAL STATEMENTS (CONTINUED)

On October 12, 2004, the Trust received net proceeds of \$77,255,000 (after underwriting discounts of \$2,520,000 and estimated offering expenses of \$225,000) from the public offering of 3,200,000 shares of 5.875% Series A Cumulative Preferred Shares. Commencing October 12, 2009 and thereafter, the Trust, at its option, may redeem the 5.875% Series A Cumulative Preferred Shares in whole or in part at the liquidation value price. During the year ended December 31, 2004, the Trust did not repurchase any shares of Series A Cumulative Preferred Shares. At December 31, 2004, 3,200,000 shares of the 5.875% Series A Cumulative Preferred Shares were outstanding and accrued dividends amounted to \$65,278.

On October 12, 2004, the Trust received net proceeds of \$217,425,000 (after underwriting discounts of \$2,200,000 and estimated offering expenses of \$375,000) from the public offering of 4,000 shares of Series B and 4,800 shares of Series C Auction Market Preferred Shares, respectively. The dividend rate, as set by the auction process, which is generally held every 7 days, is expected to vary with short-term interest rates. The Rates of Series B Auction Market Preferred Shares ranged from 1.80% to 2.80% from October 12, 2004 through December 31, 2004. The Rates of Series C Auction Market Preferred Shares ranged from 1.84% to 2.69% from October 12, 2004 through December 31, 2004. Existing shareholders may submit an order to hold, bid or sell such shares on each auction date. Series B and C Auction Market Preferred Shares shareholders may also trade shares in the secondary market. The Trust, at its option, may redeem the Series B and C Auction Market Preferred Shares in whole or in part at the liquidation value price at any time. During the year ended December 31, 2004, the Trust did not repurchase any shares of Series B and C Auction Market Preferred Shares. At December 31, 2004, 4,000 and 4,800 shares of the Series B and C Auction Rate Cumulative Preferred Shares were outstanding with an annualized dividend rate of 2.80 and 2.69 percent and accrued dividends amounted to \$23,333 and \$8,967, respectively.

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The holders of Cumulative Preferred Stock have voting rights equivalent to those of the holders of common stock (one vote per share) and will vote together with holders of shares of common stock as a single class. In addition, the 1940 Act requires that along with approval of a majority of the holders of common stock, approval of a majority of the holders of any outstanding shares of Cumulative Preferred Stock, voting separately as a class, would be required to: (a) adopt any plan of reorganization that would adversely affect the Cumulative Preferred Stock, and (b) take any action requiring a vote of security holders, including, among other things, changes in the Trust's subclassification as a closed-end investment company or changes in its fundamental investment restrictions. The Trust's Articles of Incorporation, as amended, authorize the issuance of an unlimited number of shares of \$0.001 par value Cumulative Preferred Stock. The Cumulative Preferred Stock is senior to the common stock and results in the financial leveraging of the common stock. Such leveraging tends to magnify both the risks and opportunities to common shareholders. Dividends on shares of the Cumulative Preferred Stock are cumulative. The Trust is required to meet certain asset coverage tests as required by the 1940 Act and by each series of Cumulative Preferred Stocks' Statement of Preferences with respect to the Cumulative Preferred Stock. If the Trust fails to meet these requirements and does not correct such failure, the Trust may be required to redeem, in part or in full, the 5.875% Series A, Series B Auction Rate and Series C Auction Rate Cumulative Preferred Stock at a redemption price of \$25, \$25,000, and \$25,000, respectively, per share plus an amount equal to the accumulated and unpaid dividends whether or not declared on such shares in order to meet these requirements. Additionally, failure to meet the foregoing asset requirements could restrict the Trust's ability to pay dividends to common shareholders and could lead to sales of portfolio securities at inopportune times. The income received on the Trust's assets may vary in a manner unrelated to the fixed and variable rates, which could have either a beneficial or detrimental impact on net investment income and gains available to common shareholders.

Under Emerging Issues Task Force (EITF) promulgating Topic D-98, Classification and Measurement of Redeemable Securities, which was issued on July 19, 2001, preferred securities that are redeemable for cash or other assets are to be classified outside of permanent equity to the extent that the redemption is at a fixed or determinable price and at the option of the holder or upon the occurrence of an event that is not solely within the control of the issuer. In accordance with the guidance of the EITF, the Trust's Cumulative Preferred Stock is classified outside of permanent equity (net assets attributable to common stock shareholders) in the accompanying financial statements.

6. OTHER MATTERS. The Adviser and/or affiliates have received subpoenas from the Attorney General of the State of New York and the SEC requesting information on mutual fund shares trading practices. Gabelli Asset Management Inc., the Adviser's parent company, is responding to these requests. The Trust does not believe that these matters will have a material adverse effect on the Trust's financial position or the results of its operations.

7. INDEMNIFICATIONS. The Trust enters into contracts that contain a variety of indemnifications. The Trust's maximum exposure under these arrangements is unknown. However, the Trust has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

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SELECTED DATA FOR A DIVIDEND & INCOME TRUST SHARE OF BENEFICIAL INTEREST
OUTSTANDING THROUGHOUT EACH PERIOD:

YEAR END
DECEMBER 31

OPERATING PERFORMANCE:

| | | |
|---|----|---|
| Net asset value, beginning of period | \$ | 1 |
| Net investment income (loss) | | |
| Net realized and unrealized gain on investments | | |
| ----- | | |
| Total from investment operations | | |
| ----- | | |

DISTRIBUTIONS TO PREFERRED STOCK SHAREHOLDERS:

| | | |
|---|--|---|
| Net investment income | | (|
| Net realized gain on investments | | (|
| ----- | | |
| Total distributions to preferred stock shareholders | | (|
| ----- | | |

NET INCREASE (DECREASE) IN NET ASSETS ATTRIBUTABLE TO COMMON STOCK

| | | |
|--|--|-------|
| SHAREHOLDERS RESULTING FROM OPERATIONS | | ----- |
|--|--|-------|

DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS:

| | | |
|--|--|---|
| Net investment income | | (|
| Net realized gain on investments | | (|
| Return of capital | | (|
| ----- | | |
| Total distributions to common stock shareholders | | (|
| ----- | | |

CAPITAL SHARE TRANSACTIONS:

| | | |
|--|--|---|
| Decrease in net asset value from common stock share transactions | | (|
| Offering costs for common shares charged to paid-in capital | | (|
| Offering costs for preferred shares charged to paid-in capital | | (|
| ----- | | |
| Total from capital share transactions | | (|
| ----- | | |

| | | |
|--|----|---|
| NET ASSET VALUE ATTRIBUTABLE TO COMMON STOCK SHAREHOLDERS, END OF PERIOD | \$ | 2 |
| ===== | | |

| | | |
|--------------------------------------|--|---|
| Net asset value total return * | | 1 |
| ===== | | |

| | | |
|-----------------------------------|----|---|
| Market value, end of period | \$ | 1 |
| ===== | | |

| | | |
|----------------------------------|--|---|
| Total investment return ** | | (|
| ===== | | |

RATIOS AND SUPPLEMENTAL DATA:

| | | |
|---|--|---------|
| Net assets including liquidation value of preferred shares, end of period (in 000's) | | \$2,006 |
| Net assets attributable to common shares, end of period (in 000's) | | \$1,706 |

| | | |
|---|--|--|
| Ratio of net investment income to average net assets attributable to common shares | | |
|---|--|--|

| | | |
|--|--|--|
| Ratio of operating expenses to average net assets attributable to common shares | | |
|--|--|--|

| | | |
|--|--|--|
| Ratio of operating expenses to average total net assets including liquidation value of preferred shares | | |
|--|--|--|

| | | |
|-------------------------------|--|--|
| Portfolio turnover rate | | |
|-------------------------------|--|--|

5.875% CUMULATIVE PREFERRED STOCK SERIES A

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| | |
|---|--------|
| Liquidation value, end of period (in 000's) | \$ 80 |
| Total shares outstanding (in 000's) | 3 |
| Liquidation preference per share | \$ 2 |
| Average market value (d) | \$ 2 |
| Asset coverage per share | \$ 16 |
| AUCTION RATE SERIES B CUMULATIVE PREFERRED STOCK | |
| Liquidation value, end of period (in 000's) | \$ 100 |
| Total shares outstanding (in 000's) | |
| Liquidation preference per share | \$ 25 |
| Average market value (d) | \$ 25 |
| Asset coverage per share | \$ 167 |
| AUCTION RATE SERIES C CUMULATIVE PREFERRED STOCK | |
| Liquidation value, end of period (in 000's) | \$ 120 |
| Total shares outstanding (in 000's) | |
| Liquidation preference per share | \$ 25 |
| Average market value (d) | \$ 25 |
| Asset coverage per share | \$ 167 |
| ASSET COVERAGE (e) | |

- (a) The Gabelli Dividend & Income Trust commenced investment operations on November 28, 2003.
- (b) The beginning NAV includes a \$0.04 reduction for costs associated with the initial public offering.
- (c) Annualized.
- (d) Based on weekly prices.
- (e) Asset coverage is calculated by combining all series of preferred stock.
- * Based on net asset value per share at commencement of operations of \$19.06 per share. Total return for the period of less than one year is not annualized.
- ** Based on market value per share at initial public offering of \$20.00 per share. Total return for the period of less than one year is not annualized.

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees and Shareholders of
The Gabelli Dividend & Income Trust:

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of The Gabelli Dividend & Income Trust (the "Trust") at December 31, 2004, the results of its operations for the year then ended, and the changes in its net assets and the financial highlights for the year then ended and for the period November 28, 2003 (commencement of investment operations) through December 31, 2003, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Trust's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the

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accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2004 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP
 New York, New York
 February 28, 2005

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THE GABELLI DIVIDEND & INCOME TRUST
 ADDITIONAL FUND INFORMATION (UNAUDITED)

The names and business addresses of the Trustees and principal officers of this Fund are set forth in the following table, together with their positions and their principal occupations during the past five years and, in the case of the Trustees, their positions with certain other organizations and companies. Trustees who are "interested persons" of the Fund, as defined by the 1940 Act, are indicated by a "+".

| NAME, POSITION(S) ADDRESS 1 AND AGE | TERM OF OFFICE AND LENGTH OF TIME SERVED 2 | NUMBER OF FUNDS IN TRUST COMPLEX OVERSEEN BY TRUSTEE | PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS |
|---|--|--|---|
| ----- INTERESTED TRUSTEES 3: ----- | | | |
| MARIO J. GABELLI+ Trustee Chief Investment Officer Age: 62 | Since 2003*** | 24 | Chairman of the Board and Chief Executive Officer of Gabelli Asset Management Inc. and Chief Investment Officer of Gabelli Funds, LLC and GAMCO Investors, Inc.; Vice Chairman and Chief Executive Officer of Lynch Interactive Corporation (multimedia and services) |
| KARL OTTO POHL+ Trustee Age: 75 | Since 2003** | 34 | Member of the Shareholder Committee of Sal Oppenheim Jr. & Cie, (private investment bank); Former President of the Deutsche Bundesbank and Chairman of its Central Bank Council (1980-1991) |
| EDWARD T. TOKAR+ Trustee Age: 57 | Since 2003** | 1 | Senior Manager of Beacon Trust Company since 2004; Chief Executive Officer of Allied Capital Management LLC, 1997-2004; Vice President of Honeywell International Inc., 1997-2004 |

NON-INTERESTED TRUSTEES:

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| | | | |
|--|---------------|----|---|
| ANTHONY J. COLAVITA Trustee Age: 69 | Since 2003* | 36 | President and Attorney at law in the law firm of Anthony J. Colavita, P.C. |
| JAMES P. CONN Trustee Age: 66 | Since 2003** | 13 | Former Managing Director and Chief Investment Officer of Financial Security Assurance Holdings Ltd. (1992-1998) |
| MARIO D'URSO Trustee Age: 64 | Since 2003*** | 2 | Chairman of Mittel Capital Markets S.p.A., since 2001; Senator in the Italian Parliament, (1996-2001) |
| FRANK J. FAHRENKOPF, JR. Trustee Age: 65 | Since 2003* | 4 | President and Chief Executive Officer of the American Gaming Association since June 1995; Partner in the law firm of Hogan & Hartson; Co-Chairman of the Commission on Presidential Debates; Former Chairman of the Republican National Committee |
| MICHAEL J. MELARKEY Trustee Age: 55 | Since 2003*** | 2 | Attorney at law in the law firm of Avansino, Melarkey, Knobel & Mulligan |
| SALVATORE M. SALIBELLO Trustee Age: 59 | Since 2003** | 2 | Certified Public Accountant and Managing Partner of the accounting firm Salibello & Broder, since 1978 |

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THE GABELLI DIVIDEND & INCOME TRUST
ADDITIONAL FUND INFORMATION (CONTINUED) (UNAUDITED)

| NAME, POSITION(S) ADDRESS 1 AND AGE | TERM OF OFFICE AND LENGTH OF TIME SERVED 2 | NUMBER OF FUNDS IN TRUST COMPLEX OVERSEEN BY TRUSTEE | PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS |
|---|--|--|--|
| ----- | | | |
| NON-INTERESTED TRUSTEES (CONTINUED): | | | |
| ----- | | | |
| ANTHONIE C. VAN EKRIE Trustee Age: 70 | Since 2003* | 20 | Managing Director of BALMAC International, Inc. (consulting) |
| SALVATORE J. ZIZZA Trustee Age: 59 | Since 2003* | 24 | Chairman, Hallmark Electrical Supplies Corp. |

OFFICERS:

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| | | | |
|---|------------|----|---|
| BRUCE N. ALPERT President Age: 53 | Since 2003 | -- | Executive Vice President and Chief Operating Officer of Gabelli Funds, LLC since 1988 and an officer of all mutual funds advised by Gabelli Funds, LLC and its affiliates; Director and President of Gabelli Advisers, Inc. |
| CARTER W. AUSTIN Vice President Age: 38 | Since 2003 | -- | Vice President of the Gabelli Equity Trust since 2000. Vice President of Gabelli Funds, LLC since 1996 |
| JAMES E. MCKEE Secretary Age: 41 | Since 2003 | -- | Vice President, General Counsel and Secretary of Gabelli Asset Management Inc. (since 1999) and of GAMCO Investors, Inc. (since 1993); Secretary of all the registered investment companies in the Gabelli fund complex |
| RICHARD C. SELL, JR. Treasurer Age: 55 | Since 2003 | -- | Vice President, Contoller of Gabelli & Company, Inc. since 1998 |
| PETER D. GOLDSTEIN Chief Compliance Officer Age: 51 | Since 2004 | -- | Director of Regulatory Affairs at Gabelli Asset Management Inc. since February 2004; Vice President of Goldman Sachs Asset Management from November 2000 through January 2004; Deputy General Counsel at Gabelli Asset Management Inc. from February 1998 through November 2000 |

-
- 1 Address: One Corporate Center, Rye, NY 10580-1422, unless otherwise noted.
 - 2 The Trust's Board of Trustees is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:
 - * - Term expires at the Trust's 2005 Annual Meeting of Shareholders and until their successors are duly elected and qualified.
 - ** - Term expires at the Trust's 2006 Annual Meeting of Shareholders and until their successors are duly elected and qualified.
 - *** - Term expires at the Trust's 2007 Annual Meeting of Shareholders and until their successors are duly elected and qualified.
 Each officer will hold office for an indefinite term until the date he or she resigns or retires or until his or her successor is elected and qualified.
 - 3 "Interested person" of the Trust, as defined in the 1940 Act. Mr. Gabelli is an "interested person" of the Trust as a result of his employment as an officer of the Investment Adviser. Mr. Gabelli is also a registered representative of an affiliated broker-dealer. Mr. Pohl is an "interested person" as a result of his role as a director of the parent company of the Investment Adviser. Mr. Tokar is an "interested person" as a result of his son's employment by an affiliate of the Investment Adviser.
 - 4 This column includes only directorships of companies required to report to the SEC under the Securities Exchange Act of 1934 (i.e. publiccompanies) or other investment companies registered under the 1940 Act.

CERTIFICATIONS

The Trust's Chief Executive Officer has certified to the New York Stock Exchange that, as of June 7, 2004, he was not aware of any violation by the Trust of applicable NYSE corporate governance listing standards. The Trust

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reports to the SEC on Form N-CSR and N-CSR's contain certifications by the Trust's principal executive officer and principal financial officer that relate to the Trust's disclosure in such reports and that are required by Rule 30a-2(a) under the Investment Company Act.

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THE GABELLI DIVIDEND & INCOME TRUST INCOME TAX INFORMATION (UNAUDITED) DECEMBER 31, 2004

CASH DIVIDENDS AND DISTRIBUTIONS

| PAYABLE DATE ----- | RECORD DATE ----- | TOTAL AMOUNT PAID PER SHARE (a) ----- | ORDINARY INVESTMENT INCOME (a) ----- | LONG-TERM CAPITAL GAINS (a) ----- | RETURN OF CAPITAL (c) ----- |
|--------------------------|-------------------------|--|---|--|-----------------------------------|
| COMMON STOCK | | | | | |
| 03/25/04 | 03/17/04 | \$0.3000 | \$0.1251 | \$0.0347 | \$0.1402 |
| 06/24/04 | 06/16/04 | 0.3000 | 0.1251 | 0.0347 | 0.1402 |
| 09/24/04 | 09/16/04 | 0.3000 | 0.1251 | 0.0347 | 0.1402 |
| 10/25/04 | 10/15/04 | 0.1000 | 0.0417 | 0.0116 | 0.0467 |
| 11/23/04 | 11/15/04 | 0.1000 | 0.0417 | 0.0116 | 0.0467 |
| 12/27/04 | 12/16/04 | 0.1000 | 0.0417 | 0.0116 | 0.0467 |
| | | ----- | ----- | ----- | ----- |
| Total Common Stock | | \$1.2000 | \$0.5004 | \$0.1389 | \$0.5607 |
| 5.875% PREFERRED SHARES | | | | | |
| 12/27/04 | 12/17/04 | \$0.3060 | \$0.2395 | \$0.0665 | |

AUCTION RATE PREFERRED SHARES

Auction Rate Preferred Shares pay dividends weekly based on a rate set at auction, usually held every seven days. The percentage of 2004 distributions derived from long-term capital gains for the Auction Rate Preferred Shares was 21.73%.

A Form 1099-DIV has been mailed to all shareholders of record for the distributions mentioned above, setting forth specific amounts to be included in your 2004 tax returns. Ordinary income distributions include net investment income and realized net short-term capital gains.

RETURN OF CAPITAL

The amount received as a non-taxable (return of capital) distribution should be applied to reduce the tax cost of shares. There was a \$0.56079 per share return of capital in 2004 on common shares.

CORPORATE DIVIDENDS RECEIVED DEDUCTION, QUALIFIED DIVIDEND INCOME AND U.S. TREASURY SECURITIES INCOME

The Fund paid to common shareholders an ordinary income dividend of \$0.5004 per share in 2004. The Fund paid to 5.875% preferred shareholders an ordinary income dividend totalling \$0.2395 per share in 2004. For the year ended December 31, 2004, 86.10% of the ordinary dividend qualifies for the dividend received deduction available to corporations, and 100% of the ordinary income distribution was qualifying dividend income. The percentage of ordinary income

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dividends paid by the Fund during 2004 derived from U.S. Treasury Securities was 12.85%. The percentage of U.S. Treasury Securities held as of December 31, 2004 was 19.37%. However, it should be noted that the Dividend and Income Trust did not hold more than 45.94% of its assets in U.S. Treasury Securities at the end of each calendar quarter during 2004.

HISTORICAL DISTRIBUTION SUMMARY

| | INVESTMENT INCOME (b) | SHORT-TERM CAPITAL GAINS (b) | LONG-TERM CAPITAL GAINS | RETURN OF CAPITAL (c) | TOTAL DISTRIBUTION |
|-------------------------------|--------------------------|------------------------------------|-------------------------------|--------------------------|-----------------------|
| | ----- | ----- | ----- | ----- | ----- |
| COMMON STOCK | | | | | |
| 2004 | \$0.40005 | \$0.10023 | \$0.13893 | \$0.56079 | \$1.20 |
| 5.875% PREFERRED STOCK | | | | | |
| 2004 | \$0.19150 | \$0.04798 | \$0.06651 | -- | \$0.30 |
| AUCTION RATE PREFERRED SHARES | | | | | |
| 2004 Class B Shares | \$68.71140 | \$17.21520 | \$23.86340 | -- | \$109.80 |
| 2004 Class C Shares | 70.77030 | 17.73100 | 24.57840 | -- | 113.10 |

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AUTOMATIC DIVIDEND REINVESTMENT
AND VOLUNTARY CASH PURCHASE PLAN

ENROLLMENT IN THE PLAN

It is the policy of The Gabelli Dividend & Income Trust ("Dividend & Income Trust") to automatically reinvest dividends. As a "registered" shareholder you automatically become a participant in the Dividend & Income Trust's Automatic Dividend Reinvestment Plan (the "Plan"). The Plan authorizes the Dividend & Income Trust to issue shares to participants upon an income dividend or a capital gains distribution regardless of whether the shares are trading at a discount or a premium to net asset value. All distributions to shareholders whose shares are registered in their own names will be automatically reinvested pursuant to the Plan in additional shares of the Dividend & Income Trust. Plan participants may send their stock certificates to EquiServe Trust Company ("EquiServe") to be held in their dividend reinvestment account. Registered shareholders wishing to receive their distribution in cash must submit this request in writing to:

The Gabelli Dividend & Income Trust
c/o EquiServe
P.O. Box 43011
Providence, RI 02940-3011

Shareholders requesting this cash election must include the shareholder's name and address as they appear on the share certificate. Shareholders with additional questions regarding the Plan may contact EquiServe at (800) 336-6983.

SHAREHOLDERS WISHING TO LIQUIDATE REINVESTED SHARES held at EquiServe must do so in writing or by telephone. Please submit your request to the above mentioned address or telephone number. Include in your request your name, address and

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account number. The cost to liquidate shares is \$2.50 per transaction as well as the brokerage commission incurred. Brokerage charges are expected to be less than the usual brokerage charge for such transactions.

If your shares are held in the name of a broker, bank or nominee, you should contact such institution. If such institution is not participating in the Plan, your account will be credited with a cash dividend. In order to participate in the Plan through such institution, it may be necessary for you to have your shares taken out of "street name" and re-registered in your own name. Once registered in your own name your dividends will be automatically reinvested. Certain brokers participate in the Plan. Shareholders holding shares in "street name" at participating institutions will have dividends automatically reinvested. Shareholders wishing a cash dividend at such institution must contact their broker to make this change.

The number of shares of Common Shares distributed to participants in the Plan in lieu of cash dividends is determined in the following manner. Under the Plan, whenever the market price of the Dividend & Income Trust's Common Shares is equal to or exceeds net asset value at the time shares are valued for purposes of determining the number of shares equivalent to the cash dividends or capital gains distribution, participants are issued Common Shares valued at the greater of (i) the net asset value as most recently determined or (ii) 95% of the then current market price of the Dividend & Income Trust's Common Shares. The valuation date is the dividend or distribution payment date or, if that date is not a New York Stock Exchange trading day, the next trading day. If the net asset value of the Common Stock at the time of valuation exceeds the market price of the Common Shares, participants will receive shares from the Dividend & Income Trust valued at market price. If the Dividend & Income Trust should declare a dividend or capital gains distribution payable only in cash, EquiServe will buy Common Shares in the open market, or on the New York Stock Exchange or elsewhere, for the participants' accounts, except that EquiServe will endeavor to terminate purchases in the open market and cause the Dividend & Income Trust to issue shares at net asset value if, following the commencement of such purchases, the market value of the Common Shares exceeds the then current net asset value.

The automatic reinvestment of dividends and capital gains distributions will not relieve participants of any income tax which may be payable on such distributions. A participant in the Plan will be treated for Federal income tax purposes as having received, on a dividend payment date, a dividend or distribution in an amount equal to the cash the participant could have received instead of shares.

The Dividend & Income Trust reserves the right to amend or terminate the Plan as applied to any voluntary cash payments made and any dividend or distribution paid subsequent to written notice of the change sent to the members of the Plan at least 90 days before the record date for such dividend or distribution. The Plan also may be amended or terminated by EquiServe on at least 90 days' written notice to participants in the Plan.

VOLUNTARY CASH PURCHASE PLAN

The Voluntary Cash Purchase Plan is yet another vehicle for our shareholders to increase their investment in the Dividend & Income Trust. In order to participate in the Voluntary Cash Purchase Plan, shareholders must have their shares registered in their own name.

Participants in the Voluntary Cash Purchase Plan have the option of making additional cash payments to EquiServe for investments in the Dividend & Income Trust's shares at the then current market price. Shareholders may send an amount from \$250 to \$10,000. EquiServe will use these funds to purchase shares in the open market on or about the 1st and 15th of each month. EquiServe will charge

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each shareholder who participates \$0.75, plus a pro rata share of the brokerage commissions. Brokerage charges for such purchases are expected to be less than the usual brokerage charge for such transactions. It is suggested that any voluntary cash payments be sent to EquiServe, P.O. Box 43011, Providence, RI 02940-3011 such that EquiServe receives such payments approximately 10 days before the 1st and 15th of the month. Funds not received at least five days before the investment date shall be held for investment in the following investment period. A payment may be withdrawn without charge if notice is received by EquiServe at least 48 hours before such payment is to be invested.

For more information regarding the Dividend Reinvestment Plan and Voluntary Cash Purchase Plan, brochures are available by calling (914) 921-5070 or by writing directly to the Dividend & Income Trust.

The Annual Meeting of The Dividend & Income Trust's stockholders will be held at 12:00 P.M. on Monday, May 9, 2005, in Greenwich, Connecticut.

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TRUSTEES AND OFFICERS
THE GABELLI DIVIDEND & INCOME TRUST
ONE CORPORATE CENTER, RYE, NY 10580-1422

TRUSTEES

Mario J. Gabelli, CFA
CHAIRMAN AND CHIEF INVESTMENT OFFICER,
GABELLI ASSET MANAGEMENT INC.

Anthony J. Colavita
ATTORNEY-AT-LAW,
ANTHONY J. COLAVITA, P.C.

James P. Conn
FORMER CHIEF INVESTMENT OFFICER,
FINANCIAL SECURITY ASSURANCE HOLDINGS LTD.

Mario d'Urso
CHAIRMAN, MITTEL CAPITAL MARKETS SPA

Frank J. Fahrenkopf, Jr.
PRESIDENT AND CHIEF EXECUTIVE OFFICER,
AMERICAN GAMING ASSOCIATION

Michael J. Melarkey
ATTORNEY-AT-LAW,
AVANSINO, MELARKEY, KNOBEL & MULLIGAN

Karl Otto Pohl
FORMER PRESIDENT, DEUTSCHE BUNDESBANK

Salvatore M. Salibello
CERTIFIED PUBLIC ACCOUNTANT,
SALIBELLO & BRODER

Edward T. Tokar
SENIOR MANAGING DIRECTOR, BEACON TRUST COMPANY

Anthonie C. van Ekris

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MANAGING DIRECTOR, BALMAC INTERNATIONAL, INC.

Salvatore J. Zizza
CHAIRMAN, HALLMARK ELECTRICAL SUPPLIES CORP.

OFFICERS

Bruce N. Alpert
PRESIDENT

Carter W. Austin
VICE PRESIDENT

James E. McKee
SECRETARY

Richard C. Sell, Jr.
TREASURER

Peter D. Goldstein
CHIEF COMPLIANCE OFFICER

INVESTMENT ADVISER
Gabelli Funds, LLC
One Corporate Center
Rye, New York 10580-1422

CUSTODIAN
State Street Bank and Trust Company

COUNSEL
Skadden, Arps, Slate, Meagher & Flom, LLP

TRANSFER AGENT AND REGISTRAR
EquiServe Trust Company

STOCK EXCHANGE LISTING

| | Common | 5.875% Preferred |
|---------------------|------------|------------------|
| NYSE-Symbol: | GDV | GDV PrA |
| Shares Outstanding: | 84,817,505 | 3,200,000 |

The Net Asset Value appears in the Publicly Traded Funds column, under the heading "General Equity Funds," in Sunday's The New York Times and in Monday's The Wall Street Journal. It is also listed in Barron's Mutual Funds/Closed End Funds section under the heading "General Equity Funds."

The Net Asset Value may be obtained each day by calling (914) 921-5071.

For general information about the Gabelli Funds, call 800-GABELLI (800-422-3554), fax us at 914-921-5118, visit Gabelli Funds' Internet homepage at: WWW.GABELLI.COM or e-mail us at: closedend@gabelli.com

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Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Dividend & Income Trust may, from time to time, purchase its common shares in the open market when the Dividend & Income Trust shares are trading at a discount of 7.5% or more from the net asset value of the shares. The Dividend & Income Trust may also, from time to time, purchase its Cumulative Preferred Shares in the open market when the shares are trading at a discount to the Liquidation Value of \$25.00.

THE GABELLI DIVIDEND & INCOME TRUST

ONE CORPORATE CENTER, RYE, NY 10580-1422

PHONE: 800-GABELLI (800-422-3554)

FAX: 914-921-5118 INTERNET: WWW.GABELLI.COM

E-MAIL: CLOSEDEND@GABELLI.COM

GBFDV-AR-12/04

ITEM 2. CODE OF ETHICS.

- (a) The registrant, as of the end of the period covered by this report, has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party.
- (c) There have been no amendments, during the period covered by this report, to a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party, and that relates to any element of the code of ethics description.
- (d) The registrant has not granted any waivers, including an implicit waiver, from a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party, that relates to one or more of the items set forth in paragraph (b) of this item's instructions.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

As of the end of the period covered by the report, the registrant's Board of Trustees has determined that Salvatore J. Zizza is qualified to serve as an audit committee financial expert serving on its audit committee and that he is "independent," as defined by Item 3 of Form N-CSR.

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ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Audit Fees

-
- (a) The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years are \$95,022 in 2004 and \$65,784 in 2003.

Audit-Related Fees

-
- (b) The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item are \$13,800 in 2004 and \$0 in 2003.

Audit-related fees represent services provided in the preparation of Preferred Shares Reports.

Tax Fees

-
- (c) The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning are \$2,550 in 2004 and \$2,450 in 2003.

Tax fees represent tax compliance services provided in connection with the review of the Registrant's tax returns.

All Other Fees

-
- (d) The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item are \$0 for 2004 and \$0 for 2003.
- (e) (1) Disclose the audit committee's pre-approval policies and procedures described in paragraph (c)(7) of Rule 2-01 of Regulation S-X.

Pre-Approval Policies and Procedures. The Audit Committee ("Committee") of the registrant is responsible for pre-approving (i) all audit and permissible non-audit services to be provided by the independent auditors to the registrant and (ii) all permissible non-audit services to be provided by the independent auditors to the Adviser, Gabelli Funds, LLC, and any affiliate of Gabelli Funds, LLC ("Gabelli") that provides services to the registrant (a "Covered Services Provider") if the independent auditors' engagement related directly to the operations and financial reporting of the registrant. The Committee may delegate its responsibility to pre-approve any such audit and permissible non-audit services to the Chairperson of the Committee, and the Chairperson must report to the Committee, at its next regularly scheduled meeting after the Chairperson's pre-approval of such services, his or her decision(s). The Committee may also establish detailed pre-approval policies and procedures for pre-approval of such services in accordance with applicable laws, including the delegation of some or all of the Committee's pre-approval

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responsibilities to the other persons (other than Gabelli or the registrant's officers). Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the aggregate amount of all such permissible non-audit services provided to the registrant, Gabelli and any Covered Services Provider constitutes not more than 5% of the total amount of revenues paid by the registrant to its independent auditors during the fiscal year in which the permissible non-audit services are provided; (ii) the permissible non-audit services were not recognized by the registrant at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved by the Committee or Chairperson prior to the completion of the audit.

- (e) (2) The percentage of services described in each of paragraphs (b) through (d) of this Item that were approved by the audit committee pursuant to paragraph (c) (7) (i) (C) of Rule 2-01 of Regulation S-X are as follows:

(b) 100%

(c) 100%

(d) N/A

- (f) The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was zero percent (0%).
- (g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant for each of the last two fiscal years of the registrant was \$0 in 2004 and \$0 in 2003.
- (h) The registrant's audit committee of the board of directors has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The registrant has a separately designated audit committee consisting of the following members: Frank J. Fahrenkopf, Jr., Anthonie C. van Ekris and Salvatore J. Zizza

ITEM 6. SCHEDULE OF INVESTMENTS

Schedule of Investments in securities of unaffiliated issuers as of the close of

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the reporting period is included as part of the report to shareholders filed under Item 1 of this form.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The Proxy Voting Policies are attached herewith.

GABELLI ASSET MANAGEMENT INC. AND AFFILIATES

THE VOTING OF PROXIES ON BEHALF OF CLIENTS

Rules 204(4)-2 and 204-2 under the Investment Advisers Act of 1940 and Rule 30b1-4 under the Investment Company Act of 1940 require investment advisers to adopt written policies and procedures governing the voting of proxies on behalf of their clients.

These procedures will be used by GAMCO Investors, Inc., Gabelli Funds, LLC and Gabelli Advisers, Inc. (collectively, the "Advisers") to determine how to vote proxies relating to portfolio securities held by their clients, including the procedures that the Advisers use when a vote presents a conflict between the interests of the shareholders of an investment company managed by one of the Advisers, on the one hand, and those of the Advisers; the principal underwriter; or any affiliated person of the investment company, the Advisers, or the principal underwriter. These procedures will not apply where the Advisers do not have voting discretion or where the Advisers have agreed with a client to vote the client's proxies in accordance with specific guidelines or procedures supplied by the client (to the extent permitted by ERISA).

I. PROXY VOTING COMMITTEE

The Proxy Voting Committee was originally formed in April 1989 for the purpose of formulating guidelines and reviewing proxy statements within the parameters set by the substantive proxy voting guidelines originally published by GAMCO Investors, Inc. in 1988 and updated periodically, a copy of which are appended as Exhibit A. The Committee will include representatives of Research, Administration, Legal, and the Advisers. Additional or replacement members of the Committee will be nominated by the Chairman and voted upon by the entire Committee. As of December 31, 2004, the members are:

Bruce N. Alpert, Chief Operating Officer of Gabelli Funds, LLC

Ivan Arteaga, Portfolio Manager

Caesar M. P. Bryan, Portfolio Manager

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Stephen DeTore, Deputy General Counsel

Joshua Fenton, Director of Buy-Side Research

Douglas R. Jamieson, Chief Operating Officer of GAMCO

James E. McKee, General Counsel

Karyn-Marie Prylucki, Director of Proxy Voting Services

William S. Selby, Managing Director of GAMCO

Howard F. Ward, Portfolio Manager

Peter D. Zaglio, Senior Vice President

Peter D. Zaglio currently chairs the Committee. In his absence, the Director of Research will chair the Committee. Meetings are held on an as needed basis to form views on the manner in which the Advisers should vote proxies on behalf of their clients.

In general, the Director of Proxy Voting Services, using the Proxy Guidelines, recommendations of Institutional Shareholder Corporate Governance Service ("ISS"), other third-party services and the analysts of Gabelli & Company, Inc., will determine how to vote on each issue. For non-controversial matters, the Director of Proxy Voting Services may vote the proxy if the vote is (1) consistent with the recommendations of the issuer's Board of Directors and not contrary to the Proxy Guidelines; (2) consistent with the recommendations of the issuer's Board of Directors and is a non-controversial issue not covered by the Proxy Guidelines; or (3) the vote is contrary to the recommendations of the Board of Directors but is consistent with the Proxy Guidelines. In those instances, the Director of Proxy Voting Services or the Chairman of the Committee may sign and date the proxy statement indicating how each issue will be voted.

All matters identified by the Chairman of the Committee, the Director of Proxy Voting Services or the Legal Department as controversial, taking into account the recommendations of ISS or other third party services and the analysts of Gabelli & Company, Inc., will be presented to the Proxy Voting Committee. If the Chairman of the Committee, the Director of Proxy Voting Services or the Legal Department has identified the matter as one that (1) is controversial; (2) would benefit from deliberation by the Proxy Voting Committee; or (3) may give rise to a conflict of interest between the Advisers and their clients, the Chairman of the Committee will initially determine what vote to recommend that the Advisers should cast and the matter will go before the Committee.

For matters submitted to the Committee, each member of the Committee will receive, prior to the meeting, a copy of the proxy statement, any relevant third party research, a summary of any views provided by the Chief Investment Officer and any recommendations by Gabelli & Company, Inc. analysts. The Chief Investment Officer or the Gabelli & Company, Inc. analysts may be invited to present their viewpoints. If the Legal Department believes that the matter before the committee is one with respect to which a conflict of interest may exist between the Advisers and their clients, counsel will provide an opinion to the Committee concerning the conflict. If the matter is one in which the interests of the clients of one or more of Advisers may diverge, counsel will so advise and the Committee may make different recommendations as to different clients. For any matters where the recommendation may trigger appraisal rights, counsel will provide an opinion concerning the likely risks and merits of such an appraisal action.

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Each matter submitted to the Committee will be determined by the vote of a majority of the members present at the meeting. Should the vote concerning one or more recommendations be tied in a vote of the Committee, the Chairman of the Committee will cast the deciding vote. The Committee will notify the proxy department of its decisions and the proxies will be voted accordingly.

Although the Proxy Guidelines express the normal preferences for the voting of any shares not covered by a contrary investment guideline provided by the client, the Committee is not bound by the preferences set forth in the Proxy Guidelines and will review each matter on its own merits. Written minutes of all Proxy Voting Committee meetings will be maintained. The Advisers subscribe to ISS, which supplies current information on companies, matters being voted on, regulations, trends in proxy voting and information on corporate governance issues.

If the vote cast either by the analyst or as a result of the deliberations of the Proxy Voting Committee runs contrary to the recommendation of the Board of Directors of the issuer, the matter will be referred to legal counsel to determine whether an amendment to the most recently filed Schedule 13D is appropriate.

II. SOCIAL ISSUES AND OTHER CLIENT GUIDELINES

If a client has provided special instructions relating to the voting of proxies, they should be noted in the client's account file and forwarded to the proxy department. This is the responsibility of the investment professional or sales assistant for the client. In accordance with Department of Labor guidelines, the Advisers' policy is to vote on behalf of ERISA accounts in the best interest of the plan participants with regard to social issues that carry an economic impact. Where an account is not governed by ERISA, the Advisers will vote shares held on behalf of the client in a manner consistent with any individual investment/voting guidelines provided by the client. Otherwise the Advisers will abstain with respect to those shares.

III. CLIENT RETENTION OF VOTING RIGHTS

If a client chooses to retain the right to vote proxies or if there is any change in voting authority, the following should be notified by the investment professional or sales assistant for the client.

- Operations
- Legal Department
- Proxy Department
- Investment professional assigned to the account

In the event that the Board of Directors (or a Committee thereof) of one or more of the investment companies managed by one of the Advisers has retained direct voting control over any security, the Proxy Voting Department will provide each Board Member (or Committee member) with a copy of the proxy statement together with any other relevant information including recommendations of ISS or other third-party services.

IV. VOTING RECORDS

The Proxy Voting Department will retain a record of matters voted upon by the Advisers for their clients. The Advisers' staff may request proxy-voting records for use in presentations to current or prospective clients. Requests for

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proxy voting records should be made at least ten days prior to client meetings.

If a client wishes to receive a proxy voting record on a quarterly, semi-annual or annual basis, please notify the Proxy Voting Department. The reports will be available for mailing approximately ten days after the quarter end of the period. First quarter reports may be delayed since the end of the quarter falls during the height of the proxy season.

A letter is sent to the custodians for all clients for which the Advisers have voting responsibility instructing them to forward all proxy materials to:

[Adviser name]

Attn: Proxy Voting Department

One Corporate Center

Rye, New York 10580-1433

The sales assistant sends the letters to the custodians along with the trading/DTC instructions. Proxy voting records will be retained in compliance with Rule 204-2 under the Investment Advisers Act.

V. VOTING PROCEDURES

1. Custodian banks, outside brokerage firms and First Clearing Corporation are responsible for forwarding proxies directly to GAMCO.

Proxies are received in one of two forms:

- o Shareholder Vote Authorization Forms (VAFs) - Issued by ADP. VAFs must be voted through the issuing institution causing a time lag. ADP is an outside service contracted by the various institutions to issue proxy materials.
- o Proxy cards which may be voted directly.

2. Upon receipt of the proxy, the number of shares each form represents is logged into the proxy system according to security.

3. In the case of a discrepancy such as an incorrect number of shares, an improperly signed or dated card, wrong class of security, etc., the issuing custodian is notified by phone. A corrected proxy is requested. Any arrangements are made to insure that a proper proxy is received in time to be voted (overnight delivery, fax, etc.). When securities are out on loan on record date, the custodian is requested to supply written verification.

4. Upon receipt of instructions from the proxy committee, the votes are cast and recorded for each account on an individual basis.

Since January 1, 1992, records have been maintained on the Proxy Edge system. The system is backed up regularly. From 1990 through 1991, records were maintained on the PROXY VOTER system and in hardcopy format. Prior to 1990, records were maintained on diskette and in hardcopy format.

PROXY EDGE records include:

Security Name and Cusip Number

Date and Type of Meeting (Annual, Special, Contest)

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Client Name

Adviser or Fund Account Number

Directors' Recommendation

How the Adviser voted for the client on each issue

The rationale for the vote when it is appropriate

Records prior to the institution of the PROXY EDGE system include:

Security name

Type of Meeting (Annual, Special, Contest)

Date of Meeting

Name of Custodian

Name of Client

Custodian Account Number

Adviser or Fund Account Number

Directors' recommendation

How the Adviser voted for the client on each issue

Date the proxy statement was received and by whom

Name of person posting the vote

Date and method by which the vote was cast

- o From these records individual client proxy voting records are compiled. It is our policy to provide institutional clients with a proxy voting record during client reviews. In addition, we will supply a proxy voting record at the request of the client on a quarterly, semi-annual or annual basis. On an annual basis, all registered investment companies file their Proxy Voting History for the period July 1 - June 30 on Form N-PX.
- 5. VAFs are kept alphabetically by security. Records for the current proxy season are located in the Proxy Voting Department office. In preparation for the upcoming season, files are transferred to an offsite storage facility during January/February.
- 6. Shareholder Vote Authorization Forms issued by ADP are always sent directly to a specific individual at ADP.
- 7. If a proxy card or VAF is received too late to be voted in the conventional matter, every attempt is made to vote on one of the following manners:
 - o VAFs can be faxed to ADP up until the time of the meeting. This is followed up by mailing the original form.
 - o When a solicitor has been retained, the solicitor is called. At the solicitor's direction, the proxy is faxed.

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8. In the case of a proxy contest, records are maintained for each opposing entity.

9. Voting in Person

a) At times it may be necessary to vote the shares in person. In this case, a "legal proxy" is obtained in the following manner:

- o Banks and brokerage firms using the services at ADP:
A call is placed to ADP requesting legal proxies. The VAFs are then sent overnight to ADP. ADP issues individual legal proxies and sends them back via overnight. A lead-time of at least two weeks prior to the meeting is needed to do this. Alternatively, the procedures detailed below for banks not using ADP may be implemented.
- o Banks and brokerage firms issuing proxies directly: The bank is called and/or faxed and a legal proxy is requested.

All legal proxies should appoint:

"REPRESENTATIVE OF [ADVISER NAME] WITH FULL POWER OF SUBSTITUTION."

b) The legal proxies are given to the person attending the meeting along with the following supplemental material:

- o A limited Power of Attorney appointing the attendee an Adviser representative.
- o A list of all shares being voted by custodian only. Client names and account numbers are not included. This list must be presented, along with the proxies, to the Inspectors of Elections and/or tabulator at least one-half hour prior to the scheduled start of the meeting. The tabulator must "qualify" the votes (i.e. determine if the vote have previously been cast, if the votes have been rescinded, etc. votes have previously been cast, etc.).
- o A sample ERISA and Individual contract.
- o A sample of the annual authorization to vote proxies form.
- o A copy of our most recent Schedule 13D filing (if applicable).

APPENDIX A

PROXY GUIDELINES

PROXY VOTING GUIDELINES

GENERAL POLICY STATEMENT

It is the policy of GABELLI ASSET MANAGEMENT INC. to vote in the best economic interests of our clients. As we state in our Magna Carta of Shareholders Rights, established in May 1988, we are neither FOR nor AGAINST management. We are for shareholders.

At our first proxy committee meeting in 1989, it was decided that each proxy statement should be evaluated on its own merits within the framework first established by our Magna Carta of Shareholders Rights. The attached guidelines serve to enhance that broad framework.

We do not consider any issue routine. We take into consideration all of our research on the company, its directors, and their short and long-term goals for the company. In cases where issues that we generally do not approve of are combined with other issues, the negative aspects of the issues will be factored into the evaluation of the overall proposals but will not necessitate a vote in opposition to the overall proposals.

BOARD OF DIRECTORS

The advisers do not consider the election of the Board of Directors a routine issue. Each slate of directors is evaluated on a case-by-case basis.

Factors taken into consideration include:

- o Historical responsiveness to shareholders
This may include such areas as:
 - Paying greenmail
 - Failure to adopt shareholder resolutions receiving a majority of shareholder votes
- o Qualifications
- o Nominating committee in place
- o Number of outside directors on the board
- o Attendance at meetings
- o Overall performance

SELECTION OF AUDITORS

In general, we support the Board of Directors' recommendation for auditors.

BLANK CHECK PREFERRED STOCK

We oppose the issuance of blank check preferred stock.

Blank check preferred stock allows the company to issue stock and establish dividends, voting rights, etc. without further shareholder approval.

CLASSIFIED BOARD

A classified board is one where the directors are divided into classes with overlapping terms. A different class is elected at each annual meeting.

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While a classified board promotes continuity of directors facilitating long range planning, we feel directors should be accountable to shareholders on an annual basis. We will look at this proposal on a case-by-case basis taking into consideration the board's historical responsiveness to the rights of shareholders.

Where a classified board is in place, we will generally not support attempts to change to an annually elected board.

When an annually elected board is in place, we generally will not support attempts to classify the board.

INCREASE AUTHORIZED COMMON STOCK

The request to increase the amount of outstanding shares is considered on a case-by-case basis.

Factors taken into consideration include:

- o Future use of additional shares
 - Stock split
 - Stock option or other executive compensation plan
 - Finance growth of company/strengthen balance sheet
 - Aid in restructuring
 - Improve credit rating
 - Implement a poison pill or other takeover defense
- o Amount of stock currently authorized but not yet issued or reserved for stock option plans
- o Amount of additional stock to be authorized and its dilutive effect

We will support this proposal if a detailed and verifiable plan for the use of the additional shares is contained in the proxy statement.

CONFIDENTIAL BALLOT

We support the idea that a shareholder's identity and vote should be treated with confidentiality.

However, we look at this issue on a case-by-case basis.

In order to promote confidentiality in the voting process, we endorse the use of independent Inspectors of Election.

CUMULATIVE VOTING

In general, we support cumulative voting.

Cumulative voting is a process by which a shareholder may multiply the number of directors being elected by the number of shares held on record date and cast the total number for one candidate or allocate the voting among two or more candidates.

Where cumulative voting is in place, we will vote against any proposal to

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rescind this shareholder right.

Cumulative voting may result in a minority block of stock gaining representation on the board. When a proposal is made to institute cumulative voting, the proposal will be reviewed on a case-by-case basis. While we feel that each board member should represent all shareholders, cumulative voting provides minority shareholders an opportunity to have their views represented.

DIRECTOR LIABILITY AND INDEMNIFICATION

We support efforts to attract the best possible directors by limiting the liability and increasing the indemnification of directors, except in the case of insider dealing.

EQUAL ACCESS TO THE PROXY

The SEC's rules provide for shareholder resolutions. However, the resolutions are limited in scope and there is a 500 word limit on proponents' written arguments. Management has no such limitations. While we support equal access to the proxy, we would look at such variables as length of time required to respond, percentage of ownership, etc.

FAIR PRICE PROVISIONS

Charter provisions requiring a bidder to pay all shareholders a fair price are intended to prevent two-tier tender offers that may be abusive. Typically, these provisions do not apply to board-approved transactions.

We support fair price provisions because we feel all shareholders should be entitled to receive the same benefits.

Reviewed on a case-by-case basis.

GOLDEN PARACHUTES

Golden parachutes are severance payments to top executives who are terminated or demoted after a takeover.

We support any proposal that would assure management of its own welfare so that they may continue to make decisions in the best interest of the company and shareholders even if the decision results in them losing their job. We do not, however, support excessive golden parachutes. Therefore, each proposal will be decided on a case-by-case basis.

NOTE: CONGRESS HAS IMPOSED A TAX ON ANY PARACHUTE THAT IS MORE THAN THREE TIMES THE EXECUTIVE'S AVERAGE ANNUAL COMPENSATION.

ANTI-GREENMAIL PROPOSALS

We do not support greenmail. An offer extended to one shareholder should be extended to all shareholders equally across the board.

LIMIT SHAREHOLDERS' RIGHTS TO CALL SPECIAL MEETINGS

We support the right of shareholders to call a special meeting.

CONSIDERATION OF NONFINANCIAL EFFECTS OF A MERGER

This proposal releases the directors from only looking at the financial effects of a merger and allows them the opportunity to consider the merger's effects on employees, the community, and consumers.

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As a fiduciary, we are obligated to vote in the best economic interests of our clients. In general, this proposal does not allow us to do that. Therefore, we generally cannot support this proposal.

Reviewed on a case-by-case basis.

MERGERS, BUYOUTS, SPIN-OFFS, RESTRUCTURINGS

Each of the above is considered on a case-by-case basis. According to the Department of Labor, we are not required to vote for a proposal simply because the offering price is at a premium to the current market price. We may take into consideration the long term interests of the shareholders.

MILITARY ISSUES

Shareholder proposals regarding military production must be evaluated on a purely economic set of criteria for our ERISA clients. As such, decisions will be made on a case-by-case basis.

In voting on this proposal for our non-ERISA clients, we will vote according to the client's direction when applicable. Where no direction has been given, we will vote in the best economic interests of our clients. It is not our duty to impose our social judgment on others.

NORTHERN IRELAND

Shareholder proposals requesting the signing of the MacBride principles for the purpose of countering the discrimination of Catholics in hiring practices must be evaluated on a purely economic set of criteria for our ERISA clients. As such, decisions will be made on a case-by-case basis.

In voting on this proposal for our non-ERISA clients, we will vote according to client direction when applicable. Where no direction has been given, we will vote in the best economic interests of our clients. It is not our duty to impose our social judgment on others.

OPT OUT OF STATE ANTI-TAKEOVER LAW

This shareholder proposal requests that a company opt out of the coverage of the state's takeover statutes. Example: Delaware law requires that a buyer must acquire at least 85% of the company's stock before the buyer can exercise control unless the board approves.

We consider this on a case-by-case basis. Our decision will be based on the following:

- o State of Incorporation
- o Management history of responsiveness to shareholders
- o Other mitigating factors

POISON PILL

In general, we do not endorse poison pills.

In certain cases where management has a history of being responsive to the needs of shareholders and the stock is very liquid, we will reconsider this position.

REINCORPORATION

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Generally, we support reincorporation for well-defined business reasons. We oppose reincorporation if proposed solely for the purpose of reincorporating in a state with more stringent anti-takeover statutes that may negatively impact the value of the stock.

STOCK OPTION PLANS

Stock option plans are an excellent way to attract, hold and motivate directors and employees. However, each stock option plan must be evaluated on its own merits, taking into consideration the following:

- o Dilution of voting power or earnings per share by more than 10%
- o Kind of stock to be awarded, to whom, when and how much
- o Method of payment
- o Amount of stock already authorized but not yet issued under existing stock option plans

SUPERMAJORITY VOTE REQUIREMENTS

Supermajority vote requirements in a company's charter or bylaws require a level of voting approval in excess of a simple majority of the outstanding shares. In general, we oppose supermajority-voting requirements. Supermajority requirements often exceed the average level of shareholder participation. We support proposals' approvals by a simple majority of the shares voting.

LIMIT SHAREHOLDERS RIGHT TO ACT BY WRITTEN CONSENT

Written consent allows shareholders to initiate and carry on a shareholder action without having to wait until the next annual meeting or to call a special meeting. It permits action to be taken by the written consent of the same percentage of the shares that would be required to effect proposed action at a shareholder meeting.

Reviewed on a case-by-case basis.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not yet applicable.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Provide the information specified in the table with respect to any purchase made by or on behalf of the registrant or any "affiliated purchaser" as defined in Rule 10b-18(a)(3) under the Exchange Act (17CFR 240-10b-18(a)(3)), of shares or other units of any class of the registrant's equity securities that is registered by the registrant pursuant to Section 12 of the Exchange Act (15 U.S.C. 781).

REGISTRANT PURCHASES OF EQUITY SECURITIES

| PERIOD | (A) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED | (B) AVERAGE PRICE PAID PER SHARE (OR UNIT) | (C) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS | (D) DOLLAR |
|--------|---|--|---|------------|
|--------|---|--|---|------------|

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| | | | | |
|---|---|---|---|----------------------------|
| Month #1 07/01/04 through 07/31/04 | Common - 138,700 Preferred - N/A | Common - \$17.2605 Preferred - N/A | Common - 138,700 Preferred - N/A | Common = 84 Pref |
| Month #2 08/01/04 through 08/31/04 | Common - 19,000 Preferred - N/A | Common - \$16.6253 Preferred - N/A | Common - 19,000 Preferred - N/A | Common 84,8 Pref |
| Month #3 09/01/04 through 09/30/04 | Common - N/A Preferred - N/A | Common - N/A Preferred - N/A | Common - N/A Preferred - N/A | Common Pref |
| Month #4 10/01/04 through 10/31/04 | Common - N/A Preferred Series A- N/A | Common - N/A Preferred Series A- N/A | Common - N/A Preferred Series A- N/A | Common Pref |
| Month #5 11/01/04 through 11/30/04 | Common - 5,000 Preferred Series A- N/A | Common - \$17.78 Preferred Series A- N/A | Common - 5,000 Preferred Series A- N/A | Common 84,8 Pref |
| Month #6 12/01/04 through 12/31/04 | Common - 20,000 Preferred Series A- N/A | Common - \$17.71 Preferred Series A- N/A | Common - 20,000 Preferred Series A- N/A | Common 84,8 Pref |
| Total | Common - 182,700 Preferred Series A- N/A | Common - \$17.2605 Preferred Series A- N/A | Common - 182,700 Preferred Series A- N/A | N/A |

Footnote columns (c) and (d) of the table, by disclosing the following information in the aggregate for all plans or programs publicly announced:

a. The date each plan or program was announced - The notice of the potential repurchase of common and preferred shares occurs quarterly in the Fund's quarterly report in accordance with Section 23(c) of the Investment Company Act of 1940, as amended.

b. The dollar amount (or share or unit amount) approved - Any or all common shares outstanding may be repurchased when the Fund's common shares are trading at a discount of 7.5% or more from the net asset value of the shares.

Any or all preferred shares outstanding may be repurchased when the Fund's preferred shares are trading at a discount to the liquidation value of \$25.00.

c. The expiration date (if any) of each plan or program - The Fund's repurchase plans are ongoing.

d. Each plan or program that has expired during the period covered by the table - The Fund's repurchase plans are ongoing.

e. Each plan or program the registrant has determined to terminate prior to expiration, or under which the registrant does not intend to make further purchases. - The Fund's repurchase plans are ongoing.

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ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There have been no material changes to the procedures by which the shareholders may recommend nominees to the registrant's Board of Trustees, where those changes were implemented after the registrant last provided disclosure in response to the requirements of Item 7(d)(2)(ii)(G) of Schedule 14A (17 CFR 240.14a-101), or this Item.

ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).

- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

- (a) (1) Code of ethics, that is the subject of disclosure required by Item 2, filed as exhibit (a)(1) to the Registrant's Form N-CSR, filed on March 10, 2004 (Accession No. 0000935069-04-000468).
- (a) (2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.
- (a) (3) Not applicable.
- (b) Certifications pursuant to Rule 30a-2(b) under the 1940 Act and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant) The Gabelli Dividend & Income Trust

By (Signature and Title)* /s/ Bruce N. Alpert

Bruce N. Alpert, Principal Executive Officer

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Date March 9, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* /s/ Bruce N. Alpert

Bruce N. Alpert, Principal Executive Officer

Date March 9, 2005

By (Signature and Title)* /s/ Richard C. Sell

Richard C. Sell, Jr., Principal Financial
Officer and Treasurer

Date March 9, 2005

* Print the name and title of each signing officer under his or her signature.