

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

GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 November 14, 2008

PORTVUE-SEC13F.LNP
 RUN DATE: 10/29/08 10:00 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 09/30/08

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	1628	270500	SH		SOLE	
3 COM CORP	COM	885535104	699	300000	SH		SOLE	
3M CO.	COM	88579Y101	820	12000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	7885	282403	SH		SOLE	
AAR CORP COM	COM	000361105	1244	75000	SH		SOLE	
AARON RENTS INC CL A	COM	002535300	9629	436303	SH		SOLE	
AARON RENTS INC COM	COM	002535201	414	15300	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	4743	244500	SH		SOLE	
ABBOTT LABS	COM	002824100	3668	63700	SH		SOLE	
ABERCROMBIE & FITCH CO-CL A	COM	002896207	304	7700	SH		SOLE	
ACCESS INTEGRATED TECHNLS ICL	COM	004329108	53	37000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	1839	243900	SH		SOLE	
ACME COMMUNICATIONS INC COM	COM	004631107	616	648585	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	1855	44420	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	1842	46674	SH		SOLE	
ADVANCED MED 1.375% 7/1/2025 C	CONVERTIBLE BOND	00763MAJ7	292	400000	PRN		SOLE	
ADVANCED MED CV 3.250% 08/01/2	CONVERTIBLE BOND	00763MAK4	330	500000	PRN		SOLE	
ADVANCED MED OPTICS INC COM	COM	00763M108	78938	4439681	SH		SOLE	
AES CORP COM	COM	00130H105	2979	254840	SH		SOLE	
AFLAC INC COM	COM	001055102	588	10000	SH		SOLE	
AGERE SYS 6.5% 12/15/09	CONVERTIBLE BOND	00845VAA8	1687	1733800	PRN		SOLE	
AGL RES INC COM	COM	001204106	3606	114900	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	802	26000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	15413	565820	SH		SOLE	
ALCOA INC COM	COM	013817101	10525	466110	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	1474	9125	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	3090	285300	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	1352	3704	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	34249	931442	SH		SOLE	
ALLERGAN INC	COM	018490102	11253	218512	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	522	14100	SH		SOLE	
ALLIANCE DATA SYS CORP COM	COM	018581108	2998	47300	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	1057	32820	SH		SOLE	
ALLIED WASTE INDS INC COM NEW	COM	019589308	4151	373600	SH		SOLE	
ALPHA NATURAL RESOURCES INC CO	COM	02076X102	463	9000	SH		SOLE	
ALPHARMA INC CL A	COM	020813101	96971	2628640	SH		SOLE	
ALTRIA GROUP INC COM	COM	02209S103	206	10400	SH		SOLE	
AMAZON.COM INC	COM	023135106	895	12300	SH		SOLE	
AMEREN CORP COM	COM	023608102	273	7000	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	3749	80868	SH		SOLE	
AMERICAN DENTAL PARTNERS INC	COM	025353103	293	25000	SH		SOLE	

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AMERICAN ELECTRIC POWER	COM	025537101	278	7500	SH	SOLE
AMERICAN EXPRESS CO	COM	025816109	122577	3459687	SH	SOLE
AMERICAN INTL GROUP INC	COM	026874107	1099	330105	SH	SOLE
AMERIPRISE FINL INC COM	COM	03076C106	5968	156238	SH	SOLE
AMETEK INC NEW COM	COM	031100100	131534	3226239	SH	SOLE
AMICAS INC	COM	001712108	1915	787880	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	27360	1056362	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	3840	79150	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	5103	322960	SH	SOLE
ANHEUSER BUSCH COS INC	COM	035229103	116172	1790560	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	2491	302250	SH	SOLE
APACHE CORP	COM	037411105	2007	19250	SH	SOLE
APPLE COMPUTER INC	COM	037833100	3435	30223	SH	SOLE
APPLIED BIOSYSTEMS INC DEL COM	COM	038149100	377	11000	SH	SOLE
APPLIED MATLS INC COM	COM	038222105	1293	85490	SH	SOLE
APRIA HEALTHCARE GROUP INC COM	COM	037933108	1532	84000	SH	SOLE
AQUA AMERICA INC	COM	03836W103	213	12000	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	2802	79380	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	48259	2202606	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	3027	82132	SH	SOLE
ARTHROCARE CORP COM	COM	043136100	8632	311410	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	497	17000	SH	SOLE
ATLANTIC TELE NETWORK INC COM	COM	049079205	224	8000	SH	SOLE
ATLAS ACQUISITION HLDGS CORPCO	COM	049162100	90	10000	SH	SOLE
ATLAS ACQUISITION HOLDI-WARRAN WARRANT AND RIGH		049162118	2	10000	SH	SOLE
AUTONATION INC	COM	05329W102	22892	2036690	SH	SOLE
AUTOZONE INC	COM	053332102	432	3500	SH	SOLE
AVON PRODUCTS INC	COM	054303102	7384	177625	SH	SOLE
BADGER METER INC COM	COM	056525108	3186	67850	SH	SOLE
BAKER HUGHES INC	COM	057224107	454	7500	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	14646	508350	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	2682	1051930	SH	SOLE
BANK OF AMERICA	COM	060505104	2793	79811	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	4941	151671	SH	SOLE
BARNES GROUP INC COM	COM	067806109	3893	192540	SH	SOLE
BARR LABS INC COM	COM	068306109	795	12180	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	2370	64500	SH	SOLE
BASIN WTR INC COM	COM	07011T306	40	22000	SH	SOLE
BAXTER INTL INC COM	COM	071813109	2461	37500	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	1978	1170195	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	1611	51300	SH	SOLE
BEL FUSE INC CL A	COM	077347201	355	12900	SH	SOLE
BELDEN CDT INC	COM	077454106	4400	138400	SH	SOLE
BELO CORP	COM	080555105	8420	1412774	SH	SOLE
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BERKSHIRE HATHAWAY	COM	084670108	4049	31	SH		SOLE	
BERKSHIRE HATH/HLD B	COM	084670207	11765	2677	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	960	93000	SH		SOLE	
BIO RAD LABS INC CL A	COM	090572207	654	6600	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	478	9500	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	306	162000	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	864	56300	SH		SOLE	
BOEING CO	COM	097023105	7978	139112	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	1497	550500	SH		SOLE	

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BORG WARNER INC	COM	099724106	45847	1399043	SH	SOLE
BORLAND SOFTWARE CORP COM	COM	099849101	121	79000	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	6269	132000	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	3396	276750	SH	SOLE
BOYD GAMING CORP	COM	103304101	12922	1380560	SH	SOLE
BP PLC SPONS ADR	COM	055622104	895	17833	SH	SOLE
BPW ACQUISITION CORP-UNIT	COM	055637201	5316	590000	SH	SOLE
BRINKS CO COM	COM	109696104	372	6100	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	5322	255270	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	438	6100	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	19119	269288	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	1523	82000	SH	SOLE
BT GROUP PLC SPON ADR	COM	05577E101	812	28000	SH	SOLE
BUCKEYE PARTNERS L P UNIT LTD	OIL & GAS PARTNE	118230101	334	9000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	288143	11452434	SH	SOLE
CABOT OIL & GAS CORP COMMON ST	COM	127097103	470	13000	SH	SOLE
CADBURY PLC-SPONS ADR	COM	12721E102	73178	1787443	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	663	37000	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	3247	1086000	SH	SOLE
CAM 1.500% 05/15/24	CONVERTIBLE BOND	216640AE2	241	115000	PRN	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	13394	347536	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	24504	634813	SH	SOLE
CANDELA CORP COM	COM	136907102	34	14000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	3516	402714	SH	SOLE
CAPITAL ONE FINL CORP COM	COM	14040H105	1497	29360	SH	SOLE
CAPITAL PPTYS INC R I COM	COM	140430109	225	9800	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	478	130000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	411	35000	SH	SOLE
CAVALIER HOMES INC COM	COM	149507105	4680	2785499	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	19252	532548	SH	SOLE
CBS CORP CLASS A	COM	124857103	32918	2250058	SH	SOLE
CBS CORP NEW CL B	COM	124857202	1562	107103	SH	SOLE
CELGENE CORP	COM	151020104	1398	22100	SH	SOLE
CENTENNIAL CELLULAR CORP CL A	COM	15133V208	1816	291000	SH	SOLE
CENTEX CORP COM	COM	152312104	188	11620	SH	SOLE
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CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	290	9441	SH		SOLE	
CENTURYTEL INC	COM	156700106	23621	644500	SH		SOLE	
CEPHEID COM	COM	15670R107	692	50000	SH		SOLE	
CH ENERGY GROUP, INC.	COM	12541M102	34393	789377	SH		SOLE	
CHAMPION ENTERPRISES INC COM	COM	158496109	18025	3247770	SH		SOLE	
CHARTER COMMUNICATIONS INC DCL	COM	16117M107	146	200000	SH		SOLE	
CHEMED CORPORATION	COM	16359R103	34190	832693	SH		SOLE	
CHEMTURA CORP	COM	163893100	13877	3043288	SH		SOLE	
CHESAPEAKE CORP VA	COM	165159104	14	20500	SH		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	1674	46684	SH		SOLE	
CHEVRON CORP	COM	166764100	26653	323151	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	3826	76400	SH		SOLE	
CHORDIANT SOFTWARE INC COM	COM	170404305	103	20000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	28415	457640	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	35938	733727	SH		SOLE	
CINCINNATI BELL	COM	171871106	26915	8710374	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	32407	746199	SH		SOLE	
CISCO SYS INC	COM	17275R102	3801	168500	SH		SOLE	
CITADEL BROADCASTING CORP COM	COM	17285T106	429	550528	SH		SOLE	

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CITIGROUP INC.	COM	172967101	24302	1184879	SH	SOLE
CLARCOR INC	COM	179895107	95822	2524943	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	12148	888000	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	185385309	3021	254300	SH	SOLE
CME GROUP INC COM	COM	12572Q105	3009	8100	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	1548	124100	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	15028	899900	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	55233	2506046	SH	SOLE
COACH INC	COM	189754104	574	22913	SH	SOLE
COACHMEN INDS INC	COM	189873102	777	470940	SH	SOLE
COCA COLA CO	COM	191216100	73718	1394056	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	1303	46000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	4366	754000	SH	SOLE
COLLECTIVE BRANDS INC COM	COM	19421W100	366	20000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	1062	53852	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	2677	136372	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	3149	286800	SH	SOLE
COMP DE TELECOMMUN DE CHILE SP	COM	204449300	204	30000	SH	SOLE
COMPTON PETE CORP COM	COM	204940100	55	10000	SH	SOLE
COMPUCREDIT CVT 5.875% 01/30/3	CONVERTIBLE BOND	20478NAD2	56	200000	PRN	SOLE
CONMED CORP COM	COM	207410101	5158	161200	SH	SOLE
CONNECTICUT WTR SVC INC COM	COM	207797101	327	11300	SH	SOLE
CONOCOPHILLIPS COM	COM	20825C104	17842	243577	SH	SOLE
CONSTELLATION BRANDS COM	COM	21036P108	292	13600	SH	SOLE
CONSTELLATION ENERGY GROUP ICO	COM	210371100	2309	95000	SH	SOLE

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COOPER COS INC COM NEW	COM	216648402	2086	60000	SH		SOLE	
COOPER INDUSTRIES LTD CL A COM	COM	G24182100	55262	1383271	SH		SOLE	
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	49	38000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	2072	350000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	2799	186600	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	21221	657400	SH		SOLE	
CORNING INC	COM	219350105	11129	711590	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	630	9700	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	4477	187000	SH		SOLE	
COVIDIAN LTD	COM	G2552X108	1581	29400	SH		SOLE	
CRANE CO	COM	224399105	105858	3563031	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	229	10300	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	2471	491200	SH		SOLE	
CRUCELL N V SPONSORED ADR	COM	228769105	2578	165700	SH		SOLE	
CTS CORP	COM	126501105	38428	3006895	SH		SOLE	
CURRENCY SHARES EURO TR EURO S	ETF/ISHARE - EQU	23130C108	916	6500	SH		SOLE	
CURRENCYSHS JAPANESE YEN TR JA	MUTUAL FUNDS	23130A102	2389	25450	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	60067	1321600	SH		SOLE	
CUTERA INC COM	COM	232109108	3836	361500	SH		SOLE	
CVS/CAREMARK CORP	COM	126650100	36378	1080750	SH		SOLE	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	1524	292000	SH		SOLE	
C&D TECHNOLOGIES INC COM	COM	124661109	94	16490	SH		SOLE	
D & E COMMUNICATIONS INC COM	COM	232860106	1933	255994	SH		SOLE	
DAIMLER AG	COM	D1668R123	242	4800	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	1162	240000	SH		SOLE	
DATASCOPE CORP	COM	238113104	336	6500	SH		SOLE	
DEAN FOODS (B:DF)	COM	242370104	4298	184000	SH		SOLE	
DEERE & CO.	COM	244199105	95624	1931795	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	20787	2665059	SH		SOLE	

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DENBURY RES INC COM NEW	COM	247916208	286	15000	SH	SOLE
DENNYS CORP COM	COM	24869P104	72	28000	SH	SOLE
DENTSPLY INTL INC NEW COM	COM	249030107	11800	314340	SH	SOLE
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	2664	36600	SH	SOLE
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	8978	589475	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	13289	145717	SH	SOLE
DEXCOM INC COM	COM	252131107	551	89000	SH	SOLE
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	35035	508790	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	206	2000	SH	SOLE
DIEBOLD INC COM	COM	253651103	121247	3661930	SH	SOLE
DIRECTV GROUP INC	COM	25459L106	114316	4366534	SH	SOLE
DISCOVER FINANCIAL	COM	254709108	2951	213500	SH	SOLE
DISH NETWORK CORPORATION	COM	25470M109	31326	1491725	SH	SOLE
DISNEY WALT PRODTNS	COM	254687106	10605	345563	SH	SOLE
DOMINION RES INC VA NEW COM	COM	25746U109	2041	47700	SH	SOLE

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DONALDSON INC	COM	257651109	52031	1241500	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	1385	178071	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	3356	615750	SH		SOLE	
DPL INC COM	COM	233293109	20867	841418	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	41067	1550879	SH		SOLE	
DRS TECHNOLOGIES INC COM	COM	23330X100	60444	787550	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	4819	119590	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	505	24000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	7439	426802	SH		SOLE	
E M C CORP MASS COM	COM	268648102	2115	176800	SH		SOLE	
EASTMAN KODAK	COM	277461109	1515	98500	SH		SOLE	
EATON VANCE CORP COM	COM	278265103	1163	33000	SH		SOLE	
EHOSTAR CORP-A	COM	278768106	4180	173425	SH		SOLE	
ECOLAB INC	COM	278865100	57885	1193010	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	5596	1151470	SH		SOLE	
EDISON INTL COM	COM	281020107	411	10300	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	13429	1052395	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	30436	1449330	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	695	18800	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	196	10000	SH		SOLE	
EMBARQ CORP COM	COM	29078E105	1800	44397	SH		SOLE	
EMERSON ELEC CO	COM	291011104	1790	43876	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	548	565000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	101664	1262129	SH		SOLE	
ENERGYSOUTH INC COM	COM	292970100	14698	239268	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	626	129340	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	268	3000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	5498	521139	SH		SOLE	
EV3 INC COM	COM	26928A200	100	10000	SH		SOLE	
EXACTECH INC COM	COM	30064E109	10322	464116	SH		SOLE	
EXELON CORP	COM	30161N101	335	5349	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	14067	181142	SH		SOLE	
FAIRCHILD CORP CL A	COM	303698104	7390	2842165	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	657	122500	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	92	60000	SH		SOLE	
FERRO CORP	COM	315405100	89428	4449176	SH		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	373	20200	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	138	31000	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	1464	7750	SH		SOLE	

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FIRSTENERGY CORP COM	COM	337932107	3320	49559	SH	SOLE
FISHER COMMUNICATIONS INC COM	COM	337756209	52739	1338554	SH	SOLE
FLEETWOOD ENTERPRISES INC	COM	339099103	449	439990	SH	SOLE
FLIR SYS INC COM	COM	302445101	711	18500	SH	SOLE
FLORIDA PUB UTILS CO COM	COM	341135101	2845	220568	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FLOWERS FOODS INC COM	COM	343498101	45201	1539531	SH		SOLE	
FLOWERVE CORP COM	COM	34354P105	158951	1790590	SH		SOLE	
FLUOR CORP NEW COM	COM	343412102	702	12600	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	4821	275500	SH		SOLE	
FMC CORP COM NEW	COM	302491303	439	8540	SH		SOLE	
FMC TECHNOLOGIES INC COM	COM	30249U101	1140	24500	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	8871	232600	SH		SOLE	
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	226	43412	SH		SOLE	
FORDING CDN COAL TR TR UNIT	COM	345425102	830	10000	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	14644	255306	SH		SOLE	
FOUNDRY NETWORKS COM	COM	35063R100	1275	70000	SH		SOLE	
FPL GROUP INC COM	COM	302571104	7513	149361	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	8531	191500	SH		SOLE	
FREDDIE MAC COM	COM	313400301	50	29000	SH		SOLE	
FREEMAN MCMORAN COPPER&GOLD C	COM	35671D857	2140	37650	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	10	15000	SH		SOLE	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	6313	548979	SH		SOLE	
FULLER H B CO COM	COM	359694106	8184	392150	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	17809	1722359	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	7042	1214222	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	35414	2569941	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	4547	659888	SH		SOLE	
GABELLI GLBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	3188	439716	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	20462	1459468	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME	MUTUAL FUNDS	36242L105	2898	171491	SH		SOLE	
GABELLI HLTHCARE & WELLNESS WH	MUTUAL FUNDS	36246K103	225	40266	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	2306	252834	SH		SOLE	
GAMCO INVESTORS INC	COM	361438104	2639	44500	SH		SOLE	
GARDNER DENVER INC	COM	365558105	1180	34000	SH		SOLE	
GATX CORP	COM	361448103	113297	2863207	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	300	1300	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	84011	2860449	SH		SOLE	
GEHL CO COM	COM	368483103	10527	357700	SH		SOLE	
GENCORP INC	COM	368682100	18609	2761047	SH		SOLE	
GENENTECH INC	COM	368710406	32129	362300	SH		SOLE	
GENERAL DYNAMICS CORP COM	COM	369550108	486	6600	SH		SOLE	
GENERAL ELEC CO	COM	369604103	6627	259881	SH		SOLE	
GENERAL MILLS INC	COM	370334104	163356	2377121	SH		SOLE	
GENERAL MTRS CORP	COM	370442105	14813	1567546	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2301	161000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	112846	2806412	SH		SOLE	
GENZYME CORP	COM	372917104	445	5500	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	13894	1520113	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	2017	44200	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
GLOBAL SOURCES LTD COM	COM	G39300101	157	15620	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	9317	23262	SH		SOLE	
GORMAN RUPP CO	COM	383082104	11417	302668	SH		SOLE	
GRACO INC COM	COM	384109104	6378	179100	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	47558	3147455	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	3955	2299607	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	989	290904	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	30421	2811530	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	40455	1820668	SH		SOLE	
GREATBATCH INC	COM	39153L106	14393	586500	SH		SOLE	
GREENBRIER COS INC	COM	393657101	1268	65000	SH		SOLE	
GREENFIELD ONLINE INC COM	COM	395150105	3774	216900	SH		SOLE	
GREIF INC CL A	COM	397624107	76830	1170839	SH		SOLE	
GREIF INC CL B	COM	397624206	209	4000	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	33198	883868	SH		SOLE	
GRIFFON CORP COM	COM	398433102	23218	2574070	SH		SOLE	
GRUPO TELEVISIVA SA DE CV ADR (B	COM	40049J206	50939	2329168	SH		SOLE	
GRUPO TMM SA	COM	40051D105	12	13000	SH		SOLE	
GSE SYS INC COM	COM	36227K106	574	82035	SH		SOLE	
H R BLOCK INC	COM	093671105	2168	95290	SH		SOLE	
HAIN CELESTIAL GROUP INC	COM	405217100	1266	46000	SH		SOLE	
HALLIBURTON COMPANY	COM	406216101	29429	908580	SH		SOLE	
HANESBRANDS INC COM	COM	410345102	1306	60062	SH		SOLE	
HARLEY DAVIDSON INC	COM	412822108	278	7440	SH		SOLE	
HARMAN INTL INDS INC NEW COM	COM	413086109	4088	120000	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	479	49450	SH		SOLE	
HARRIS CORPORATION	COM	413875105	2063	44650	SH		SOLE	
HARTMARX CORP	COM	417119104	1231	665500	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	605	20800	SH		SOLE	
HAWK CORP CL A	COM	420089104	14439	717270	SH		SOLE	
HAWKINS INC COM	COM	420261109	6348	361066	SH		SOLE	
HEARST-ARGYLE TELEVISION INCCO	COM	422317107	2221	99443	SH		SOLE	
HEELYS INC COM	COM	42279M107	204	45500	SH		SOLE	
HEICO CORP NEW COM	COM	422806109	578	17600	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	65221	1305197	SH		SOLE	
HERCULES INC	COM	427056106	99671	5036418	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	37023	2165074	SH		SOLE	
HERSHEY COMPANY (THE)	COM	427866108	59303	1499831	SH		SOLE	
HESKA CORP COM	COM	42805E108	131	202000	SH		SOLE	
HESS CORP	COM	42809H107	2639	32150	SH		SOLE	
HEWLETT PACKARD CO	COM	428236103	793	17143	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	303	52227	SH		SOLE	
HIGHLANDS ACQUISITION	COM	430880203	940	100000	SH		SOLE	
HILB ROGAL & HAMILTON CO COM	COM	431294107	3838	82120	SH		SOLE	

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HOME DEPOT INC	COM	437076102	967	37368	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	106560	2564624	SH		SOLE	
HSN INC COM	COM	404303109	536	48689	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	444	24045	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	5160	409500	SH		SOLE	
HUTTIG BLDG PRODS INC COM	COM	448451104	166	79244	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	3820	220800	SH		SOLE	

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ICU MEDICAL INC	COM	44930G107	6413	210900	SH	SOLE
IDEATION ACQUISTION CORP-UT	COM	451665202	906	125000	SH	SOLE
IDEX CORP	COM	45167R104	60576	1952790	SH	SOLE
IKON OFFICE SOLUTIONS INC COM	COM	451713101	1063	62500	SH	SOLE
IMAX CORP COM	COM	45245E109	107	18000	SH	SOLE
IMCLONE SYS INC COM	COM	45245W109	562	9000	SH	SOLE
IMS HEALTH INC COM	COM	449934108	3593	190000	SH	SOLE
INGERSOLL-RAND CO CL A	COM	G4776G101	302	9680	SH	SOLE
INGLES MKTS INC CL A	COM	457030104	13504	591500	SH	SOLE
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	87	16000	SH	SOLE
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	1100	73500	SH	SOLE
INTEGRYS ENERGY GROUP INC	COM	45822P105	885	17720	SH	SOLE
INTEL CORP	COM	458140100	5567	297243	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	3430	136000	SH	SOLE
INTERMEC INC	COM	458786100	79729	4059515	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	7441	63619	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	20583	1198099	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	2004	76560	SH	SOLE
INTERNATIONAL SPEEDWAY CORP CL	COM	460335201	661	17000	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	5557	717000	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1057	101618	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	45363	1149592	SH	SOLE
INTRICON CORP COM	COM	46121H109	209	53000	SH	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	849	28309	SH	SOLE
INVITROGEN CORP COM	COM	46185R100	3285	86896	SH	SOLE
ITT INDUSTRIES	COM	450911102	99241	1784598	SH	SOLE
I-FLOW CORP COM NEW	COM	449520303	121	13000	SH	SOLE
J CREW GROUP INC COM	COM	46612H402	569	19900	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	1977	58300	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	5254	112505	SH	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	15488	637900	SH	SOLE
JOHNSON CONTROLS	COM	478366107	23817	785260	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	20585	297130	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	18219	3733301	SH	SOLE
KAMAN CORP	COM	483548103	67579	2367052	SH	SOLE
KELLOGG CO	COM	487836108	5845	104186	SH	SOLE
KEMET CORP COM	COM	488360108	552	406000	SH	SOLE

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KENSEY NASH CORP COM	COM	490057106	4140	131600	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	2846	43900	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	454	28167	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	1601	48875	SH		SOLE	
K-TRON INTL INC	COM	482730108	580	4500	SH		SOLE	
L 3 COMMUNICATIONS	COM	502424104	1411	14350	SH		SOLE	
LAKES ENTERTAINMENT INC COM	COM	51206P109	706	107000	SH		SOLE	
LANDAUER INC	COM	51476K103	5283	72620	SH		SOLE	
LAS VEGAS SANDS CORP	COM	517834107	16336	452400	SH		SOLE	
LAWSON SOFTWARE INC NEW COM	COM	52078P102	96	13746	SH		SOLE	
LAYNE CHRISTENSEN CO COM	COM	521050104	2601	73400	SH		SOLE	
LEAR CORP COM	COM	521865105	551	52500	SH		SOLE	
LEE ENTERPRISES INC	COM	523768109	5216	1490200	SH		SOLE	
LEGG MASON INC COM	COM	524901105	6851	180000	SH		SOLE	
LEVEL 3 COMMUNICATIONS INC COM	COM	52729N100	108	40000	SH		SOLE	
LGL GROUP INC	COM	50186A108	156	31292	SH		SOLE	
LIBERTY ENTERTAINMENT-A	COM	53071M500	116136	4651016	SH		SOLE	

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LIBERTY GLOBAL INC COM SER A	COM	530555101	42190	1392394	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	26502	943469	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	29868	2313568	SH	SOLE
LIBERTY MEDIA-CAP SER A	COM	53071M302	14753	1102638	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	1392	119000	SH	SOLE
LILLY, ELI AND COMPANY	COM	532457108	11710	265965	SH	SOLE
LIN TV CORP CL A	COM	532774106	30427	5896639	SH	SOLE
LITTELFUSE INC	COM	537008104	2884	97000	SH	SOLE
LOCKHEED MARTIN CORP COM	COM	539830109	2754	25109	SH	SOLE
LOEWS CORP	COM	540424108	423	10700	SH	SOLE
LONGS DRUG STORES CORP COM	COM	543162101	6528	86300	SH	SOLE
LSI LOGIC CORP COM	COM	502161102	1400	261233	SH	SOLE
LUFKIN INDS INC COM	COM	549764108	5674	71500	SH	SOLE
M G M MIRAGE INC COM	COM	552953101	42360	1486329	SH	SOLE
M & T BK CORP COM	COM	55261F104	10273	115100	SH	SOLE
MACROVISION SOLUTIONS CORP	COM	55611C108	6938	451095	SH	SOLE
MACY'S INC	COM	55616P104	3657	203400	SH	SOLE
MAGNETEK INC COM	COM	559424106	5854	1445373	SH	SOLE
MAGUIRE PROP INC 10/08 7.500%	OPTION - PUT		43	200	SH PUT	SOLE
MAINE & MARITIMES CORP	COM	560377103	1285	39000	SH	SOLE
MARCUS CORP COM	COM	566330106	997	62000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	5528	666047	SH	SOLE
MARSH & MCLENNAN COS INC COM	COM	571748102	9268	291800	SH	SOLE
MARTHA STEWART LIVING OMNI	COM	573083102	3736	439000	SH	SOLE
MASTERCARD INC COM	COM	57636Q104	1876	10580	SH	SOLE
MATERIAL SCIENCES CORP COM	COM	576674105	621	108000	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	6262	350222	SH	SOLE
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MATTHEWS INTL CORP CL A	COM	577128101	1218	24000	SH		SOLE	
MCCLATCHY HOLDING COMPANY	COM	579489105	69	15586	SH		SOLE	
MCDERMOTT INTERNATIONAL INC.	COM	580037109	917	35900	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	9706	307045	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	269	5000	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	38985	3136399	SH		SOLE	
MEDTRONIC INC COM	COM	585055106	1298	25900	SH		SOLE	
MENTOR CORP MINN COM	COM	587188103	5249	220000	SH		SOLE	
MENTOR GRAPHICS CORP COM	COM	587200106	4131	364000	SH		SOLE	
MERCK & CO INC	COM	589331107	1286	40760	SH		SOLE	
MEREDITH CORP	COM	589433101	10070	359121	SH		SOLE	
MERRILL LYNCH & CO INC COM	COM	590188108	6287	248491	SH		SOLE	
MET PRO CORP COM	COM	590876306	438	30000	SH		SOLE	
METAVANTE HLDG CO COM	COM	591407101	674	35000	SH		SOLE	
METHODE ELECTRS INC CL A	COM	591520200	1484	166000	SH		SOLE	
MGE ENERGY INC	COM	55277P104	295	8300	SH		SOLE	
MICROSOFT CORP	COM	594918104	4846	181558	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	3404	244000	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	25561	1857610	SH		SOLE	
MIDDLESEX WTR CO COM	COM	596680108	2529	144750	SH		SOLE	
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	790	11500	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	241	13672	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	48	12741	SH		SOLE	
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	45	10230	SH		SOLE	
MODINE MFG CO	COM	607828100	47576	3285614	SH		SOLE	
MONACO COACH CORP COM	COM	60886R103	127	65000	SH		SOLE	
MONOGRAM BIOSCIENCES INC COM	COM	60975U108	23	30000	SH		SOLE	

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MONSANTO CO NEW COM	COM	61166W101	6315	63800	SH	SOLE
MOOG INC CL A	COM	615394202	6190	144358	SH	SOLE
MOSY INC	COM	619718109	138	32500	SH	SOLE
MOTOROLA INC	COM	620076109	482	67550	SH	SOLE
MOVADO GROUP INC COM	COM	624580106	1430	64000	SH	SOLE
MUELLER WATER PRODUCTS INC	COM	624758108	731	81350	SH	SOLE
MURPHY OIL CORP COM	COM	626717102	1221	19030	SH	SOLE
MVC CAP COM	COM	553829102	1399	91750	SH	SOLE
MWI VETERINARY SUPPLY INC	COM	55402X105	2314	58900	SH	SOLE
MYERS INDS INC	COM	628464109	22609	1792934	SH	SOLE
NABORS INDUSTRIES LTD SHS	COM	G6359F103	847	34000	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	6586	588000	SH	SOLE
NASHUA CORP	COM	631226107	6833	850977	SH	SOLE
NATHANS FAMOUS INC NEW COM	COM	632347100	961	60500	SH	SOLE
NATIONAL DENTEX CORP COM	COM	63563H109	276	43000	SH	SOLE
NATIONAL FUEL GAS CO N J COM	COM	636180101	24443	579500	SH	SOLE
NATIONAL PRESTO INDS INC	COM	637215104	961	12900	SH	SOLE
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NATIONAL-OILWELL INC COM	COM	637071101	3889	77425	SH		SOLE	
NATIONWIDE FINANCIAL SERVICE C	COM	638612101	7621	154500	SH		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	95855	1769198	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	17564	796570	SH		SOLE	
NDS GROUP PLC ADR SPONSORED	COM	628891103	2319	41500	SH		SOLE	
NEKTAR THERAPEUTICS COM	COM	640268108	36	10000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	9803	652250	SH		SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	139	13000	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	703	41886	SH		SOLE	
NEW YORK TIMES CO CLASS A	COM	650111107	195	13672	SH		SOLE	
NEWMARKET CORP COM	COM	651587107	1807	34375	SH		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	8516	219710	SH		SOLE	
NEWS CORP CL A	COM	65248E104	78658	6560325	SH		SOLE	
NEWS CORP CL B	COM	65248E203	1842	151610	SH		SOLE	
NEXSTAR BROADCASTING GROUP ICL	COM	65336K103	22	10000	SH		SOLE	
NEXTWAVE WIRELESS INC COM	COM	65337Y102	72	120000	SH		SOLE	
NICOR INC COM	COM	654086107	3373	76050	SH		SOLE	
NIKE INC CL B	COM	654106103	1351	20200	SH		SOLE	
NISOURCE INC	COM	65473P105	455	30800	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	3534	227267	SH		SOLE	
NOBLE CORPORATION COM	COM	G65422100	1599	36420	SH		SOLE	
NORDSTROM INC COM	COM	655664100	559	19400	SH		SOLE	
NORTEL NETWORKS INC	COM	656568508	695	310404	SH		SOLE	
NORTHEAST UTILS COM	COM	664397106	31385	1223569	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	1876	30985	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	8883	353500	SH		SOLE	
NOVO-NORDISK A S ADR	COM	670100205	1467	28650	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	545	22000	SH		SOLE	
NSTAR COM	COM	67019E107	38311	1143600	SH		SOLE	
NUTRI SYS INC NEW COM	COM	67069D108	1650	93100	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	58710	2193116	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	3103	44040	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	18387	344850	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	5227	515000	SH		SOLE	
OGE ENERGY CORP COM	COM	670837103	253	8200	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	8972	530250	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	6334	3183022	SH		SOLE	

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ONEOK INC NEW COM	COM	682680103	8805	255950	SH	SOLE
OPKO HEALTH INC COM	COM	68375N103	26	15000	SH	SOLE
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	5608	232400	SH	SOLE
ORMAT TECHNOLOGIES INC	COM	686688102	1653	45500	SH	SOLE
ORTHOFIX INTL N V ORD	COM	N6748L102	4015	215500	SH	SOLE
OSHKOSH CORP	COM	688239201	338	25700	SH	SOLE
OSTEOTECH INC COM	COM	688582105	73	17200	SH	SOLE

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GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
OTTER TAIL CORPORATION COM	COM	689648103	246	8000	SH		SOLE	
OWENS & MINOR INC NEW COM	COM	690732102	5932	122300	SH		SOLE	
PACTIV CORP COM	COM	695257105	3998	161000	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	4690	480000	SH		SOLE	
PALM HBR HOMES INC COM	COM	696639103	3303	333340	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	704	52300	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	12750	526000	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	15915	889617	SH		SOLE	
PATTERSON COMPANIES INC	COM	703395103	14166	465827	SH		SOLE	
PEABODY ENERGY CORP COM	COM	704549104	1040	23100	SH		SOLE	
PENN NATIONAL GAMING INC COM	COM	707569109	1063	40000	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	6951	304754	SH		SOLE	
PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	4086	356200	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	5364	868000	SH		SOLE	
PEPSIAMERICAS	COM	71343P200	104626	5049531	SH		SOLE	
PEPSICO INC	COM	713448108	16039	225046	SH		SOLE	
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	4107	93450	SH		SOLE	
PETROQUEST ENERGY INC COM	COM	716748108	338	22000	SH		SOLE	
PFIZER INC	COM	717081103	24195	1312114	SH		SOLE	
PG&E CORP COM	COM	69331C108	371	9900	SH		SOLE	
PHH CORP COM NEW	COM	693320202	270	20350	SH		SOLE	
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	1176	2063800	PRN		SOLE	
PHILADELPHIA CONS HLDG CORP CO	COM	717528103	6736	115000	SH		SOLE	
PHILIP MORRIS INTL INC COM	COM	718172109	265	5500	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	562	17600	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	304	73500	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	7552	999000	SH		SOLE	
PLANTRONICS	COM	727493108	1013	45000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	1233	16500	SH		SOLE	
PNM RES INC	COM	69349H107	25725	2512200	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	460	6900	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1613	160000	SH		SOLE	
PPL CORP COM	COM	69351T106	326	8800	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	103925	1319183	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	407	167634	SH		SOLE	
PRIVATEBANCORP INC COM	COM	742962103	396	9500	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	33026	473895	SH		SOLE	
PROLIANCE INTERNATIONAL INC	COM	74340R104	443	591070	SH		SOLE	
PROSHARES TR ULTRASHT SP500	COM	74347R883	7030	100000	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	852	50107	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1365	70000	SH		SOLE	
PUBLIC SVC ENTERPRISES COM	COM	744573106	275	8400	SH		SOLE	
PUGET ENERGY INC NEW COM	COM	745310102	32540	1218730	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	284	30000	SH		SOLE	

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GAMCO ASSET MGT. INC.

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SMITH A O CORP COM	COM	831865209	274	7000	SH	SOLE
SMUCKER J M CO COM NEW	COM	832696405	1032	20357	SH	SOLE
SONESTA INTL HOTELS CORP CL A	COM	835438409	7825	376219	SH	SOLE
SONIC INNOVATIONS INC COM	COM	83545M109	86	34000	SH	SOLE
SOUTH JERSEY INDS INC COM	COM	838518108	332	9300	SH	SOLE
SOUTHERN UN CO NEW COM	COM	844030106	209	10110	SH	SOLE
SOUTHWEST GAS CORP	COM	844895102	44233	1461750	SH	SOLE
SOVEREIGN BANCORP INC COM	COM	845905108	2003	507000	SH	SOLE
SP AQUISITION HOLDING-UNITS	COM	78470A203	143	15000	SH	SOLE
SPARTAN MTRS INC COM	COM	846819100	922	290000	SH	SOLE
SPECTRA ENERGY CORP COM	COM	847560109	6977	293146	SH	SOLE
SPRINT NEXTEL CORP	COM	852061100	52418	8593086	SH	SOLE
ST JUDE MEDICAL CENTER INC	COM	790849103	2009	46200	SH	SOLE
ST. JOE COMPANY	COM	790148100	313	8000	SH	SOLE
STANDARD MOTOR PRODUCTS CV 6.7 CONVERTIBLE BOND		853666AB1	1356	1644000	PRN	SOLE
STANDARD MTR PRODS INC CLASS A COM	COM	853666105	11595	1864075	SH	SOLE
STANDEX INTL CORP	COM	854231107	2969	107000	SH	SOLE
STARBUCKS CORP COM	COM	855244109	452	30400	SH	SOLE
STARRETT L S CO CL A	COM	855668109	1216	66000	SH	SOLE
STATE STREET CORP	COM	857477103	2293	40320	SH	SOLE
STEAK N SHAKE CO COM	COM	857873103	8243	949700	SH	SOLE
STERLING BANCORP COM	COM	859158107	14074	973335	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	157	20000	SH	SOLE
STONERIDGE INC	COM	86183P102	3786	336500	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	1215	46000	SH	SOLE
STRYKER CORP	COM	863667101	1869	30000	SH	SOLE
SUMTOTAL SYS INC COM	COM	866615107	82	20000	SH	SOLE
SUNCOR INC COM	COM	867229106	725	17200	SH	SOLE
SUNPOWER CORP COM CL A	COM	867652109	2383	33600	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	4363	227700	SH	SOLE
SUPERVALU INC COMMON	COM	868536103	2374	109413	SH	SOLE
SURMODICS INC COM	COM	868873100	259	8230	SH	SOLE
SWS GROUP INC	COM	78503N107	19535	969000	SH	SOLE
SYCAMORE NETWORKS	COM	871206108	1718	532000	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	214	15000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	2242	52985	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	3362	62600	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE CO	COM	874054109	20667	1260200	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	1583	368100	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
TECO ENERGY INC COM	COM	872375100	3106	197452	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	245	20000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	1144	16000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	72220	2011697	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	95846	2681000	SH		SOLE	
TENARIS S A SPONSORED ADR	COM	88031M109	2051	55000	SH		SOLE	
TENNANT CO	COM	880345103	12508	365090	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	4477	421163	SH		SOLE	
TERCICA INC COM	COM	88078L105	492	55000	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	10479	487380	SH		SOLE	
THE SCOTTS MIRACLE GRO CO	COM	810186106	1773	75000	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	330	6000	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	99652	2550595	SH		SOLE	
THORATEC LABS CORP COM NEW	COM	885175307	538	20500	SH		SOLE	
TICKETMASTER COM	COM	88633P302	527	49082	SH		SOLE	

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TIFFANY & CO NEW COM	COM	886547108	1036	29170	SH	SOLE
TIME WARNER INC	COM	887317105	89589	6833632	SH	SOLE
TOLL BROS INC COM	COM	889478103	331	13100	SH	SOLE
TOOTSIE ROLL INDS INC	COM	890516107	35979	1244502	SH	SOLE
TRACTOR SUPPLY CO COM	COM	892356106	7401	176000	SH	SOLE
TRANS LUX CORP	COM	893247106	371	136500	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	947	119000	SH	SOLE
TRANSOCEAN INC COM NEW	COM	G90073100	7401	67379	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	918	20314	SH	SOLE
TREDEGAR INDS INC	COM	894650100	46918	2637325	SH	SOLE
TREE COM INC COM	COM	894675107	166	34496	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	1152	480000	SH	SOLE
TRIMBLE NAV LTD COM	COM	896239100	786	30400	SH	SOLE
TRIMERIS INC COM	COM	896263100	291	74000	SH	SOLE
TRIPLE CROWN MEDIA INC COM	COM	89675K102	8	495868	SH	SOLE
TYCO ELECTRONICS LTD	COM	G9144P105	4755	171924	SH	SOLE
TYCO INTERNATIONAL LTD	COM	G9143X208	16368	467382	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	4109	270870	SH	SOLE
UNDER ARMOUR INC CL A	COM	904311107	880	27700	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	1218	115000	SH	SOLE
UNIONBANCAL CORP COM	COM	908906100	366	5000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	6795	232795	SH	SOLE
UNITED GUARDIAN INC COM	COM	910571108	1703	165200	SH	SOLE
UNITED REFINING ENERGY-CW11 WA WARRANT AND RIGH		911360113	2	10000	SH	SOLE
UNITED STATES CELLULAR CORP	COM	911684108	122614	2613249	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	1671	27816	SH	SOLE
UNITEDHEALTH GROUP INC COM	COM	91324P102	25923	1021000	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	4074	238800	SH	SOLE
UST INC	COM	902911106	19649	295300	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
VALLEY NATL BANCORP COM	COM	919794107	1259	60079	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	4170	407600	SH		SOLE	
VANDA PHARMACEUTICALS INC COM	COM	921659108	24	25000	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	3574	480971	SH		SOLE	
VEOLIA ENVIRONNEMENT SPONSORED	COM	92334N103	910	22050	SH		SOLE	
VERISIGN INC COM	COM	92343E102	211	8091	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	13732	427936	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	62580	2517304	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	1691	68082	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	2588	54300	SH		SOLE	
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	5976	294400	SH		SOLE	
VIRGIN MEDIA INC	COM	92769L101	113	14255	SH		SOLE	
VISA INC-CLASS A SHRS	COM	92826C839	743	12100	SH		SOLE	
VITAL SIGNS INC COM	COM	928469105	9622	130200	SH		SOLE	
VODAFONE GROUP PLC-ADR	COM	92857W209	220	9954	SH		SOLE	
VOLTERRA SEMICONDUCTOR CORP CO	COM	928708106	127	10000	SH		SOLE	
W D 40 COMPANY	COM	929236107	1473	41000	SH		SOLE	
WACHOVIA GROUP COM	COM	929903102	671	191798	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	20543	830000	SH		SOLE	
WAL MART STORES INC	COM	931142103	1982	33100	SH		SOLE	
WALGREEN COMPANY	COM	931422109	14087	455002	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	1824	240000	SH		SOLE	
WASTE CONNECTIONS INC COM	COM	941053100	343	10000	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	65018	2064724	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	311	42000	SH		SOLE	

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WATTS WATER TECHNOLOGIES	COM	942749102	82080	3001088	SH	SOLE
WCA WASTE CORP COM	COM	92926K103	413	88000	SH	SOLE
WEATHERFORD INTL LTD NEW COM	COM	G95089101	14625	581740	SH	SOLE
WEBS INDEX FD INC JAPAN WEBS S	MUTUAL FUNDS	464286848	608	57000	SH	SOLE
WEIS MKTS INC	COM	948849104	2060	57200	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	51275	1366234	SH	SOLE
WESTAR ENERGY INC	COM	95709T100	70311	3051698	SH	SOLE
WESTWOOD HLDGS GROUP INC COM	COM	961765104	50381	1062900	SH	SOLE
WHOLE FOODS MKT INC COM	COM	966837106	965	48200	SH	SOLE
WILMINGTON TR CORP COM	COM	971807102	9182	318500	SH	SOLE
WINDSTREAM CORP COM	COM	97381W104	1480	135246	SH	SOLE
WINN DIXIE STORES INC COM NEW	COM	974280307	6680	480600	SH	SOLE
WOLVERINE WORLD WIDE INC COM	COM	978097103	4758	179824	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	31166	883650	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	925	59810	SH	SOLE
WRIGHT EXPRESS CORP COM	COM	98233Q105	746	25000	SH	SOLE
WRIGLEY WM JR CO	COM	982526105	423786	5337356	SH	SOLE
WYETH (B:WYE)	COM	983024100	1778	48140	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	266	16948	SH	SOLE
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			GAMCO ASSET MGT. INC.			
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WYNN RESORTS LTD COM	COM	983134107	294	3600	SH		SOLE	
XCEL ENERGY INC COM	COM	98389B100	3148	157480	SH		SOLE	
XEROX CORP	COM	984121103	2047	177548	SH		SOLE	
XTO ENERGY INC COM	COM	98385X106	1582	34012	SH		SOLE	
YAHOO INC.	COM	984332106	8508	491765	SH		SOLE	
YOUNG BROADCASTING INC CL A	COM	987434107	53	1016001	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	6421	318172	SH		SOLE	
YUM BRANDS INC COM	COM	988498101	704	21600	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	5292	190000	SH		SOLE	
ZEP INC	COM	98944B108	38365	2174890	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	22504	348574	SH		SOLE	
ZORAN CORP COM	COM	98975F101	118	14500	SH		SOLE	

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GABELLI FUNDS, LLC

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	458	76000	SH		SOLE	
3M CO.	COM	88579Y101	342	5000	SH		SOLE	
3SBIO INC SPONSORED ADR	COM	88575Y105	161	25000	SH		SOLE	
A H BELO CORP COM CL A	COM	001282102	284	55000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	45593	1633000	SH		SOLE	
AAR CORP COM	COM	000361105	455	27400	SH		SOLE	
AARON RENTS INC CL A	COM	002535300	5225	236750	SH		SOLE	
AARON RENTS INC COM	COM	002535201	271	10000	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	11271	581000	SH		SOLE	
ABBOTT LABS	COM	002824100	12149	211000	SH		SOLE	
ABERCROMBIE & FITCH CO-CL A	COM	002896207	2564	65000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	437	57901	SH		SOLE	
ACME COMMUNICATIONS INC COM	COM	004631107	280	295000	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	1481	96000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	3216	77000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	150	28750	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	11486	291000	SH		SOLE	
ADVANCED ANALOGIC TECHNOLOGICO	COM	00752J108	66	14200	SH		SOLE	
ADVANCED MED CV 3.250% 08/01/2	CONVERTIBLE BOND	00763MAK4	924	1400000	PRN		SOLE	
ADVANCED MED OPT 2.50% 07/15/2	CONVERTIBLE BOND	00763MAG3	890	1000000	PRN		SOLE	
ADVANCED MED OPTICS INC COM	COM	00763M108	20971	1179450	SH		SOLE	
AES CORP COM	COM	00130H105	7037	602000	SH		SOLE	
AES TR III TR P CV SC 6.75	CONVERTIBLE PREF	00808N202	230	6000	SH		SOLE	
AETNA INC (B:AET) COM	COM	00817Y108	1408	39000	SH		SOLE	
AFLAC INC COM	COM	001055102	8813	150000	SH		SOLE	
AGERE SYS 6.5% 12/15/09	CONVERTIBLE BOND	00845VAA8	18589	19100000	PRN		SOLE	
AGL RES INC COM	COM	001204106	2699	86000	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	55358	1005231	SH		SOLE	
AIRGAS INC COM	COM	009363102	943	19000	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	331	19000	SH		SOLE	
ALBANY INTL CORP NEW CL A	COM	012348108	219	8000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	3762	122000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	9182	337070	SH		SOLE	
ALCATEL LUCENT ADR SPONS 1/5SH	COM	013904305	511	133000	SH		SOLE	
ALCOA INC COM	COM	013817101	18787	832000	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	6380	39500	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	590	54500	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	11725	32124	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	29857	812000	SH		SOLE	
ALLERGAN INC	COM	018490102	10246	198958	SH		SOLE	
ALLETE INC COM NEW	COM	018522300	7248	162879	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	7513	203000	SH		SOLE	
ALLIANCE DATA SYS CORP COM	COM	018581108	723	11400	SH		SOLE	

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

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FORM 13F INFORMATION TABLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	481	24000	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	4993	155000	SH		SOLE	
ALLIED WASTE INDS INC COM NEW	COM	019589308	5944	535000	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	792	62600	SH		SOLE	
ALLSTATE CORP COM	COM	020002101	5212	113000	SH		SOLE	
ALPHA NATURAL RESOURCES INC CO	COM	02076X102	1440	28000	SH		SOLE	
ALPHARMA INC CL A	COM	020813101	42128	1142000	SH		SOLE	
ALTRIA GROUP INC COM	COM	02209S103	1825	92000	SH		SOLE	
AMAZON.COM INC	COM	023135106	6985	96000	SH		SOLE	
AMD 5.750% 08/15/12	CONVERTIBLE BOND	007903AN7	116	200000	PRN		SOLE	
AMD 6.000% 05/01/15	CONVERTIBLE BOND	007903AL1	93	200000	PRN		SOLE	
AMDL INC COM PAR 2006	COM	00167K500	355	190000	SH		SOLE	
AMEREN CORP COM	COM	023608102	10499	269000	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	24307	524300	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	21848	590000	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	82028	2315200	SH		SOLE	
AMERICAN INTL GROUP INC	COM	026874107	1258	377900	SH		SOLE	
AMERICAN STS WTR CO COM	COM	029899101	1078	28000	SH		SOLE	
AMERICAN TOWER SYSTEMS CL A	COM	029912201	414	11500	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	10105	470000	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	3725	97500	SH		SOLE	
AMERISOURCEBERGEN CORP COM	COM	03073E105	264	7000	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	50351	1235000	SH		SOLE	
AMGEN INC	COM	031162100	5690	96000	SH		SOLE	
AMICAS INC	COM	001712108	1604	660000	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	9026	348500	SH		SOLE	
AMPHENOL CORP NEW CL A	COM	032095101	562	14000	SH		SOLE	
AMR CORP	COM	001765106	1817	185000	SH		SOLE	
ANADARKO PETE CORP COM	COM	032511107	10430	215000	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	4841	306400	SH		SOLE	
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	3199	138500	SH		SOLE	
ANHEUSER BUSCH COS INC	COM	035229103	110945	1710000	SH		SOLE	
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	1895	230000	SH		SOLE	
ANIXTER INTL INC COM	COM	035290105	655	11000	SH		SOLE	
APACHE CORP	COM	037411105	23359	224000	SH		SOLE	
APPLE COMPUTER INC	COM	037833100	18777	165200	SH		SOLE	
APPLIED BIOSYSTEMS INC DEL COM	COM	038149100	1233	36000	SH		SOLE	
APPLIED MATLS INC COM	COM	038222105	393	26000	SH		SOLE	
APRIA HEALTHCARE GROUP INC COM	COM	037933108	2718	149000	SH		SOLE	
AQUA AMERICA INC	COM	03836W103	2913	163832	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	1447	41000	SH		SOLE	
ARCH COAL INC COM	COM	039380100	559	17000	SH		SOLE	
ARCHER DANIELS MIDLAND	COM	039483102	30247	1380500	SH		SOLE	
ARCHER DANIELS MIDLAND 6.25% 6 PORTVUE-SEC13F.LNP	UNITS	039483201	452	15000	SH		SOLE	

GABELLI FUNDS, LLC

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	4338	117729	SH		SOLE	
ARRAY BIOPHARMA INC COM	COM	04269X105	307	40000	SH		SOLE	
ARTESIAN RES CORP COM CL A	COM	043113208	591	35250	SH		SOLE	

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ARTHROCARE CORP COM	COM	043136100	4602	166000	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	4708	161000	SH	SOLE
ASHWORTH INC COM	COM	04516H101	57	17000	SH	SOLE
ASTORIA FINL CORP COM	COM	046265104	1789	86300	SH	SOLE
ASTRONICS CORP COM	COM	046433108	228	8000	SH	SOLE
ATLANTIC TELE NETWORK INC COM	COM	049079205	1547	55250	SH	SOLE
ATMOS ENERGY CORP COM	COM	049560105	7187	270000	SH	SOLE
AUTONATION INC	COM	05329W102	5260	468000	SH	SOLE
AUTOZONE INC	COM	053332102	2713	22000	SH	SOLE
AVIS BUDGET GROUP INC	COM	053774105	86	15000	SH	SOLE
AVISTA CORP COM	COM	05379B107	5775	266000	SH	SOLE
AVON PRODUCTS INC	COM	054303102	13801	332000	SH	SOLE
BADGER METER INC COM	COM	056525108	2394	51000	SH	SOLE
BAKER HUGHES INC	COM	057224107	5146	85000	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	21665	752000	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1781	698500	SH	SOLE
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	1622	108000	SH	SOLE
BANK FLA CORP NAPLES COM	COM	062128103	845	102400	SH	SOLE
BANK OF AMERICA	COM	060505104	12145	347000	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	28090	862198	SH	SOLE
BARNES GROUP INC COM	COM	067806109	543	26836	SH	SOLE
BARR LABS INC COM	COM	068306109	1371	21000	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	72456	1972131	SH	SOLE
BASSETT FURNITURE INDS	COM	070203104	103	12000	SH	SOLE
BAXTER INTL INC COM	COM	071813109	10566	161000	SH	SOLE
BCE INC	COM	05534B760	19785	570000	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	191	113000	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	8508	106000	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	314	10000	SH	SOLE
BEL FUSE INC CL A	COM	077347201	5583	203000	SH	SOLE
BELDEN CDT INC	COM	077454106	2257	71000	SH	SOLE
BELO CORP	COM	080555105	2704	453700	SH	SOLE
BERKSHIRE BANCORP INC DEL COM	COM	084597202	142	16100	SH	SOLE
BERKSHIRE HATHAWAY	COM	084670108	47016	360	SH	SOLE
BEST BUY INC COM	COM	086516101	2813	75000	SH	SOLE
BHP BILLITON LTD SPONSORED ADR	COM	088606108	9254	178000	SH	SOLE
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	516	50000	SH	SOLE
BIO RAD LABS INC CL A	COM	090572207	743	7500	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	5130	102000	SH	SOLE
BIOLASE TECHNOLOGY INC COM	COM	090911108	163	86000	SH	SOLE
BJ SVCS CO COM	COM	055482103	3968	207400	SH	SOLE
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BLACK HILLS CORP COM	COM	092113109	6400	206000	SH		SOLE	
BLACKROCK INC CL A	COM	09247X101	778	4000	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	1411	92000	SH		SOLE	
BOEING CO	COM	097023105	21621	377000	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	775	285000	SH		SOLE	
BORG WARNER INC	COM	099724106	14353	438000	SH		SOLE	
BORLAND SOFTWARE CORP COM	COM	099849101	92	60000	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	1306	27500	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	10442	851000	SH		SOLE	
BOYD GAMING CORP	COM	103304101	3229	345000	SH		SOLE	
BP PLC SPONS ADR	COM	055622104	41340	824000	SH		SOLE	
BPW ACQUISITION CORP-UNIT	COM	055637201	6803	755000	SH		SOLE	
BRAZIL TELECOM PARTICIPACOES S	COM	105530109	2907	59500	SH		SOLE	

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BRINKS CO COM	COM	109696104	3254	53320	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	10154	487000	SH	SOLE
BROOKFIELD ASSET MANAGEMENT I	COM	112585104	1035	36075	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	33441	471000	SH	SOLE
BRUKER BIOSCIENCES CORP	COM	116794108	280	21000	SH	SOLE
BT GROUP PLC SPON ADR	COM	05577E101	6382	220000	SH	SOLE
BURLINGTON NORTHN SANTA FE COM	COM	12189T104	462	5000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	208098	8271000	SH	SOLE
CADBURY PLC-SPONS ADR	COM	12721E102	31742	775320	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	278	15500	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	1862	622850	SH	SOLE
CALIFORNIA WTR SVC GROUP COM	COM	130788102	1174	30500	SH	SOLE
CALLON PETE CO DEL COM	COM	13123X102	1713	95000	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	6051	157000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	17474	452700	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	781	89500	SH	SOLE
CAPITAL ONE FINL CORP COM	COM	14040H105	6630	130000	SH	SOLE
CAPITAL PPTYS INC R I COM	COM	140430109	384	16700	SH	SOLE
CAPSTONE TURBINE CORP COM	COM	14067D102	200	155000	SH	SOLE
CARDINAL HEALTH INC COM	COM	14149Y108	394	8000	SH	SOLE
CAREER EDUCATION CORP	COM	141665109	785	48000	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	272	74000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	241	8000	SH	SOLE
CATERPILLAR INC	COM	149123101	9894	166000	SH	SOLE
CAVALIER HOMES INC COM	COM	149507105	806	480000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	3861	106800	SH	SOLE
CBS CORP CLASS A	COM	124857103	31618	2161200	SH	SOLE
CBS CORP NEW CL B	COM	124857202	1312	90000	SH	SOLE
CELGENE CORP	COM	151020104	13605	215000	SH	SOLE
CENTENNIAL CELLULAR CORP CL A	COM	15133V208	1685	270000	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	5785	188500	SH	SOLE
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CENTRAL VT PUB SVC CORP COM	COM	155771108	750	32000	SH		SOLE	
CENTURYTEL INC	COM	156700106	7770	212000	SH		SOLE	
CEPHALON INC COM	COM	156708109	930	12000	SH		SOLE	
CEPHALON - B 0% 6/15/2033 SERI	CONVERTIBLE BOND	156708AL3	278	200000	PRN		SOLE	
CEPHEID COM	COM	15670R107	802	58000	SH		SOLE	
CH ENERGY GROUP, INC.	COM	12541M102	26804	615200	SH		SOLE	
CHAMPION ENTERPRISES INC COM	COM	158496109	6688	1205000	SH		SOLE	
CHARTER COMMUNICATIONS INC DCL	COM	16117M107	1022	1400000	SH		SOLE	
CHECK POINT SOFTWARE TECH	COM	M22465104	227	10000	SH		SOLE	
CHEESECAKE FACTORY INC	COM	163072101	303	20700	SH		SOLE	
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	401	500000	PRN		SOLE	
CHEMED CORPORATION	COM	16359R103	9723	236800	SH		SOLE	
CHEMTURA CORP	COM	163893100	5426	1190000	SH		SOLE	
CHEROKEE INTL CORP COM	COM	164450108	58	20000	SH		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	18002	502000	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	2737	82400	SH		SOLE	
CHEVRON CORP	COM	166764100	73127	886600	SH		SOLE	
CHINA AUTOMOTIVE SYS INC COM	COM	16936R105	210	50000	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	7111	142000	SH		SOLE	
CHINA TELECOM CORP LTD SPONS A	COM	169426103	205	5000	SH		SOLE	
CHINA UNICOM ADR	COM	16945R104	1459	96500	SH		SOLE	
CHINA YUCHAI INTL LTD ORD	COM	G21082105	288	38000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	20557	331085	SH		SOLE	

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CHURCHILL DOWNS INC COM	COM	171484108	8180	167000	SH	SOLE
CINCINNATI BELL	COM	171871106	16940	5482300	SH	SOLE
CIRCOR INTL INC COM	COM	17273K109	31608	727800	SH	SOLE
CISCO SYS INC	COM	17275R102	18454	818000	SH	SOLE
CIT GROUP INC COM	COM	125581108	1392	200000	SH	SOLE
CITADEL 4.000% 02/15/11	CONVERTIBLE BOND	17285TAC0	310	400000	PRN	SOLE
CITADEL BROADCASTING CORP COM	COM	17285T106	83	106870	SH	SOLE
CITIGROUP INC.	COM	172967101	39127	1907700	SH	SOLE
CITIZENS UTIL. 5% PFD	CONVERTIBLE PREF	177351202	1482	30000	SH	SOLE
CLARCOR INC	COM	179895107	31688	835000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	5814	425000	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	185385309	2031	171000	SH	SOLE
CLECO CORP NEW COM	COM	12561W105	1654	65500	SH	SOLE
CLOROX CO	COM	189054109	4764	76000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	9994	26900	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	4308	345500	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	9021	540200	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	18708	848800	SH	SOLE
COACH INC	COM	189754104	3155	126000	SH	SOLE
COACHMEN INDS INC	COM	189873102	475	288000	SH	SOLE
COCA COLA CO	COM	191216100	68892	1302800	SH	SOLE
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COCA COLA ENTERPRISES INC	COM	191219104	1342	80000	SH		SOLE	
COCA-COLA FEMSA S A DE C V ADR	COM	191241108	505	10000	SH		SOLE	
COCA-COLA HELLENIC BOTTLING SP	COM	1912EP104	367	16500	SH		SOLE	
COLDWATER CREEK INC COM	COM	193068103	3272	565150	SH		SOLE	
COLGATE PALMOLIVE CO	COM	194162103	1130	15000	SH		SOLE	
COLUMBUS MCKINNON CORP N Y COM	COM	199333105	201	8510	SH		SOLE	
COMCAST CORP CL A SPL	COM	20030N200	4703	238500	SH		SOLE	
COMCAST CORP NEW COM CL A	COM	20030N101	4750	242000	SH		SOLE	
COMMUNICATIONS SYS	COM	203900105	1935	176200	SH		SOLE	
COMP DE TELECOMMUN DE CHILE SP	COM	204449300	2431	357000	SH		SOLE	
COMPANHIA VALE DO RIO DOCE SPO	COM	204412209	4066	212300	SH		SOLE	
COMPANIA DE MINAS BUENAVENTURA	FOREIGN COMMON S	204448104	7495	319200	SH		SOLE	
COMPUCREDIT CVT 3.625% 05/30/3	CONVERTIBLE BOND	20478NAB6	133	400000	PRN		SOLE	
CONAGRA INC	COM	205887102	4612	237000	SH		SOLE	
CONMED CORP COM	COM	207410101	4416	138000	SH		SOLE	
CONNECTICUT WTR SVC INC COM	COM	207797101	1419	49000	SH		SOLE	
CONOCOPHILLIPS COM	COM	20825C104	105887	1445550	SH		SOLE	
CONSOL ENERGY INC COM	COM	20854P109	6884	150000	SH		SOLE	
CONSOLIDATED EDISON INC COM	COM	209115104	20922	487000	SH		SOLE	
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	204	12000	SH		SOLE	
CONSTELLATION BRANDS COM	COM	21036P108	5065	236000	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	8286	341000	SH		SOLE	
CONTINUCARE CORP COM	COM	212172100	875	350000	SH		SOLE	
COOPER CAMERON 2.500% 06/15/26	CONVERTIBLE BOND	13342BAB1	242	200000	PRN		SOLE	
COOPER INDUSTRIES LTD CL A COM	COM	G24182100	44025	1102000	SH		SOLE	
COPART INC COM	COM	217204106	1976	52000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	1314	222000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	3745	249650	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	16560	513000	SH		SOLE	
CORNING INC	COM	219350105	37786	2416000	SH		SOLE	
CORUS ENTMT INC CL B NON VTG	COM	220874101	1543	88666	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	26686	411000	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	3614	150950	SH		SOLE	

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COVIDIAN LTD	COM	G2552X108	8655	161000	SH	SOLE
CRANE CO	COM	224399105	36508	1228800	SH	SOLE
CROWN HOLDINGS INC COM	COM	228368106	7107	320000	SH	SOLE
CROWN MEDIA HLDGS INC CL A	COM	228411104	2324	462000	SH	SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	2933	188500	SH	SOLE
CTS CORP	COM	126501105	7251	567350	SH	SOLE
CTS CORP 2.125% 05/01/24	CONVERTIBLE BOND	126501AC9	203	200000	PRN	SOLE
CURTISS WRIGHT CORP	COM	231561101	50176	1103992	SH	SOLE
CUTERA INC COM	COM	232109108	2759	260000	SH	SOLE
CVS/CAREMARK CORP	COM	126650100	34158	1014800	SH	SOLE
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	63	12000	SH	SOLE
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CYTEC INDS INC COM	COM	232820100	389	10000	SH		SOLE	
CYTRX CORP COM NEW	COM	232828301	26	50000	SH		SOLE	
C&D TECHNOLOGIES INC COM	COM	124661109	106	18600	SH		SOLE	
D & E COMMUNICATIONS INC COM	COM	232860106	1745	231060	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	387	80000	SH		SOLE	
DANAHER CORP 0.0% 1/22/2021	CONVERTIBLE BOND	235851AF9	199	200000	PRN		SOLE	
DANAHER CORP SHS BEN INT	COM	235851102	1110	16000	SH		SOLE	
DATASCOPE CORP	COM	238113104	1807	35000	SH		SOLE	
DEAN FOODS (B:DF)	COM	242370104	12544	537000	SH		SOLE	
DEERE & CO.	COM	244199105	86427	1746000	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	4602	590000	SH		SOLE	
DELTA NAT GAS INC COM	COM	247748106	1544	60300	SH		SOLE	
DELUXE CORP	COM	248019101	275	19090	SH		SOLE	
DENBURY RES INC COM NEW	COM	247916208	381	20000	SH		SOLE	
DENNYS CORP COM	COM	24869P104	374	145108	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	413	11000	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	36395	500000	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	38958	2558000	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	50768	556672	SH		SOLE	
DEXCOM INC COM	COM	252131107	681	110000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	58600	851000	SH		SOLE	
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	18139	176000	SH		SOLE	
DIEBOLD INC COM	COM	253651103	40725	1230000	SH		SOLE	
DIONEX CORP COM	COM	254546104	203	3200	SH		SOLE	
DIRECTV GROUP INC	COM	25459L106	75053	2866800	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	11609	840000	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	22180	1056200	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	3499	114000	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	10096	236000	SH		SOLE	
DONALDSON INC	COM	257651109	26801	639500	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	1236	158900	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	2583	474000	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	10011	315000	SH		SOLE	
DPL INC COM	COM	233293109	35216	1420000	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	27667	1044820	SH		SOLE	
DREAMWORKS ANIMATION SKG-A	COM	26153C103	2359	75000	SH		SOLE	
DREW INDS INC COM NEW	COM	26168L205	291	17000	SH		SOLE	
DRS TECHNOLOGIES INC COM	COM	23330X100	27016	352000	SH		SOLE	
DTE ENERGY CO COM	COM	233331107	3129	78000	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	11929	296000	SH		SOLE	
DUCOMMUN INC DEL COM	COM	264147109	204	8550	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	210	10000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	23879	1370000	SH		SOLE	

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DUN & BRADSTREET CORP COM 26483E100 1934 20500 SH SOLE
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DYNEGY INC DEL CL A	COM	26817G102	128	35810	SH		SOLE	
E M C CORP MASS COM	COM	268648102	562	47000	SH		SOLE	
EASTERN CO COM	COM	276317104	243	18000	SH		SOLE	
EASTMAN KODAK	COM	277461109	20448	1329500	SH		SOLE	
EBAY INC	COM	278642103	1200	53600	SH		SOLE	
EHOSTAR CORP-A	COM	278768106	5010	207880	SH		SOLE	
ECOLAB INC	COM	278865100	9461	195000	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	2713	558193	SH		SOLE	
EDISON INTL COM	COM	281020107	7860	197000	SH		SOLE	
EDWARDS LIFESCIENCES CORP COM	COM	28176E108	924	16000	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	29948	2347000	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	24612	1172000	SH		SOLE	
EL PASO ENERGY CAP TR I PFD CO	CONVERTIBLE PEF	283678209	3666	129300	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	6140	166000	SH		SOLE	
EMBARQ CORP COM	COM	29078E105	2514	62000	SH		SOLE	
EMBRAER-EMPRESA BRASIL AERONAD	COM	29081M102	810	30000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	5792	142000	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	132	136166	SH		SOLE	
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PEF	291525202	522	27460	SH		SOLE	
EMPIRE DIST ELEC CO COM	COM	291641108	4297	201250	SH		SOLE	
ENERGEN CORP COM	COM	29265N108	1268	28000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	41805	519000	SH		SOLE	
ENERGYSOUTH INC COM	COM	292970100	16525	269000	SH		SOLE	
ENERSIS S A	COM	29274F104	473	29000	SH		SOLE	
ENI S P A ADR SPONSORED	COM	26874R108	9002	170000	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	532	109900	SH		SOLE	
ENTERGY CORP NEW COM	COM	29364G103	534	6000	SH		SOLE	
ENVIRONMENTAL PWR CORP COM NEW	COM	29406L201	55	25000	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	9393	105000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	3903	369950	SH		SOLE	
EQUITY MEDIA HOLDINGS CORPORAT	COM	294725106	12	21400	SH		SOLE	
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	264	36700	SH		SOLE	
EV3 INC COM	COM	26928A200	212	21100	SH		SOLE	
EXACTECH INC COM	COM	30064E109	2958	133000	SH		SOLE	
EXELON CORP	COM	30161N101	9393	150000	SH		SOLE	
EXTERRAN HLDGS INC COM	COM	30225X103	320	10000	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	68962	888000	SH		SOLE	
FAIRCHILD CORP CL A	COM	303698104	4748	1826110	SH		SOLE	
FAIRPOINT COMMUNICATIONS INCCO	COM	305560104	1124	129607	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	694	129500	SH		SOLE	
FARMER BROS CO	COM	307675108	2363	95000	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	1133	740700	SH		SOLE	
FEDERAL SIGNAL CORP COM	COM	313855108	223	16241	SH		SOLE	
FERRO CORP	COM	315405100	37187	1850109	SH		SOLE	
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FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	494	500000	PRN		SOLE	

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FIDELITY NATL INFORMATION SVCO	COM	31620M106	1763	95496	SH	SOLE
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	719	48909	SH	SOLE
FIDELITY SOUTHERN CORP	COM	316394105	182	41000	SH	SOLE
FIRST SOLAR INC COM	COM	336433107	11127	58900	SH	SOLE
FIRSTENERGY CORP COM	COM	337932107	17618	263000	SH	SOLE
FISHER COMMUNICATIONS INC COM	COM	337756209	16628	422040	SH	SOLE
FLEETWOOD ENTERPRISES INC	COM	339099103	398	390000	SH	SOLE
FLIR SYS INC COM	COM	302445101	4265	111000	SH	SOLE
FLORIDA PUB UTILS CO COM	COM	341135101	6046	468649	SH	SOLE
FLOW INTL CORP COM	COM	343468104	59	11550	SH	SOLE
FLOWERS FOODS INC COM	COM	343498101	21873	745000	SH	SOLE
FLOWERVE CORP COM	COM	34354P105	80798	910200	SH	SOLE
FLUOR CORP NEW COM	COM	343412102	2607	46800	SH	SOLE
FLUSHING FINL CORP COM	COM	343873105	6305	360300	SH	SOLE
FMC CORP COM NEW	COM	302491303	496	9660	SH	SOLE
FMC TECHNOLOGIES INC COM	COM	30249U101	5130	110200	SH	SOLE
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	19451	510000	SH	SOLE
FORTRESS INVESTMENT GROUP CL A	COM	34958B106	557	53000	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	16348	285000	SH	SOLE
FOUNDRY NETWORKS COM	COM	35063R100	4188	230000	SH	SOLE
FPL GROUP INC COM	COM	302571104	36925	734100	SH	SOLE
FRANCE TELECOM SPONSORED ADR	COM	35177Q105	4454	159000	SH	SOLE
FRANKLIN BK CORP DEL COM	COM	352451108	39	80000	SH	SOLE
FRANKLIN ELEC INC	COM	353514102	8799	197500	SH	SOLE
FREDDIE MAC COM	COM	313400301	137	80000	SH	SOLE
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	50513	888525	SH	SOLE
FREEMPORT-MCMORAN COPPER 6.75%	CONVERTIBLE PREF	35671D782	236	3000	SH	SOLE
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	16	24000	SH	SOLE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	4715	410000	SH	SOLE
FULLER H B CO COM	COM	359694106	9815	470275	SH	SOLE
FURMANITE CORPORATION	COM	361086101	5206	503500	SH	SOLE
GARDNER DENVER INC	COM	365558105	4269	122950	SH	SOLE
GATX CORP	COM	361448103	44675	1129000	SH	SOLE
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	970	4200	SH	SOLE
GAYLORD ENTERTAINMENT CO	COM	367905106	32039	1090870	SH	SOLE
GEHL CO COM	COM	368483103	11713	398000	SH	SOLE
GENCORP INC	COM	368682100	10211	1515000	SH	SOLE
GENENTECH INC	COM	368710406	28910	326000	SH	SOLE
GENERAL COMMUNICATIONS INC CL	COM	369385109	741	80000	SH	SOLE
GENERAL DYNAMICS CORP COM	COM	369550108	4049	55000	SH	SOLE
GENERAL ELEC CO	COM	369604103	37409	1467000	SH	SOLE
GENERAL MILLS INC	COM	370334104	75424	1097561	SH	SOLE
GENERAL MOTORS 6.25% 7/15/2033	CONVERTIBLE PREF	370442717	134	15000	SH	SOLE
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GENERAL MTRS CORP	COM	370442105	20261	2144000	SH		SOLE	
GENESCO INC COM	COM	371532102	502	15000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	71413	1776000	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	5196	568450	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	10714	234800	SH		SOLE	
GLAXOSMITHKLINE PLC ADR (B:GSK	COM	37733W105	664	15276	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	599	59508	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	31379	3272049	SH		SOLE	
GOLDCORP INC (US)	COM	380956409	31058	981908	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	2432	19000	SH		SOLE	
GOODRICH B F CO COM	COM	382388106	416	10000	SH		SOLE	

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GOOGLE INC-CL A	COM	38259P508	33804	84400	SH	SOLE
GORMAN RUPP CO	COM	383082104	11806	313000	SH	SOLE
GP STRATEGIES CORP COM	COM	36225V104	911	119931	SH	SOLE
GRACO INC COM	COM	384109104	2991	84000	SH	SOLE
GRAFTECH INTERNATIONAL	COM	384313102	16379	1084000	SH	SOLE
GRAY TELEVISION, INC	COM	389375106	2319	1348400	SH	SOLE
GRAY TELEVISION, INC CL A	COM	389375205	292	86000	SH	SOLE
GREAT ATLA & PAC 5.125% 6/15/2 CONVERTIBLE BOND	COM	390064AJ2	11354	15500000	PRN	SOLE
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	10623	981777	SH	SOLE
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	60066	2703235	SH	SOLE
GREATBATCH INC	COM	39153L106	9066	369450	SH	SOLE
GREENBRIER COS INC	COM	393657101	691	35400	SH	SOLE
GREENFIELD ONLINE INC COM	COM	395150105	20268	1164800	SH	SOLE
GREIF INC CL A	COM	397624107	48821	744000	SH	SOLE
GREIF INC CL B	COM	397624206	2870	55000	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	20132	536000	SH	SOLE
GRIFFON CORP COM	COM	398433102	9903	1097912	SH	SOLE
GRUPO RADIO CENTRO S A DE CVAD	COM	40049C102	112	10000	SH	SOLE
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	52160	2385000	SH	SOLE
GRUPO TMM SA	COM	40051D105	274	308000	SH	SOLE
GSE SYS INC COM	COM	36227K106	269	38419	SH	SOLE
GSI LUMONICS INC COM	COM	36229U102	68	19200	SH	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	457	12000	SH	SOLE
H R BLOCK INC	COM	093671105	8713	383000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	1927	70000	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	60375	1864000	SH	SOLE
HANESBRANDS INC COM	COM	410345102	2284	105000	SH	SOLE
HANSEN NAT CORP COM	COM	411310105	363	12000	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	2574	69000	SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	9608	282000	SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	15178	1568026	SH	SOLE
HARRIS CORPORATION	COM	413875105	14673	317600	SH	SOLE
HARTE HANKS INC	COM	416196103	207	20000	SH	SOLE

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HARTMARX CORP	COM	417119104	625	338000	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	16622	571000	SH		SOLE	
HAWK CORP CL A	COM	420089104	2923	145200	SH		SOLE	
HAWKINS INC COM	COM	420261109	3727	212000	SH		SOLE	
HEALTHWAYS INC COM	COM	422245100	226	14000	SH		SOLE	
HEARST-ARGYLE TELEVISION INCCO	COM	422317107	1742	78000	SH		SOLE	
HECLA MNG CO COM	COM	422704106	1761	400000	SH		SOLE	
HEELYS INC COM	COM	42279M107	193	43000	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	25185	504000	SH		SOLE	
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	2464	273800	SH		SOLE	
HERCULES INC	COM	427056106	34241	1730200	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	12030	703500	SH		SOLE	
HERSHEY COMPANY (THE)	COM	427866108	29022	734000	SH		SOLE	
HESKA CORP COM	COM	42805E108	35	54000	SH		SOLE	
HESS CORP	COM	42809H107	15800	192500	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	892	153500	SH		SOLE	
HILB ROGAL & HAMILTON CO COM	COM	431294107	9149	195750	SH		SOLE	
HITACHI LTD ADR (B:HIT US)	COM	433578507	555	8000	SH		SOLE	
HLTH CORPORATION COM	COM	40422Y101	514	45000	SH		SOLE	
HOLOGIC INC COM	COM	436440101	290	15000	SH		SOLE	
HOME DEPOT INC	COM	437076102	1942	75000	SH		SOLE	

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HOME DIAGNOSTICS INC DEL COM	COM	437080104	173	17900	SH	SOLE
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	1562	112000	SH	SOLE
HONDA MTR LTD ADR	COM	438128308	241	8000	SH	SOLE
HONEYWELL INT'L INC	COM	438516106	72214	1738000	SH	SOLE
HOSPIRA INC COM	COM	441060100	5081	133000	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	332	25000	SH	SOLE
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	13175	163000	SH	SOLE
HSN INC COM	COM	404303109	1530	139000	SH	SOLE
HUANENG PWR INTL INC SPON ADR	COM	443304100	1398	52500	SH	SOLE
HUDSON CITY BANCORP INC COM	COM	443683107	1661	90000	SH	SOLE
HUNGARIAN TEL&CABLE CORP COM (	COM	445542103	398	20000	SH	SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	192	24000	SH	SOLE
HUNTSMAN CORP COM	COM	447011107	2520	200000	SH	SOLE
HUTTIG BLDG PRODS INC COM	COM	448451104	276	132000	SH	SOLE
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	6773	391500	SH	SOLE
IAMGOLD CORP (USD) COM	COM	450913108	2248	400000	SH	SOLE
ICU MEDICAL INC	COM	44930G107	4957	163000	SH	SOLE
IDEARC INC	COM	451663108	73	58000	SH	SOLE
IDEATION ACQUISTION CORP-UT	COM	451665202	1595	220000	SH	SOLE
IDEX CORP	COM	45167R104	37900	1221800	SH	SOLE
IDT CORP CL B	COM	448947309	24	32000	SH	SOLE
IDT CORPORATION	COM	448947101	18	35000	SH	SOLE
IKON OFFICE SOLUTIONS INC COM	COM	451713101	1449	85200	SH	SOLE
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IMATION CORP COM	COM	45245A107	327	14470	SH		SOLE	
IMAX CORP COM	COM	45245E109	118	20000	SH		SOLE	
IMCLONE SYS INC COM	COM	45245W109	874	14000	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	3744	198000	SH		SOLE	
INGERSOLL-RAND CO CL A	COM	G4776G101	2213	71000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	11730	513800	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	411	27500	SH		SOLE	
INSPIRE PHARMACEUTICALS INC CO	COM	457733103	71	20000	SH		SOLE	
INSTEEL INDS INC	COM	45774W108	136	10000	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	39328	787500	SH		SOLE	
INTEL CORP	COM	458140100	48604	2595000	SH		SOLE	
INTERACTIVE BROKERS	COM	45841N107	1596	72000	SH		SOLE	
INTERACTIVE DATA CORP COM	COM	45840J107	1816	72000	SH		SOLE	
INTERMEC INC	COM	458786100	14295	727850	SH		SOLE	
INTERNATIONAL BUSINESS	COM	459200101	44328	379000	SH		SOLE	
INTERNATIONAL GAME TECH	COM	459902102	7181	418000	SH		SOLE	
INTERNATIONAL PAPER CO	COM	460146103	11545	441000	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	762	40050	SH		SOLE	
INTERNATIONAL SPEEDWAY CORP CL	COM	460335201	623	16000	SH		SOLE	
INTERPUBLIC GROUP COS INC	COM	460690100	16210	2091600	SH		SOLE	
INTERTAPE POLYMER GROUP INC CO	COM	460919103	34	12500	SH		SOLE	
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1558	149800	SH		SOLE	
INTL FLAVORS & FRAGRANCES	COM	459506101	14699	372500	SH		SOLE	
INTL GM TECH 2.600% 02/36	CONVERTIBLE BOND	459902AP7	272	300000	PRN		SOLE	
INTRICON CORP COM	COM	46121H109	276	70000	SH		SOLE	
INVERNESS MED INNOVATIONS INCO	COM	46126P106	1890	63000	SH		SOLE	
INVESCO LTD	COM	G491BT108	2623	125000	SH		SOLE	
INVITROGEN CORP COM	COM	46185R100	8467	224000	SH		SOLE	
ITT INDUSTRIES	COM	450911102	70575	1269100	SH		SOLE	
IVANHOE MINES LTD COM	COM	46579N103	3025	499140	SH		SOLE	
I-FLOW CORP COM NEW	COM	449520303	414	44500	SH		SOLE	

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J CREW GROUP INC COM	COM	46612H402	2751	96300	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	948	27950	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	32869	703826	SH	SOLE
JA SOLAR HOLD CO 4.500% 05/15/	CONVERTIBLE BOND	466090AA5	208	300000	PRN	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	15078	621000	SH	SOLE
JOHNSON CONTROLS	COM	478366107	18683	616000	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	44720	645500	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	2845	582900	SH	SOLE
JUPITERMEDIA CORP COM	COM	48207D101	81	70000	SH	SOLE
K V PHARMACEUTICAL CO CL A	COM	482740206	965	42510	SH	SOLE
KAMAN CORP	COM	483548103	23123	809918	SH	SOLE
KANSAS CITY SOUTHERN	COM	485170302	1375	31000	SH	SOLE
KELLOGG CO	COM	487836108	8471	151000	SH	SOLE
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KEMET CORP COM	COM	488360108	326	240000	SH		SOLE	
KEYCORP	COM	493267108	143	12000	SH		SOLE	
KIMBALL INTL INC CL B	COM	494274103	137	12680	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	20425	315000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1041	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	400	14000	SH		SOLE	
KINROSS GOLD 1.75% 3/15/2028 1	CONVERTIBLE BOND	496902AB3	191	200000	PRN		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	43609	2705248	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	1133	41570	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	3556	287000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	36746	1122000	SH		SOLE	
KROGER CO	COM	501044101	3243	118000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	168	10000	SH		SOLE	
KYOCERA CORP ADR	COM	501556203	990	13000	SH		SOLE	
K-TRON INTL INC	COM	482730108	1159	9000	SH		SOLE	
L 3 COMMUNICATIONS	COM	502424104	6391	65000	SH		SOLE	
LA Z BOY CHAIR CO	COM	505336107	158	17000	SH		SOLE	
LABORATORY CORP AMER HLDGS COM	COM	50540R409	1460	21000	SH		SOLE	
LABRANCHE & CO INC COM	COM	505447102	270	60000	SH		SOLE	
LACLEDE GROUP INC	COM	505597104	10595	218500	SH		SOLE	
LAKES ENTERTAINMENT INC COM	COM	51206P109	923	140000	SH		SOLE	
LANDAUER INC	COM	51476K103	12804	176000	SH		SOLE	
LANGER INC COM	COM	515707107	9	10000	SH		SOLE	
LAS VEGAS SANDS CORP	COM	517834107	10530	291600	SH		SOLE	
LATTICE SEMICONDUCTOR CORP COM	COM	518415104	32	15650	SH		SOLE	
LAWSON SOFTWARE INC NEW COM	COM	52078P102	204	29160	SH		SOLE	
LAYNE CHRISTENSEN CO COM	COM	521050104	531	15000	SH		SOLE	
LEAR CORP COM	COM	521865105	1071	102000	SH		SOLE	
LECROY CORP COM	COM	52324W109	147	19097	SH		SOLE	
LEE ENTERPRISES INC	COM	523768109	917	262000	SH		SOLE	
LEGG MASON INC COM	COM	524901105	19220	505000	SH		SOLE	
LENDER PROCESSING SVCS INC COM	COM	52602E102	1358	44500	SH		SOLE	
LEUCADIA NATL CORP COM	COM	527288104	11096	244200	SH		SOLE	
LEVEL 3 COMM INC 2.875% 7/15/2	CONVERTIBLE BOND	52729NBA7	394	500000	PRN		SOLE	
LIBERTY ENTERTAINMENT-A	COM	53071M500	67234	2692600	SH		SOLE	
LIBERTY GLOBAL INC COM SER A	COM	530555101	34696	1145084	SH		SOLE	
LIBERTY GLOBAL INC COM SER C	COM	530555309	16881	600963	SH		SOLE	
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	15815	1225000	SH		SOLE	
LIBERTY MEDIA-CAP SER A	COM	53071M302	8063	602650	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	2808	240000	SH		SOLE	
LILLY, ELI AND COMPANY	COM	532457108	18008	409000	SH		SOLE	

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LIMELIGHT NETWORKS INC COM COM 53261M104 30 12000 SH SOLE
 LIN TV CORP CL A COM 532774106 8816 1708500 SH SOLE
 LINDSAY CORP COM 535555106 1892 26000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
LITTELFUSE INC	COM	537008104	950	31950	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	3455	31500	SH		SOLE	
LOEWS CORP	COM	540424108	6042	153000	SH		SOLE	
LONGS DRUG STORES CORP COM	COM	543162101	5983	79100	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	8180	1526100	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	34438	434000	SH		SOLE	
LUNDIN MINING CORP COM	COM	550372106	851	285600	SH		SOLE	
M G M MIRAGE INC COM	COM	552953101	27303	958001	SH		SOLE	
M & T BK CORP COM	COM	55261F104	10889	122000	SH		SOLE	
MACROVISION CORP 2.625% 08/15/ CONVERTIBLE BOND	555904AB7	242	300000	PRN			SOLE	
MACROVISION SOLUTIONS CORP	COM	55611C108	7426	482858	SH		SOLE	
MACY'S INC	COM	55616P104	8271	460000	SH		SOLE	
MAGNETEK INC COM	COM	559424106	2688	663663	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	5513	167300	SH		SOLE	
MANITOWOC CO COM	COM	563571108	1151	74000	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	23073	578700	SH		SOLE	
MARCUS CORP COM	COM	566330106	563	35000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	2527	304500	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	29187	919000	SH		SOLE	
MARSHALL & ILSLEY CORP NEW COM	COM	571837103	3627	180000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	1702	200000	SH		SOLE	
MARTIN MARIETTA MTLs INC COM	COM	573284106	784	7000	SH		SOLE	
MASSEY ENERGY CORP COM	COM	576206106	357	10000	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	24755	139600	SH		SOLE	
MATERIAL SCIENCES CORP COM	COM	576674105	1470	255650	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	2646	148000	SH		SOLE	
MATSUSHITA ELEC CO ADR (B:MC U	COM	576879209	260	15000	SH		SOLE	
MATTEL INC	COM	577081102	3067	170000	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	1624	32000	SH		SOLE	
MCDERMOTT INTERNATIONAL INC.	COM	580037109	2798	109500	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	16437	520000	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	430	8000	SH		SOLE	
MDC PARTNERS INC-A	COM	552697104	101	15000	SH		SOLE	
MEADOWBROOK INS GROUP INC COM	COM	58319P108	80	11350	SH		SOLE	
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	6525	145000	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	20025	1611000	SH		SOLE	
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	225	38000	SH		SOLE	
MEDICAL ACTION INDS INC COM	COM	58449L100	197	15000	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	568	252600	SH		SOLE	
MEDTRONIC INC COM	COM	585055106	6764	135000	SH		SOLE	
MELCO PBL ENTERTAINMENT-ADR	COM	585464100	666	167000	SH		SOLE	
MENTOR CORP MINN COM	COM	587188103	1432	60000	SH		SOLE	
MENTOR GRAPHICS CORP COM	COM	587200106	1441	127000	SH		SOLE	
MERCK & CO INC	COM	589331107	17674	560000	SH		SOLE	

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MEREDITH CORP	COM	589433101	9006	321200	SH	SOLE
MERIX CORP COM	COM	590049102	20	15700	SH	SOLE
MERRILL LYNCH & CO INC COM	COM	590188108	21379	845000	SH	SOLE
MET PRO CORP COM	COM	590876306	1897	130001	SH	SOLE
METAVANTE HLDG CO COM	COM	591407101	9726	505000	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	715	80000	SH	SOLE
METROPCS COMMUNICATIONS INC	COM	591708102	196	14000	SH	SOLE
MGE ENERGY INC	COM	55277P104	14753	415000	SH	SOLE
MGP INGREDIENTS INC COM	COM	55302G103	153	54000	SH	SOLE
MICROSOFT CORP	COM	594918104	28091	1052500	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1786	128000	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	10474	761190	SH	SOLE
MIDDLESEX WTR CO COM	COM	596680108	2097	120033	SH	SOLE
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	4876	71000	SH	SOLE
MINE SAFETY APPLIANCES CO COM	COM	602720104	366	9600	SH	SOLE
MIRANT CORP NEW COM	COM	60467R100	3052	172932	SH	SOLE
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	296	78016	SH	SOLE
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	167	38363	SH	SOLE
MKS INSTRS INC COM	COM	55306N104	428	21487	SH	SOLE
MOBILE TELESYSTEMS OJSC ADR SP	COM	607409109	532	9500	SH	SOLE
MODINE MFG CO	COM	607828100	13647	942500	SH	SOLE
MOLEX INC CL A	COM	608554200	916	44000	SH	SOLE
MONACO COACH CORP COM	COM	60886R103	193	98800	SH	SOLE
MONOGRAM BIOSCIENCES INC COM	COM	60975U108	23	30000	SH	SOLE
MONRO MUFFLER BRAKE INC	COM	610236101	272	11812	SH	SOLE
MONSANTO CO NEW COM	COM	61166W101	43112	435558	SH	SOLE
MONSTER WORLDWIDE INC COM	COM	611742107	2460	165000	SH	SOLE
MOODYS CORP COM	COM	615369105	8602	253000	SH	SOLE
MOOG INC CL A	COM	615394202	3859	90000	SH	SOLE
MORGAN STANLEY	COM	617446448	1265	55000	SH	SOLE
MOSAIC CO/THE	COM	61945A107	3843	56500	SH	SOLE
MOSY INC	COM	619718109	334	78700	SH	SOLE
MOTOROLA INC	COM	620076109	4034	565000	SH	SOLE
MOVADO GROUP INC COM	COM	624580106	760	34000	SH	SOLE
MUELLER INDS INC COM	COM	624756102	3164	137500	SH	SOLE
MUELLER WATER PRODUCTS INC	COM	624758108	183	20400	SH	SOLE
MUELLER WTR PRODS INC COM SER	COM	624758207	228	35133	SH	SOLE
MURPHY OIL CORP COM	COM	626717102	27221	424400	SH	SOLE
MVC CAP COM	COM	553829102	1556	102000	SH	SOLE
MWI VETERINARY SUPPLY INC	COM	55402X105	1572	40000	SH	SOLE
MYERS INDS INC	COM	628464109	20807	1650000	SH	SOLE
NABI BIOPHARMACEUTICALS	COM	629519109	84	18000	SH	SOLE
NABORS INDUSTRIES LTD SHS	COM	G6359F103	3339	134000	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	2997	267600	SH	SOLE
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NASHUA CORP	COM	631226107	3699	460700	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1217	76600	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	42973	1018800	SH		SOLE	
NATIONAL GRID PLC	COM	636274300	3381	52652	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	6951	93300	SH		SOLE	
NATIONAL-OILWELL INC COM	COM	637071101	9242	184000	SH		SOLE	
NATIONWIDE FINANCIAL SERVICE C	COM	638612101	23432	475000	SH		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	34188	631000	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	2778	126000	SH		SOLE	

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NDS GROUP PLC ADR SPONSORED	COM	628891103	9049	161900	SH	SOLE
NEOGEN CORP COM	COM	640491106	592	21000	SH	SOLE
NEUROMETRIX INC COM	COM	641255104	10	10000	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	10336	687668	SH	SOLE
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1327	124000	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	COM	649445103	5609	334055	SH	SOLE
NEW YORK TIMES CO CLASS A	COM	650111107	2987	209000	SH	SOLE
NEWMARKET CORP COM	COM	651587107	289	5500	SH	SOLE
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	196	200000	PRN	SOLE
NEWMONT MINING CORP HOLDING CO	COM	651639106	92965	2398471	SH	SOLE
NEWS CORP CL A	COM	65248E104	75081	6262000	SH	SOLE
NEWS CORP CL B	COM	65248E203	1628	134016	SH	SOLE
NEXSTAR BROADCASTING GROUP ICL	COM	65336K103	33	15000	SH	SOLE
NEXTEL COMM 5.25% 1/15/10	CONVERTIBLE BOND	65332VAY9	1451	1500000	PRN	SOLE
NEXTWAVE WIRELESS INC COM	COM	65337Y102	138	230000	SH	SOLE
NICOR INC COM	COM	654086107	15833	357000	SH	SOLE
NIKE INC CL B	COM	654106103	7158	107000	SH	SOLE
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	495	22000	SH	SOLE
NISOURCE INC	COM	65473P105	8223	557086	SH	SOLE
NOBILITY HOMES INC COM	COM	654892108	1034	66500	SH	SOLE
NOBLE CORPORATION COM	COM	G65422100	12634	287800	SH	SOLE
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	522	28000	SH	SOLE
NORDSTROM INC COM	COM	655664100	1729	60000	SH	SOLE
NORTEL NETWORKS INC	COM	656568508	1756	784093	SH	SOLE
NORTHEAST UTILS COM	COM	664397106	26830	1046000	SH	SOLE
NORTHERN TRUST CORP	COM	665859104	433	6000	SH	SOLE
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	11136	183945	SH	SOLE
NORTHWESTERN CORP COM NEW	COM	668074305	21810	867900	SH	SOLE
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	12787	242000	SH	SOLE
NOVO-NORDISK A S ADR	COM	670100205	5816	113600	SH	SOLE
NRG ENERGY INC COM NEW	COM	629377508	3366	136000	SH	SOLE
NSTAR COM	COM	67019E107	43684	1304000	SH	SOLE
O REILLY AUTOMOTIVE INC COM	COM	686091109	30750	1148670	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	36634	520000	SH	SOLE
OCEANEERING INTL INC COM	COM	675232102	13650	256000	SH	SOLE
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OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	257	22000	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	2233	220000	SH		SOLE	
OGE ENERGY CORP COM	COM	670837103	25754	834000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	1980	117000	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	2265	116750	SH		SOLE	
OMNICARE CAP II PFD 4% PFD	CONVERTIBLE PREF	68214Q200	240	6000	SH		SOLE	
OMNICARE INC COM	COM	681904108	608	21150	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	2633	1323000	SH		SOLE	
ON SEMICONDUCTOR CORP COM	COM	682189105	77	11350	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	19608	570000	SH		SOLE	
OPENTV CORP CL A	COM	G67543101	63	45000	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	135	77000	SH		SOLE	
OREZONE RES INC COM	COM	685921108	240	500000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	2197	91050	SH		SOLE	
ORITANI FINL CORP COM	COM	686323106	170	10100	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	2659	73200	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	2515	135000	SH		SOLE	
OSHKOSH CORP	COM	688239201	263	20000	SH		SOLE	
OSTEOTECH INC COM	COM	688582105	55	13000	SH		SOLE	

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OTTER TAIL CORPORATION COM	COM	689648103	4610	150000	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	245	27800	SH	SOLE
OWENS ILL INC COM NEW	COM	690768403	3822	130000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	7469	154000	SH	SOLE
PACCAR INC	COM	693718108	7562	198000	SH	SOLE
PACTIV CORP COM	COM	695257105	6289	253300	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	3897	398900	SH	SOLE
PALM HBR HOMES INC COM	COM	696639103	406	41000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	3432	255000	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	6296	259750	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	5939	332000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	636	12000	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	2737	90000	SH	SOLE
PAYCHEX INC COM	COM	704326107	231	7000	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	9393	208728	SH	SOLE
PENFORD CORP COM	COM	707051108	1275	72050	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	1594	60000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	7482	328000	SH	SOLE
PENTAIR INC COM	COM	709631105	1936	56000	SH	SOLE
PENWEST PHARMACEUTICALS CO COM	COM	709754105	247	120000	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	2781	450000	SH	SOLE
PEPCO HLDGS INC COM	COM	713291102	6701	292500	SH	SOLE
PEPSIAMERICAS	COM	71343P200	46214	2230400	SH	SOLE
PEPSICO INC	COM	713448108	63758	894600	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	42957	977400	SH	SOLE
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PETROCHINA CO LTD SPONSORED AD	COM	71646E100	3031	29500	SH		SOLE	
PFIZER INC	COM	717081103	61958	3360000	SH		SOLE	
PG&E CORP COM	COM	69331C108	3333	89000	SH		SOLE	
PHH CORP COM NEW	COM	693320202	1223	92000	SH		SOLE	
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	2252	3950000	PRN		SOLE	
PHILADELPHIA CONS HLDG CORP CO	COM	717528103	20617	352000	SH		SOLE	
PHILIP MORRIS INTL INC COM	COM	718172109	4185	87000	SH		SOLE	
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	8564	152000	SH		SOLE	
PHOENIX COS INC NEW COM	COM	71902E109	4112	445000	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	4123	129000	SH		SOLE	
PIER 1 IMP 6.375% 2/15/2036 CV	CONVERTIBLE BOND	720279AH1	416	600000	PRN		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	454	110000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	3062	405000	SH		SOLE	
PINNACLE WEST CAP CORP COM	COM	723484101	13970	406000	SH		SOLE	
PLANTRONICS	COM	727493108	263	11700	SH		SOLE	
PLAYBOY ENTERPRISES INC CL A	COM	728117201	42	10000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	25086	335818	SH		SOLE	
PNM RES INC	COM	69349H107	14336	1400000	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	400	6000	SH		SOLE	
POPULAR INC COM	COM	733174106	332	40000	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1008	100000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	396	3000	SH		SOLE	
PPL CORP COM	COM	69351T106	1858	50200	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	41123	522000	SH		SOLE	
PREMD INC COM	COM	74047Y105	1	10000	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	442	182000	SH		SOLE	
PRIVATEBANCORP 3.625% 03/15/27	CONVERTIBLE BOND	742962AD5	956	1000000	PRN		SOLE	
PRIVATEBANCORP INC COM	COM	742962103	417	10000	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	110807	1590000	SH		SOLE	

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PROGRESS ENERGY INC COM	COM	743263105	31614	733000	SH	SOLE
PROLIANCE INTERNATIONAL INC	COM	74340R104	364	485000	SH	SOLE
PROLOGIS SH BEN INT	COM	743410102	1486	36000	SH	SOLE
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1685	99100	SH	SOLE
PRUDENTIAL FINANCIAL INC	COM	744320102	360	5000	SH	SOLE
PSS WORLD MED INC COM	COM	69366A100	858	44000	SH	SOLE
PT INDOSAT TBK SPONSORED ADR	COM	744383100	459	14000	SH	SOLE
PT TELEKOMUNIKASI INDONESIA (B	COM	715684106	675	22680	SH	SOLE
PUBLIC SVC ENTERPRISES COM	COM	744573106	15910	485200	SH	SOLE
PUGET ENERGY INC NEW COM	COM	745310102	29156	1092000	SH	SOLE
QUAKER CHEM CORP COM	COM	747316107	541	19000	SH	SOLE
QUALCOMM INC COM	COM	747525103	645	15000	SH	SOLE
QUALITY SYS INC COM	COM	747582104	254	6000	SH	SOLE
QUIDEL CORP COM	COM	74838J101	3824	233000	SH	SOLE
QWEST COMMUNICATIONS INTL.	COM	749121109	10488	3247000	SH	SOLE
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RALCORP HOLDINGS INC	COM	751028101	18753	278200	SH		SOLE	
RANDGOLD RES LTD ADR	COM	752344309	67474	1644500	SH		SOLE	
RAYONIER INC COM	COM	754907103	1183	24984	SH		SOLE	
RAYTHEON COMPANY	COM	755111507	535	10000	SH		SOLE	
READING INTERNATIONAL INC CL B	COM	755408200	152	19000	SH		SOLE	
READING INTL INC CL A	COM	755408101	129	20000	SH		SOLE	
REGAL ENTERTAINMENT GROUP	COM	758766109	694	44000	SH		SOLE	
RENEGY HOLDINGS INC	COM	75845J109	23	11500	SH		SOLE	
REPSOL YPF S A ADR SPONSORED	COM	76026T205	8898	300000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	36764	1226300	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	9029	132200	SH		SOLE	
RF MICRO DEVICES INC COM	COM	749941100	44	15000	SH		SOLE	
RGC RES INC COM	COM	74955L103	679	24000	SH		SOLE	
RH DONNELLEY CORP COM	COM	74955W307	191	96000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	16966	68000	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	2474	80000	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	182	13715	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	21508	576000	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	12503	260000	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	616	24000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	107382	3230500	SH		SOLE	
ROHM & HAAS CO COM	COM	775371107	79625	1137500	SH		SOLE	
ROLLINS INC	COM	775711104	47298	2492000	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	938	1400000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	1823	32000	SH		SOLE	
ROSTELECOM LONG DISTANCE & ISP	COM	778529107	762	17500	SH		SOLE	
ROWAN COS INC	COM	779382100	24999	818300	SH		SOLE	
ROWAN COS INC 10/08 42.50 CALL	OPTION - CALL		2	273	SH	CALL	SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	24430	414000	SH		SOLE	
ROYCE VALUE TR INC	COM	780910105	1484	111420	SH		SOLE	
RPC INC. COMMON	COM	749660106	22637	1610000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	2454	262415	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	2135	170000	SH		SOLE	
SAFEGUARD SCIENTIFICS INC COM	COM	786449108	36	28500	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	18075	762000	SH		SOLE	
SAKS INC COM	COM	79377W108	307	33150	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	528	422500	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	5948	691600	SH		SOLE	
SANDISK CORP COM	COM	80004C101	1329	68000	SH		SOLE	

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SARA LEE CORP COM	COM	803111103	24894	1971000	SH	SOLE
SASOL LTD ADR SPONSORED	COM	803866300	4249	100000	SH	SOLE
SCANA CORP NEW COM	COM	80589M102	10063	258500	SH	SOLE
SCHEIN HENRY INC COM	COM	806407102	7538	140000	SH	SOLE
SCHERING PLOUGH CORP	COM	806605101	7406	401000	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SCHIFF NUTRITION INTL INC COM	COM	806693107	6334	927400	SH		SOLE	
SCHLUMBERGER	COM	806857108	17586	225200	SH		SOLE	
SCHULMAN A INC COM	COM	808194104	1187	60000	SH		SOLE	
SCHWAB CHARLES CORP NEW	COM	808513105	1313	50500	SH		SOLE	
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	342	18000	SH		SOLE	
SCIELE PHARMA INC COM	COM	808627103	35319	1147100	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	4478	633331	SH		SOLE	
SCRIPPS NETWORKS INTERAC	COM	811065101	22527	620400	SH		SOLE	
SEACOAST BKG CORP FLA COM	COM	811707306	365	34000	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	542	24650	SH		SOLE	
SEMPRA ENERGY COM	COM	816851109	10094	200000	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	29970	1065400	SH		SOLE	
SHAW COMMUNICATIONS CL B NON V	COM	82028K200	12645	622000	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	2516	114000	SH		SOLE	
SHUTTERFLY INC COM	COM	82568P304	125	13000	SH		SOLE	
SIERRA PAC RES NEW COM	COM	826428104	335	35000	SH		SOLE	
SINCLAIR BROAD 4.875% 7/15/201	CONVERTIBLE BOND	829226AU3	1533	1750000	PRN		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	2318	460000	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	242	425000	SH		SOLE	
SIX FLAGS INC PFD(SIX.B)	CONVERTIBLE PREF	83001P505	78	13000	SH		SOLE	
SIX FLAGS INC.	COM	83001P109	173	250000	SH		SOLE	
SJW CORP COM	COM	784305104	14266	476000	SH		SOLE	
SK TELECOM LTD SPONSORED ADR (	COM	78440P108	3117	165600	SH		SOLE	
SKYLINE CORP	COM	830830105	7995	302500	SH		SOLE	
SL INDS INC COM	COM	784413106	2695	203400	SH		SOLE	
SLM CORP COM	COM	78442P106	12649	1025000	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	1048	159800	SH		SOLE	
SMITH A O CORP COM	COM	831865209	470	12000	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	5221	103000	SH		SOLE	
SMURFIT-STONE CONTAINER 7% CV	CONVERTIBLE PREF	832727200	459	34000	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	2870	138000	SH		SOLE	
SONIC INNOVATIONS INC COM	COM	83545M109	577	227000	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	979	33000	SH		SOLE	
SONY CORP-ADR (B:SNE US)	COM	835699307	1852	60000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	341	96300	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	3570	100000	SH		SOLE	
SOUTHERN CO	COM	842587107	14511	385000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	15591	755000	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	35549	1174800	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	317	24901	SH		SOLE	
SOVEREIGN BANCORP INC COM	COM	845905108	3476	880000	SH		SOLE	
SP AQUISITION HOLDING-UNITS	COM	78470A203	119	12500	SH		SOLE	
SPAIN FUND INC	MUTUAL FUNDS	846330108	76	11000	SH		SOLE	
SPANISH BROADCASTING SYSTEM CL	COM	846425882	8	22000	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
SPARTAN MTRS INC COM	COM	846819100	240	75375	SH		SOLE	
SPDR GOLD TRUST GOLD SHS	ETF/ISHARE - EQU	78463V107	451	5300	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	41852	1758500	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	36069	5913000	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	18788	432000	SH		SOLE	
ST. JOE COMPANY	COM	790148100	15714	402000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	208	17800	SH		SOLE	
STANDARD MOTOR PRODUCTS CV 6.7	CONVERTIBLE BOND	853666AB1	7673	9300000	PRN		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	6606	1062000	SH		SOLE	
STANDEX INTL CORP	COM	854231107	1854	66800	SH		SOLE	
STARBUCKS CORP COM	COM	855244109	3569	240000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	2377	129000	SH		SOLE	
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	4784	170000	SH		SOLE	
STATE STREET CORP	COM	857477103	18514	325500	SH		SOLE	
STATOIL ASA SPONSORED ADR	COM	85771P102	24276	1020000	SH		SOLE	
STEAK N SHAKE CO COM	COM	857873103	2691	310000	SH		SOLE	
STERLING BANCORP COM	COM	859158107	6654	460150	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	236	30000	SH		SOLE	
STILLWATER MINING	COM	86074Q102	204	35148	SH		SOLE	
STONERIDGE INC	COM	86183P102	1665	148000	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	1065	40300	SH		SOLE	
STRYKER CORP	COM	863667101	14161	227300	SH		SOLE	
SUNCOR INC COM	COM	867229106	14875	353000	SH		SOLE	
SUNOCO INC COM	COM	86764P109	6404	180000	SH		SOLE	
SUNPOWER CORP COM CL A	COM	867652109	14562	205300	SH		SOLE	
SUNTRUST BANKS INC	COM	867914103	2339	52000	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	3909	204000	SH		SOLE	
SUPERVALU INC COMMON	COM	868536103	7638	352000	SH		SOLE	
SWS GROUP INC	COM	78503N107	8975	445200	SH		SOLE	
SYCAMORE NETWORKS	COM	871206108	1932	598000	SH		SOLE	
SYMMETRICOM INC COM	COM	871543104	53	10600	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	225	15800	SH		SOLE	
SYNGENTA AG ADR SPONSORED	COM	87160A100	10051	237500	SH		SOLE	
T ROWE PRICE GROUP INC	COM	74144T108	20410	380000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	16899	1030400	SH		SOLE	
TD AMERITRADE HLDG CORP COM	COM	87236Y108	1334	80000	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	860	200000	SH		SOLE	
TECO ENERGY INC COM	COM	872375100	4798	305000	SH		SOLE	
TEEKAY SHIPPING CORP COM	COM	Y8564W103	580	22000	SH		SOLE	
TELE CELULAR SUL PARTICIPACOES	COM	88706P106	1319	63244	SH		SOLE	
TELE NORTE LESTE PARTICIPACO A	COM	879246106	5344	306082	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	3026	247000	SH		SOLE	
TELECOM ITALIA SPA ADR	COM	87927Y102	7285	488300	SH		SOLE	
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	537	58399	SH		SOLE	

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TELEFLEX INC	COM	879369106	317	5000	SH		SOLE	
TELEFONICA DE ARGENTINA S A SP	COM	879378404	497	55000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	36693	513261	SH		SOLE	
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	11073	430000	SH		SOLE	
TELEMIG CELULAR PARTICIPACOE A	COM	87944E105	309	8347	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	42839	1193300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	58144	1626400	SH		SOLE	

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TELMEX INTERNACIONAL SAB DE SP	COM	879690105	5603	431000	SH	SOLE
TELUS CORP NON VTG SHS	COM	87971M202	4769	134100	SH	SOLE
TENARIS S A SPONSORED ADR	COM	88031M109	21889	587000	SH	SOLE
TENET HEALTHCARE CORP COM	COM	88033G100	5606	1010000	SH	SOLE
TENNANT CO	COM	880345103	7785	227220	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	1722	162037	SH	SOLE
TERCICA INC COM	COM	88078L105	1448	162000	SH	SOLE
TESORO PETE CORP COM	COM	881609101	2432	147500	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	20748	965000	SH	SOLE
THE SCOTTS MIRACLE GRO CO	COM	810186106	378	16000	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	495	9000	SH	SOLE
THOMAS & BETTS CORP	COM	884315102	49384	1264000	SH	SOLE
THOR INDS INC COM	COM	885160101	670	27000	SH	SOLE
THORATEC LABS CORP COM NEW	COM	885175307	1995	76000	SH	SOLE
TICKETMASTER COM	COM	88633P302	1245	116000	SH	SOLE
TIER TECHNOLOGIES INC CL B	COM	88650Q100	273	37067	SH	SOLE
TIFFANY & CO NEW COM	COM	886547108	8113	228400	SH	SOLE
TIME WARNER CABLE INC CL A	COM	88732J108	557	23000	SH	SOLE
TIME WARNER INC	COM	887317105	68860	5252500	SH	SOLE
TIVO INC	COM	888706108	322	44000	SH	SOLE
TOOTSIE ROLL INDS INC	COM	890516107	18206	629756	SH	SOLE
TORO CO COM	COM	891092108	293	7104	SH	SOLE
TOTAL SA ADR (B:TOT US)	COM	89151E109	13806	227518	SH	SOLE
TOYOTA MTR CORP ADR 1 SH (B:TM	COM	892331307	343	4000	SH	SOLE
TRACTOR SUPPLY CO COM	COM	892356106	5906	140450	SH	SOLE
TRANS LUX CORP	COM	893247106	2165	796000	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	1385	174050	SH	SOLE
TRANSOCEAN INC 1.625% 12/15/20	CONVERTIBLE BOND	893830AU3	281	300000	PRN	SOLE
TRANSOCEAN INC COM NEW	COM	G90073100	32375	294751	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	16679	369000	SH	SOLE
TREDEGAR INDS INC	COM	894650100	3079	173050	SH	SOLE
TREE COM INC COM	COM	894675107	463	95986	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	660	275000	SH	SOLE
TRIMBLE NAV LTD COM	COM	896239100	5021	194178	SH	SOLE
TRINITY INDS INC	COM	896522109	4835	187900	SH	SOLE
TRIPLE CROWN MEDIA INC COM	COM	89675K102	7	440200	SH	SOLE
TURBOCHEF TECHNOLOGIES INC COM	COM	900006206	338	55000	SH	SOLE

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TURKCELL ILETISIM HIZMETLERISP	COM	900111204	1829	122000	SH		SOLE	
TW TELECOM INC	COM	87311L104	2036	196000	SH		SOLE	
TYCO ELECTRONICS LTD	COM	G9144P105	16672	602750	SH		SOLE	
TYCO INTERNATIONAL LTD	COM	G9143X208	29510	842650	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	4505	297000	SH		SOLE	
TYSON FOODS INC	COM	902494103	8621	722000	SH		SOLE	
U S BANCORP	COM	902973304	324	9000	SH		SOLE	
U S ENERGY CORP WYO COM	COM	911805109	53	20300	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	2918	84997	SH		SOLE	
UNDER ARMOUR INC CL A	COM	904311107	6955	219000	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	2196	78000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	15453	529400	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	474	46000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	39851	849330	SH		SOLE	
UNITED STS STL CORP NEW COM	COM	912909108	388	5000	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	8949	149000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	16585	653200	SH		SOLE	

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UNITIL CORP	COM	913259107	3893	150250	SH	SOLE
UNITRIN INC	COM	913275103	1471	59000	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	3450	202200	SH	SOLE
URANIUM RES INC COM PAR \$0.001	COM	916901507	179	106000	SH	SOLE
UST INC	COM	902911106	16968	255000	SH	SOLE
UTILITIES HOLDRS TR DEP RCPT	COM	918019100	9160	85000	SH	SOLE
VALERO ENERGY CORP COM	COM	91913Y100	3182	105000	SH	SOLE
VALLEY NATL BANCORP COM	COM	919794107	1445	68922	SH	SOLE
VALMONT INDS INC	COM	920253101	2811	34000	SH	SOLE
VALUE LINE INC	COM	920437100	502	15000	SH	SOLE
VALUECLICK INC COM	COM	92046N102	1432	140000	SH	SOLE
VASCULAR SOLUTIONS INC COM	COM	92231M109	1226	165000	SH	SOLE
VECTREN INC.	COM	92240G101	16125	579000	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	76536	2385028	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	57429	2310100	SH	SOLE
VIACOM INC NEW CL B	COM	92553P201	3028	121900	SH	SOLE
VICOR CORP COM	COM	925815102	628	70750	SH	SOLE
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	1311	27500	SH	SOLE
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	23609	1163000	SH	SOLE
VISA INC-CLASS A SHRS	COM	92826C839	6692	109000	SH	SOLE
VISHAY INTERTECHNOLOGY INC	COM	928298108	126	19000	SH	SOLE
VITAL SIGNS INC COM	COM	928469105	20470	277000	SH	SOLE
VIVO PARTICIPACOES S A SPON AD	COM	92855S101	280	67723	SH	SOLE
VODAFONE GROUP PLC-ADR	COM	92857W209	9793	443125	SH	SOLE
W D 40 COMPANY	COM	929236107	611	17000	SH	SOLE
WACHOVIA GROUP COM	COM	929903102	2618	748000	SH	SOLE
WADDELL & REED FINL INC CL A	COM	930059100	25121	1015000	SH	SOLE
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WAL MART STORES INC	COM	931142103	19943	333000	SH		SOLE	
WALGREEN COMPANY	COM	931422109	28359	916000	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	175	23000	SH		SOLE	
WASHINGTON POST CO CL B	COM	939640108	668	1200	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	60184	1911200	SH		SOLE	
WATSCO INC CL B	COM	942622101	397	7875	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	23509	859550	SH		SOLE	
WAUSAU PAPER CORP	COM	943315101	405	40000	SH		SOLE	
WEATHERFORD INTL LTD NEW COM	COM	G95089101	31274	1244000	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	1714	67900	SH		SOLE	
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	439	12000	SH		SOLE	
WEIS MKTS INC	COM	948849104	1945	54000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	82078	2187000	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	47271	2051700	SH		SOLE	
WHOLE FOODS MKT INC COM	COM	966837106	12058	602000	SH		SOLE	
WILEY JOHN & SONS INC CL B	COM	968223305	514	12800	SH		SOLE	
WILLIAMS COS INC	COM	969457100	3935	166400	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	11532	400000	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	639	9000	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	1304	119169	SH		SOLE	
WINN DIXIE STORES INC COM NEW	COM	974280307	4587	330000	SH		SOLE	
WISCONSIN ENERGY CORP COM	COM	976657106	17062	380000	SH		SOLE	
WISDOMTREE TRUST CHINESE YUAN	ETF/ISHARE - EQU	97717W182	453	18000	SH		SOLE	
WOLVERINE WORLD WIDE INC COM	COM	978097103	2937	111000	SH		SOLE	
WONDER AUTO TECHNOLOGY INC COM	COM	978166106	192	30000	SH		SOLE	
WOODWARD GOVERNOR CO COM	COM	980745103	2934	83200	SH		SOLE	
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1592	103000	SH		SOLE	

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WPT ENTERPRISES INC	COM	98211W108	18	30000	SH	SOLE
WRIGLEY WM JR CO	COM	982526105	315504	3973600	SH	SOLE
WYETH (B:WYE)	COM	983024100	11326	306600	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	346	22000	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	1470	18000	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	13193	660000	SH	SOLE
XEROX CORP	COM	984121103	8993	780000	SH	SOLE
XTO ENERGY INC COM	COM	98385X106	22585	485500	SH	SOLE
YAHOO INC.	COM	984332106	27749	1604000	SH	SOLE
YAMANA GOLD INC COM	COM	98462Y100	9616	1154350	SH	SOLE
YORK WTR CO COM	COM	987184108	243	19650	SH	SOLE
YOUBET COM INC COM	COM	987413101	29	20000	SH	SOLE
YOUNG BROADCASTING INC CL A	COM	987434107	42	805000	SH	SOLE
YOUNG INNOVATIONS INC COM	COM	987520103	383	19000	SH	SOLE
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	2508	90049	SH	SOLE
ZEP INC	COM	98944B108	12291	696750	SH	SOLE
ZIMMER HLDGS INC COM	COM	98956P102	8541	132300	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ZORAN CORP COM	COM	98975F101	1394	170850	SH		SOLE	
ZYMOGENETICS INC COM	COM	98985T109	100	15000	SH		SOLE	

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ADVANCED MED CV 3.250% 08/01/2	CONVERTIBLE BOND	00763MAK4	2030	3075000	PRN		SOLE	
ADVANCED MED OPT 2.50% 07/15/2	CONVERTIBLE BOND	00763MAG3	1780	2000000	PRN		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	326	5922	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	184	17000	SH		SOLE	
ALLERGAN INC	COM	018490102	206	4000	SH		SOLE	
ALPHA NATURAL RESOURCES INC CO	COM	02076X102	257	5000	SH		SOLE	
ALPHARMA INC CL A	COM	020813101	3324	90100	SH		SOLE	
AMAZON.COM INC	COM	023135106	218	3000	SH		SOLE	
AMGEN INC	COM	031162100	296	5000	SH		SOLE	
AMICAS INC	COM	001712108	39	16000	SH		SOLE	
ANHEUSER BUSCH COS INC	COM	035229103	9706	149600	SH		SOLE	
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	124	15000	SH		SOLE	
APPLIED BIOSYSTEMS INC DEL COM	COM	038149100	788	23000	SH		SOLE	
APRIA HEALTHCARE GROUP INC COM	COM	037933108	1060	58100	SH		SOLE	
ARCHER DANIELS MIDLAND	COM	039483102	265	12100	SH		SOLE	
ASPECT MED SYS INC COM	COM	045235108	54	10300	SH		SOLE	
AXCELIS TECHNOLOGIES INC COM	COM	054540109	34	20000	SH		SOLE	
BARR LABS INC COM	COM	068306109	3918	60000	SH		SOLE	
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	211	5743	SH		SOLE	
BELO CORP	COM	080555105	60	10000	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	34	17900	SH		SOLE	
BLOCKBUSTER INC-CL B (BBI B)	COM	093679207	244	186400	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	209	17000	SH		SOLE	
CABLEVISION SYS NY GROUP A	COM	12686C109	886	35200	SH		SOLE	
CENTEX CORP COM	COM	152312104	233	14400	SH		SOLE	
CHEMED CORPORATION	COM	16359R103	205	5000	SH		SOLE	
CKX INC COM	COM	12562M106	954	154880	SH		SOLE	
COEUR D ALENE MINES CORP IDACO	COM	192108108	20	13100	SH		SOLE	
COMPUCREDIT CVT 3.625% 05/30/3	CONVERTIBLE BOND	20478NAB6	199	600000	PRN		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	778	32000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	868	26900	SH		SOLE	
CRITICAL THERAPEUTICS INC COM	COM	22674T105	3	16000	SH		SOLE	
CUTERA INC COM	COM	232109108	266	25100	SH		SOLE	
CYBERONICS INC COM	COM	23251P102	204	12000	SH		SOLE	
DARWIN PROFESSIONAL UNDERWRICO	COM	237502109	722	23200	SH		SOLE	
DATASCOPE CORP	COM	238113104	2425	46967	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	274	3000	SH		SOLE	
DIEBOLD INC COM	COM	253651103	3361	101500	SH		SOLE	
DRS TECHNOLOGIES INC COM	COM	23330X100	6677	87000	SH		SOLE	
EAGLE TEST SYS INC COM	COM	270006109	2281	148995	SH		SOLE	
EASTMAN KODAK	COM	277461109	484	31500	SH		SOLE	
ENERGYSOUTH INC COM	COM	292970100	7372	120012	SH		SOLE	
ETELCARE GLOBAL SOLUTIONS ISP	COM	29759R102	1243	149943	SH		SOLE	

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GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
FORDING CDN COAL TR TR UNIT	COM	345425102	4233	51000	SH		SOLE		
FOREST LABS INC COM	COM	345838106	283	10000	SH		SOLE		
FOUNDRY NETWORKS COM	COM	35063R100	1958	107500	SH		SOLE		
FREDDIE MAC COM	COM	313400301	21	12000	SH		SOLE		
FX REAL ESTATE AND ENTERTAIN	COM	302709100	20	19626	SH		SOLE		
GEHL CO COM	COM	368483103	4698	159620	SH		SOLE		
GENENTECH INC	COM	368710406	3104	35000	SH		SOLE		
GENERAL MOTORS 4.5% 3/6/32 PFD	CONVERTIBLE PEF	370442741	753	64300	SH		SOLE		
GILAT SATELLITE NETWORKS LTDSH	COM	M51474118	203	35000	SH		SOLE		
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	161	16800	SH		SOLE	
GOLDCORP INC (US)	COM	380956409	208	6563	SH		SOLE		
GOOGLE INC-CL A	COM	38259P508	461	1150	SH		SOLE		
GREENFIELD ONLINE INC COM	COM	395150105	7578	435496	SH		SOLE		
GREIF INC CL B	COM	397624206	2995	57400	SH		SOLE		
GREY WOLF INC COM	COM	397888108	117	15000	SH		SOLE		
GRIFFIN LAND & NUR	COM	398231100	228	6080	SH		SOLE		
HARMONY GOLD MINING CO LTD ADR	COM	413216300	117	12100	SH		SOLE		
HEALTHWAYS INC COM	COM	422245100	170	10500	SH		SOLE		
HERCULES INC	COM	427056106	5343	270000	SH		SOLE		
HILB ROGAL & HAMILTON CO COM	COM	431294107	505	10800	SH		SOLE		
HUNTSMAN CORP COM	COM	447011107	1619	128500	SH		SOLE		
IKON OFFICE SOLUTIONS INC COM	COM	451713101	3324	195400	SH		SOLE		
IMCLONE SYS INC COM	COM	45245W109	1310	21000	SH		SOLE		
INTEL CORP 2.950% 02/15/35	CORPORATE BONDS	458140AD2	850	1000000	PRN		SOLE		
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	323	17000	SH		SOLE		
INVERNESS MED INNOVATIONS INCO	COM	46126P106	240	8000	SH		SOLE		
I-FLOW CORP COM NEW	COM	449520303	130	14000	SH		SOLE		
KINETIC CONCEPTS INC COM NEW	COM	49460W208	429	15000	SH		SOLE		
KINROSS GOLD CORP COM NO PAR	COM	496902404	320	19867	SH		SOLE		
LABORATORY CORP AMER HLDGS COM	COM	50540R409	278	4000	SH		SOLE		
LENNAR CORP COM	COM	526057104	433	28500	SH		SOLE		
LILLY, ELI AND COMPANY	COM	532457108	264	6000	SH		SOLE		
LONGS DRUG STORES CORP COM	COM	543162101	2625	34700	SH		SOLE		
M G M MIRAGE INC COM	COM	552953101	527	18496	SH		SOLE		
MAIR HOLDINGS INC COM	COM	560635104	313	267245	SH		SOLE		
MENTOR GRAPHICS CORP COM	COM	587200106	323	28500	SH		SOLE		
MERCK & CO INC	COM	589331107	537	17000	SH		SOLE		
MYERS INDS INC	COM	628464109	415	32900	SH		SOLE		
NAPSTER INC COM	COM	630797108	478	183182	SH		SOLE		
NATIONAL RETAIL PROPERTIES 5.1	CONVERTIBLE BOND	637417AC0	251	250000	PRN		SOLE		
NATIONWIDE FINANCIAL SERVICE C	COM	638612101	6911	140100	SH		SOLE		
NDS GROUP PLC ADR SPONSORED	COM	628891103	5595	100106	SH		SOLE		
NEKTAR THERAPEUTICS COM	COM	640268108	171	47700	SH		SOLE		
NEUROMETRIX INC COM	COM	641255104	35	34900	SH		SOLE		
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NEWMONT MINING CORP HOLDING CO	COM	651639106	213	5500	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	287	11600	SH		SOLE	
NUTRI SYS INC NEW COM	COM	67069D108	248	14000	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	596	32000	SH		SOLE	
PEOPLESUPPORT INC COM	COM	712714302	1968	168378	SH		SOLE	

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PFIZER INC	COM	717081103	295	16000	SH	SOLE
PHH CORP COM NEW	COM	693320202	327	24600	SH	SOLE
PHILADELPHIA CONS HLDG CORP CO	COM	717528103	5060	86386	SH	SOLE
PHOTON DYNAMICS INC COM	COM	719364101	5012	326518	SH	SOLE
PIER 1 IMP 6.375% 2/15/2036 CV	CONVERTIBLE BOND	720279AH1	1039	1500000	PRN	SOLE
PRO-DEX INC COLO COM	COM	74265M106	19	20000	SH	SOLE
PUGET ENERGY INC NEW COM	COM	745310102	3247	121600	SH	SOLE
QUANTA CAPITAL HLDGS LTD SHS	COM	G7313F106	360	130548	SH	SOLE
QUEST DIAGNOSTICS INC COM	COM	74834L100	310	6000	SH	SOLE
RANDGOLD RES LTD ADR	COM	752344309	291	7083	SH	SOLE
REPUBLIC SVCS INC CL A	COM	760759100	761	25400	SH	SOLE
ROHM & HAAS CO COM	COM	775371107	9317	133100	SH	SOLE
SANDISK CORP COM	COM	80004C101	293	15000	SH	SOLE
SAPPHIRE INDUSTRIALS CORP	COM	80306T109	315	35000	SH	SOLE
SCIELE PHARMA INC COM	COM	808627103	8190	266009	SH	SOLE
SECURE COMPUTING CORP COM	COM	813705100	971	177193	SH	SOLE
SEPRACOR INC	COM	817315104	220	12000	SH	SOLE
SI INTL INC COM	COM	78427V102	1082	36021	SH	SOLE
SINCLAIR BROAD 4.875% 7/15/201	CONVERTIBLE BOND	829226AU3	2628	3000000	PRN	SOLE
SIRIUS XM RADIO INC COM	COM	82967N108	45	78200	SH	SOLE
SMITH & NEPHEW P L C ADR SPONS	COM	83175M205	239	4500	SH	SOLE
SONIC INNOVATIONS INC COM	COM	83545M109	68	26700	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	143	10000	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE CO	COM	874054109	1479	90200	SH	SOLE
TM ENTERTAINMENT & MEDIA-U	COM	87260T207	144	20000	SH	SOLE
TOMOTHERAPY INC COM	COM	890088107	96	21000	SH	SOLE
TRIMERIS INC COM	COM	896263100	110	28000	SH	SOLE
TURBOCHEF TECHNOLOGIES INC COM	COM	900006206	394	64000	SH	SOLE
UNION STREET ACQ CORP UNIT EX	UNITS	908536204	77	10000	SH	SOLE
UNIONBANCAL CORP COM	COM	908906100	5863	80000	SH	SOLE
UNITED REFINING ENERGY CORP	COM	911360105	248	27300	SH	SOLE
UNITED RENTALS INC COM	COM	911363109	167	10974	SH	SOLE
UST INC	COM	902911106	3527	53000	SH	SOLE
VARIAN INC COM	COM	922206107	210	4900	SH	SOLE
VITAL SIGNS INC COM	COM	928469105	1938	26219	SH	SOLE
WASHINGTON MUT INC 10/08 4 CAL	OPTION - CALL		0	100	SH	CALL SOLE
WASHINGTON MUT INC COM	COM	939322103	2	20600	SH	SOLE
WRIGLEY WM JR CO	COM	982526105	16388	206400	SH	SOLE
YAHOO INC.	COM	984332106	1711	98900	SH	SOLE
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YAMANA GOLD INC COM	COM	98462Y100	129	15428	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	316	4900	SH		SOLE	

