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GABELLI DIVIDEND & INCOME TRUST

Form N-CSR

March 09, 2009

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-21423

The Gabelli Dividend & Income Trust  
(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422  
(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422  
(Name and address of agent for service)

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

Date of fiscal year end: December 31

Date of reporting period: December 31, 2008

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

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

The Report to Shareholders is attached herewith.

(THE GABELLI DIVIDEND & INCOME TRUST LOGO)

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## THE GABELLI DIVIDEND & INCOME TRUST

Annual Report  
December 31, 2008

TO OUR SHAREHOLDERS,

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

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

Enclosed are the audited financial statements and the investment portfolio as of December 31, 2008.

### COMPARATIVE RESULTS

#### AVERAGE ANNUAL RETURNS THROUGH DECEMBER 31, 2008 (a)

	Quarter	1 Year	3 Year	5 Year	Since Inception (11/28/03)
	-----	-----	-----	-----	-----
GABELLI DIVIDEND & INCOME TRUST					
NAV TOTAL RETURN (b) .....	(24.86)%	(42.19)%	(8.84)%	(1.71)%	(1.48)%
INVESTMENT TOTAL RETURN (C)	(22.66)	(45.63)	(9.29)	(5.59)	(5.48)
S&P 500 Index .....	(21.95)	(36.99)	(8.36)	(2.19)	(1.17)
Dow Jones Industrial Average ..	(18.41)	(31.88)	(4.10)	(1.09)	0.26
Nasdaq Composite Index .....	(24.61)	(40.54)	(10.58)	(4.67)	(4.18)

- (a) RETURNS REPRESENT PAST PERFORMANCE AND DO NOT GUARANTEE FUTURE RESULTS. INVESTMENT RETURNS AND THE PRINCIPAL VALUE OF AN INVESTMENT WILL FLUCTUATE. WHEN SHARES ARE SOLD, THEY MAY BE WORTH MORE OR LESS THAN THEIR ORIGINAL COST. CURRENT PERFORMANCE MAY BE LOWER OR HIGHER THAN THE PERFORMANCE DATA PRESENTED. VISIT [WWW.GABELLI.COM](http://WWW.GABELLI.COM) FOR PERFORMANCE INFORMATION AS OF THE MOST RECENT MONTH END. PERFORMANCE RETURNS FOR PERIODS OF LESS THAN ONE YEAR ARE NOT ANNUALIZED. INVESTORS SHOULD CAREFULLY CONSIDER THE INVESTMENT OBJECTIVES, RISKS, CHARGES, AND EXPENSES OF THE FUND BEFORE INVESTING. THE DOW JONES INDUSTRIAL AVERAGE IS AN UNMANAGED INDEX OF 30 LARGE CAPITALIZATION STOCKS. THE S&P 500 AND THE NASDAQ COMPOSITE INDICES ARE UNMANAGED INDICATORS OF STOCK MARKET PERFORMANCE. DIVIDENDS ARE CONSIDERED REINVESTED EXCEPT FOR THE NASDAQ COMPOSITE INDEX. YOU CANNOT INVEST DIRECTLY IN AN INDEX.
- (b) TOTAL RETURNS AND AVERAGE ANNUAL RETURNS REFLECT CHANGES IN THE NET ASSET VALUE ("NAV") PER SHARE AND REINVESTMENT OF DISTRIBUTIONS AT NAV ON THE EX-DIVIDEND DATE AND ARE NET OF EXPENSES. SINCE INCEPTION RETURN IS BASED ON AN INITIAL NAV OF \$19.06.

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(c) TOTAL RETURNS AND AVERAGE ANNUAL RETURNS REFLECT CHANGES IN CLOSING MARKET VALUES ON THE NEW YORK STOCK EXCHANGE AND REINVESTMENT OF DISTRIBUTIONS. SINCE INCEPTION RETURN IS BASED ON AN INITIAL OFFERING PRICE OF \$20.00.

Sincerely yours,

/s/ Bruce N. Alpert

Bruce N. Alpert  
President

February 20, 2009

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

The following table presents portfolio holdings as a percent of total investments as of December 31, 2008:

Financial Services .....	12.9%
Energy and Utilities: Oil .....	11.4%
Energy and Utilities: Integrated .....	11.3%
Food and Beverage .....	9.7%
Telecommunications .....	6.7%
Energy and Utilities: Electric .....	6.3%
U.S. Government Obligations .....	5.2%
Consumer Products .....	4.2%
Health Care .....	4.0%
Energy and Utilities: Natural Gas .....	3.7%
Diversified Industrial .....	3.1%
Energy and Utilities: Services .....	2.6%
Retail .....	2.3%
Cable and Satellite .....	2.3%
Specialty Chemicals .....	1.6%
Equipment and Supplies .....	1.2%
Aerospace .....	1.2%
Electronics .....	1.2%
Automotive: Parts and Accessories .....	1.0%
Entertainment .....	1.0%
Environmental Services .....	0.9%
Energy and Utilities: Water .....	0.9%
Communications Equipment .....	0.7%
Transportation .....	0.6%
Business Services .....	0.5%
Metals and Mining .....	0.5%
Machinery .....	0.4%
Publishing .....	0.4%
Computer Software and Services .....	0.4%
Wireless Communications .....	0.3%
Paper and Forest Products .....	0.3%
Broadcasting .....	0.3%
Agriculture .....	0.3%
Energy and Utilities .....	0.3%
Hotels and Gaming .....	0.2%
Automotive .....	0.1%
Real Estate .....	0.0%
Building and Construction .....	0.0%

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Manufactured Housing and Recreational Vehicles..	0.0%
Computer Hardware .....	0.0%
	-----
	100.0%
	=====

THE GABELLI DIVIDEND & INCOME TRUST (THE "FUND") FILES A COMPLETE SCHEDULE OF PORTFOLIO HOLDINGS WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") FOR THE FIRST AND THIRD QUARTERS OF EACH FISCAL YEAR ON FORM N-Q, THE LAST OF WHICH WAS FILED FOR THE QUARTER ENDED SEPTEMBER 30, 2008. SHAREHOLDERS MAY OBTAIN THIS INFORMATION AT WWW.GABELLI.COM OR BY CALLING THE FUND AT 800-GABELLI (800-422-3554). THE FUND'S FORM N-Q IS AVAILABLE ON THE SEC'S WEBSITE AT WWW.SEC.GOV AND MAY ALSO BE REVIEWED AND COPIED AT THE SEC'S PUBLIC REFERENCE ROOM IN WASHINGTON, DC. INFORMATION ON THE OPERATION OF THE PUBLIC REFERENCE ROOM MAY BE OBTAINED BY CALLING 1-800-SEC-0330.

### PROXY VOTING

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

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### THE GABELLI DIVIDEND & INCOME TRUST SCHEDULE OF INVESTMENTS DECEMBER 31, 2008

SHARES		COST	MARKET VALUE
-----		-----	-----
	COMMON STOCKS -- 92.8%		
	AEROSPACE -- 1.2%		
50,000	Boeing Co. ....	\$ 3,451,003	\$ 2,
10,000	Goodrich Corp. ....	281,823	
55,000	Kaman Corp. ....	1,006,361	
150,000	Rockwell Automation Inc. ....	7,874,920	4,
2,000,000	Rolls-Royce Group plc+ ....	14,847,048	9,
114,400,000	Rolls-Royce Group plc, Cl. C+ ....	178,374	
		-----	-----
		27,639,529	18,
		-----	-----
	AGRICULTURE -- 0.3%		
130,000	Archer-Daniels-Midland Co. ....	3,723,763	3,
		-----	-----
	AUTOMOTIVE -- 0.1%		
4,000	Copart Inc.+ ....	113,367	
440,000	General Motors Corp. ....	9,860,271	1,
10,000	Navistar International Corp.+ ....	228,717	
		-----	-----
		10,202,355	1,
		-----	-----

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AUTOMOTIVE: PARTS AND ACCESSORIES -- 1.0%			
386,000	Genuine Parts Co. ....	13,063,243	14,
BUILDING AND CONSTRUCTION -- 0.0%			
15,000	Layne Christensen Co.+ ....	449,560	
BUSINESS SERVICES -- 0.5%			
165,000	Diebold Inc. ....	6,244,363	4,
120,000	Intermec Inc.+ ....	2,409,540	1,
40,000	Lender Processing Services Inc. ....	1,342,861	1,
30,000	PHH Corp.+ ....	634,184	
270,000	Trans-Lux Corp.+ (a) ....	1,933,866	
		12,564,814	7,
CABLE AND SATELLITE -- 2.3%			
670,000	Cablevision Systems Corp., Cl. A ....	19,165,209	11,
14,200	Cogeco Inc. ....	276,997	
230,000	DISH Network Corp., Cl. A+ ....	5,597,764	2,
46,000	EchoStar Corp., Cl. A+ ....	1,228,777	
81,734	Liberty Global Inc., Cl. A+ ....	1,686,985	1,
34,318	Liberty Global Inc., Cl. C+ ....	760,276	
180,000	Rogers Communications Inc., Cl. B ....	2,310,816	5,
550,000	The DIRECTV Group Inc.+ ....	13,163,570	12,
30,000	Zon Multimedia Servicos de Telecomunicacoes e Multimedia SGPS SA ....	294,900	
7,042	Zon Multimedia Servicos de Telecomunicacoes e Multimedia SGPS SA, ADR ....	101,053	
		44,586,347	34,
COMMUNICATIONS EQUIPMENT -- 0.0%			
20,000	Thomas & Betts Corp.+ ....	576,247	
COMPUTER HARDWARE -- 0.0%			
30,000	SanDisk Corp.+ ....	287,056	
COMPUTER SOFTWARE AND SERVICES -- 0.4%			
2,000	i2 Technologies Inc.+ ....	23,260	
170,000	Metavante Technologies Inc.+ ....	4,099,177	2,
30,000	Microsoft Corp. ....	843,187	
14,000	NDS Group plc, ADR+ ....	847,267	
100,000	Yahoo! Inc.+ ....	2,796,559	1,
		8,609,450	5,
SHARES		COST	MAR VA
CONSUMER PRODUCTS -- 4.2%			
190,000	Alberto-Culver Co. ....	\$ 6,349,919	\$ 4,
25,000	Altria Group Inc. ....	433,289	
70,000	Avon Products Inc. ....	1,852,512	1,
350,000	Eastman Kodak Co. ....	4,886,784	2,
40,000	Fortune Brands Inc. ....	2,619,019	1,
40,000	Hanesbrands Inc.+ ....	955,063	
90,000	Harman International Industries Inc. ....	4,313,101	1,

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2,000	Heelys Inc. ....	10,972	
170,000	Kimberly-Clark Corp. ....	11,362,349	8,
55,000	Mattel Inc. ....	925,688	
25,000	Philip Morris International Inc. ....	1,011,008	1,
160,000	Procter & Gamble Co. ....	8,942,017	9,
1,020,000	Swedish Match AB ....	12,706,962	14,
224,300	UST Inc. ....	15,237,820	15,
		-----	-----
		71,606,503	63,
		-----	-----
	DIVERSIFIED INDUSTRIAL -- 3.1%		
148,000	Bouygues SA ....	5,149,282	6,
208,000	Cooper Industries Ltd., Cl. A ....	6,808,802	6,
550,000	General Electric Co. ....	17,008,504	8,
280,000	Honeywell International Inc. ....	9,789,754	9,
95,000	ITT Corp. ....	4,299,475	4,
130,000	Owens-Illinois Inc.+ ....	4,551,363	3,
2,000	Pentair Inc. ....	63,318	
40,000	Textron Inc. ....	790,818	
1,000,000	Tomkins plc ....	4,838,471	1,
210,000	Tyco International Ltd. ....	10,146,742	4,
222,000	WHX Corp.+ ....	4,115,409	1,
		-----	-----
		67,561,938	46,
		-----	-----
	ELECTRONICS -- 1.2%		
1,000,000	Intel Corp. ....	20,787,583	14,
190,000	Tyco Electronics Ltd. ....	7,149,331	3,
		-----	-----
		27,936,914	17,
		-----	-----
	ENERGY AND UTILITIES: ELECTRIC -- 6.3%		
30,000	Allegheny Energy Inc. ....	438,040	1,
85,000	ALLETE Inc. ....	2,788,153	2,
250,000	American Electric Power Co. Inc. ....	7,904,906	8,
720	Brookfield Infrastructure Partners LP ....	15,120	
15,000	CMS Energy Corp. ....	204,900	
410,000	DPL Inc. ....	8,260,319	9,
20,000	Edison International ....	977,494	
270,000	Electric Power Development Co. Ltd. ....	6,584,683	10,
220,000	FPL Group Inc. ....	7,596,481	11,
804,698	Great Plains Energy Inc. ....	23,254,977	15,
370,000	Integrays Energy Group Inc. ....	17,973,625	15,
120,000	Pepco Holdings Inc. ....	2,291,425	2,
240,000	Pinnacle West Capital Corp. ....	9,369,027	7,
100,000	Southern Co. ....	2,893,572	3,
225,000	Unisource Energy Corp. ....	5,702,134	6,
		-----	-----
		96,254,856	95,
		-----	-----
	ENERGY AND UTILITIES: INTEGRATED -- 11.3%		
12,000	Alliant Energy Corp. ....	305,115	
140,000	Ameren Corp. ....	6,365,276	4,
50,000	Avista Corp. ....	926,534	
20,000	Black Hills Corp. ....	612,441	
40,000	CH Energy Group Inc. ....	1,728,883	2,

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST  
 SCHEDULE OF INVESTMENTS (CONTINUED)  
 DECEMBER 31, 2008

SHARES		COST	MAR VA
-----		-----	-----
	COMMON STOCKS (CONTINUED)		
	ENERGY AND UTILITIES: INTEGRATED (CONTINUED)		
108,000	Chubu Electric Power Co. Inc. ....	\$ 2,458,019	\$ 3,
150,000	CONSOL Energy Inc. ....	6,316,307	4,
205,000	Consolidated Edison Inc. ....	8,393,772	7,
60,000	Dominion Resources Inc. ....	2,638,481	2,
200,000	Duke Energy Corp. ....	2,816,130	3,
430,000	Edison SpA ....	1,002,090	
600,000	El Paso Corp. ....	7,674,489	4,
105,000	Endesa SA ....	4,502,405	4,
300,000	Enel SpA ....	2,324,318	1,
22,000	Exelon Corp. ....	1,717,261	1,
162,000	FirstEnergy Corp. ....	5,730,248	7,
140,000	Hawaiian Electric Industries Inc. ....	3,353,889	3,
250,000	Hera SpA ....	552,073	
121,500	Hokkaido Electric Power Co. Inc. ....	2,282,208	3,
121,500	Hokuriku Electric Power Co. ....	2,131,359	3,
10,000	Iberdrola SA ....	156,751	
100,000	Iberdrola SA, ADR ....	4,987,500	3,
85,000	Korea Electric Power Corp., ADR ....	1,253,867	
121,500	Kyushu Electric Power Co. Inc. ....	2,374,466	3,
22,000	Maine & Maritimes Corp. ....	626,971	
80,000	MGE Energy Inc. ....	2,605,047	2,
35,102	National Grid plc, ADR ....	1,588,562	1,
255,000	NiSource Inc. ....	5,329,541	2,
600,000	NSTAR ....	14,329,143	21,
440,000	OGE Energy Corp. ....	10,589,559	11,
30,000	Ormat Technologies Inc. ....	484,088	
320,000	Progress Energy Inc. ....	14,361,775	12,
300,000	Public Service Enterprise Group Inc. ....	9,183,315	8,
121,500	Shikoku Electric Power Co. Inc. ....	2,264,565	4,
15,000	TECO Energy Inc. ....	255,758	
121,500	The Chugoku Electric Power Co. Inc. ....	2,194,052	3,
45,000	The Empire District Electric Co. ....	998,787	
121,500	The Kansai Electric Power Co. Inc. ....	2,333,021	3,
108,000	The Tokyo Electric Power Co. Inc. ....	2,545,172	3,
121,500	Tohoku Electric Power Co. Inc. ....	2,112,763	3,
205,000	Vectren Corp. ....	5,572,873	5,
470,000	Westar Energy Inc. ....	9,309,271	9,
85,000	Wisconsin Energy Corp. ....	2,690,561	3,
200,000	Xcel Energy Inc. ....	3,389,999	3,
		-----	-----
		165,368,705	171,
		-----	-----
	ENERGY AND UTILITIES: NATURAL GAS -- 3.7%		
8,000	AGL Resources Inc. ....	217,299	
50,000	Atmos Energy Corp. ....	1,251,665	1,
20,000	Delta Natural Gas Co. Inc. ....	504,315	
6,000	Energen Corp. ....	124,550	

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4,767	GDF Suez+ .....	156,718	
160,356	GDF Suez, Strips+ .....	0	
20,000	Kinder Morgan Energy Partners LP .....	824,553	
350,000	National Fuel Gas Co. ....	9,372,113	10,
210,000	Nicor Inc. ....	7,147,795	7,

SHARES		COST	MAR VA
-----		-----	-----
220,000	ONEOK Inc. ....	\$ 5,480,182	\$ 6,
190,000	Sempra Energy .....	5,675,668	8,
35,000	South Jersey Industries Inc. ....	839,202	1,
140,000	Southern Union Co. ....	2,996,933	1,
190,000	Southwest Gas Corp. ....	4,719,351	4,
620,000	Spectra Energy Corp. ....	13,685,181	9,
60,000	The Laclede Group Inc. ....	1,690,312	2,
		-----	-----
		54,685,837	56,
		-----	-----
	ENERGY AND UTILITIES: OIL -- 11.4%		
42,000	Anadarko Petroleum Corp. ....	1,870,013	1,
39,000	Apache Corp. ....	1,861,319	2,
45,000	BG Group plc, ADR .....	1,819,092	3,
160,000	BP plc, ADR .....	7,479,063	7,
85,000	Chesapeake Energy Corp. ....	1,519,622	1,
243,000	Chevron Corp. ....	14,531,853	17,
1,000	Cimarex Energy Co. ....	28,300	
330,000	ConocoPhillips .....	17,735,510	17,
78,000	Devon Energy Corp. ....	3,448,499	5,
170,000	Eni SpA, ADR .....	6,249,080	8,
210,000	Exxon Mobil Corp. ....	9,845,136	16,
30,000	Hess Corp. ....	830,468	1,
475,000	Marathon Oil Corp. ....	16,752,703	12,
140,000	Murphy Oil Corp. ....	7,080,005	6,
1,000	Niko Resources Ltd. ....	57,456	
295,000	Occidental Petroleum Corp. ....	11,115,782	17,
20,000	PetroChina Co. Ltd., ADR .....	1,480,813	1,
90,000	Petroleo Brasileiro SA, ADR .....	3,861,611	2,
270,000	Repsol YPF SA, ADR .....	5,719,267	5,
200,000	Royal Dutch Shell plc, Cl. A, ADR .....	9,567,840	10,
845,000	StatoilHydro ASA, ADR .....	12,183,860	14,
180,000	Sunoco Inc. ....	9,558,099	7,
190,000	Total SA, ADR .....	8,319,782	10,
		-----	-----
		152,915,173	173,
		-----	-----
	ENERGY AND UTILITIES: SERVICES -- 2.6%		
220,000	ABB Ltd., ADR .....	2,399,710	3,
20,000	Baker Hughes Inc. ....	759,763	
80,000	Cameron International Corp.+ .....	1,103,787	1,
110,000	Diamond Offshore Drilling Inc. ....	6,139,336	6,
10,000	Exterran Holdings Inc.+ .....	353,410	
620,000	Halliburton Co. ....	16,900,706	11,
4,000	Nabors Industries Ltd.+ .....	97,350	
10,000	Noble Corp. ....	254,820	
30,000	Oceaneering International Inc.+ .....	1,368,819	
220,000	Rowan Companies Inc. ....	7,903,181	3,
120,000	Schlumberger Ltd. ....	3,977,835	5,



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45,000	Transocean Ltd.+ .....	3,943,035	2,
430,000	Weatherford International Ltd.+ .....	9,321,786	4,
		54,523,538	40,
	ENERGY AND UTILITIES: WATER -- 0.9%		
11,000	American States Water Co. ....	273,608	
340,000	American Water Works Co. Inc. ....	7,310,000	7,
63,333	Aqua America Inc. ....	1,056,640	1,
6,000	Artesian Resources Corp., Cl. A .....	113,635	
3,000	California Water Service Group .....	94,710	
11,500	Connecticut Water Service Inc. ....	276,036	
2,000	Consolidated Water Co. Ltd. ....	38,961	

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST  
SCHEDULE OF INVESTMENTS (CONTINUED)  
DECEMBER 31, 2008

SHARES		COST	MAR VA
	COMMON STOCKS (CONTINUED)		
	ENERGY AND UTILITIES: WATER (CONTINUED)		
6,000	Middlesex Water Co. ....	\$ 111,082	\$
60,000	Pennichuck Corp. ....	1,362,461	1,
82,000	SJW Corp. ....	1,384,964	2,
16,800	Southwest Water Co. ....	192,169	
27,818	United Utilities Group plc, ADR .....	733,071	
9,000	York Water Co. ....	115,031	
		13,062,368	13,
	ENTERTAINMENT -- 1.0%		
8,000	Grupo Televisa SA, ADR .....	79,516	
340,000	Take-Two Interactive Software Inc. ....	8,700,928	2,
550,000	Time Warner Inc. ....	8,614,238	5,
200,000	Vivendi .....	6,351,618	6,
		23,746,300	14,
	ENVIRONMENTAL SERVICES -- 0.9%		
1,000	Hyflux Ltd. ....	1,686	
1,250	Suez Environnement SA+ .....	0	
12,375	Veolia Environnement .....	395,937	
420,000	Waste Management Inc. ....	14,809,006	13,
		15,206,629	14,
	EQUIPMENT AND SUPPLIES -- 1.2%		
99,000	CIRCOR International Inc. ....	1,804,425	2,
30,000	Lufkin Industries Inc. ....	513,283	1,

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60,000	Mueller Industries Inc. ....	2,463,788	1,
420,000	RPC Inc. ....	1,866,263	4,
240,000	Tenaris SA, ADR ....	11,262,456	5,
500,000	Xerox Corp. ....	6,810,505	3,
		24,720,720	18,
	FINANCIAL SERVICES -- 12.7%		
170,000	Aflac Inc. ....	9,031,497	7,
300,000	AllianceBernstein Holding LP ....	13,696,527	6,
440,000	American Express Co. ....	19,643,120	8,
80,000	Astoria Financial Corp. ....	2,005,945	1,
200,000	Bank of America Corp. ....	7,532,173	2,
6,000	BlackRock Inc. ....	535,154	
130,000	Capital One Financial Corp. ....	6,927,309	4,
200,000	CIT Group Inc. ....	2,693,386	
325,000	Citigroup Inc. ....	11,667,871	2,
25,000	CME Group Inc. ....	9,302,911	5,
100,000	Deutsche Bank AG ....	9,711,821	4,
595,000	Discover Financial Services ....	11,324,000	5,
300,400	Federal National Mortgage Association ....	1,196,518	
78,909	Fidelity National Financial Inc., Cl. A ....	1,529,570	1,
86,496	Fidelity National Information Services Inc. ....	1,785,246	1,
70,000	Flushing Financial Corp. ....	1,253,654	
175,000	HSBC Holdings plc, ADR ....	14,471,463	8,
90,000	Hudson City Bancorp Inc. ....	1,409,172	1,
125,000	Invesco Ltd. ....	3,131,339	1,
420,000	JPMorgan Chase & Co. ....	15,189,246	13,
180,000	Legg Mason Inc. ....	8,276,521	3,
28,000	M&T Bank Corp. ....	2,046,584	1,
180,000	Marshall & Ilsley Corp. ....	6,151,668	2,
480,000	Merrill Lynch & Co., Inc. ....	20,705,480	5,
175,000	Moody's Corp. ....	6,431,663	3,
105,000	National Australia Bank Ltd., ADR ....	2,508,087	1,

SHARES		COST	MAR VA
70,000	Nationwide Financial Services Inc., Cl. A ....	\$ 3,577,797	\$ 3,
300,000	New York Community Bancorp Inc. ....	5,422,652	3,
270,000	NewAlliance Bancshares Inc. ....	3,899,679	3,
220,000	PNC Financial Services Group Inc. ....	11,891,734	10,
285,000	SLM Corp.+ ....	9,144,554	2,
160,000	State Street Corp. ....	9,738,790	6,
95,050	Sterling Bancorp ....	1,542,455	1,
120,000	T. Rowe Price Group Inc. ....	4,290,139	4,
105,000	The Allstate Corp. ....	5,231,929	3,
420,000	The Bank of New York Mellon Corp. ....	14,495,591	11,
50,000	The Blackstone Group LP ....	1,072,290	
290,000	The Travelers Companies Inc. ....	10,913,064	13,
72,522	Valley National Bancorp ....	1,512,495	1,
250,000	Wachovia Corp. ....	5,048,024	1,
450,000	Waddell & Reed Financial Inc., Cl. A ....	9,462,271	6,
60,000	Webster Financial Corp. ....	1,530,915	
560,000	Wells Fargo & Co. ....	16,614,113	16,
19,260	Willis Group Holdings Ltd. ....	556,229	
180,000	Wilmington Trust Corp. ....	5,831,895	4,



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50,000	Johnson & Johnson .....	3,244,276
8,000	Mentor Corp. ....	244,858
200,000	Merck & Co. Inc. ....	7,533,281
110,000	Owens & Minor Inc. ....	3,312,937
1,050,000	Pfizer Inc. ....	27,940,141
26,000	Schiff Nutrition International Inc.+ .....	145,435
25,000	St. Jude Medical Inc.+ .....	1,044,606
130,000	Wyeth .....	6,096,113
75,000	Zimmer Holdings Inc.+ .....	4,911,937
		-----
		80,019,604
		-----
	HOTELS AND GAMING -- 0.2%	
110,000	Boyd Gaming Corp. ....	1,650,177
690,000	Ladbrokes plc .....	9,056,911
60,000	Las Vegas Sands Corp.+ .....	350,218
130,000	Pinnacle Entertainment Inc.+ .....	2,077,726
		-----
		13,135,032
		-----
	MACHINERY -- 0.4%	
200,000	CNH Global NV .....	5,348,172
70,000	Deere & Co. ....	3,746,042
		-----
		9,094,214
		-----
	MANUFACTURED HOUSING AND RECREATIONAL VEHICLES -- 0.0%	
17,000	Skyline Corp. ....	481,446
		-----
	METALS AND MINING -- 0.5%	
260,000	Alcoa Inc. ....	7,820,817
10,000	Alliance Holdings GP LP .....	230,523
13,000	Alpha Natural Resources Inc.+ .....	713,100
17,000	Arch Coal Inc. ....	265,374
8,000	BHP Billiton Ltd., ADR .....	217,549
120,000	Freeport-McMoRan Copper & Gold Inc. ....	3,863,124
10,000	Massey Energy Co. ....	235,475
20,000	Peabody Energy Corp. ....	274,124
4,200	Rio Tinto plc, ADR .....	816,504
245	Teck Cominco Ltd., Cl. B .....	18,255
3,000	Westmoreland Coal Co.+ .....	52,605
		-----
		14,507,450
		-----
	PAPER AND FOREST PRODUCTS -- 0.3%	
415,000	International Paper Co. ....	12,809,318
		-----
	PUBLISHING -- 0.4%	
35,000	Idearc Inc. ....	138,481
1,715,000	Il Sole 24 Ore .....	14,333,005
		-----
		14,471,486
		-----
	REAL ESTATE -- 0.0%	
18,000	Brookfield Asset Management Inc., Cl. A .....	186,196
		-----
	RETAIL -- 2.1%	
210,000	CVS Caremark Corp. ....	7,892,649
142,000	Ingles Markets Inc., Cl. A .....	1,615,209
12,700	Macy's Inc. ....	126,301
410,000	Safeway Inc. ....	8,674,488
18,000	Saks Inc.+ .....	261,932

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310,000	Sally Beauty Holdings Inc.+ .....	3,837,420
85,000	SUPERVALU Inc. ....	2,526,712
155,000	The Great Atlantic & Pacific Tea Co. Inc.+ .....	3,219,345
SHARES/ UNITS		COST
-----		-----
380,000	Walgreen Co. ....	\$ 14,707,879
85,000	Whole Foods Market Inc. ....	2,774,041
		-----
		45,635,976
		-----
	SPECIALTY CHEMICALS -- 1.6%	
5,000	Arkema, ADR .....	269,656
129,550	Ashland Inc. ....	5,505,570
170,000	E.I. du Pont de Nemours & Co. ....	7,402,747
260,000	Ferro Corp. ....	4,980,743
100,000	Olin Corp. ....	1,826,861
175,000	Rohm and Haas Co. ....	12,964,559
230,000	The Dow Chemical Co. ....	9,203,870
		-----
		42,154,006
		-----
	TELECOMMUNICATIONS -- 6.4%	
585,000	AT&T Inc. ....	16,008,654
220,000	BCE Inc. ....	5,564,597
45,000	Bell Aliant Regional Communications Income Fund (b) (d) .....	1,219,425
71,000	BT Group plc, ADR .....	2,221,635
30,000	CenturyTel Inc. ....	1,018,424
650,000	Deutsche Telekom AG, ADR .....	12,129,448
55,000	France Telecom SA, ADR .....	1,338,443
31,700	Hellenic Telecommunications Organization SA .....	699,575
219,800	Hellenic Telecommunications Organization SA, ADR .....	1,748,090
215,000	Portugal Telecom SGPS SA .....	2,574,406
250,000	Qwest Communications International Inc. ....	1,360,992
1,400,000	Sprint Nextel Corp.+ .....	17,800,677
20,000	Telecom Corp. of New Zealand Ltd., ADR .....	312,271
150,000	Telecom Italia SpA, ADR .....	4,229,850
16,000	Telefonica SA, ADR .....	683,716
196,000	Telefonos de Mexico SAB de CV, Cl. L, ADR .....	1,903,750
80,000	Telephone & Data Systems Inc., Special .....	2,988,359
196,000	Telmex Internacional SAB de CV, ADR .....	1,322,945
130,000	Telstra Corp. Ltd., ADR .....	2,392,135
76,100	TELUS Corp., Non-Voting .....	1,574,712
1,000,000	Verizon Communications Inc. ....	36,248,381
170,000	Vodafone Group plc, ADR .....	4,757,006
		-----
		120,097,491
		-----
	TRANSPORTATION -- 0.6%	
3,000	Frontline Ltd. ....	105,687
250,000	GATX Corp. ....	7,479,103
24,000	Golden Ocean Group Ltd. ....	14,400
27,000	Kansas City Southern+ .....	453,321
3,000	Ship Finance International Ltd. ....	66,356
22,000	Teekay Corp. ....	794,715
		-----

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		8,913,582	
		-----	-----
	WIRELESS COMMUNICATIONS -- 0.3%		
5,000	Crown Castle International Corp.+ .....	80,650	
111,030	United States Cellular Corp.+ .....	5,129,256	
14,000	Vimpel-Communications, ADR .....	85,375	
3,000	Wayfinder System AB+ .....	4,226	
		-----	-----
		5,299,507	
		-----	-----
	TOTAL COMMON STOCKS .....	1,745,341,792	1,4
		-----	-----

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST  
SCHEDULE OF INVESTMENTS (CONTINUED)  
DECEMBER 31, 2008

SHARES		COST	
-----		-----	-----
	CONVERTIBLE PREFERRED STOCKS -- 0.8%		
	AGRICULTURE -- 0.0%		
12,000	Archer-Daniels-Midland Co., 6.250% Cv. Pfd. ....	\$ 473,157	\$
		-----	-----
	BROADCASTING -- 0.0%		
20,000	Emmis Communications Corp., 6.250% Cv. Pfd., Ser. A .....	872,170	
		-----	-----
	BUILDING AND CONSTRUCTION -- 0.0%		
200	Fleetwood Capital Trust, 6.000% Cv. Pfd. ....	6,210	
		-----	-----
	DIVERSIFIED INDUSTRIAL -- 0.0%		
32,000	Smurfit-Stone Container Corp., 7.000% Cv. Pfd., Ser. A .....	780,000	
		-----	-----
	ENERGY AND UTILITIES -- 0.3%		
5,000	Chesapeake Energy Corp., 5.000% Cv. Pfd. (b) .....	512,500	
129,000	El Paso Energy Capital Trust I, 4.750% Cv. Pfd. ....	4,649,004	
		-----	-----
		5,161,504	
		-----	-----
	FINANCIAL SERVICES -- 0.2%		
1,500	Doral Financial Corp., 4.750% Cv. Pfd. ....	207,335	
100,000	Newell Financial Trust I, 5.250% Cv. Pfd. ....	4,707,188	
		-----	-----

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		4,914,523	
		-----	
	HEALTH CARE -- 0.0%		
5,000	Omnicare Inc., 4.000% Cv. Pfd., Ser. B .....	256,808	
	TELECOMMUNICATIONS -- 0.3%		
50,000	Cincinnati Bell Inc., 6.750% Cv. Pfd., Ser. B .....	2,118,418	
105,000	Crown Castle International Corp., 6.250% Cv. Pfd. ....	4,853,125	
		-----	
		6,971,543	
		-----	
	TRANSPORTATION -- 0.0%		
1,500	GATX Corp., \$2.50 Cv. Pfd. ....	199,475	
		-----	
	TOTAL CONVERTIBLE PREFERRED STOCKS .....	19,635,390	
		-----	
	WARRANTS -- 0.0%		
	FOOD AND BEVERAGE -- 0.0%		
650	Parmalat SpA, GDR, expire 12/31/15+ (b) (c) (d)	0	
		-----	
		-----	
	PRINCIPAL AMOUNT		
	-----		
	CONVERTIBLE CORPORATE BONDS -- 1.2%		
	AUTOMOTIVE: PARTS AND ACCESSORIES -- 0.0%		
\$ 500,000	Standard Motor Products Inc., Sub. Deb. Cv., 6.750%, 07/15/09 .....	496,738	
		-----	
	BROADCASTING -- 0.3%		
10,000,000	Sinclair Broadcast Group Inc., Sub. Deb. Cv., 6.000%, 09/15/12 .....	8,746,927	
		-----	
	COMMUNICATIONS EQUIPMENT -- 0.7%		
10,000,000	Agere Systems Inc., Sub. Deb. Cv., 6.500%, 12/15/09 .....	10,018,805	
		-----	
	REAL ESTATE -- 0.0%		
1,100,000	Palm Harbor Homes Inc., Cv., 3.250%, 05/15/24 .....	1,061,676	
		-----	
		-----	
	PRINCIPAL AMOUNT		
	-----		
		COST	
		-----	
	RETAIL -- 0.2%		
\$ 5,300,000	The Great Atlantic & Pacific Tea Co. Inc., Cv.,		

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	5.125%, 06/15/11 .....	\$	5,230,033	\$
	TOTAL CONVERTIBLE CORPORATE BONDS .....		25,554,179	
	U.S. GOVERNMENT OBLIGATIONS -- 5.2%			
	U.S. TREASURY CASH MANAGEMENT BILLS -- 0.6%			
8,974,000	U.S. Treasury Cash Management Bill, 0.122%+, 04/29/09 .....		8,969,441	
	U.S. TREASURY BILLS -- 4.6%			
70,432,000	U.S. Treasury Bills, 0.020% to 1.924%+, 01/15/09 to 06/25/09 .....		70,390,693	
	TOTAL U.S. GOVERNMENT OBLIGATIONS .....		79,360,134	
	TOTAL INVESTMENTS -- 100.0% .....	\$	1,869,891,495	1,5
	OTHER ASSETS AND LIABILITIES (NET) .....			
	PREFERRED STOCK			
	(5,717,730 preferred shares outstanding) .....			(4
	NET ASSETS -- COMMON SHARES			
	(83,528,637 common shares outstanding) .....			\$ 1,0
	NET ASSET VALUE PER COMMON SHARE			
	(\$1,059,275,857 / 83,528,637 shares outstanding) .....			\$

- 
- (a) Security considered an affiliated holding because the Fund owns at least 5% of its outstanding shares.
  - (b) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At December 31, 2008, the market value of Rule 144A securities amounted to \$1,753,816 or 0.12% of total investments. Except as noted in (c), these securities are liquid.
  - (c) At December 31, 2008, the Fund held investments in restricted and illiquid securities amounting to \$549,821 or 0.04% of total investments, which were valued under methods approved by the Board of Trustees as follows:

ACQUISITION SHARES	ISSUER	ACQUISITION DATE	ACQUISITION COST	12/31/08 CARRYING VALUE PER UNIT
339,450	Parmalat SpA, GDR .....	12/02/03	\$981,615	\$1.6194
650	Parmalat SpA, GDR warrants expire 12/31/15 .....	11/09/05	--	0.1785

- (d) Security fair valued under procedures established by the Board of Trustees. The procedures may include reviewing available financial information about the company and reviewing the valuation of comparable securities and other factors on a regular basis. At December 31, 2008, the market value of fair valued securities amounted to \$858,561 or 0.06% of total investments.



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+ Non-income producing security.

++ Represents annualized yield at date of purchase.

ADR American Depositary Receipt

GDR Global Depositary Receipt

GEOGRAPHIC DIVERSIFICATION	% OF MARKET VALUE	MARKET VALUE
North America .....	79.1%	\$1,203,786,678
Europe .....	13.7	208,261,401
Japan .....	4.3	66,028,461
Latin America .....	2.4	36,217,462
Asia/Pacific .....	0.5	6,995,192
	-----	-----
Total Investments .....	100.0%	\$1,521,289,194
	=====	=====

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST

STATEMENT OF ASSETS AND LIABILITIES

DECEMBER 31, 2008

ASSETS:

Investments, at value (cost \$1,867,957,629) .....	\$1,521,081,294
Investments in affiliates, at value (cost \$1,933,866) .....	207,900
Cash .....	3,680,210
Receivable for investments sold .....	1,722,781
Dividends and interest receivable .....	3,183,414
Unrealized appreciation on swap contracts .....	70,517
Deferred offering expense .....	73,650
Prepaid expense .....	61,872
	-----
TOTAL ASSETS .....	1,530,081,638
	-----

LIABILITIES:

Payable for investments purchased .....	3,020,504
Distributions payable .....	214,827
Payable for Preferred shares repurchased .....	56,026
Payable for investment advisory fees .....	862,241
Payable for payroll expenses .....	52,508
Payable for accounting fees .....	7,501
Unrealized depreciation on swap contracts .....	3,292,381
Payable for auction agent fees .....	762,791
Other accrued expenses .....	413,252
	-----

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TOTAL LIABILITIES .....	8,682,031
	-----
PREFERRED SHARES, ALL AT \$0.001 PER VALUE:	
Series A Cumulative Preferred Shares (5.875%, \$25 liquidation value, 3,200,000 shares authorized with 3,128,416 shares issued and outstanding) .....	78,210,400
Series B Cumulative Preferred Shares (Auction Market, \$25,000 liquidation value, 4,000 shares authorized with 3,600 shares issued and outstanding) .....	90,000,000
Series C Cumulative Preferred Shares (Auction Market, \$25,000 liquidation value, 4,800 shares authorized with 4,320 shares issued and outstanding) .....	108,000,000
Series D Cumulative Preferred Shares (6.00%, \$25 liquidation value, 2,600,000 shares authorized with 2,576,534 shares issued and outstanding) .....	64,413,350
Series E Cumulative Preferred Shares (Auction Rate, \$25,000 liquidation value, 5,400 shares authorized with 4,860 shares issued and outstanding) .....	121,500,000
	-----
TOTAL PREFERRED SHARES .....	462,123,750
	-----
NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS .....	\$1,059,275,857
	=====
NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS CONSIST OF:	
Paid-in capital, at \$0.001 par value .....	\$1,454,931,955
Accumulated net investment income .....	1,356,853
Accumulated distributions in excess of net realized gain on investments, swap contracts, and foreign currency transactions .....	(45,191,905)
Net unrealized depreciation on investments .....	(348,602,301)
Net unrealized depreciation on swap contracts .....	(3,221,864)
Net unrealized appreciation on foreign currency translations .....	3,119
	-----
NET ASSETS .....	\$1,059,275,857
	=====
NET ASSET VALUE PER COMMON SHARE	
(\$1,059,275,857 / 83,528,637 shares outstanding; unlimited number of shares authorized) .....	\$ 12.68
	=====

### STATEMENT OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2008

INVESTMENT INCOME:	
Dividends (net of foreign taxes of \$1,504,922) .....	\$ 60,620,848
Interest .....	4,129,032
	-----
TOTAL INVESTMENT INCOME .....	64,749,880
	-----
EXPENSES:	
Investment advisory fees .....	20,662,372
Auction agent fees .....	895,527
Shareholder communications expenses .....	550,980
Custodian fees .....	270,664
Payroll expenses .....	215,342
Trustees' fees .....	179,560

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Legal and audit fees .....	131,352
Shareholder services fees .....	45,006
Accounting fees .....	45,000
Interest expense .....	2,332
Miscellaneous expenses .....	352,697
	-----
TOTAL EXPENSES .....	23,350,832
Less:	
Advisory fee reduction .....	(4,948,148)
Custodian fee credits .....	(11,519)
	-----
NET EXPENSES .....	18,391,165
	-----
NET INVESTMENT INCOME .....	46,358,715
	-----
NET REALIZED AND UNREALIZED LOSS ON INVESTMENTS, SWAP CONTRACTS, AND FOREIGN CURRENCY:	
Net realized loss on investments - unaffiliated .....	(40,001,828)
Net realized loss on investments - affiliated .....	(110,507)
Net realized loss on swap contracts .....	(3,022,871)
Net realized loss on foreign currency transactions .....	(25,678)
	-----
Net realized loss on investments, swap contracts, and foreign currency transactions .....	(43,160,884)
	-----
Net change in unrealized appreciation/(depreciation):	
on investments .....	(784,994,302)
on swap contracts .....	(1,974,267)
on foreign currency translations .....	(1,296)
	-----
Net change in unrealized appreciation/(depreciation) on investments, swap contracts, and foreign currency translations .....	(786,969,865)
	-----
NET REALIZED AND UNREALIZED LOSS ON INVESTMENTS, SWAP CONTRACTS, AND FOREIGN CURRENCY .....	(830,130,749)
	-----
NET DECREASE IN NET ASSETS RESULTING FROM OPERATIONS .....	(783,772,034)
	-----
Total Distributions to Preferred Shareholders .....	(22,653,237)
	-----
NET DECREASE IN NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS RESULTING FROM OPERATIONS .....	\$ (806,425,271)
	=====

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS

YEAR ENDED  
DECEMBER 31, 2008  
-----

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OPERATIONS:	
Net investment income .....	\$ 46,358,715
Net realized gain/(loss) on investments, swap contracts, and foreign currency transactions .....	(43,160,884)
Net change in unrealized appreciation/(depreciation) on investments, swap contracts, and foreign currency translations .....	(786,969,865)
NET INCREASE/(DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS .....	(783,772,034)
DISTRIBUTIONS TO PREFERRED SHAREHOLDERS:	
Net investment income .....	(22,608,188)
Net realized short-term gain .....	--
Net realized long-term gain .....	(45,049)
TOTAL DISTRIBUTIONS TO PREFERRED SHAREHOLDERS .....	(22,653,237)
NET INCREASE/(DECREASE) IN NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS RESULTING FROM OPERATIONS .....	(806,425,271)
DISTRIBUTIONS TO COMMON SHAREHOLDERS:	
Net investment income .....	(23,970,465)
Net realized short-term gain .....	--
Net realized long-term gain .....	(214,542)
Return of capital .....	(83,014,490)
TOTAL DISTRIBUTIONS TO COMMON SHAREHOLDERS .....	(107,199,497)
FUND SHARE TRANSACTIONS:	
Net decrease from repurchase of common shares .....	(3,449,357)
Recapture of gain on sale of Fund shares by an affiliate .....	--
Net increase in net assets from repurchase of preferred shares .....	519,154
NET DECREASE IN NET ASSETS FROM FUND SHARE TRANSACTIONS .....	(2,930,203)
NET DECREASE IN NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS .....	(916,554,971)
NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS:	
Beginning of period .....	1,975,830,828
End of period (including undistributed net investment income of \$1,356,853 and \$1,741,110, respectively) .....	\$1,059,275,857

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST  
FINANCIAL HIGHLIGHTS

SELECTED DATA FOR A SHARE OF BENEFICIAL INTEREST OUTSTANDING THROUGHOUT EACH  
PERIOD:

YEAR ENDED DECEMBER

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	2008	2007	2006
	-----	-----	-----
OPERATING PERFORMANCE:			
Net asset value, beginning of period .....	\$ 23.57	\$23.65	\$20.62
	-----	-----	-----
Net investment income .....	0.55	0.53	0.87
Net realized and unrealized gain/(loss) on investments, swap contracts, and foreign currency transactions ..	(9.92)	1.37	4.00
	-----	-----	-----
Total from investment operations .....	(9.37)	1.90	4.87
	-----	-----	-----
DISTRIBUTIONS TO PREFERRED SHAREHOLDERS: (a)			
Net investment income .....	(0.27)	(0.10)	(0.12)
Net realized gain .....	(0.00) (e)	(0.23)	(0.19)
	-----	-----	-----
Total distributions to preferred shareholders .....	(0.27)	(0.33)	(0.31)
	-----	-----	-----
NET INCREASE/(DECREASE) IN NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS RESULTING FROM OPERATIONS ...			
	(9.64)	1.57	4.56
	-----	-----	-----
DISTRIBUTIONS TO COMMON SHAREHOLDERS:			
Net investment income .....	(0.29)	(0.51)	(0.61)
Net realized gain on investments.....	(0.00) (e)	(1.15)	(0.93)
Return of capital .....	(0.99)	--	--
	-----	-----	-----
Total distributions to common shareholders .....	(1.28)	(1.66)	(1.54)
	-----	-----	-----
FUND SHARE TRANSACTIONS:			
Decrease in net asset value from common share transactions .....	--	--	--
Increase in net asset value from repurchase of common shares .....	0.01	0.01	0.01
Increase in net asset value from repurchase of preferred shares .....	0.02	--	--
Offering costs for common shares charged to paid-in capital .....	--	--	--
Offering costs for preferred shares charged to paid-in capital .....	--	--	(0.00) (e)
	-----	-----	-----
Total from fund share transactions.....	0.03	0.01	0.01
	-----	-----	-----
NET ASSET VALUE ATTRIBUTABLE TO COMMON SHAREHOLDERS, END OF PERIOD.....			
	\$ 12.68	\$23.57	\$23.65
	=====	=====	=====
NAV total return +.....			
	(41.27)%	7.75%	24.09%
	=====	=====	=====
Market value, end of period.....			
	\$ 10.30	\$20.68	\$21.47
	=====	=====	=====
Investment total return ++.....			
	(45.63)%	4.14%	31.82%
	=====	=====	=====

See accompanying notes to financial statements.

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SELECTED DATA FOR A SHARE OF BENEFICIAL INTEREST OUTSTANDING THROUGHOUT EACH PERIOD:

	YEAR	
	2008	2007
<b>RATIOS AND SUPPLEMENTAL DATA:</b>		
Net assets including liquidation value of preferred shares, end of period (in 000's) .....	\$1,521,400	\$2,475,831
Net assets attributable to common shares, end of period (in 000's) .....	\$1,059,276	\$1,975,831
Ratio of net investment income to average net assets attributable to common shares before preferred share distributions .....	2.94%	2.17%
Ratio of operating expenses to average net assets attributable to common shares before fees waived .....	1.48%	--
Ratio of operating expenses to average net assets attributable to common shares net of advisory fee reduction, if any (b) .....	1.17%	1.38%
Ratio of operating expenses to average net assets including liquidation value of preferred shares before fees waived .....	1.13%	--
Ratio of operating expenses to average net assets including liquidation value of preferred shares net of advisory fee reduction, if any (b) .....	0.89%	1.11%
Portfolio turnover rate +++ .....	32.0%	33.8%
<b>5.875% SERIES A CUMULATIVE PREFERRED SHARES</b>		
Liquidation value, end of period (in 000's) .....	\$ 78,211	\$ 80,000
Total shares outstanding (in 000's) .....	3,128	3,200
Liquidation preference per share .....	\$ 25.00	\$ 25.00
Average market value (c) .....	\$ 22.25	\$ 23.52
Asset coverage per share .....	\$ 82.30	\$ 123.79
<b>SERIES B AUCTION MARKET CUMULATIVE PREFERRED SHARES</b>		
Liquidation value, end of period (in 000's) .....	\$ 90,000	\$ 100,000
Total shares outstanding (in 000's) .....	4	4
Liquidation preference per share .....	\$ 25,000	\$ 25,000
Average market value (c) .....	\$ 25,000	\$ 25,000
Asset coverage per share .....	\$ 82,305	\$ 123,792
<b>SERIES C AUCTION MARKET CUMULATIVE PREFERRED SHARES</b>		
Liquidation value, end of period (in 000's) .....	\$ 108,000	\$ 120,000
Total shares outstanding (in 000's) .....	4	5
Liquidation preference per share .....	\$ 25,000	\$ 25,000
Average market value (c) .....	\$ 25,000	\$ 25,000
Asset coverage per share .....	\$ 82,305	\$ 123,792
<b>6.000% SERIES D CUMULATIVE PREFERRED SHARES</b>		
Liquidation value, end of period (in 000's) .....	\$ 64,413	\$ 65,000
Total shares outstanding (in 000's) .....	2,577	2,600
Liquidation preference per share .....	\$ 25.00	\$ 25.00
Average market value (c) .....	\$ 23.99	\$ 24.41
Asset coverage per share .....	\$ 82.30	\$ 123.79
<b>SERIES E AUCTION RATE CUMULATIVE PREFERRED SHARES</b>		
Liquidation value, end of period (in 000's) .....	\$ 121,500	\$ 135,000
Total shares outstanding (in 000's) .....	5	5
Liquidation preference per share .....	\$ 25,000	\$ 25,000
Average market value (c) .....	\$ 25,000	\$ 25,000
Asset coverage per share .....	\$ 82,305	\$ 123,792
ASSET COVERAGE (d) .....	329%	495%

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- + Based on net asset value per share, adjusted for reinvestment of distributions at prices obtained under the Fund's dividend reinvestment plan.
  - ++ Based on market value per share, adjusted for reinvestment of distributions at prices obtained under the Fund's dividend reinvestment plan.
  - +++ Effective in 2008, a change in accounting policy was adopted with regard to the calculation of the portfolio turnover rate to include cash proceeds due to mergers. Had this policy been adopted retroactively, the portfolio turnover rate for the years ended December 31, 2007, 2006, 2005, and 2004 would have been 58.0%, 30.8%, 39.5%, and 48.7%, respectively.
- (a) Calculated based upon average common shares outstanding on the record dates throughout the period.
  - (b) The ratios do not include a reduction of expenses for custodian fee credits on cash balances maintained with the custodian. Including such custodian fee credits for the year ended December 31, 2007, the ratios of operating expenses to average net assets attributable to common shares net of fee reduction would have been 1.37% and the ratios of operating expenses to average net assets including liquidation value of preferred shares net of fee reduction would have been 1.10%. For the years ended December 31, 2008, 2006, and 2005, the effect of the custodian fee credits was minimal.
  - (c) Based on weekly prices.
  - (d) Asset coverage is calculated by combining all series of preferred shares.
  - (e) Amount represents less than \$0.005 per share.

See accompanying notes to financial statements.

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### THE GABELLI DIVIDEND & INCOME TRUST NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION. The Gabelli Dividend & Income Trust (the "Fund") is a non-diversified closed-end management investment company organized as a Delaware statutory trust on November 18, 2003 and registered under the Investment Company Act of 1940, as amended (the "1940 Act"). Investment operations commenced on November 28, 2003.

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

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

SECURITY VALUATION. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for

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which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the "Board") so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC (the "Adviser").

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

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

Statement of Financial Accounting Standard No. 157, "Fair Value Measurements" ("SFAS 157") clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value measurements. The three levels of the fair value hierarchy under SFAS 157 are described below:

- Level 1 - quoted prices in active markets for identical securities;
- Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and
- Level 3 - significant unobservable inputs (including the Fund's determinations as to the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments and other financial instruments, by inputs used to value the Fund's investments as of December 31, 2008 is, as follows:

INVESTMENTS IN SECURITIES	OTHER FINANCIAL INSTRUMENTS (UNREALIZED	OTHER FINANCIAL INSTRUMENTS (UNREALIZED
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VALUATION INPUTS	(MARKET VALUE) ASSETS	APPRECIATION)* ASSETS	DEPRECIATION) LIABILITIES
Level 1 - Quoted Prices	\$1,422,722,388	--	--
Level 2 - Other Significant Observable Inputs	98,566,806	\$70,517	\$(3,292,381)
Total	\$1,521,289,194	\$70,517	\$(3,292,381)

There were no Level 3 investments held at December 31, 2007 or 2008.

\* Other financial instruments are derivative instruments not reflected in the Schedule of Investments, such as futures, forwards, and swaps which are valued at the unrealized appreciation/depreciation on the investment.

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

In March 2008, the Financial Accounting Standards Board (the "FASB") issued Statement of Financial Accounting Standard No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161") that is effective for fiscal years beginning after November 15, 2008. SFAS 161 is intended to improve financial reporting for derivative instruments by requiring enhanced disclosure that enables investors to understand how and why an entity uses derivatives, how derivatives are accounted for, and how derivative instruments affect an entity's results of operations and financial position. Management is currently evaluating the implications of SFAS 161 on the Fund's financial statement disclosures.

REPURCHASE AGREEMENTS. The Fund may enter into repurchase agreements with primary government securities dealers recognized by the Federal Reserve Board, with member banks of the Federal Reserve System, or with other brokers or dealers that meet credit guidelines established by the Adviser and reviewed by the Board. Under the terms of a typical repurchase agreement, the Fund takes possession of an underlying debt obligation subject to an obligation of the seller to repurchase, and the Fund to resell, the obligation at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. It is the policy of the Fund to always receive and maintain securities as collateral whose market value, including accrued interest, are at least equal to 102% of the dollar amount invested by the Fund in each agreement. The Fund will make payment for such securities only upon physical delivery or upon evidence of book entry transfer of the collateral to the account of the custodian. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market on a daily basis to maintain the adequacy of the collateral. If the seller defaults and the value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited. At December 31, 2008, there were no open repurchase agreements.

OPTIONS. The Fund may purchase or write call or put options on securities or indices. As a writer of put options, the Fund receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instrument underlying the option. The Fund would incur a loss if the price of the underlying financial instrument decreases between the date the

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option is written and the date on which the option is terminated. The Fund would realize a gain, to the extent of the premium, if the price of the financial instrument increases between those dates. If a written call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether there has been a realized gain or loss. If a written put option is exercised, the premium reduces the cost basis of the security.

As a purchaser of put options, the Fund pays a premium for the right to sell to the seller of the put option the underlying security at a specified price. The seller of the put has the obligation to purchase the underlying security upon exercise at the exercise price. If the price of the underlying security declines, the Fund would realize a gain upon sale or exercise. If the price of the underlying security increases or stays the same, the Fund would realize a loss upon sale or at the expiration date, but only to the extent of the premium paid.

In the case of call options, these exercise prices are referred to as "in-the-money," "at-the-money," and "out-of-the-money," respectively. The Fund may write (a) in-the-money call options when the Adviser expects that the price of the underlying security will remain stable or decline during the option period, (b) covered at-the-money call options when the Adviser expects that the price of the underlying security will remain stable, decline or advance moderately during the option period, and (c) out-of-the-money call options when the Adviser expects that the premiums received from writing the call option will be greater than the appreciation in the price of the underlying security above the exercise price. By writing a call option, the Fund limits its opportunity to profit from any increase in the market value of the underlying security above the exercise price of the option. Out-of-the-money, at-the-money, and in-the-money put options (the reverse of call options as to the relation of exercise price to market price) may be utilized in the same market environments that such call options are used in equivalent transactions. At December 31, 2008, the Fund had no investments in options.

**SWAP AGREEMENTS.** The Fund may enter into equity, contract for difference, and interest rate swap or cap transactions. The use of swaps and caps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio transactions. Swap agreements may involve, to varying degrees, elements of market and counterparty risk, and exposure to loss in excess of the related amounts reflected in the Statement of Assets and Liabilities. In an interest rate swap, the Fund would agree to pay to the other party to the interest rate swap (which is known as the "counterparty") periodically a fixed rate payment in exchange for the counterparty agreeing to pay to the Fund periodically a variable rate payment that is intended to approximate the Fund's variable rate payment obligation on Series B Preferred Shares. In an interest rate cap, the Fund would pay a premium to the counterparty and, to the extent that a specified variable rate index exceeds a predetermined fixed rate, would receive from that counterparty payments of the difference based on the notional amount of such cap. In a swap, a set of future cash flows are exchanged between two counterparties. One of these cash flow streams will typically be based on a reference interest rate combined with the performance of a notional value of shares of a stock. The other will be based on the performance of the shares of a stock. Swap and cap transactions introduce additional risk because the Fund would remain obligated to pay preferred share dividends when due in accordance with the Statement of Preferences even if the counterparty defaulted. If there is a default by the counterparty to a swap contract, the Fund will be limited to contractual remedies pursuant to the agreements related to the transaction. There is no assurance that the swap contract counterparties will be able to meet their obligations pursuant to a swap contract or that, in the event of default, the Fund will succeed in

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

pursuing contractual remedies. The Fund thus assumes the risk that it may be delayed in or prevented from obtaining payments owed to it pursuant to a swap contract. The creditworthiness of the swap contract counterparties is closely monitored in order to minimize this risk. Depending on the general state of short-term interest rates and the returns on the Fund's portfolio securities at that point in time, such a default could negatively affect the Fund's ability to make dividend payments. In addition, at the time a swap or a cap transaction reaches its scheduled termination date, there is a risk that the Fund will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favorable as on the expiring transaction. If this occurs, it could have a negative impact on the Fund's ability to make dividend payments.

The use of derivative instruments involves, to varying degrees, elements of market and counterparty risk in excess of the amount recognized below.

Unrealized gains related to swaps are reported as an asset and unrealized losses are reported as a liability in the Statement of Assets and Liabilities. The change in value of swaps, including the accrual of periodic amounts of interest to be paid or received on swaps, is reported as unrealized gains or losses in the Statement of Operations. A realized gain or loss is recorded upon payment or receipt of a periodic payment or termination of swap agreements.

The Fund has entered into an interest rate swap agreement with Citibank N.A. Under the agreement the Fund receives a variable rate of interest and pays a respective fixed rate of interest on the nominal value of the swap. Details of the swap at December 31, 2008 are as follows:

NOTIONAL AMOUNT	FIXED RATE	FLOATING RATE* (RATE RESET MONTHLY)	TERMINATION DATE	NET UNREALIZED DEPRECIATION
\$100,000,000	4.01%	1.90125%	06/02/10	\$(3,292,381)

\* Based on LIBOR (London Interbank Offered Rate).

Effective March 16, 2008, Bear, Stearns International Limited entered into a Guaranty Agreement with JPMorgan Chase & Co., whereby JPMorgan Chase & Co. unconditionally guarantees the due and punctual payment of certain liabilities of Bear, Stearns International Limited, including the current liabilities of Bear, Stearns International Limited to the Fund. As of December 31, 2008, the Fund held a contract for difference swap with Bear, Stearns International Limited which is covered by the JPMorgan Chase & Co. Guaranty Agreement as of the date of the report. Details of the swap at December 31, 2008 are as follows:

NOTIONAL AMOUNT	EQUITY SECURITY RECEIVED	INTEREST RATE/ EQUITY SECURITY PAID	TERMINATION DATE	NET UNR APPREC
--------------------	-----------------------------	--	---------------------	-------------------

Overnight LIBOR plus

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	Market Value	40 bps plus Market Value		
	Appreciation on:	Depreciation on:		
\$1,711,933 (204,800 Shares)	Cadbury plc	Cadbury plc	02/16/09	\$70

FUTURES CONTRACTS. The Fund may engage in futures contracts for the purpose of hedging against changes in the value of its portfolio securities and in the value of securities it intends to purchase. Upon entering into a futures contract, the Fund is required to deposit with the broker an amount of cash or cash equivalents equal to a certain percentage of the contract amount. This is known as the "initial margin." Subsequent payments ("variation margin") are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, which are included in unrealized appreciation/depreciation on investments and futures contracts. The Fund recognizes a realized gain or loss when the contract is closed.

There are several risks in connection with the use of futures contracts as a hedging instrument. The change in value of futures contracts primarily corresponds with the value of their underlying instruments, which may not correlate with the change in value of the hedged investments. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market. At December 31, 2008, there were no open futures contracts.

SECURITIES SOLD SHORT. The Fund may enter into short sale transactions. Short selling involves selling securities that may or may not be owned and, at times, borrowing the same securities for delivery to the purchaser, with an obligation to replace such borrowed securities at a later date. The proceeds received from short sales are recorded as liabilities and the Fund records an unrealized gain or loss to the extent of the difference between the proceeds received and the value of an open short position on the day of determination. The Fund records a realized gain or loss when the short position is closed out. By entering into a short sale, the Fund bears the market risk of an unfavorable change in the price of the security sold short. Dividends on short sales are recorded as an expense by the Fund on the ex-dividend date and interest expense is recorded on the accrual basis. The Fund did not hold any short positions as of December 31, 2008.

FORWARD FOREIGN EXCHANGE CONTRACTS. The Fund may engage in forward foreign exchange contracts for hedging a specific transaction with respect to either the currency in which the transaction is denominated or another currency as deemed appropriate by the Adviser. Forward foreign exchange contracts are valued at the forward rate and are marked-to-market daily. The change in market value is included in unrealized appreciation/depreciation on investments and foreign currency translations. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

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

The use of forward foreign exchange contracts does not eliminate fluctuations in the underlying prices of the Fund's portfolio securities, but it does establish a rate of exchange that can be achieved in the future. Although forward foreign exchange contracts limit the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might result should the value of the currency increase. In addition, the Fund could be exposed to risks if the counterparties to the contracts are unable to meet the

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terms of their contracts. At December 31, 2008, there were no open forward foreign exchange contracts.

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

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

**FOREIGN TAXES.** The Fund may be subject to foreign taxes on income, gains on investments, or currency repatriation, a portion of which may be recoverable. The Fund will accrue such taxes and recoveries as applicable, based upon its current interpretation of tax rules and regulations that exist in the markets in which it invests.

**RESTRICTED AND ILLIQUID SECURITIES.** The Fund is not subject to an independent limitation on the amount it may invest in securities for which the markets are illiquid. Illiquid securities include securities the disposition of which is subject to substantial legal or contractual restrictions. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Securities freely saleable among qualified institutional investors under special rules adopted by the SEC may be treated as liquid if they satisfy liquidity standards established by the Board. The continued liquidity of such securities is not as well assured as that of publicly traded securities, and accordingly the Board will monitor their liquidity.

**SECURITIES TRANSACTIONS AND INVESTMENT INCOME.** Securities transactions are accounted for on the trade date with realized gain or loss on investments determined by using the identified cost method. Interest income (including amortization of premium and accretion of discount) is recorded on the accrual basis. Premiums and discounts on debt securities are amortized using the effective yield to maturity method. Dividend income is recorded on the ex-dividend date except for certain dividends which are recorded as soon as the Fund is informed of the dividend.

**CUSTODIAN FEE CREDITS AND INTEREST EXPENSE.** When cash balances are maintained in the custody account, the Fund receives credits which are used to offset custodian fees. The gross expenses paid under the custody arrangement are

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included in custodian fees in the Statement of Operations with the corresponding expense offset, if any, shown as "custodian fee credits." When cash balances are overdrawn, the Fund is charged an overdraft fee of 2.00% above the federal funds rate on outstanding balances. This amount, if any, would be included in "interest expense" in the Statement of Operations.

DISTRIBUTIONS TO SHAREHOLDERS. Distributions to common shareholders are recorded on the ex-dividend date. Distributions to shareholders are based on income and capital gains as determined in accordance with federal income tax regulations, which may differ from income and capital gains as determined under U.S. generally accepted accounting principles. These differences are primarily due to differing treatments of income and gains on various investment securities and foreign currency transactions held by the Fund, timing differences, and differing characterizations of distributions made by the Fund. Distributions from net investment income include net realized gains on foreign currency transactions. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, adjustments are made to the appropriate capital accounts in the period when the differences arise. These reclassifications have no impact on the NAV of the Fund. For the year ended December 31, 2008, reclassifications were made to decrease accumulated net investment income by \$164,319 and to decrease accumulated distributions in excess of net realized gain on investments, swap contracts, and foreign currency transactions by \$164,319.

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

Distributions to shareholders of the Fund's 5.875% Series A Cumulative Preferred Shares, Series B Auction Market Cumulative Preferred Shares, Series C Auction Market Cumulative Preferred Shares, 6.00% Series D Cumulative Preferred Shares, and Series E Auction Rate Cumulative Preferred Shares ("Cumulative Preferred Shares") are recorded on a daily basis and are determined as described in Note 5.

The tax character of distributions paid during the years ended December 31, 2008 and December 31, 2007 was as follows:

	YEAR ENDED DECEMBER 31, 2008		YEAR ENDED DECEMBER 31, 2007	
	COMMON	PREFERRED	COMMON	PREFERRED
DISTRIBUTIONS PAID FROM:				
Ordinary income				
(inclusive of short-term capital gains) ...	\$ 23,970,465	\$22,608,188	\$ 62,419,734	\$12,419,734
Net long-term capital gains .....	214,542	45,049	76,853,659	15,049
Return of capital .....	83,014,490	--	--	--
Total distributions paid .....	\$107,199,497	\$22,653,237	\$139,273,393	\$27,468,783
	=====	=====	=====	=====

PROVISION FOR INCOME TAXES. The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of

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1986, as amended (the "Code"). It is the policy of the Fund to comply with the requirements of the Code applicable to regulated investment companies and to distribute substantially all of its net investment company taxable income and net capital gains. Therefore, no provision for federal income taxes is required.

At December 31, 2008, the Fund had net capital loss carryforwards for federal income tax purposes of \$22,445,283, which are available to reduce future required distributions of net capital gains to shareholders through 2016.

Under the current tax law, capital losses related to securities and foreign currency realized after October 31 and prior to the Fund's fiscal year end may be treated as occurring on the first day of the following year. For the year ended December 31, 2008, the Fund deferred capital losses of \$2,960,639.

At December 31, 2008, the difference between book basis and tax basis unrealized depreciation was primarily due to deferral of losses from wash sales for tax purposes and basis adjustments for investments in partnerships.

As of December 31, 2008, the components of accumulated earnings/losses on a tax basis were as follows:

Accumulated capital loss carryforward .....	\$ (22,445,283)
Net unrealized appreciation on investments and swap contracts ..	(369,727,798)
Net unrealized appreciation on foreign currency translations ...	3,119
Post-October capital loss deferral .....	(2,960,639)
Other temporary differences* .....	(525,497)
	-----
Total .....	\$ (395,656,098)
	=====

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 \* Other temporary differences are primarily due to basis adjustments due to investments in hybrid securities and publicly traded partnerships.

The following summarizes the tax cost of investments, swap contracts, and the related unrealized appreciation/depreciation at December 31, 2008:

	COST	GROSS UNREALIZED APPRECIATION	GROSS UNREALIZED DEPRECIATION	NET UNREALIZED DEPRECIATION
	-----	-----	-----	-----
Investments ...	\$1,887,906,198	\$106,497,288	\$(476,225,086)	\$(369,727,798)

FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48") provides guidance for how uncertain tax positions should be recognized, measured, presented, and disclosed in the financial statements. FIN 48 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions not deemed to meet the "more-likely-than-not" threshold are recorded as a tax benefit or expense in the current year. In accordance with FIN 48, management has analyzed the Fund's tax positions taken on the federal and state income tax returns for all open tax years (the current and prior three tax years) and has concluded that no provision for income tax is required in the Fund's financial statements. Management's determination regarding FIN 48 may be

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subject to review and adjustment at a later date based on factors including, but not limited to, an on-going analysis of tax laws, regulations, and interpretations thereof.

3. AGREEMENTS AND TRANSACTIONS WITH AFFILIATES. The Fund has an investment advisory agreement (the "Advisory Agreement") with the Adviser which provides that the Fund will pay the Adviser a fee, computed weekly and paid monthly, equal on an annual basis to 1.00% of the value of the Fund's average weekly net assets including the liquidation value of preferred shares. In accordance with the Advisory Agreement, the Adviser provides a continuous investment program for the Fund's portfolio and oversees the administration of all aspects of the Fund's business and affairs. The Adviser has agreed to reduce the management fee on the incremental assets attributable to the Preferred Shares if the total return of the NAV of the common shares of the Fund, including

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

distributions and advisory fee subject to reduction, does not exceed the stated dividend rate or corresponding swap rate of each particular series of the Preferred Shares for the year.

The Fund's total return on the NAV of the common shares is monitored on a monthly basis to assess whether the total return on the NAV of the common shares exceeds the stated dividend rate or corresponding swap rate of each particular series of Preferred Shares for the period. For the year ended December 31, 2008, the Fund's total return on the NAV of the common shares did not exceed the stated dividend rate or corresponding swap rate on any of the outstanding Preferred Shares. Thus, management fees with respect to the liquidation value of the preferred share assets were reduced by \$4,948,148.

During the year ended December 31, 2008, the Fund paid brokerage commissions on security trades of \$737,066 to Gabelli & Company, Inc. ("Gabelli & Company"), an affiliate of the Adviser.

The cost of calculating the Fund's NAV per share is a Fund expense pursuant to the Advisory Agreement between the Fund and the Adviser. During the year ended December 31, 2008, the Fund paid or accrued \$45,000 to the Adviser in connection with the cost of computing the Fund's NAV.

As per the approval of the Board, the Fund compensates officers of the Fund, who are employed by the Fund and are not employed by the Adviser (although the officers may receive incentive based variable compensation from affiliates of the Adviser) and pays its allocated portion of the cost of the Fund's Chief Compliance Officer. For the year ended December 31, 2008, the Fund paid or accrued \$215,342, which is included in payroll expenses in the Statement of Operations.

The Fund pays each Trustee who is not considered to be an affiliated person an annual retainer of \$12,000 plus \$1,500 for each Board meeting attended in person and \$500 per telephonic meeting, and they are reimbursed for any out of pocket expenses incurred in attending meetings. All Board committee members receive \$1,000 per meeting attended. In addition, the Audit Committee Chairman receives an annual fee of \$3,000, the Proxy Voting Committee Chairman receives an annual fee of \$1,500, the Nominating Committee Chairman receives an annual fee of \$2,000, and the Lead Trustee receives an annual fee of \$1,000. Trustees who are directors or employees of the Adviser or an affiliated company receive



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no compensation or expense reimbursement from the Fund.

4. PORTFOLIO SECURITIES. Purchases and proceeds from the sales of securities for the year ended December 31, 2008, other than short-term securities and U.S Government obligations, aggregated \$625,053,238 and \$679,411,774, respectively.

Purchases and sales of U.S. Government obligations for the year ended December 31, 2008, other than short-term obligations, aggregated \$11,516,200 and \$11,360,000, respectively.

5. CAPITAL. The Fund is authorized to issue an unlimited number of common shares of beneficial interest (par value \$0.001). The Board has authorized the repurchase and retirement of its shares on the open market when the shares are trading at a discount of 7.5% or more (or such other percentage as the Board may determine from time to time) from the NAV of the shares. During the year ended December 31, 2008, the Fund repurchased 300,433 shares of beneficial interest in the open market at a cost of \$3,449,357 and an average discount of approximately 19.07% from its NAV. All shares of beneficial interest repurchased have been retired.

Transactions in shares of beneficial interest were as follows:

	YEAR ENDED DECEMBER 31, 2008		YEAR ENDED DECEMBER 31, 2007	
	SHARES	AMOUNT	SHARES	AMOUNT
Net decrease from repurchase of common shares ..	(300,433)	\$(3,449,357)	(144,100)	\$(3,091,2

The Fund's Declaration of Trust, as amended, authorizes the issuance of an unlimited number of shares of \$0.001 par value Cumulative Preferred Shares. The Cumulative Preferred Shares is senior to the common shares and results in the financial leveraging of the common shares. Such leveraging tends to magnify both the risks and opportunities to common shareholders. Dividends on shares of the Cumulative Preferred Shares are cumulative. The Fund is required by the 1940 Act and by the Statements of Preferences to meet certain asset coverage tests with respect to the Cumulative Preferred Shares. If the Fund fails to meet these requirements and does not correct such failure, the Fund may be required to redeem, in part or in full, the 5.875% Series A, Series B Auction Market, Series C Auction Market, 6.00% Series D, and Series E Auction Rate Cumulative Preferred Shares at redemption prices of \$25, \$25,000, \$25,000, \$25, and \$25,000, respectively, per share plus an amount equal to the accumulated and unpaid dividends whether or not declared on such shares in order to meet these requirements. Additionally, failure to meet the foregoing asset coverage requirements could restrict the Fund's ability to pay dividends to common shareholders and could lead to sales of portfolio securities at inopportune times. The income received on the Fund's assets may vary in a manner unrelated to the fixed and variable rates, which could have either a beneficial or detrimental impact on net investment income and gains available to common shareholders.

At the Fund's August 15, 2007 Board meeting, the Board approved the filing of a shelf registration with the SEC which will give the Fund the ability to offer additional preferred shares. The shelf registration was declared effective by the SEC on June 17, 2008.

On October 12, 2004, the Fund received net proceeds of \$77,280,971 (after

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underwriting discounts of \$2,520,000 and offering expenses of \$199,029) from the public offering of 3,200,000 shares of 5.875% Series A Cumulative Preferred Shares. Commencing

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

October 12, 2009 and thereafter, the Fund, at its option, may redeem the 5.875% Series A Cumulative Preferred Shares in whole or in part at the redemption price at any time. The Board has authorized the repurchase of Series A Cumulative Preferred Shares in the open market at prices less than the \$25 liquidation value per share. During the year ended December 31, 2008, the Fund repurchased and retired 71,584 shares of 5.875% Series A Cumulative Preferred Shares in the open market at a cost of \$1,386,077 and an average discount of approximately 30.39% from its liquidation preference. At December 31, 2008, 3,128,416 shares of 5.875% Series A Cumulative Preferred Shares were outstanding and accrued dividends amounted to \$76,581.

On October 12, 2004, the Fund received net proceeds of \$217,488,958 (after underwriting discounts of \$2,200,000 and offering expenses of \$311,042) from the public offering of 4,000 shares of Series B and 4,800 shares of Series C Auction Market Cumulative Preferred Shares ("Series B and Series C Shares"), respectively. The dividend rate, as set by the auction process, which is generally held every seven days, is expected to vary with short-term interest rates. Since February 2008, the number of Series B and Series C Shares subject to bid orders by potential holders has been less than the number of Series B and Series C Shares subject to sell orders. Therefore, the weekly auctions have failed, and the dividend rate since then has been the maximum rate. Holders that have submitted sell orders have not been able to sell any or all of the Series B or Series C Shares for which they have submitted sell orders. The current maximum rate for both Series B and Series C Shares is 125 basis points greater than the seven day Telerate/British Bankers Association LIBOR rate on the day of such auction. The dividend rates of Series B Shares ranged from 1.575% to 5.500% during the year ended December 31, 2008. The dividend rates of Series C Shares ranged from 1.511% to 6.013% during the year ended December 31, 2008. Existing shareholders may submit an order to hold, bid, or sell such shares on each auction date. Series B and C Shares shareholders may also trade their shares in the secondary market. The Fund, at its option, may redeem the Series B and C Shares in whole or in part at the redemption price at any time. During the year ended December 31, 2008, the Fund redeemed and retired 400 shares of Series B and 480 shares of Series C Shares. Shareholders received the redemption price of \$25,000 per share, which was equal to the liquidation preference, together with any accumulated and unpaid dividends, for each share redeemed. At December 31, 2008, 3,600 and 4,320 shares of the Series B and C Shares were outstanding with an annualized dividend rate of 1.651% and 1.690% per share and accrued dividends amounted to \$4,128 and \$30,420, respectively.

On November 3, 2005, the Fund received net proceeds of \$62,617,239 (after underwriting discounts of \$2,047,500 and offering expenses of \$335,261) from the public offering of 2,600,000 shares of 6.00% Series D Cumulative Preferred Shares. Commencing November 3, 2010 and thereafter, the Fund, at its option, may redeem the 6.00% Series D Cumulative Preferred Shares in whole or in part at the redemption price at any time. The Board has authorized the repurchase of Series D Cumulative Preferred Shares in the open market at prices less than the \$25 liquidation value per share. During the year ended December 31, 2008, the Fund repurchased and retired 23,466 shares of 6.00% Series D Cumulative Preferred Shares in the open market at a cost of \$471,019 and an average discount of approximately 19.76% from its liquidation preference. At December 31, 2008,

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2,576,534 shares of 6.00% Series D Cumulative Preferred Shares were outstanding and accrued dividends amounted to \$64,413.

On November 3, 2005, the Fund received net proceeds of \$133,379,387 (after underwriting discounts of \$1,350,000 and offering expenses of \$270,613) from the public offering of 5,400 shares of Series E Auction Rate Cumulative Preferred Shares ("Series E Shares"). The dividend rate, as set by the auction process, which is generally held every seven days, is expected to vary with short-term interest rates. Since February 2008 the number of Series E Shares subject to bid orders by potential holders has been less than the number of Series E Shares subject to sell orders. Therefore the weekly auctions have failed, and the dividend rate since then has been the maximum rate. Holders that have submitted sell orders have not been able to sell any or all of the Series E Shares for which they have submitted sell orders. The current maximum rate is 150 basis points greater than the seven day Telerate/British Bankers Association LIBOR rate on the day of such auction. The dividend rates of Series E Shares ranged from 1.770% to 6.778% during the year ended December 31, 2008. Existing shareholders may submit an order to hold, bid, or sell such shares on each auction date. Shareholders of the Series E Shares may also trade their shares in the secondary market. The Fund, at its option, may redeem the Series E Shares in whole or in part at the redemption price at any time. During the year ended December 31, 2008, the Fund redeemed and retired 540 shares of Series E Shares. Shareholders received the redemption price of \$25,000 per share, which was equal to the liquidation preference together, with any accumulated and unpaid dividends, for each share redeemed. At December 31, 2008, 4,860 shares of Series E Shares were outstanding with an annualized dividend rate of 1.940% and accrued dividends amounted to \$39,285.

The holders of Cumulative Preferred Shares generally are entitled to one vote per share held on each matter submitted to a vote of shareholders of the Fund and will vote together with holders of common shares as a single class. The holders of Cumulative Preferred Shares voting together as a single class also have the right currently to elect two Trustees and under certain circumstances are entitled to elect a majority of the Board of Trustees. In addition, the affirmative vote of a majority of the votes entitled to be cast by holders of all outstanding shares of the Preferred Shares, voting as a single class, will be required to approve any plan of

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

reorganization adversely affecting the Preferred Shares, and the approval of two-thirds of each class, voting separately, of the Fund's outstanding voting stock must approve the conversion of the Fund from a closed-end to an open-end investment company. The approval of a majority (as defined in the 1940 Act) of the outstanding Preferred Shares and a majority (as defined in the 1940 Act) of the Fund's outstanding voting securities are required to approve certain other actions, including changes in the Fund's investment objectives or fundamental investment policies.

6. TRANSACTIONS IN SECURITIES OF AFFILIATED ISSUERS. The 1940 Act defines affiliated issuers as those in which the Fund's holdings of an issuer represent 5% or more of the outstanding voting securities of the issuer. A summary of the Fund's transactions in the securities of this issuer during the year ended December 31, 2008 is set forth below:

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	BEGINNING SHARES	SHARES SOLD	ENDING SHARES	NET CHANGE IN UNREALIZED DEPRECIATION	REALIZED LOSS	VALUE AT DECEMBER 31, 2008	PER OWN SH OUTS
	-----	-----	-----	-----	-----	-----	-----
Trans-Lux Corp.	293,900	(23,900)	270,000	\$ (1,498,827)	\$ (110,507)	\$207,900	1

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

8. OTHER MATTERS. On April 24, 2008, the Adviser entered into an administrative settlement with the SEC to resolve the SEC's inquiry regarding prior frequent trading activity in shares of the GAMCO Global Growth Fund (the "Global Growth Fund") by one investor who was banned from the Global Growth Fund in August 2002. In the settlement, the SEC found that the Adviser had violated Section 206(2) of the Investment Advisers Act, Section 17(d) of the 1940 Act, and Rule 17d-1 thereunder and had aided and abetted and caused violations of Section 12(d) (1) (B) (i) of the 1940 Act. Under the terms of the settlement, the Adviser, while neither admitting nor denying the SEC's findings and allegations, agreed, among other things, to pay the previously reserved total of \$16 million (including a \$5 million penalty), of which at least \$11 million will be distributed to shareholders of the Global Growth Fund in accordance with a plan to be developed by an independent distribution consultant and approved by the independent directors of the Global Growth Fund and the staff of the SEC and to cease and desist from future violations of the above referenced federal securities laws. The settlement is not expected to impact the Fund and will not have a material adverse impact on the Adviser or its ability to fulfill its obligations under the Advisory Agreement. On the same day, the SEC filed a civil action against the Executive Vice President and Chief Operating Officer of the Adviser, alleging violations of certain federal securities laws arising from the same matter. The officer is also an officer of the Global Growth Fund and other funds in the Gabelli/GAMCO fund complex including the Fund. The officer denies the allegations and is continuing in his positions with the Adviser and the funds. The Adviser currently expects that any resolution of the action against the officer will not have a material adverse impact on the Adviser or its ability to fulfill its obligations under the Advisory Agreement.

In a separate matter, on January 12, 2009, the SEC issued an administrative action approving a final settlement of a previously disclosed matter with the Adviser involving compliance with Section 19(a) of the Investment Company Act of 1940 and Rule 19a-1 thereunder by two closed-end funds. These provisions require registered investment companies when making a distribution in the nature of a dividend from sources other than net investment income to contemporaneously provide written statements to shareholders, which adequately disclose the source or sources of such distribution. While the two funds sent annual statements and provided other materials containing this information, the shareholders did not receive the notices required by Rule 19a-1 with any of the distributions that were made for 2002 and 2003. The Adviser believes that the funds have been in compliance with Section 19(a) and Rule 19a-1 since the beginning of 2004. As part of the settlement, in which the Adviser neither admits nor denies the findings by the SEC, the Adviser agreed to pay a civil monetary penalty of \$450,000 and to cease and desist from causing violations of Section 19(a) and Rule 19a-1. In connection with the settlement, the SEC noted the remedial actions previously undertaken by the Adviser. The staff's notice to the Adviser did not relate to the Fund.

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

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

In our opinion, the accompanying statement of assets and liabilities, including the schedule of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of The Gabelli Dividend & Income Trust (hereafter referred to as the "Trust") at December 31, 2008, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2008 by correspondence with the custodian and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP  
New York, New York  
February 27, 2009

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

The business and affairs of the Fund are managed under the direction of the Fund's Board of Trustees. Information pertaining to the Trustees and officers of the Fund is set forth below. The Fund's Statement of Additional Information includes additional information about the Fund's Trustees and is available without charge, upon request, by calling 800-GABELLI (800-422-3554) or by writing to The Gabelli Dividend & Income Trust at One Corporate Center, Rye, NY 10580-1422.

NAME, POSITION(S) ADDRESS(1) AND AGE	TERM OF OFFICE AND LENGTH OF TIME SERVED(2)	NUMBER OF FUNDS IN FUND COMPLEX OVERSEEN BY TRUSTEE	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS
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INTERESTED TRUSTEES(3):

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MARIO J. GABELLI Trustee and Chief Investment Officer Age: 66	Since 2003**	26	Chairman and Chief Executive Officer of GAMCO Investors, Inc. and Chief Investment Officer - Value Portfolio of Gabelli Funds, LLC and GAMCO Management Inc.; Director/Trustee Chief Investment Officer of other registered investment companies; the Gabelli/GAMCO Funds complex; Chairman and Chief Executive Officer of GGCP, Inc.
SALVATORE M. SALIBELLO Trustee Age: 63	Since 2003*	3	Certified Public Accountant and Managing Partner of the public accounting firm Salibello & Broderick LLP since 1978
EDWARD T. TOKAR Trustee Age: 61	Since 2003*	2	Senior Managing Director of Beach Trust Company (trust services) since 2004; Chief Executive Officer of Allied Capital Management LLC (1977-2004); Vice President of Honeywell International Inc. (1977-2004); Director of Teton Advisors, Inc. (financial services) (2008-present)
INDEPENDENT TRUSTEES (5):			
ANTHONY J. COLAVITA Trustee Age: 73	Since 2003***	36	Partner in the law firm of Anthony J. Colavita, P.C.
JAMES P. CONN Trustee Age: 70	Since 2003*	18	Former Managing Director and Chief Investment Officer of Financial Security Assurance Holdings Ltd. (insurance holding company) (1992-1998)
MARIO D'URSO Trustee Age: 68	Since 2003**	5	Chairman of Mittel Capital Markets S.p.A. since 2001; Senator in the Italian Parliament (1996-2001)
FRANK J. FAHRENKOPF, JR. Trustee Age: 69	Since 2003***	6	President and Chief Executive Officer of the American Gaming Association; Co-Chairman of the Commission on Presidential Debates; Former Chairman of the Republican National Committee (1983-1989)
MICHAEL J. MELARKEY Trustee Age: 59	Since 2003**	5	Partner in the law firm of Avans Melarkey, Knobel & Mulligan
ANTHONIE C. VAN EKRIS Trustee Age: 74	Since 2003***	20	Chairman of BALMAC International Inc. (commodities and futures trading)
SALVATORE J. ZIZZA Trustee Age: 63	Since 2003***	28	Chairman of Zizza & Co., Ltd. (consulting)

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

NAME, POSITION(S) ADDRESS(1) AND AGE	TERM OF OFFICE AND LENGTH OF TIME SERVED(2)	PRINCIPAL OCCUPATIO DURING PAST FIVE Y
-----		
OFFICERS:		
BRUCE N. ALPERT President Age: 57	Since 2003	Executive Vice President and Chief Operating Officer and an officer of all of the registered investment Funds complex. Director and President of Teton Advisors, Inc.) since 1998
CARTER W. AUSTIN Vice President Age: 42	Since 2003	Vice President of The Gabelli Equity Trust since 2005, The Gabelli Natural Resources & Income Trust since 2005, The Gabelli and The Gabelli Healthcare & WellnessRx Trust since 2005, and Gabelli Funds, LLC since 1996
PETER D. GOLDSTEIN Chief Compliance Officer Age: 55	Since 2004	Director of Regulatory Affairs at GAMCO Investors, Officer of all of the registered investment companies in the Gabelli/GAMCO Funds complex; Vice President of Goldman Sachs Asset Management
AGNES MULLADY Treasurer and Secretary Age: 50	Since 2006	Vice President of Gabelli Funds, LLC since 2007; Officer of all investment companies in the Gabelli/GAMCO Funds complex; U.S. Trust Company, N.A. and Treasurer and Chief Financial Officer from 2004 through 2005; Chief Financial Officer of Gabelli Funds from 2002 through 2004

(1) Address: One Corporate Center, Rye, NY 10580-1422, unless otherwise noted.

(2) The Fund's Board of Trustees is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:

- \* - Term expires at the Fund's 2009 Annual Meeting of Shareholders or until their successors are duly elected and qualified.
- \*\* - Term expires at the Fund's 2010 Annual Meeting of Shareholders or until their successors are duly elected and qualified.
- \*\*\* - Term expires at the Fund's 2011 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

Each officer will hold office for an indefinite term until the date he or she resigns or retires or until his or her successor is elected and qualified.

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- (3) "Interested person" of the Fund, as defined in the 1940 Act. Mr. Gabelli is an "interested person" of the Fund as a result of his employment as an officer of the Adviser. Mr. Gabelli is also a registered representative of an affiliated broker-dealer. Mr. Tokar is an "interested person" as a result of his son's employment by an affiliate of the Adviser. Mr. Salibello may be considered an "interested person" of the Fund as a result of being a partner in an accounting firm that provides professional services to affiliates of the Adviser.
- (4) This column includes only directorships of companies required to report to the SEC under the Securities Exchange Act of 1934, as amended (i.e. public companies) or other investment companies registered under the 1940 Act.
- (5) Trustees who are not interested persons are considered "Independent" Trustees.

### CERTIFICATIONS

The Fund's Chief Executive Officer has certified to the New York Stock Exchange ("NYSE") that, as of June 17, 2008, he was not aware of any violation by the Fund of applicable NYSE corporate governance listing standards. The Fund reports to the SEC on Form N-CSR which contains certifications by the Fund's principal executive officer and principal financial officer that relate to the Fund's disclosure in such reports and that are required by Rule 30a-2(a) under the 1940 Act.

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### THE GABELLI DIVIDEND & INCOME TRUST INCOME TAX INFORMATION (UNAUDITED) DECEMBER 31, 2008

#### CASH DIVIDENDS AND DISTRIBUTIONS

PAYABLE DATE	RECORD DATE	TOTAL AMOUNT PAID PER SHARE (A)	ORDINARY INVESTMENT INCOME (A)	LONG-TERM CAPITAL GAINS (A)	RETURN OF CAPITAL (C)	DIVIDEND REINVESTMENT PRICE
COMMON SHARES						
01/25/08	01/16/08	\$0.10000	\$0.02080	\$0.00120	\$0.07800	\$18.5075
02/25/08	02/14/08	0.10000	0.02080	0.00120	0.07800	18.9636
03/25/08	03/17/08	0.11000	0.02410	0.00010	0.08580	18.1676
04/24/08	04/16/08	0.10000	0.02200	0.00000	0.07800	18.9272
05/23/08	05/15/08	0.10000	0.02200	0.00000	0.07800	19.4711
06/24/08	06/16/08	0.11000	0.02420	0.00000	0.08580	18.2657
07/25/08	07/17/08	0.11000	0.02420	0.00000	0.08580	16.9319
08/25/08	08/15/08	0.11000	0.02420	0.00000	0.08580	16.8740
09/24/08	09/16/08	0.11000	0.02420	0.00000	0.08580	14.6840
10/27/08	10/17/08	0.11000	0.02420	0.00000	0.08580	9.9741
11/21/08	11/13/08	0.11000	0.02420	0.00000	0.08580	8.9659
12/17/08	12/12/08	0.11000	0.02420	0.00000	0.08580	9.9470
		\$1.28000	\$0.27910	\$0.00250	\$0.99840	
5.875% SERIES A CUMULATIVE PREFERRED SHARES						
03/26/28	03/18/08	\$0.36719	\$0.36426	\$0.00293		



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06/26/08	06/19/08	0.36719	0.36719	0.00000
09/26/08	09/19/08	0.36719	0.36719	0.00000
12/26/08	12/18/08	0.36719	0.36719	0.00000
		-----	-----	-----
		\$1.46876	\$1.46583	\$0.00293
6.000% SERIES D CUMULATIVE PREFERRED SHARES				
03/26/28	03/18/08	\$0.37500	\$0.37200	\$0.00300
06/26/08	06/19/08	0.37500	0.37500	0.00000
09/26/08	09/19/08	0.37500	0.37500	0.00000
12/26/08	12/18/08	0.37500	0.37500	0.00000
		-----	-----	-----
		\$1.50000	\$1.49700	\$0.00300

SERIES B AND C AUCTION MARKET CUMULATIVE AND SERIES E AUCTION RATE CUMULATIVE PREFERRED SHARES

The Series B Auction Market Cumulative Preferred Shares, Series C Auction Market Cumulative Preferred Shares, and Series E Auction Rate Cumulative Preferred Shares pay dividends weekly based on a rate set at auction, usually held every seven days. The percentage of 2008 distributions derived from long-term capital gains for the Series B Auction Market Cumulative Preferred Shares, Series C Auction Market Cumulative Preferred Shares, and Series E Auction Rate Cumulative Preferred Shares was 0.198%, 0.199%, and 0.198%, respectively.

A Form 1099-DIV has been mailed to all shareholders of record for the distributions mentioned above, setting forth specific amounts to be included in the 2008 tax returns. Ordinary income distributions include net investment income and realized net short-term capital gains. Ordinary income is reported in box 1a of Form 1099-DIV. Capital gain distributions are reported in box 2 of Form 1099-DIV. The long-term gain distribution for the year ended December 31, 2008 is \$254,423, or the maximum allowable.

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THE GABELLI DIVIDEND & INCOME TRUST  
INCOME TAX INFORMATION (CONTINUED) (UNAUDITED)  
DECEMBER 31, 2008

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

In 2008, the Fund paid to common, 5.875% Series A, and 6.00% Series D Cumulative Preferred shareholders ordinary income dividends of \$0.27910, \$1.4658255, and \$1.49700 per share, respectively. The Fund paid weekly distributions to Series B, C, and E preferred shareholders at varying rates throughout the year, including ordinary income dividends totaling \$944.35220, \$966.50741, and \$1,044.21367 per share, respectively. For the year ended December 31, 2008, 76.0% of the ordinary dividend qualified for the dividends received deduction available to corporations, and 100.00% of the ordinary income distribution was qualified dividend income. The percentage of ordinary income dividends paid by the Fund during 2008 derived from U.S. Treasury securities was 1.03%. Such income is exempt from state and local tax in all states. However, many states, including New York and California, allow a tax exemption for a portion of the income earned only if a mutual fund has invested at least 50% of its assets at the end of each quarter of the Fund's fiscal year in U.S. Government securities. The Fund did not meet this strict requirement in 2008. The percentage of net assets of U.S. Treasury securities held as of December 31, 2008 was 7.5%.

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HISTORICAL DISTRIBUTION SUMMARY

	INVESTMENT INCOME (B)	SHORT-TERM CAPITAL GAINS (B)	LONG-TERM CAPITAL GAINS	RETURN OF CAPITAL (C)	TOTAL DISTRIBU (A)
	-----	-----	-----	-----	-----
COMMON SHARES					
2008.....	\$0.27910	--	\$0.00250	\$0.99840	\$1.280
2007.....	0.50910	\$0.23480	0.91610	--	1.660
2006.....	0.60798	0.24082	0.69120	--	1.540
2005.....	0.45996	0.08568	0.65436	--	1.200
2004.....	0.40005	0.10023	0.13893	0.56079	1.200
5.875% SERIES A CUMULATIVE PREFERRED SHARES					
2008.....	\$1.46583	--	\$0.00292	--	\$1.468
2007.....	0.45059	\$0.20776	0.81040	--	1.468
2006.....	0.57983	0.22967	0.65925	--	1.468
2005.....	0.56290	0.10493	0.80092	--	1.468
2004.....	0.19150	0.04798	0.06651	--	0.305
6.000% SERIES D CUMULATIVE PREFERRED SHARES					
2008.....	\$1.49700	--	\$0.00300	--	\$1.500
2007.....	0.46020	\$0.21220	0.82760	--	1.500
2006.....	0.59215	0.23457	0.67328	--	1.500
2005.....	0.08620	0.01610	0.12270	--	0.225
AUCTION MARKET/RATE CUMULATIVE PREFERRED SHARES					
2008 Class B Shares.....	\$ 944.35220	--	\$ 1.87780	--	\$ 946.230
2008 Class C Shares.....	966.50741	--	1.92259	--	968.430
2008 Class E Shares.....	1,044.21367	--	2.07633	--	1,046.290
2007 Class B Shares.....	414.02782	190.66719	743.74499	--	1,348.440
2007 Class C Shares.....	409.97064	188.64406	735.87530	--	1,334.490
2007 Class E Shares.....	407.63287	187.65002	731.97711	--	1,327.260
2006 Class B Shares.....	484.90820	192.07260	551.32920	--	1228.310
2006 Class C Shares.....	484.32800	191.84250	550.66950	--	1226.840
2006 Class E Shares.....	483.94880	191.69260	550.23860	--	1225.880
2005 Class B Shares.....	320.22640	59.69220	455.63150	--	835.550
2005 Class C Shares.....	324.19300	60.43160	461.27540	--	845.900
2005 Class E Shares.....	67.54440	12.59070	96.10490	--	176.240
2004 Class B Shares.....	68.71140	17.21520	23.86340	--	109.800
2004 Class C Shares.....	70.77030	17.73100	24.57840	--	113.100

(a) Total amounts may differ due to rounding.

(b) Taxable as ordinary income for federal tax purposes.

(c) Non-taxable.

(d) Decrease in cost basis.

All designations are based on financial information available as of the date of this annual report and, accordingly, are subject to change. For each item, it is the intention of the Fund to designate the maximum amount permitted under the Internal Revenue Code and the regulations thereunder.

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### THE GABELLI DIVIDEND & INCOME TRUST ANNUAL APPROVAL OF CONTINUANCE OF INVESTMENT ADVISORY AGREEMENT (UNAUDITED)

During the six months ended December 31, 2008, the Board of Trustees of the Trust approved the continuation of the investment advisory agreement with the Adviser for the Trust on the basis of the recommendation by the trustees (the "Independent Board Members") who are not "interested persons" of the Trust. The following paragraphs summarize the material information and factors considered by the Independent Board Members as well as their conclusions relative to such factors.

#### 1) THE NATURE, EXTENT AND QUALITY OF SERVICES PROVIDED BY THE ADVISER.

The Independent Board Members considered information regarding the portfolio managers, the depth of the analyst pool available to the Adviser and the portfolio managers, the scope of administrative, shareholder, and other services supervised or provided by the Adviser and the absence of significant service problems reported to the Board. The Independent Board Members noted the experience, length of service, and reputation of the portfolio managers.

#### 2) THE PERFORMANCE OF THE FUND, THE ADVISER.

The Independent Board Members reviewed the performance of the Fund over one, two, and three year periods against a peer group of equity closed-end funds prepared by Lipper. The Board Members noted the Fund's below average relative performance for the one year period, average relative performance for the two year period, and above average performance for the three year period. The Board Members also noted that the Fund has not achieved its initial goal of earning at least 9% per year.

#### 3) THE COST OF THE ADVISORY SERVICES AND THE PROFITS TO THE ADVISER AND ITS AFFILIATES FROM THE RELATIONSHIP WITH THE FUND.

The Independent Board Members reviewed summary data regarding the profitability of the Fund to the Adviser.

#### 4) THE EXTENT TO WHICH ECONOMIES OF SCALE WILL BE REALIZED AS THE FUND GROWS AND WHETHER FEE LEVELS REFLECT THOSE ECONOMIES OF SCALE.

The Independent Board Members noted that the Fund was a closed-end fund trading at a discount to net asset value and accordingly unlikely to achieve growth of the type that might lead to economies of scale that the shareholders would not participate in. The Independent Board Members noted that the investment management fee schedule for the Fund does not take into account any potential economies of scale that may develop.

#### 5) OTHER FACTORS.

The Independent Board Members compared the expense ratios of the investment management fee, other expenses, and total expenses of the Fund with similar expense ratios of the Lipper peer group of equity closed-end value funds and noted that the Adviser's management fee includes substantially all administrative services of the Fund as well as investment advisory services. The Board noted that the Fund was larger than average within the peer group and that its expense ratios were slightly below average. The Board Members also noted that the management fee structure was the same as that in effect for most of the Gabelli funds. The Board Members were presented with, but did not attach significance to, information comparing the management fee to the fee for other types of accounts managed by an affiliate of the Adviser.

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The Independent Board Members concluded that the Fund enjoyed highly experienced portfolio management services, good ancillary services, and a favorable performance record. The Independent Board Members also concluded that the Fund's expense ratios and the profitability to the Adviser of managing the Fund were reasonable, and that economies of scale were not a significant factor in their thinking. The Board Members did not view the potential profitability of ancillary services as material to their decision. On the basis of the foregoing and without assigning particular weight to any single conclusion, the Independent Board Members determined to recommend continuation of the Advisory Agreement to the full Board of Board Members.

The Annual Meeting of The Gabelli Dividend & Income Trust's shareholders will be held on Monday, May 18, 2009 at the Greenwich Library in Greenwich, Connecticut.

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### THE GABELLI DIVIDEND & INCOME TRUST AND YOUR PERSONAL PRIVACY

#### WHO ARE WE?

The Gabelli Dividend & Income Trust (the "Fund") is a closed-end management investment company registered with the Securities and Exchange Commission under the Investment Company Act of 1940. We are managed by Gabelli Funds, LLC, which is affiliated with GAMCO Investors, Inc. GAMCO Investors, Inc. is a publicly held company that has subsidiaries that provide investment advisory or brokerage services for a variety of clients.

#### WHAT KIND OF NON-PUBLIC INFORMATION DO WE COLLECT ABOUT YOU IF YOU BECOME A SHAREHOLDER?

When you purchase shares of the Fund on the New York Stock Exchange, you have the option of registering directly with our transfer agent in order, for example, to participate in our dividend reinvestment plan.

- INFORMATION YOU GIVE US ON YOUR APPLICATION FORM. This could include your name, address, telephone number, social security number, bank account number, and other information.
- INFORMATION ABOUT YOUR TRANSACTIONS WITH US. This would include information about the shares that you buy or sell; it may also include information about whether you sell or exercise rights that we have issued from time to time. If we hire someone else to provide services--like a transfer agent-- we will also have information about the transactions that you conduct through them.

#### WHAT INFORMATION DO WE DISCLOSE AND TO WHOM DO WE DISCLOSE IT?

We do not disclose any non-public personal information about our customers or former customers to anyone other than our affiliates, our service providers who need to know such information, and as otherwise permitted by law. If you want to find out what the law permits, you can read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its website, [www.sec.gov](http://www.sec.gov).

#### WHAT DO WE DO TO PROTECT YOUR PERSONAL INFORMATION?

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We restrict access to non-public personal information about you to the people who need to know that information in order to provide services to you or the Fund and to ensure that we are complying with the laws governing the securities business. We maintain physical, electronic, and procedural safeguards to keep your personal information confidential.

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

### TRUSTEES

Mario J. Gabelli, CFA  
CHAIRMAN & CHIEF EXECUTIVE OFFICER,  
GAMCO INVESTORS, INC.

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

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

Mario d'Urso  
FORMER ITALIAN SENATOR

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

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

Salvatore M. Salibello  
CERTIFIED PUBLIC ACCOUNTANT,  
SALIBELLO & BRODER, LLP

Edward T. Tokar  
SENIOR MANAGING DIRECTOR,  
BEACON TRUST COMPANY

Anthonie C. van Ekris  
CHAIRMAN, BALMAC INTERNATIONAL, INC.

Salvatore J. Zizza  
CHAIRMAN, ZIZZA & CO., LTD.

### OFFICERS

Bruce N. Alpert  
PRESIDENT

Carter W. Austin  
VICE PRESIDENT

Peter D. Goldstein  
CHIEF COMPLIANCE OFFICER

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Agnes Mullady  
TREASURER AND SECRETARY

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

CUSTODIAN  
State Street Bank and Trust Company

COUNSEL  
Skadden, Arps, Slate, Meagher & Flom LLP

TRANSFER AGENT AND REGISTRAR  
Computershare Trust Company, N.A.

## STOCK EXCHANGE LISTING

	Common	5.875% Preferred	6.00% Preferred
NYSE-Symbol:	GDV	GDV PrA	GDV PrD
Shares Outstanding:	83,528,637	3,128,416	2,576,534

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

The Net Asset Value per share may be obtained each day by calling (914) 921-5070 or visiting [www.gabelli.com](http://www.gabelli.com).

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

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund may, from time to time, purchase its common shares in the open market when the Fund's shares are trading at a discount of 7.5% or more from the net asset value of the shares. The Fund may also, from time to time, purchase its preferred shares in the open market when the preferred shares are trading at a discount to the liquidation value.

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

PHONE: 800-GABELLI (800-422-3554)  
FAX: 914-921-5118 INTERNET: [www.gabelli.com](http://www.gabelli.com)  
E-MAIL: [CLOSEDEND@GABELLI.COM](mailto:CLOSEDEND@GABELLI.COM)

GDV Q4/2008

ITEM 2. CODE OF ETHICS.

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

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

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

### ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

#### AUDIT FEES

- (a) The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years are \$53,250 for 2007 and \$62,700 for 2008.

#### AUDIT-RELATED FEES

- (b) The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item are \$6,300 for 2007 and \$9,145 for 2008. Audit-related fees represent services provided in the preparation of Preferred Shares Reports.

#### TAX FEES

- (c) The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning are \$4,350 for 2007 and \$5,000 for 2008. Tax fees represent tax compliance services provided in connection with the review of the Registrant's tax returns.

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### ALL OTHER FEES

- (d) The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item are \$0 for 2007 and \$0 for 2008.
- (e) (1) Disclose the audit committee's pre-approval policies and procedures described in paragraph (c) (7) of Rule 2-01 of Regulation S-X.

Pre-Approval Policies and Procedures. The Audit Committee ("Committee") of the registrant is responsible for pre-approving (i) all audit and permissible non-audit services to be provided by the independent registered public accounting firm to the registrant and (ii) all permissible non-audit services to be provided by the independent registered public accounting firm to the Adviser, Gabelli Funds, LLC, and any affiliate of Gabelli Funds, LLC ("Gabelli") that provides services to the registrant (a "Covered Services Provider") if the independent registered public accounting firm's engagement related directly to the operations and financial reporting of the registrant. The Committee may delegate its responsibility to pre-approve any such audit and permissible non-audit services to the Chairperson of the Committee, and the Chairperson must report to the Committee, at its next regularly scheduled meeting after the Chairperson's pre-approval of such services, his or her decision(s). The Committee may also establish detailed pre-approval policies and procedures for pre-approval of such services in accordance with applicable laws, including the delegation of some or all of the Committee's pre-approval responsibilities to the other persons (other than Gabelli or the registrant's officers). Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the permissible non-audit services were not recognized by the registrant at the time of the engagement to be non-audit services; and (ii) such services are promptly brought to the attention of the Committee and approved by the Committee or Chairperson prior to the completion of the audit.

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

(b) 100%

(c) 100%

(d) N/A

- (f) The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was zero percent (0%).
- (g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant for each of the last two fiscal years of the registrant was \$0 for 2007 and \$0 for 2008.



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- (h) The registrant's audit committee of the board of directors has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

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

### ITEM 6. INVESTMENTS.

- (a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the report to shareholders filed under Item 1 of this form.
- (b) Not applicable.

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

The Proxy Voting Policies are attached herewith.

#### THE VOTING OF PROXIES ON BEHALF OF CLIENTS

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

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

#### I. PROXY VOTING COMMITTEE

The Proxy Voting Committee was originally formed in April 1989 for the

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purpose of formulating guidelines and reviewing proxy statements within the parameters set by the substantive proxy voting guidelines originally published in 1988 and updated periodically, a copy of which are appended as Exhibit A. The Committee will include representatives of Research, Administration, Legal, and the Advisers. Additional or replacement members of the Committee will be nominated by the Chairman and voted upon by the entire Committee.

Meetings are held as needed basis to form views on the manner in which the Advisers should vote proxies on behalf of their clients.

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

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

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### A. CONFLICTS OF INTEREST.

The Advisers have implemented these proxy voting procedures in order to prevent conflicts of interest from influencing their proxy voting decisions. By following the Proxy Guidelines, as well as the recommendations of ISS, other third-party services and the analysts of Gabelli & Company, the Advisers are able to avoid, wherever possible, the influence of potential conflicts of interest. Nevertheless, circumstances may arise in which one or more of the Advisers are faced with a conflict of interest or the appearance of a conflict of interest in connection with its vote. In general, a conflict of interest may arise when an Adviser knowingly does business with an issuer, and may appear to have a material conflict between its own interests and the interests of the shareholders of an investment company managed by one of the Advisers regarding how the proxy is to be voted. A conflict also may exist when an Adviser has actual knowledge of a material business arrangement between an issuer and an affiliate of the Adviser.

In practical terms, a conflict of interest may arise, for example, when a proxy is voted for a company that is a client of one of the Advisers, such as GAMCO Asset Management Inc. A

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conflict also may arise when a client of one of the Advisers has made a shareholder proposal in a proxy to be voted upon by one or more of the Advisers. The Director of Proxy Voting Services, together with the Legal Department, will scrutinize all proxies for these or other situations that may give rise to a conflict of interest with respect to the voting of proxies.

### B. OPERATION OF PROXY VOTING COMMITTEE

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

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

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

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

### II. SOCIAL ISSUES AND OTHER CLIENT GUIDELINES

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

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vote shares held on behalf of the client in a manner consistent with any individual investment/voting guidelines provided by the client. Otherwise the Advisers will abstain with respect to those shares.

### III. CLIENT RETENTION OF VOTING RIGHTS

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

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

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

### IV. VOTING RECORDS

The Proxy Voting Department will retain a record of matters voted upon by the Advisers for their clients. The Advisers will supply information on how an account voted its proxies upon request.

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

[Adviser name]  
Attn: Proxy Voting Department  
One Corporate Center  
Rye, New York 10580-1433

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

### V. VOTING PROCEDURES

1. Custodian banks, outside brokerage firms and clearing firms are responsible for forwarding proxies directly to the Advisers.

Proxies are received in one of two forms:

- o Shareholder Vote Authorization Forms ("VAFs") - Issued by Broadridge Financial Solutions, Inc. ("Broadridge") VAFs must be voted through the issuing institution causing a time lag. Broadridge is an outside service contracted by the various institutions to issue proxy materials.
  - o Proxy cards which may be voted directly.
2. Upon receipt of the proxy, the number of shares each form represents is logged into the proxy system according to security.
3. In the case of a discrepancy such as an incorrect number of shares, an

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

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

Records have been maintained on the Proxy Edge system. The system is backed up regularly.

Proxy Edge records include:

- Security Name and Cusip Number
- Date and Type of Meeting (Annual, Special, Contest)
- Client Name
- Adviser or Fund Account Number
- Directors' Recommendation
- How GAMCO voted for the client on each issue

5. VAFs are kept alphabetically by security. Records for the current proxy season are located in the Proxy Voting Department office. In preparation for the upcoming season, files are transferred to an offsite storage facility during January/February.

6. Shareholder Vote Authorization Forms issued by Broadridge are always sent directly to a specific individual at Broadridge.

7. If a proxy card or VAF is received too late to be voted in the conventional matter, every attempt is made to vote on one of the following manners:

- o VAFs can be faxed to Broadridge up until the time of the meeting. This is followed up by mailing the original form.
- o When a solicitor has been retained, the solicitor is called. At the solicitor's direction, the proxy is faxed.

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

9. Voting in Person

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

- o Banks and brokerage firms using the services at Broadridge:

The back of the VAF is stamped indicating that we wish to vote in person. The forms are then sent overnight to Broadridge. Broadridge issues individual legal proxies and sends them back via overnight (or the Adviser can pay messenger charges). A lead-time of at least two weeks prior to the meeting is needed to do this. Alternatively, the procedures detailed below for banks not using Broadridge may be implemented.

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- o Banks and brokerage firms issuing proxies directly:

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The bank is called and/or faxed and a legal proxy is requested.

All legal proxies should appoint:

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

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

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

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### APPENDIX A PROXY GUIDELINES

#### PROXY VOTING GUIDELINES

##### GENERAL POLICY STATEMENT

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

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

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

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into the evaluation of the overall proposals but will not necessitate a vote in opposition to the overall proposals.

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### BOARD OF DIRECTORS

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

Factors taken into consideration include:

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

### SELECTION OF AUDITORS

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

### BLANK CHECK PREFERRED STOCK

We oppose the issuance of blank check preferred stock.

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

### CLASSIFIED BOARD

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

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

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

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

### INCREASE AUTHORIZED COMMON STOCK

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

Factors taken into consideration include:

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

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

### CONFIDENTIAL BALLOT

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

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

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

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### CUMULATIVE VOTING

In general, we support cumulative voting.

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

Where cumulative voting is in place, we will vote against any proposal to rescind this shareholder right.

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



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### DIRECTOR LIABILITY AND INDEMNIFICATION

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

### EQUAL ACCESS TO THE PROXY

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

### FAIR PRICE PROVISIONS

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

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

Reviewed on a case-by-case basis.

### GOLDEN PARACHUTES

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

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

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

### ANTI-GREENMAIL PROPOSALS

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

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### LIMIT SHAREHOLDERS' RIGHTS TO CALL SPECIAL MEETINGS

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

### CONSIDERATION OF NONFINANCIAL EFFECTS OF A MERGER

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

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

Reviewed on a case-by-case basis.

### MERGERS, BUYOUTS, SPIN-OFFS, RESTRUCTURINGS

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

### MILITARY ISSUES

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

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

### NORTHERN IRELAND

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

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

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### OPT OUT OF STATE ANTI-TAKEOVER LAW

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

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

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

### POISON PILL

In general, we do not endorse poison pills.

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

### REINCORPORATION

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

### STOCK OPTION PLANS

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

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

### SUPERMAJORITY VOTE REQUIREMENTS

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

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### LIMIT SHAREHOLDERS RIGHT TO ACT BY WRITTEN CONSENT

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

Reviewed on a case-by-case basis.

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

#### PORTFOLIO MANAGERS

Mr. Mario J. Gabelli, CFA, is primarily responsible for the day-to-day management of The Gabelli Dividend & Income Trust, (the Trust). Mr. Gabelli has served as Chairman, Chief Executive Officer, and Chief Investment Officer-Value Portfolios of GAMCO Investors, Inc. and its affiliates since their organization.

Additionally, Barbara G. Marcin serves as Senior Portfolio Manager for the Trust. Ms. Marcin joined GAMCO Investors, Inc. in 1999 to manage larger capitalization value style portfolios.

#### MANAGEMENT OF OTHER ACCOUNTS

The table below shows the number of other accounts managed by the Portfolio Managers and the total assets in each of the following categories: registered investment companies, other paid investment vehicles and other accounts. For each category, the table also shows the number of accounts and the total assets in the accounts with respect to which the advisory fee is based on account performance.

Name of Portfolio Manager	Type of Accounts	Total No. of Accounts Managed	Total Assets	No. of Accounts where Advisory Fee is Based on Performance
1. Mario J. Gabelli	Registered Investment Companies:	24	9.0B	6
	Other Pooled Investment Vehicles:	22	355.1M	19
	Other Accounts:	2,049	8.1B	6

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2. Barbara G. Marcin	Registered Investment Companies:	3	329.5M	0
	Other Pooled Investment Vehicles:	1	5.4M	1
	Other Accounts:	20	79M	0

POTENTIAL CONFLICTS OF INTEREST

As reflected above, the Portfolio Managers manage accounts in addition to the Trust. Actual or apparent conflicts of interest may arise when a Portfolio Manager also has day-to-day management responsibilities with respect to one or more other accounts. These potential conflicts include:

**ALLOCATION OF LIMITED TIME AND ATTENTION.** As indicated above, the Portfolio Managers manage multiple accounts. As a result, he/she will not be able to devote all of their time to the management of the Trust. The Portfolio Managers, therefore, may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those accounts as might be the case if he/she were to devote all of their attention to the management of only the Trust.

**ALLOCATION OF LIMITED INVESTMENT OPPORTUNITIES.** As indicated above, the Portfolio Managers manage managed accounts with investment strategies and/or policies that are similar to the Trust. In these cases, if the Portfolio Manager identifies an investment opportunity that may be suitable for multiple accounts, a Fund may not be able to take full advantage of that opportunity because the opportunity may be allocated among all or many of these accounts or other accounts managed primarily by other Portfolio Managers of the Adviser, and their affiliates. In addition, in the event a Portfolio Manager determines to purchase a security for more than one account in an aggregate amount that may influence the market price of the security, accounts that purchased or sold the security first may receive a more favorable price than accounts that made subsequent transactions.

**SELECTION OF BROKER/DEALERS.** Because of Mr. Gabelli's position with the Distributor and his indirect majority ownership interest in the Distributor, he may have an incentive to use the Distributor to execute portfolio transactions for a Fund.

**PURSUIT OF DIFFERING STRATEGIES.** At times, the Portfolio Managers may determine that an investment opportunity may be appropriate for only some of the accounts for which he/she exercises investment responsibility, or may decide that certain of the funds or accounts should take differing positions with respect to a particular security. In these cases, the Portfolio Manager may execute differing or opposite transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment of one or more other accounts.

**VARIATION IN COMPENSATION.** A conflict of interest may arise where the financial or other benefits available to the Portfolio Manager differs among the accounts that he/she manages. If the structure of the Adviser's management fee or the

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Portfolio Manager's compensation differs among accounts (such as where certain accounts pay higher management fees or performance-based management fees), the Portfolio Manager may be motivated to favor certain accounts over others. The Portfolio Manager also may be motivated to favor accounts in which they have an investment interest, or in which the Adviser, or their affiliates have investment interests. Similarly, the desire to maintain assets under management or to enhance a Portfolio Manager's performance record or to derive other rewards, financial or otherwise, could influence the Portfolio Manager in affording preferential treatment to those accounts that could most significantly benefit the Portfolio Manager. For example, as reflected above, if the Portfolio Manager manages accounts which have performance fee arrangements, certain portions of his/her compensation will depend on the achievement of performance milestones on those accounts. The Portfolio Manager could be incented to afford preferential treatment to those accounts and thereby be subject to a potential conflict of interest.

The Adviser, and the Funds have adopted compliance policies and procedures that are designed to address the various conflicts of interest that may arise for the Adviser and their staff members. However, there is no guarantee that such policies and procedures will be able to detect and prevent every situation in which an actual or potential conflict may arise.

### COMPENSATION STRUCTURE FOR MARIO J. GABELLI

Mr. Gabelli receives incentive-based variable compensation based on a percentage of net revenues received by the Adviser for managing the Trust. Net revenues are determined by deducting from gross investment management fees the firm's expenses (other than Mr. Gabelli's compensation) allocable to this Trust. Five closed-end registered investment companies (including this Trust) managed by Mr. Gabelli have arrangements whereby the Adviser will only receive its investment advisory fee attributable to the liquidation value of outstanding preferred stock (and Mr. Gabelli would only receive his percentage of such advisory fee) if certain performance levels are met. Additionally, he receives similar incentive based variable compensation for managing other accounts within the firm and its affiliates. This method of compensation is based on the premise that superior long-term performance in managing a portfolio should be rewarded with higher compensation as a result of growth of assets through appreciation and net investment activity. The level of compensation is not determined with specific reference to the performance of any account against any specific benchmark. One of the other registered investment companies managed by Mr. Gabelli has a performance (fulcrum) fee arrangement for which his compensation is adjusted up or down based on the performance of the investment company relative to an index. Mr. Gabelli manages other accounts with performance fees. Compensation for managing these accounts has two components. One component is based on a percentage of net revenues to the investment adviser for managing the account. The second component is based on absolute performance of the account, with respect to which a percentage of such performance fee is paid to Mr. Gabelli. As an executive officer of the Adviser's parent company, GBL, Mr. Gabelli also receives ten percent of the net operating profits of the parent company. He receives no base salary, no annual bonus, and no stock options.

### COMPENSATION STRUCTURE FOR BARBARA G. MARCIN

The compensation of Ms. Marcin for the Trust is structured to enable the Adviser to attract and retain highly qualified professionals in a competitive environment. The Portfolio Manager receives a compensation package that includes a minimum draw or base salary, equity-based incentive compensation via awards of stock options, and incentive based variable compensation based on a percentage of net revenue received by the Adviser for managing the Trust to the extent that the amount exceeds a minimum level of compensation. Net revenues are determined

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by deducting from gross investment management fees certain of the firm's expenses (other than the Portfolio Managers' compensation) allocable to the Trust (the incentive-based variable compensation for managing other accounts is also based on a percentage of net revenues to the investment adviser for managing the account). This method of compensation is based on the premise that superior long-term performance in managing a portfolio should be rewarded with higher compensation as a result of growth of assets through appreciation and net investment activity. The level of equity-based incentive and incentive-based variable compensation is based on an evaluation by the Adviser's parent, GBL, of quantitative and qualitative performance evaluation criteria. This evaluation takes into account, in a broad sense, the performance of the accounts managed by the Portfolio Manager, but the level of compensation is not determined with specific reference to the performance of any account against any specific benchmark. Generally, greater consideration is given to the performance of larger accounts and to longer term performance over smaller accounts and short-term performance.

OWNERSHIP OF SHARES IN THE FUND

Mario Gabelli and Barbara Marcin owned over \$1,000,000 and \$0 - \$10,000 of shares, respectively, of the Trust as of December 31, 2008.

(B) Not applicable.

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

REGISTRANT PURCHASES OF EQUITY SECURITIES

PERIOD	(A) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED	(B) AVERAGE PRICE PAID PER SHARE (OR UNIT)	(C) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS
Month #1 07/01/08 through 07/31/08	Common - N/A Preferred Series A - N/A Preferred Series D - N/A	Common - N/A Preferred Series A - N/A Preferred Series D - N/A	Common - N/A Preferred Series A - N/A Preferred Series D - N/A
Month #2 08/01/08 through 08/31/08	Common - 10,000 Preferred Series A - N/A Preferred Series D - N/A	Common - \$17.1433 Preferred Series A - N/A Preferred Series D - N/A	Common - 10,000 Preferred Series A - N/A Preferred Series D - N/A
Month #3 09/01/08 through 09/30/08	Common - N/A Preferred Series A - 1,000	Common - N/A Preferred Series A - \$21.0833	Common - N/A Preferred Series A - 1,000

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	Preferred Series D - N/A	Preferred Series D - N/A	Preferred Series D - N/A
Month #4 10/01/08 through 10/31/08	Common - 144,300  Preferred Series A - 38,714  Preferred Series D - 15,211	Common - \$10.5299  Preferred Series A - \$19.2514  Preferred Series D - \$20.3691	Common - 144,300  Preferred Series A - 38,714  Preferred Series D - 15,211
Month #5 11/01/08 through 11/30/08	Common - 104,700  Preferred Series A - 15,841  Preferred Series D - 2,895	Common - \$10.0008  Preferred Series A - \$20.1519  Preferred Series D - \$22.0900	Common - 104,700  Preferred Series A - 15,841  Preferred Series D - 2,895
Month #6 12/01/08 through 12/31/08	Common - 4,400  Preferred Series A - 16,029  Preferred Series D - 5,360	Common - \$9.8461  Preferred Series A - \$20.0692  Preferred Series D - \$21.0422	Common - 4,400  Preferred Series A - 16,029  Preferred Series D - 5,360
Total	Common - 263,400  Preferred Series A - 71,584  Preferred Series D - 23,466	Common - \$10.3819  Preferred Series A - \$19.3629  Preferred Series D - \$20.0724	Common - 37,033  Preferred Series A - 71,584  Preferred Series D - 23,466

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

- a. The date each plan or program was announced - The notice of the potential repurchase of common and preferred shares occurs quarterly in the Fund's quarterly report in accordance with Section 23(c) of the Investment Company Act of 1940, as amended.
- b. The dollar amount (or share or unit amount) approved - Any or all common shares outstanding may be repurchased when the Fund's common shares are trading at a discount of 7.5% or more from the net asset value of the shares. Any or all preferred shares outstanding may be repurchased when the Fund's preferred shares are trading at a discount to the liquidation value of \$25.00.
- c. The expiration date (if any) of each plan or program - The Fund's repurchase plans are ongoing.
- d. Each plan or program that has expired during the period covered by the



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table - The Fund's repurchase plans are ongoing.

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

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

There have been no material changes to the procedures by which the shareholders may recommend nominees to the registrant's Board of Trustees, where those changes were implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) (as required by Item 22(b)(15) of Schedule 14A (17 CFR 240.14a-101)), or this Item.

### ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

### ITEM 12. EXHIBITS.

- (a) (1) Code of ethics, or any amendment thereto, that is the subject of disclosure required by Item 2 is attached hereto.
- (a) (2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.
- (a) (3) Not applicable.
- (b) Certifications pursuant to Rule 30a-2(b) under the 1940 Act and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the

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

(registrant) The Gabelli Dividend & Income Trust

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

Bruce N. Alpert, Principal Executive Officer

Date 3/9/09

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

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

Bruce N. Alpert, Principal Executive Officer

Date 3/9/09

By (Signature and Title)\* /s/ Agnes Mullady

Agnes Mullady,  
Principal Financial Officer and Treasurer

Date 3/9/09

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