

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

GAMCO INVESTORS, INC. ET AL  
 Form 13F-HR  
 February 11, 2010

PORTVUE-SEC13F.LNP  
 RUN DATE: 01/22/10 9:01 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 12/31/09

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	928	350000	SH		SOLE	
3 COM CORP	COM	885535104	57808	7707765	SH		SOLE	
3M CO.	COM	88579Y101	992	12000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	915	70000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	15546	554613	SH		SOLE	
AAR CORP COM	COM	000361105	1724	75000	SH		SOLE	
AARON RENTS INC COM	COM	002535201	250	9000	SH		SOLE	
AARON'S INC	COM	002535300	8339	370623	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	4659	243924	SH		SOLE	
ABBOTT LABS	COM	002824100	6956	128840	SH		SOLE	
ABOVENET INC COM	COM	00374N107	2276	35000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	1181	162228	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	723	65099	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	721	20220	SH		SOLE	
ADAPTEC INC COM	COM	00651F108	151	45000	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	4655	126570	SH		SOLE	
AES CORP COM	COM	00130H105	5732	430625	SH		SOLE	
AFFILIATED COMPUTER SVCS INCCL	COM	008190100	298	5000	SH		SOLE	
AFLAC INC COM	COM	001055102	370	8000	SH		SOLE	
AGL RES INC COM	COM	001204106	3182	87237	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	3036	56225	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	1055	29000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	36241	1237330	SH		SOLE	
ALCOA INC COM	COM	013817101	20485	1270810	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	1026	6243	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	1894	106300	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	930	3370	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	20705	881819	SH		SOLE	
ALLERGAN INC	COM	018490102	11695	185602	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	14578	518800	SH		SOLE	
ALLIANCE DATA SYS CORP COM	COM	018581108	342	5300	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	910	30080	SH		SOLE	
ALLION HEALTHCARE INC COM	COM	019615103	860	131155	SH		SOLE	
AMAZON.COM INC	COM	023135106	800	5950	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	2819	60000	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	2710	125000	SH		SOLE	
AMERICAN DENTAL PARTNERS INC	COM	025353103	258	20000	SH		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	1413	479000	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	261	7500	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	166997	4121335	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	1540	68700	SH		SOLE	

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AMERIPRISE FINL INC COM	COM	03076C106	3081	79365	SH	SOLE
AMERISOURCEBERGEN CORP COM	COM	03073E105	417	16000	SH	SOLE
AMETEK INC NEW COM	COM	031100100	107421	2809138	SH	SOLE
AMGEN INC	COM	031162100	721	12750	SH	SOLE
AMICAS INC	COM	001712108	5846	1074630	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	32957	1045260	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	13240	212106	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	4431	276060	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	855	356250	SH	SOLE
ANIXTER INTL INC COM	COM	035290105	236	5000	SH	SOLE
ANTE4 INC	COM	03665E109	47	45503	SH	SOLE
AOL INC COM	COM	00184X105	6335	272114	SH	SOLE
APACHE CORP	COM	037411105	2674	25922	SH	SOLE
APPLE INC	COM	037833100	7055	33478	SH	SOLE
APPLIED MATLS INC COM	COM	038222105	811	58190	SH	SOLE
AQUA AMERICA INC	COM	03836W103	228	13000	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	2525	81780	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	52819	1686963	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	2331	80000	SH	SOLE
ARTHROCARE CORP	COM	043136100	11748	495700	SH	SOLE
ARTIO GLOBAL INVESTORS INC	COM	04315B107	2090	82000	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	28860	1130418	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	11165	281806	SH	SOLE
ASTRONICS CORP COM	COM	046433108	86	10000	SH	SOLE
AUTOMATIC DATA PROCESSING	COM	053015103	316	7379	SH	SOLE
AUTONATION INC	COM	05329W102	50492	2636677	SH	SOLE
AUTOZONE INC	COM	053332102	8931	56500	SH	SOLE
AVON PRODUCTS INC	COM	054303102	2933	93125	SH	SOLE
BADGER METER INC COM	COM	056525108	3168	79550	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	21032	748750	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1345	1034725	SH	SOLE
BANK OF AMERICA	COM	060505104	7949	527815	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	71875	2569719	SH	SOLE
BARNES GROUP INC COM	COM	067806109	1340	79290	SH	SOLE
BARRICK GOLD (R:ABX.N B:ABX US)	COM	067901108	1674	42500	SH	SOLE
BAXTER INTL INC COM	COM	071813109	14281	243376	SH	SOLE
BCE INC	COM	05534B760	10232	370600	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	4201	1176681	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	3416	43314	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	5081	131600	SH	SOLE
BEL FUSE INC CL A	COM	077347201	1236	63600	SH	SOLE
BELDEN CDT INC	COM	077454106	2236	102000	SH	SOLE
BELO CORP	COM	080555105	3403	625531	SH	SOLE
BERKSHIRE HATHAWAY	COM	084670108	3075	31	SH	SOLE
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BERKSHIRE HATH/HLD B	COM	084670207	8747	2662	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	1581	92000	SH		SOLE	
BIO RAD LABS INC CL A	COM	090572207	405	4200	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	686	12829	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	277	145000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	930	50000	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	18050	677800	SH		SOLE	
BLACK & DECKER CORP.	COM	091797100	1491	23000	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	538	41000	SH		SOLE	

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BOEING CO	COM	097023105	36744	678818	SH	SOLE
BON-TON STORES INC COM	COM	09776J101	5338	542500	SH	SOLE
BORG WARNER INC	COM	099724106	44379	1335900	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	7806	167500	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	19144	2127100	SH	SOLE
BOWNE & CO INC COM	COM	103043105	399	59700	SH	SOLE
BOYD GAMING CORP	COM	103304101	17051	2037150	SH	SOLE
BP PLC SPONS ADR	COM	055622104	734	12658	SH	SOLE
BPW ACQUISITION CORP COM	COM	055637102	2001	190000	SH	SOLE
BPW ACQUISITION CORP WT EXP 02 WARRANT AND RIGH	COM	055637110	531	590000	SH	SOLE
BRINKS CO COM	COM	109696104	3189	131000	SH	SOLE
BRINKS HOME SEC HLDGS INC COM	COM	109699108	1159	35500	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	12306	487361	SH	SOLE
BROADCOM CORP COM	COM	111320107	218	6918	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	5471	102123	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	32747	581240	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	4820	260000	SH	SOLE
BUCKEYE PARTNERS L P UNIT LTD	OIL & GAS PARTNE	118230101	381	7000	SH	SOLE
BURLINGTON NORTHN SANTA FE COM	COM	12189T104	43191	437958	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	280048	10846174	SH	SOLE
CADBURY PLC-SPONS ADR	COM	12721E102	125179	2435862	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	1210	105000	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	6237	1324300	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	1031	263073	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	11483	274704	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	32435	959621	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	2860	395527	SH	SOLE
CAPITAL ONE FINL CORP COM	COM	14040H105	953	24860	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	1005	133000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	523	130000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	4372	137000	SH	SOLE
CATERPILLAR INC	COM	149123101	342	6000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	18012	501448	SH	SOLE
CBS CORP CLASS A	COM	124857103	39107	2779429	SH	SOLE
CBS CORP NEW CL B	COM	124857202	9004	640851	SH	SOLE
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CELGENE CORP	COM	151020104	1068	19190	SH		SOLE	
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	311	9441	SH		SOLE	
CENTRAL VT PUB SVC CORP COM	COM	155771108	982	47200	SH		SOLE	
CENTURYTEL INC	COM	156700106	10879	300438	SH		SOLE	
CEPHALON INC COM	COM	156708109	1812	29027	SH		SOLE	
CEPHEID COM	COM	15670R107	3170	254000	SH		SOLE	
CH ENERGY GROUP, INC.	COM	12541M102	32161	756367	SH		SOLE	
CHAMPION ENTERPRISES INC COM	COM	158496109	7	154100	SH		SOLE	
CHARTERED SEMICONDUCTOR MFG SP	COM	16133R205	0	72600	SH		SOLE	
CHATTEM INC COM	COM	162456107	12437	133300	SH		SOLE	
CHEMED CORPORATION	COM	16359R103	35564	741385	SH		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	871	33665	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	1834	57229	SH		SOLE	
CHEVRON CORP	COM	166764100	19433	252412	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	2693	58000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	18373	303930	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	25990	695850	SH		SOLE	
CINCINNATI BELL	COM	171871106	29970	8687082	SH		SOLE	
CINEDIGM DIGITAL CINEMA CORPOR	COM	172407108	37	30000	SH		SOLE	

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CIRCOR INTL INC COM	COM	17273K109	34025	1351263	SH	SOLE
CISCO SYS INC	COM	17275R102	4137	172788	SH	SOLE
CITIGROUP INC.	COM	172967101	1032	311930	SH	SOLE
CLARCOR INC	COM	179895107	71383	2200451	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	17160	1651600	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	18538Q105	926	137000	SH	SOLE
CLOUGH GLOBAL OPPORTUNITIES SH	MUTUAL FUNDS	18914E106	129	10000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	2335	6950	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	1663	106175	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	13094	879400	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	93537	3744464	SH	SOLE
COACH INC	COM	189754104	434	11883	SH	SOLE
COCA COLA CO	COM	191216100	111616	1958177	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	4157	182000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	4754	1066000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	1146	13950	SH	SOLE
COLLECTIVE BRANDS INC COM	COM	19421W100	296	13000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	1169	73000	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	2224	131887	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	3404	273637	SH	SOLE
COMPUCREDIT CVT 5.875% 01/30/3	CONVERTIBLE BOND	20478NAD2	57	200000	PRN	SOLE
CONAGRA INC	COM	205887102	945	41000	SH	SOLE
CONMED CORP COM	COM	207410101	2257	99000	SH	SOLE
CONNECTICUT WTR SVC INC COM	COM	207797101	212	8550	SH	SOLE
CONOCOPHILLIPS COM	COM	20825C104	13248	259407	SH	SOLE
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CONSTELLATION BRANDS COM	COM	21036P108	14420	905200	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	5427	154306	SH		SOLE	
CONTINUCARE CORP COM	COM	212172100	87	20000	SH		SOLE	
COOPER COS INC COM NEW	COM	216648402	4765	125000	SH		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	55265	1296086	SH		SOLE	
COPART INC COM	COM	217204106	1208	33000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	1217	424000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	1845	134000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	43523	1489001	SH		SOLE	
CORNING INC	COM	219350105	11423	591556	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	7141	120691	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	4396	243000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	8199	171200	SH		SOLE	
CRANE CO	COM	224399105	117057	3822905	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	263	10300	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	478	329400	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	6341	314200	SH		SOLE	
CTS CORP	COM	126501105	33765	3509883	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	721	15723	SH		SOLE	
CURRENCYSHS JAPANESE YEN TR JA	MUTUAL FUNDS	23130A102	332	3110	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	72836	2325533	SH		SOLE	
CUTERA INC COM	COM	232109108	3438	404000	SH		SOLE	
CVS/CAREMARK CORP	COM	126650100	46755	1451554	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	184	16000	SH		SOLE	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	4425	419000	SH		SOLE	
CYTEC INDS INC COM	COM	232820100	219	6000	SH		SOLE	
C&D TECHNOLOGIES INC COM	COM	124661109	17	11290	SH		SOLE	
DAIMLER AG	COM	D1668R123	256	4800	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	15919	1468500	SH		SOLE	

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DEAN FOODS (B:DF)	COM	242370104	7898	437800	SH	SOLE
DEERE & CO.	COM	244199105	104678	1935249	SH	SOLE
DEL MONTE FOODS CO COM	COM	24522P103	25610	2258390	SH	SOLE
DENNYS CORP COM	COM	24869P104	61	28000	SH	SOLE
DENTSPLY INTL INC NEW COM	COM	249030107	9761	277548	SH	SOLE
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	3737	52700	SH	SOLE
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	7896	537175	SH	SOLE
DEVON ENERGY CORP NEW	COM	25179M103	16353	222483	SH	SOLE
DEXCOM INC COM	COM	252131107	613	76000	SH	SOLE
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	41534	598382	SH	SOLE
DIAMOND FOODS INC COM	COM	252603105	284	8000	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	886	9000	SH	SOLE
DIEBOLD INC COM	COM	253651103	117754	4138972	SH	SOLE
DIEDRICH COFFEE INC COM NEW	COM	253675201	2157	61900	SH	SOLE
DIRECTV-CLASS A	COM	25490A101	291920	8753234	SH	SOLE
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DISCOVER FINANCIAL	COM	254709108	3224	219168	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	35269	1149960	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	28474	1073683	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	50914	2451300	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	8078	250489	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	5780	148500	SH		SOLE	
DOMINOS PIZZA INC COM	COM	25754A201	654	78000	SH		SOLE	
DONALDSON INC	COM	257651109	59024	1387500	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	692	182966	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1857	888700	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	412	14896	SH		SOLE	
DPL INC COM	COM	233293109	16055	581718	SH		SOLE	
DR HORTON 2.000% 05/15/14	CONVERTIBLE BOND	23331ABB4	211	190000	PRN		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	82899	2929300	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	4586	136190	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	438	24000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	4627	268860	SH		SOLE	
E M C CORP MASS COM	COM	268648102	1235	70700	SH		SOLE	
EASTMAN KODAK	COM	277461109	2260	535500	SH		SOLE	
EATON VANCE CORP COM	COM	278265103	1004	33000	SH		SOLE	
EBAY INC	COM	278642103	471	20000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	6624	328921	SH		SOLE	
ECOLAB INC	COM	278865100	47742	1070938	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	3407	1147210	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	25178	2561305	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	42493	2095300	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	179	10068	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	159	11000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	1022	23999	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	163	140000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	3226	296000	SH		SOLE	
ENCORE ACQUISITION CO COM	COM	29255W100	480	10000	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	89	14000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	76925	1255311	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	519	98255	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	1590	16345	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	5306	507739	SH		SOLE	
EXACTECH INC COM	COM	30064E109	9190	530894	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	10271	150616	SH		SOLE	

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FACET BIOTECH CORP SHS	COM	30303Q103	1035	59000	SH	SOLE
FALCONSTOR SOFTWARE INC COM	COM	306137100	447	110000	SH	SOLE
FEDERAL MOGUL CORP CL A	COM	313549404	5251	303500	SH	SOLE
FERRO CORP	COM	315405100	53510	6493899	SH	SOLE
FIDELITY NATL INFORMATION SVCO	COM	31620M106	281	12000	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FIDELITY SOUTHERN CORP	COM	316394105	127	35335	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	1317	9730	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	1860	40051	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	27554	1695634	SH		SOLE	
FLIR SYS INC COM	COM	302445101	975	29790	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	30098	1266768	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	147233	1557528	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	2768	245800	SH		SOLE	
FMC CORP COM NEW	COM	302491303	524	9390	SH		SOLE	
FMC TECHNOLOGIES INC COM	COM	30249U101	839	14513	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	14675	306500	SH		SOLE	
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	852	85222	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	53157	1230481	SH		SOLE	
FPL GROUP INC COM	COM	302571104	20153	381545	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	5903	203200	SH		SOLE	
FRANKLIN RES INC COM	COM	354613101	632	6000	SH		SOLE	
FREEMAN COPPER&GOLD C	COM	35671D857	21700	270266	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	5	15000	SH		SOLE	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2028	259691	SH		SOLE	
FULLER H B CO COM	COM	359694106	10530	462850	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	6017	1579310	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	7106	1219097	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	27359	2086851	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	3351	664853	SH		SOLE	
GABELLI GBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	2830	428155	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	18419	1278180	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME	MUTUAL FUNDS	36242L105	3330	171491	SH		SOLE	
GABELLI HLTHCARE & WELLNESS	MUTUAL FUNDS	36246K103	274	40894	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	2322	259498	SH		SOLE	
GARDNER DENVER INC	COM	365558105	1404	33000	SH		SOLE	
GATX CORP	COM	361448103	93959	3268141	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	83056	4205368	SH		SOLE	
GENCORP INC	COM	368682100	27458	3922634	SH		SOLE	
GENERAL DYNAMICS CORP COM	COM	369550108	293	4300	SH		SOLE	
GENERAL ELEC CO	COM	369604103	17235	1139104	SH		SOLE	
GENERAL MILLS INC	COM	370334104	112691	1591455	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2967	157000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	93450	2461800	SH		SOLE	
GENZYME CORP	COM	372917104	1198	24450	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	7226	1430963	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	1123	25950	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	728	116516	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	1233	7300	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	10032	16181	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
GORMAN RUPP CO	COM	383082104	9332	337616	SH		SOLE		
GRACO INC COM	COM	384109104	6770	236950	SH		SOLE		
GRAFTECH INTERNATIONAL	COM	384313102	91758	5900843	SH		SOLE		
GRAY TELEVISION, INC	COM	389375106	2154	1435842	SH		SOLE		
GRAY TELEVISION, INC CL A	COM	389375205	74	51275	SH		SOLE		
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	39935	3387230	SH		SOLE		
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	44273	2283292	SH		SOLE		
GREATBATCH INC	COM	39153L106	2769	144000	SH		SOLE		
GREENBRIER COS INC	COM	393657101	1318	127000	SH		SOLE		
GREIF INC CL A	COM	397624107	60142	1114158	SH		SOLE		
GREIF INC CL B	COM	397624206	356	7100	SH		SOLE		
GRIFFIN LAND & NUR	COM	398231100	26697	916475	SH		SOLE		
GRIFFON CORP COM	COM	398433102	57671	4719376	SH		SOLE		
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	44759	2156018	SH		SOLE		
GSE SYS INC COM	COM	36227K106	274	50081	SH		SOLE		
GYRODYNE CO AMER INC COM	COM	403820103	251	6000	SH		SOLE		
H R BLOCK INC	COM	093671105	2533	111989	SH		SOLE		
HAIN CELESTIAL GROUP INC	COM	405217100	782	46000	SH		SOLE		
HALLIBURTON COMPANY	COM	406216101	35465	1178634	SH		SOLE		
HANESBRANDS INC COM	COM	410345102	2123	88062	SH		SOLE		
HARLEY DAVIDSON INC	COM	412822108	312	12400	SH		SOLE		
HARMAN INTL INDS INC NEW COM	COM	413086109	6058	171700	SH		SOLE		
HARMONY GOLD MINING CO LTD ADR	COM	413216300	533	52450	SH		SOLE		
HARRIS CORPORATION	COM	413875105	1219	25628	SH		SOLE		
HAWAIIAN ELEC INDS INC COM	COM	419870100	571	27300	SH		SOLE		
HAWK CORP CL A	COM	420089104	18093	1027420	SH		SOLE		
HAWKINS INC COM	COM	420261109	6099	279370	SH		SOLE		
HEELYS INC COM	COM	42279M107	87	40000	SH		SOLE		
HEICO CORP NEW COM	COM	422806109	1294	29200	SH		SOLE		
HEINZ, H J COMPANY	COM	423074103	49966	1168519	SH		SOLE		
HERLEY INDS INC COM	COM	427398102	35022	2521414	SH		SOLE		
HERSHEY COMPANY (THE)	COM	427866108	38929	1087719	SH		SOLE		
HESKA CORP COM	COM	42805E108	80	152000	SH		SOLE		
HESS CORP	COM	42809H107	5061	83647	SH		SOLE		
HEWLETT PACKARD CO	COM	428236103	873	16948	SH		SOLE		
HICKORY TECH CORP COM	COM	429060106	498	56425	SH		SOLE		
HOME DEPOT INC	COM	437076102	7248	250525	SH		SOLE		
HONEYWELL INT'L INC	COM	438516106	110777	2825944	SH		SOLE		
HSN INC COM	COM	404303109	527	26125	SH		SOLE		
HUDSON CITY BANCORP INC COM	COM	443683107	330	24045	SH		SOLE		
HUDSON VALLEY HOLDING CORP COM	COM	444172100	1356	55000	SH		SOLE		
HUNTSMAN CORP COM	COM	447011107	13548	1200000	SH		SOLE		
I2 TECHNOLOGIES INC COM NEW	COM	465754208	382	20000	SH		SOLE		
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	3877	189295	SH		SOLE		
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ICO HLDGS INC COM	COM	449293109	366	50000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	1399	38400	SH		SOLE	
IDEX CORP	COM	45167R104	56605	1817160	SH		SOLE	
IMAX CORP COM	COM	45245E109	679	51000	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	91771	4357600	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	475	13280	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	15712	1038489	SH		SOLE	

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INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	69	15000	SH	SOLE
INSITUFORM TECHNOLOGIES INC	CL COM	457667103	1897	83500	SH	SOLE
INTEGRYS ENERGY GROUP INC	COM	45822P105	418	9945	SH	SOLE
INTEL CORP	COM	458140100	11968	586654	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	501	28300	SH	SOLE
INTERACTIVE DATA CORP	COM	45840J107	3314	131000	SH	SOLE
INTERMEC INC	COM	458786100	61759	4802406	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	10663	81457	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	23260	1239202	SH	SOLE
INTERNATIONAL RECTIFIER CORP	COM	460254105	841	38000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	541	19000	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	10882	1474500	SH	SOLE
INTERVAL LEISURE GROUP INC	COM	46113M108	612	49084	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	39825	968040	SH	SOLE
INTRICON CORP	COM	46121H109	161	50000	SH	SOLE
INVERNESS MED INNOVATIONS INC	COM	46126P106	975	23500	SH	SOLE
IOWA TELECOMM SERVICES INC	COM	462594201	1425	85000	SH	SOLE
IRIS INTL INC	COM	46270W105	821	66400	SH	SOLE
ITT INDUSTRIES	COM	450911102	91403	1837614	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	2058	51500	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	46906	1125646	SH	SOLE
JANUS CAP GROUP INC	COM	47102X105	31285	2326000	SH	SOLE
JOHNSON CONTROLS	COM	478366107	20480	751826	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	23803	369550	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	19674	5057508	SH	SOLE
JOY GLOBAL INC	COM	481165108	811	15720	SH	SOLE
KAMAN CORP	COM	483548103	60473	2619013	SH	SOLE
KELLOGG CO	COM	487836108	4438	83425	SH	SOLE
KENSEY NASH CORP	COM	490057106	2494	97800	SH	SOLE
KEY ENERGY SVCS INC	COM	492914106	791	90000	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	28640	449537	SH	SOLE
KINETIC CONCEPTS INC	COM NEW	49460W208	2824	75000	SH	SOLE
KINROSS GOLD CORP	COM NO PAR	496902404	580	31500	SH	SOLE
KRAFT FOODS INC	CL A COM	50075N104	2026	74555	SH	SOLE
K-TRON INTL INC	COM	482730108	805	7400	SH	SOLE
LAKES ENTERTAINMENT INC	COM	51206P109	264	105000	SH	SOLE
LANDAUER INC	COM	51476K103	4404	71720	SH	SOLE

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LAS VEGAS SANDS CORP	COM	517834107	28271	1892300	SH		SOLE	
LAYNE CHRISTENSEN CO	COM	521050104	6196	215800	SH		SOLE	
LEGG MASON INC	COM	524901105	111360	3692301	SH		SOLE	
LGL GROUP INC	COM	50186A108	103	31292	SH		SOLE	
LIBERTY GLOBAL INC	COM SER A	530555101	28881	1319388	SH		SOLE	
LIBERTY GLOBAL INC	COM SER C	530555309	19391	887070	SH		SOLE	
LIBERTY MEDIA CORP	NEW LIB STA	53071M708	23201	502723	SH		SOLE	
LIBERTY MEDIA HLDG CORP	INT CO	53071M104	19824	1828762	SH		SOLE	
LIBERTY MEDIA-CAP	SER A	53071M302	29960	1254607	SH		SOLE	
LIFE TECHNOLOGIES CORP	COM	53217V109	3987	76358	SH		SOLE	
LIFEWAY FOODS INC	COM	531914109	2584	217505	SH		SOLE	
LILLY, ELI AND COMPANY	COM	532457108	9279	259848	SH		SOLE	
LIN TV CORP	CL A	532774106	19625	4400164	SH		SOLE	
LINDSAY CORP	COM	535555106	4168	104600	SH		SOLE	
LITTELFUSE INC	COM	537008104	4019	125000	SH		SOLE	
LOCKHEED MARTIN CORP	COM	539830109	1696	22509	SH		SOLE	
LOEWS CORP	COM	540424108	776	21357	SH		SOLE	



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LOWES COS INC COM	COM	548661107	398	17015	SH	SOLE
LSI LOGIC CORP COM	COM	502161102	1309	217833	SH	SOLE
LUFKIN INDS INC COM	COM	549764108	13937	190400	SH	SOLE
M G M MIRAGE INC COM	COM	552953101	14222	1559411	SH	SOLE
M & T BK CORP COM	COM	55261F104	14763	220700	SH	SOLE
MACY'S INC	COM	55616P104	20709	1235605	SH	SOLE
MAGNETEK INC COM	COM	559424106	2047	1329273	SH	SOLE
MAINE & MARITIMES CORP	COM	560377103	2948	84700	SH	SOLE
MARATHON OIL CORP COM	COM	565849106	497	15919	SH	SOLE
MARCUS CORP COM	COM	566330106	1436	112000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	3376	684762	SH	SOLE
MARSH & MCLENNAN COS INC COM	COM	571748102	4763	215700	SH	SOLE
MARTHA STEWART LIVING OMNI	COM	573083102	1704	345000	SH	SOLE
MARVEL ENTERTAINMENT INC COM	COM	57383T103	2450	45300	SH	SOLE
MASTERCARD INC COM	COM	57636Q104	8278	32340	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	335	79200	SH	SOLE
MATTHEWS INTL CORP CL A	COM	577128101	815	23000	SH	SOLE
MCCORMICK & CO INC COM VTG	COM	579780107	362	10000	SH	SOLE
MCDONALDS CORP	COM	580135101	562	9000	SH	SOLE
MCGRAW HILL COMPANIES, INC.	COM	580645109	7066	210875	SH	SOLE
MEAD JOHNSON	COM	582839106	2322	53141	SH	SOLE
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	230	3592	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	31814	4057849	SH	SOLE
MEDICAL NUTRITION USA INC COM	COM	58461X107	21	10000	SH	SOLE
MEDTRONIC INC COM	COM	585055106	572	13000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	1810	205000	SH	SOLE
MERCK & COMPANY	COM	58933Y105	9038	247332	SH	SOLE
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MEREDITH CORP	COM	589433101	9909	321213	SH		SOLE	
MERRIMAC INDS INC COM	COM	590262101	637	40000	SH		SOLE	
MET PRO CORP COM	COM	590876306	1025	96500	SH		SOLE	
METHODE ELECTRS INC CL A	COM	591520200	1480	170500	SH		SOLE	
MICROSOFT CORP	COM	594918104	6291	206382	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	4350	290000	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	17353	2053650	SH		SOLE	
MIDDLESEX WTR CO COM	COM	596680108	2187	124144	SH		SOLE	
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	25900	351094	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	189	12371	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	6	12446	SH		SOLE	
MODINE MFG CO	COM	607828100	35372	2987496	SH		SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	1471	44000	SH		SOLE	
MONSANTO CO NEW COM	COM	61166W101	7674	93873	SH		SOLE	
MONSTER WORLDWIDE INC COM	COM	611742107	957	55000	SH		SOLE	
MOOG INC CL A	COM	615394202	3993	136618	SH		SOLE	
MOOG INC CL B	COM	615394301	971	32600	SH		SOLE	
MORGAN STANLEY	COM	617446448	35865	1211655	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	377	82400	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	1064	17820	SH		SOLE	
MOSY INC	COM	619718109	99	25000	SH		SOLE	
MOTOROLA INC	COM	620076109	379	48800	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	735	75600	SH		SOLE	
MPS GROUP INC COM	COM	553409103	9461	688580	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	452	86854	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	1041	19210	SH		SOLE	
MVC CAP COM	COM	553829102	894	75750	SH		SOLE	

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MWI VETERINARY SUPPLY INC	COM	55402X105	3001	79600	SH	SOLE
MYERS INDS INC	COM	628464109	18272	2007875	SH	SOLE
MYLAN LABS INC COM	COM	628530107	370	20085	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	6628	584500	SH	SOLE
NATHANS FAMOUS INC NEW COM	COM	632347100	2274	149000	SH	SOLE
NATIONAL DENTEX CORP COM	COM	63563H109	465	46000	SH	SOLE
NATIONAL FUEL GAS CO N J COM	COM	636180101	104413	2088255	SH	SOLE
NATIONAL PRESTO INDS INC	COM	637215104	1027	9400	SH	SOLE
NATIONAL-OILWELL INC COM	COM	637071101	1791	40617	SH	SOLE
NAVISTAR INTL CORP 3% 10/15/20 CONVERTIBLE BOND		63934EAL2	286	275000	PRN	SOLE
NAVISTAR INTL CORP COM	COM	63934E108	88293	2284431	SH	SOLE
NCR CORP NEW COM	COM	62886E108	29959	2691770	SH	SOLE
NETAPP INC COM	COM	64110D104	3437	100017	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	7022	584700	SH	SOLE
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	156	13000	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	COM	649445103	579	39886	SH	SOLE
NEWMARKET CORP COM	COM	651587107	5394	47000	SH	SOLE
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NEWMONT MINING CORP HOLDING CO	COM	651639106	11279	238412	SH		SOLE	
NEWS CORP CL A	COM	65248E104	110685	8085113	SH		SOLE	
NICOR INC COM	COM	654086107	2467	58600	SH		SOLE	
NIKE INC CL B	COM	654106103	1206	18260	SH		SOLE	
NISOURCE INC	COM	65473P105	334	21700	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	2135	204328	SH		SOLE	
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	996	24470	SH		SOLE	
NORDSON CORP COM	COM	655663102	1224	20000	SH		SOLE	
NORTHEAST UTILS COM	COM	664397106	26939	1044537	SH		SOLE	
NORTHERN TRUST CORP	COM	665859104	4522	86300	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	1449	25941	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	8826	339200	SH		SOLE	
NOVO-NORDISK A S ADR	COM	670100205	203	3185	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	392	16600	SH		SOLE	
NSTAR COM	COM	67019E107	34553	938945	SH		SOLE	
NUTRI SYS INC NEW COM	COM	67069D108	1091	35000	SH		SOLE	
NUVASIVE INC COM	COM	670704105	800	25000	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	2886	114052	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	64345	1687947	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	5063	62239	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	21156	361509	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	8200	526000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	8829	569600	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	18051	2944750	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	10368	232618	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	27	15000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	5635	555700	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	3599	95100	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	4044	130750	SH		SOLE	
OTIX GLOBAL INC	COM	68906N101	29	35000	SH		SOLE	
OTTER TAIL CORPORATION COM	COM	689648103	3227	130000	SH		SOLE	
OWENS & MINOR INC NEW COM	COM	690732102	3447	80300	SH		SOLE	
PACCAR INC	COM	693718108	8005	220693	SH		SOLE	
PACTIV CORP COM	COM	695257105	3249	134600	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	2653	495000	SH		SOLE	
PALM HBR HOMES INC COM	COM	696639103	97	47000	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	899	89200	SH		SOLE	

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PARK ELECTROCHEMICAL CORP COM	COM	700416209	16601	600600	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	5957	1054271	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	13226	472707	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	836	18500	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	2393	88000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	6651	314749	SH	SOLE
PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	8469	557900	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PEP BOYS MANNY MOE & JACK	COM	713278109	6980	825000	SH		SOLE	
PEPSI BOTTLING GROUP INC.	COM	713409100	2531	67500	SH		SOLE	
PEPSIAMERICAS	COM	71343P200	83966	2869665	SH		SOLE	
PEPSICO INC	COM	713448108	10827	178077	SH		SOLE	
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	1745	36600	SH		SOLE	
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	1546	36469	SH		SOLE	
PETROQUEST ENERGY INC COM	COM	716748108	135	22000	SH		SOLE	
PFIZER INC	COM	717081103	17316	951929	SH		SOLE	
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	596	1065000	PRN		SOLE	
PHILIP MORRIS INTL INC COM	COM	718172109	578	12000	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	321	12000	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	102	20000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	13125	1461600	SH		SOLE	
PLANTRONICS	COM	727493108	1169	45000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	10315	195400	SH		SOLE	
PNM RES INC	COM	69349H107	49104	3881700	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	706	8715	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1542	127000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	1971	18168	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	142467	1291042	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	605	167519	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	34475	568611	SH		SOLE	
PROSHARES TR PSHS ULSH1000	ETF/ISHARE - EQU	74347R461	421	12000	SH		SOLE	
PROSHARES TR PSHS ULTRA FINL	COM	74347R743	388	69000	SH		SOLE	
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	1107	22200	SH		SOLE	
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	755	14000	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1316	122450	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1356	60000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	130	16000	SH		SOLE	
QUALCOMM INC COM	COM	747525103	4977	107595	SH		SOLE	
QUEST DIAGNOSTICS INC COM	COM	74834L100	1208	20000	SH		SOLE	
QUESTAR CORP COM	COM	748356102	3380	81301	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	2271	164800	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	373	88500	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	5028	84200	SH		SOLE	
READING INTL INC CL A	COM	755408101	49	12000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	38150	1347574	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	1247	18465	SH		SOLE	
REVLON INC CL A	COM	761525609	374	22000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	2140	9936	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	7653	325400	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	313	28110	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	40234	856404	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	1189	21470	SH		SOLE	
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ROCKWOOD HLDGS INC COM	COM	774415103	2450	104000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	23767	766677	SH		SOLE	
ROLLINS INC	COM	775711104	59753	3099238	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	196	295000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	3658	69850	SH		SOLE	
ROVI CORP COM	COM	779376102	637	20000	SH		SOLE	
ROWAN COS INC	COM	779382100	20618	910700	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	2262	37626	SH		SOLE	
RPC INC. COMMON	COM	749660106	58743	5648332	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	553	144000	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	4814	458021	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	3858	181200	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	6261	1045313	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	12125	1584920	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	168	202000	PRN		SOLE	
SANDISK CORP COM	COM	80004C101	580	20000	SH		SOLE	
SARA LEE CORP COM	COM	803111103	20550	1687168	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	19076	362658	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	17066	2182305	SH		SOLE	
SCHLUMBERGER	COM	806857108	1694	26029	SH		SOLE	
SCHWAB CHARLES CORP NEW	COM	808513105	1800	95669	SH		SOLE	
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1935	27500	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	4308	618966	SH		SOLE	
SCRIPPS NETWORKS INTERAC	COM	811065101	70816	1706406	SH		SOLE	
SEACOAST BKG CORP FLA COM	COM	811707306	37	22500	SH		SOLE	
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	281	125000	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	914	125000	SH		SOLE	
SECTOR SPDR TR SHS BEN INT-FIN	MUTUAL FUNDS	81369Y605	1757	122000	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	50045	1902860	SH		SOLE	
SIEMENS AG SPONSORED ADR	COM	826197501	1508	16440	SH		SOLE	
SINCLAIR BROADCAST GROUP INCC	COM	829226109	5014	1244292	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	408	680800	SH		SOLE	
SJW CORP COM	COM	784305104	8516	377315	SH		SOLE	
SKYLINE CORP	COM	830830105	11601	630500	SH		SOLE	
SL INDS INC COM	COM	784413106	11873	1416789	SH		SOLE	
SLM CORP COM	COM	78442P106	9763	866300	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	900	150000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	304	7000	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	1357	21980	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	5694	506096	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	116	13500	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	260	6800	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	3563	156942	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	48932	1715095	SH		SOLE	
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SOUTHWESTERN ENERGY CO COM	COM	845467109	1584	32863	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	1633	290000	SH		SOLE	
SPDR GOLD TRUST GOLD SHS	COM	78463V107	622	5800	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	6650	324243	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	49033	13397082	SH		SOLE	

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ST JUDE MEDICAL CENTER INC	COM	790849103	4934	134144	SH	SOLE
ST. JOE COMPANY	COM	790148100	274	9500	SH	SOLE
STAMPS.COM INC (NEW)	COM	852857200	315	35000	SH	SOLE
STANDARD MTR PRODS INC CLASS A	COM	853666105	14057	1649875	SH	SOLE
STANDEX INTL CORP	COM	854231107	2391	119000	SH	SOLE
STARLIMS TECHNOLOGIES LTD SHS	COM	M8484K109	139	10000	SH	SOLE
STARRETT L S CO CL A	COM	855668109	988	112200	SH	SOLE
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	2450	67000	SH	SOLE
STATE STREET CORP	COM	857477103	2696	61920	SH	SOLE
STERLING BANCORP COM	COM	859158107	6386	894415	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	773	150000	SH	SOLE
STONERIDGE INC	COM	86183P102	3401	377500	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	2953	159638	SH	SOLE
STRYKER CORP	COM	863667101	1396	27709	SH	SOLE
SUN MICROSYSTEMS INC CO	COM	866810203	59843	6386700	SH	SOLE
SUNCOR ENERGY INC	COM	867224107	466	13200	SH	SOLE
SUNPOWER CORP COM CL B	COM	867652307	629	30030	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	8436	551400	SH	SOLE
SUPERVALU INC COMMON	COM	868536103	328	25776	SH	SOLE
SURMODICS INC COM	COM	868873100	821	36230	SH	SOLE
SWS GROUP INC	COM	78503N107	11979	990000	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	314	30000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	1897	33705	SH	SOLE
SYSCO CORPORATION	COM	871829107	1958	70079	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	7192	135069	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	13830	1376100	SH	SOLE
TARGET CORP COM	COM	87612E106	460	9500	SH	SOLE
TD AMERITRADE HLDG CORP COM	COM	87236Y108	636	32800	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	1096	443019	SH	SOLE
TECO ENERGY INC COM	COM	872375100	2286	140922	SH	SOLE
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	1336	16000	SH	SOLE
TELEPHONE & DATA SYS INC SPL C	COM	879433860	60932	2017611	SH	SOLE
TELEPHONE & DATA SYSTEM INC.	COM	879433100	114305	3369848	SH	SOLE
TENARIS S A SPONSORED ADR	COM	88031M109	1962	46000	SH	SOLE
TENNANT CO	COM	880345103	13370	510490	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	18580	1047925	SH	SOLE
TEREX CORP NEW COM	COM	880779103	594	30000	SH	SOLE
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	2698	48020	SH	SOLE
TEXAS INDS INC COM	COM	882491103	3930	112320	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TEXAS INSTRUMENTS INC	COM	882508104	19333	741865	SH		SOLE	
TEXTRON INC	COM	883203101	21872	1162800	SH		SOLE	
THE SCOTTS MIRACLE GRO CO	COM	810186106	3412	86800	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	572	12000	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	87481	2444293	SH		SOLE	
TICKETMASTER COM	COM	88633P302	194	15891	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	1489	34620	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	8146	196811	SH		SOLE	
TIME WARNER INC COM	COM	887317303	105527	3621390	SH		SOLE	
TIVO INC	COM	888706108	6424	631000	SH		SOLE	
TOLL BROS INC COM	COM	889478103	245	13000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	34557	1262143	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	10620	200500	SH		SOLE	
TRANS LUX CORP	COM	893247106	93	131100	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	872	125600	SH		SOLE	

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TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	10154	122637	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	740	14851	SH	SOLE
TREDEGAR INDS INC	COM	894650100	39082	2470413	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	1051	565000	SH	SOLE
TRIMBLE NAV LTD COM	COM	896239100	474	18800	SH	SOLE
TRINITY IND 3.875% 06/01/36	CONVERTIBLE BOND	896522AF6	142	206000	PRN	SOLE
TWIN DISC INC COM	COM	901476101	121	11600	SH	SOLE
TYCO ELECTRONICS LTD	COM	H8912P106	6379	259829	SH	SOLE
TYCO INTERNATIONAL LTD SHS	COM	H89128104	20524	575221	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	5254	263870	SH	SOLE
U S BANCORP	COM	902973304	558	24800	SH	SOLE
UNDER ARMOUR INC CL A	COM	904311107	679	24885	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	813	130000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	6612	205400	SH	SOLE
UNITED GUARDIAN INC COM	COM	910571108	2190	190726	SH	SOLE
UNITED RENTALS INC COM	COM	911363109	785	80000	SH	SOLE
UNITED STATES CELLULAR CORP	COM	911684108	125402	2956889	SH	SOLE
UNITED STATES NATL GAS FUND UN	MUTUAL FUNDS	912318102	403	40000	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	3862	55634	SH	SOLE
UNITEDHEALTH GROUP INC COM	COM	91324P102	22103	725150	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	4703	232800	SH	SOLE
VALLEY NATL BANCORP COM	COM	919794107	636	45000	SH	SOLE
VALMONT INDS INC	COM	920253101	794	10125	SH	SOLE
VALUECLICK INC COM	COM	92046N102	4165	411600	SH	SOLE
VARIAN INC COM	COM	922206107	38196	741100	SH	SOLE
VARIAN MED SYS INC COM	COM	92220P105	795	16968	SH	SOLE
VASCULAR SOLUTIONS INC COM	COM	92231M109	3666	436971	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	19647	593028	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	115504	3666797	SH	SOLE
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VIACOM INC NEW CL B	COM	92553P201	12708	427456	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	3691	135087	SH		SOLE	
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	7947	427500	SH		SOLE	
VISA INC-CLASS A SHRS	COM	92826C839	4079	46642	SH		SOLE	
W D 40 COMPANY	COM	929236107	1294	40000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	32281	1057000	SH		SOLE	
WAL MART STORES INC	COM	931142103	15093	282371	SH		SOLE	
WALGREEN COMPANY	COM	931422109	22896	623532	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	283	50000	SH		SOLE	
WASTE CONNECTIONS INC COM	COM	941053100	333	10000	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	48100	1422657	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	519	57000	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	1584	40000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	83459	2699180	SH		SOLE	
WCA WASTE CORP COM	COM	92926K103	430	100000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	15676	875280	SH		SOLE	
WEIS MKTS INC	COM	948849104	2782	76500	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	40603	1504381	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	630	134310	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	57801	2661176	SH		SOLE	
WESTERN SIZZLIN CORP DEL COM N	COM	959542200	126	14100	SH		SOLE	
WESTWOOD HLDGS GROUP INC COM	COM	961765104	34432	947500	SH		SOLE	
WHX CORP	COM	929248607	1367	569625	SH		SOLE	
WILLIAMS COS INC	COM	969457100	202	9588	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	3412	276500	SH		SOLE	

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WINDSTREAM CORP COM	COM	97381W104	1875	170610	SH	SOLE
WINN DIXIE STORES INC COM NEW	COM	974280307	5688	566500	SH	SOLE
WOLVERINE WORLD WIDE INC COM	COM	978097103	3954	145274	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	14028	544360	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	721	47060	SH	SOLE
WRIGHT MED GROUP INC COM	COM	98235T107	341	18000	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	234	11598	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	12677	217700	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	2552	120250	SH	SOLE
XEROX CORP	COM	984121103	740	87500	SH	SOLE
XTO ENERGY INC COM	COM	98385X106	1969	42317	SH	SOLE
YAHOO INC.	COM	984332106	5385	320910	SH	SOLE
YORK WTR CO COM	COM	987184108	653	45000	SH	SOLE
YOUBET COM INC COM	COM	987413101	459	160000	SH	SOLE
YOUNG INNOVATIONS INC COM	COM	987520103	6437	259772	SH	SOLE
YUM BRANDS INC COM	COM	988498101	629	18000	SH	SOLE
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	10801	381000	SH	SOLE
ZEP INC	COM	98944B108	40511	2338996	SH	SOLE
ZIMMER HLDGS INC COM	COM	98956P102	28255	478003	SH	SOLE

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ZORAN CORP COM	COM	98975F101	1116	101000	SH		SOLE	
ZYGO CORP COM	COM	989855101	2120	315000	SH		SOLE	

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GABELLI FUNDS, LLC

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	323	121800	SH		SOLE	
3 COM CORP	COM	885535104	33491	4465500	SH		SOLE	
3M CO.	COM	88579Y101	413	5000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	392	30000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	44484	1587000	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	830	37000	SH		SOLE	
AAR CORP COM	COM	000361105	575	25000	SH		SOLE	
AARON'S INC	COM	002535300	5304	235750	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	13848	725000	SH		SOLE	
ABBOTT LABS	COM	002824100	19852	367700	SH		SOLE	
ABOVENET INC COM	COM	00374N107	3245	49900	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	553	76000	SH		SOLE	
ACTIVISION BLIZZARD,INC	COM	00507V109	867	78000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	1782	50000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	44	14750	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	9967	271000	SH		SOLE	
AES CORP COM	COM	00130H105	15972	1200000	SH		SOLE	
AES TR III TR P CV SC 6.75	CONVERTIBLE PREF	00808N202	278	6000	SH		SOLE	
AETNA INC (B:AET) COM	COM	00817Y108	1236	39000	SH		SOLE	
AFFILIATED COMPUTER SVCS INCCL	COM	008190100	5372	90000	SH		SOLE	
AFLAC INC COM	COM	001055102	7863	170000	SH		SOLE	
AGL RES INC COM	COM	001204106	2352	64500	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	66497	1231431	SH		SOLE	
AIRGAS INC COM	COM	009363102	904	19000	SH		SOLE	
AIXTRON AKTIENGESELLSCHAFT SPO	COM	009606104	503	15000	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	760	30000	SH		SOLE	
ALBANY INTL CORP NEW CL A	COM	012348108	606	27000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	4583	126000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	10557	360420	SH		SOLE	
ALCATEL LUCENT ADR SPONS 1/5SH	COM	013904305	80	24000	SH		SOLE	
ALCOA 5.250% 03/15/14	CONVERTIBLE BOND	013817AT8	1222	470000	PRN		SOLE	
ALCOA INC COM	COM	013817101	19521	1211000	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	5046	30700	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	1247	70000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	8840	32028	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	29796	1269000	SH		SOLE	
ALLERGAN INC	COM	018490102	12256	194514	SH		SOLE	
ALLETE INC COM NEW	COM	018522300	5556	170000	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	9402	334600	SH		SOLE	
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	932	34000	SH		SOLE	
ALLIANCE ONE INTL INC COM	COM	018772103	98	20000	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	4690	155000	SH		SOLE	
ALLION HEALTHCARE INC COM	COM	019615103	3024	460900	SH		SOLE	

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ALLSTATE CORP COM	COM	020002101	210	7000	SH		SOLE	
ALTRIA GROUP INC COM	COM	02209S103	1826	93000	SH		SOLE	
AMAZON.COM INC	COM	023135106	3807	28300	SH		SOLE	
AMEDISYS INC COM	COM	023436108	826	17000	SH		SOLE	
AMEREN CORP COM	COM	023608102	9224	330000	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	19055	405600	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	3794	175000	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	22022	633000	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	84687	2090000	SH		SOLE	
AMERICAN STS WTR CO COM	COM	029899101	991	28000	SH		SOLE	
AMERICAN SUPERCONDUCTOR CORPCO	COM	030111108	368	9000	SH		SOLE	
AMERICAN TOWER SYSTEMS CL A	COM	029912201	497	11500	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	11716	522800	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	893	23000	SH		SOLE	
AMERISOURCEBERGEN CORP COM	COM	03073E105	469	18000	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	45697	1195000	SH		SOLE	
AMGEN INC	COM	031162100	4639	82000	SH		SOLE	
AMICAS INC	COM	001712108	2753	506000	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	11540	366000	SH		SOLE	
AMPHENOL CORP NEW CL A	COM	032095101	619	13400	SH		SOLE	
AMR CORP	COM	001765106	3525	456000	SH		SOLE	
AMTECH SYS INC COM PAR \$0.01N	COM	032332504	587	53000	SH		SOLE	
ANADARKO PETE CORP COM	COM	032511107	20287	325000	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	3611	225000	SH		SOLE	
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	32184	801000	SH		SOLE	
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	756	315000	SH		SOLE	
ANIXTER INTL INC COM	COM	035290105	518	11000	SH		SOLE	
ANTE4 INC	COM	03665E109	83	80000	SH		SOLE	
AOL INC COM	COM	00184X105	3099	133123	SH		SOLE	
APACHE CORP	COM	037411105	29042	281500	SH		SOLE	
APPLE INC	COM	037833100	31399	149000	SH		SOLE	
APPLIED MATLS INC COM	COM	038222105	362	26000	SH		SOLE	
AQUA AMERICA INC	COM	03836W103	3476	198532	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	1081	35000	SH		SOLE	
ARCHER DANIELS MIDLAND	COM	039483102	33846	1081000	SH		SOLE	
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	3372	115729	SH		SOLE	
ARTESIAN RES CORP COM CL A	COM	043113208	563	30750	SH		SOLE	
ARTHROCARE CORP	COM	043136100	6719	283500	SH		SOLE	
ARTIO GLOBAL INVESTORS INC	COM	04315B107	18646	731500	SH		SOLE	
ASCENT MEDIA CORP COM SER A	COM	043632108	2903	113708	SH		SOLE	
ASHLAND INC NEW COM	COM	044209104	11767	297000	SH		SOLE	
ASTORIA FINL CORP COM	COM	046265104	124	10000	SH		SOLE	
ASTRONICS CORP COM	COM	046433108	86	10000	SH		SOLE	
ATLANTIC TELE NETWORK INC COM	COM	049079205	3407	62000	SH		SOLE	
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ATLAS AMERICA INC COM	COM	049298102	452	15000	SH		SOLE	
ATMOS ENERGY CORP COM	COM	049560105	5851	199000	SH		SOLE	
ATRICURE INC COM	COM	04963C209	92	15200	SH		SOLE	

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AUTOMATIC DATA PROCESSING	COM	053015103	428	10000	SH	SOLE
AUTONATION INC	COM	05329W102	8618	450000	SH	SOLE
AUTOZONE INC	COM	053332102	3161	20000	SH	SOLE
AVISTA CORP COM	COM	05379B107	5646	261500	SH	SOLE
AVON PRODUCTS INC	COM	054303102	8190	260000	SH	SOLE
BADGER METER INC COM	COM	056525108	1991	50000	SH	SOLE
BAKER HUGHES INC	COM	057224107	2550	63000	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	22416	798000	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	797	612700	SH	SOLE
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	4077	248000	SH	SOLE
BANK OF AMERICA	COM	060505104	17332	1150876	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	37061	1325038	SH	SOLE
BARNES GROUP INC COM	COM	067806109	237	14000	SH	SOLE
BARRICK GOLD (R:ABX.N B:ABX US)	COM	067901108	58708	1490803	SH	SOLE
BASSETT FURNITURE INDS	COM	070203104	38	11000	SH	SOLE
BAXTER INTL INC COM	COM	071813109	26289	448000	SH	SOLE
BCE INC	COM	05534B760	34540	1251000	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	393	110000	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	14289	181200	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	1931	50000	SH	SOLE
BEL FUSE INC CL A	COM	077347201	5949	306000	SH	SOLE
BELDEN CDT INC	COM	077454106	855	39000	SH	SOLE
BELO CORP	COM	080555105	1006	185000	SH	SOLE
BERKSHIRE HATHAWAY	COM	084670108	34522	348	SH	SOLE
BEST BUY INC COM	COM	086516101	1263	32000	SH	SOLE
BHP BILLITON LTD SPONSORED ADR	COM	088606108	7773	101500	SH	SOLE
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	859	50000	SH	SOLE
BIO RAD LABS INC CL A	COM	090572207	675	7000	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	6153	115000	SH	SOLE
BIOLASE TECHNOLOGY INC COM	COM	090911108	105	55000	SH	SOLE
BJ SVCS CO COM	COM	055482103	6677	359000	SH	SOLE
BLACK HILLS CORP COM	COM	092113109	23408	879000	SH	SOLE
BLACKROCK INC CL A	COM	09247X101	5921	25500	SH	SOLE
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	1627	124000	SH	SOLE
BLOCKBUSTER INC	COM	093679108	7	10000	SH	SOLE
BOEING CO	COM	097023105	27119	501000	SH	SOLE
BON-TON STORES INC COM	COM	09776J101	2952	300000	SH	SOLE
BORG WARNER INC	COM	099724106	15713	473000	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	2237	48000	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	12600	1400000	SH	SOLE
BOWNE & CO INC COM	COM	103043105	401	60000	SH	SOLE
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BOYD GAMING CORP	COM	103304101	2946	352000	SH		SOLE	
BP PLC SPONS ADR	COM	055622104	46428	800900	SH		SOLE	
BPW ACQUISITION CORP COM	COM	055637102	9161	870000	SH		SOLE	
BPW ACQUISITION CORP WT EXP 02	WARRANT AND RIGH	055637110	680	755000	SH		SOLE	
BRASIL TELECOM SA SPONS ADR PF	COM	10553M101	2628	90202	SH		SOLE	
BRASIL TELECOM SA-ADR-W/I	COM	10553M200	818	51170	SH		SOLE	
BRINKS CO COM	COM	109696104	1359	55820	SH		SOLE	
BRINKS HOME SEC HLDGS INC COM	COM	109699108	2791	85520	SH		SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	15284	605292	SH		SOLE	
BROADRIDGE FINL SOLUTIONS INCO	COM	11133T103	316	14000	SH		SOLE	
BROOKFIELD ASSET MANAGEMENT I	COM	112585104	1008	43075	SH		SOLE	
BROWN FORMAN CORP CL B	COM	115637209	6281	117250	SH		SOLE	
BROWN-FORMAN CORP CLASS A	COM	115637100	28570	507100	SH		SOLE	

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BRUKER BIOSCIENCES CORP	COM	116794108	241	20000	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	2614	141000	SH	SOLE
BT GROUP PLC SPON ADR	COM	05577E101	3826	176000	SH	SOLE
BURLINGTON NORTHN SANTA FE COM	COM	12189T104	35799	363000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	188602	7304500	SH	SOLE
CADBURY PLC-SPONS ADR	COM	12721E102	41061	799000	SH	SOLE
CADIZ INC	COM	127537207	181	15110	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	288	25000	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	3780	802600	SH	SOLE
CALIFORNIA WTR SVC GROUP COM	COM	130788102	1020	27700	SH	SOLE
CALLON PETE CO DEL COM	COM	13123X102	165	110000	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	5518	132000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	17441	516000	SH	SOLE
CANADIAN SOLAR INC COM	COM	136635109	432	15000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	781	108000	SH	SOLE
CAPSTONE TURBINE CORP COM	COM	14067D102	179	140000	SH	SOLE
CAREER EDUCATION CORP	COM	141665109	1282	55000	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	643	85000	SH	SOLE
CARPENTER TECHNOLOGY CORP COM	COM	144285103	270	10000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	4308	135000	SH	SOLE
CATERPILLAR INC	COM	149123101	9460	166000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	3951	110000	SH	SOLE
CBS CORP CLASS A	COM	124857103	26297	1869000	SH	SOLE
CBS CORP NEW CL B	COM	124857202	422	30000	SH	SOLE
CEDAR FAIR L P DEPOSITARY UNIT	OIL & GAS PARTNE	150185106	251	22000	SH	SOLE
CELGENE CORP	COM	151020104	4232	76000	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	6664	202000	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	3765	181000	SH	SOLE
CENTURYTEL INC	COM	156700106	5486	151500	SH	SOLE
CEPHALON INC COM	COM	156708109	2684	43000	SH	SOLE
CEPHALON - B 0% 6/15/2033 SERI	CONVERTIBLE BOND	156708AL3	227	200000	PRN	SOLE
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CEPHEID COM	COM	15670R107	2434	195000	SH		SOLE	
CH ENERGY GROUP, INC.	COM	12541M102	25325	595600	SH		SOLE	
CHAMPION ENTERPRISES INC COM	COM	158496109	1	30000	SH		SOLE	
CHARTERED SEMICONDUCTOR MFG SP	COM	16133R205	0	112100	SH		SOLE	
CHATTEM INC COM	COM	162456107	38617	413900	SH		SOLE	
CHECK POINT SOFTWARE TECH	COM	M22465104	339	10000	SH		SOLE	
CHEESECAKE FACTORY INC	COM	163072101	1403	65000	SH		SOLE	
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	438	500000	PRN		SOLE	
CHEMED CORPORATION	COM	16359R103	11086	231100	SH		SOLE	
CHESAPEAKE ENERGY CORP 2.250%	CONVERTIBLE BOND	165167CB1	1114	1500000	PRN		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	8812	340500	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	4163	129885	SH		SOLE	
CHEVRON CORP	COM	166764100	65134	846000	SH		SOLE	
CHINA AUTOMOTIVE SYS INC COM	COM	16936R105	1385	74022	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	5432	117000	SH		SOLE	
CHINA TELECOM CORP LTD SPONS A	COM	169426103	207	5000	SH		SOLE	
CHINA UNICOM ADR	COM	16945R104	1403	107000	SH		SOLE	
CHINA YUCHAI INTL LTD ORD	COM	G21082105	560	38000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	17838	295085	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	5005	134000	SH		SOLE	
CIGNA CORP	COM	125509109	564	16000	SH		SOLE	
CINCINNATI BELL	COM	171871106	20179	5848900	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	22637	899000	SH		SOLE	

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CISCO SYS INC	COM	17275R102	11508	480700	SH	SOLE
CITIGROUP INC.	COM	172967101	7580	2290000	SH	SOLE
CLARCOR INC	COM	179895107	25757	794000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	10307	992000	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	18538Q105	602	89000	SH	SOLE
CLECO CORP NEW COM	COM	12561W105	1708	62500	SH	SOLE
CLOROX CO	COM	189054109	3477	57000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	6719	20000	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	4628	295500	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	9679	650000	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	31587	1264500	SH	SOLE
COACH INC	COM	189754104	2521	69000	SH	SOLE
COCA COLA CO	COM	191216100	82080	1440000	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	1590	75000	SH	SOLE
COCA-COLA FEMSA S A DE C V ADR	COM	191241108	1052	16000	SH	SOLE
COCA-COLA HELLENIC BOTTLING SP	COM	1912EP104	380	16500	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	1142	50000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	4308	966000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	5011	61000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	3714	232000	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	3692	219000	SH	SOLE
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COMMUNICATIONS SYS	COM	203900105	1990	160000	SH		SOLE	
COMPANIA DE MINAS BUENAVENTURA	FOREIGN COMMON S	204448104	15169	453200	SH		SOLE	
COMPUCREDIT CVT 3.625% 05/30/3	CONVERTIBLE BOND	20478NAB6	153	400000	PRN		SOLE	
CONAGRA INC	COM	205887102	5302	230000	SH		SOLE	
CONMED CORP COM	COM	207410101	2234	98000	SH		SOLE	
CONNECTICUT WTR SVC INC COM	COM	207797101	1214	49000	SH		SOLE	
CONOCOPHILLIPS COM	COM	20825C104	72420	1418050	SH		SOLE	
CONSOL ENERGY INC COM	COM	20854P109	7470	150000	SH		SOLE	
CONSOLIDATED EDISON INC COM	COM	209115104	22352	492000	SH		SOLE	
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	193	13500	SH		SOLE	
CONSTELLATION BRANDS COM	COM	21036P108	13756	863500	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	25780	733000	SH		SOLE	
CONTINUACARE CORP COM	COM	212172100	1003	229600	SH		SOLE	
COOPER CAMERON 2.500% 06/15/26	CONVERTIBLE BOND	13342BAB1	256	200000	PRN		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	41276	968000	SH		SOLE	
COPART INC COM	COM	217204106	3223	88000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	861	300000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	2630	191000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	23179	793000	SH		SOLE	
CORNING INC	COM	219350105	38659	2002000	SH		SOLE	
CORUS ENTMT INC CL B NON VTG	COM	220874101	1636	87000	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	28656	484300	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	2714	150000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	20832	435000	SH		SOLE	
CRANE CO	COM	224399105	39622	1294000	SH		SOLE	
CREE INC COM	COM	225447101	564	10000	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	8007	313000	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	587	405000	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	6014	298000	SH		SOLE	
CTS CORP	COM	126501105	6494	675000	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	2591	56500	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	41818	1335200	SH		SOLE	
CUTERA INC COM	COM	232109108	3149	370000	SH		SOLE	

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CVS/CAREMARK CORP	COM	126650100	35141	1091000	SH	SOLE
CYNOSURE INC CL A	COM	232577205	138	12000	SH	SOLE
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	1088	103000	SH	SOLE
CYTEC INDS INC COM	COM	232820100	401	11000	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	14580	1345000	SH	SOLE
DANAHER CORP 0.0% 1/22/2021	CONVERTIBLE BOND	235851AF9	223	200000	PRN	SOLE
DANAHER CORP SHS BEN INT	COM	235851102	1278	17000	SH	SOLE
DEAN FOODS (B:DF)	COM	242370104	18040	1000000	SH	SOLE
DEERE & CO.	COM	244199105	89946	1662900	SH	SOLE
DEL MONTE FOODS CO COM	COM	24522P103	6237	550000	SH	SOLE
DELTA NAT GAS INC COM	COM	247748106	2210	78000	SH	SOLE
PORTVUE-SEC13F.LNP					GABELLI FUNDS, LLC	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	MA
DENBURY RES INC COM NEW	COM	247916208	326	22000	SH		SOLE	
DENNYS CORP COM	COM	24869P104	318	145108	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	387	11000	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	33895	478000	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	37559	2555000	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	42606	579672	SH		SOLE	
DEXCOM INC COM	COM	252131107	791	98000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	56430	813000	SH		SOLE	
DIAMOND FOODS INC COM	COM	252603105	746	21000	SH		SOLE	
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	17893	181800	SH		SOLE	
DIEBOLD INC COM	COM	253651103	36188	1272000	SH		SOLE	
DIEDRICH COFFEE INC COM NEW	COM	253675201	8381	240500	SH		SOLE	
DIGITAL ALLY INC COM	COM	25382P109	55	27000	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	138103	4141026	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	10959	745000	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	27284	889585	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	22173	836085	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	24446	1177000	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	710	22000	SH		SOLE	
DOLE FOOD CO INC NEW COM	COM	256603101	124	10000	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	12766	328000	SH		SOLE	
DONALDSON INC	COM	257651109	29012	682000	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	684	181000	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1202	575000	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	8289	300000	SH		SOLE	
DPL INC COM	COM	233293109	32706	1185000	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	32145	1135880	SH		SOLE	
DREAMWORKS ANIMATION SKG-A	COM	26153C103	2477	62000	SH		SOLE	
DREW INDS INC COM NEW	COM	26168L205	310	15000	SH		SOLE	
DTE ENERGY CO COM	COM	233331107	2790	64000	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	9798	291000	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	475	26000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	21306	1238000	SH		SOLE	
DUN & BRADSTREET CORP	COM	26483E100	1434	17000	SH		SOLE	
DUOYUAN GLOBAL WTR INC SPONSOR	COM	266043108	215	6000	SH		SOLE	
DYNEGY INC DEL CL A	COM	26817G102	65	35810	SH		SOLE	
E M C CORP MASS COM	COM	268648102	611	35000	SH		SOLE	
EASTERN CO COM	COM	276317104	134	10000	SH		SOLE	
EASTMAN KODAK	COM	277461109	11352	2690000	SH		SOLE	
EBAY INC	COM	278642103	1129	48000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	6390	317280	SH		SOLE	
ECOLAB INC	COM	278865100	8649	194000	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1420	478150	SH		SOLE	

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EDISON INTL COM COM 281020107 10886 313000 SH SOLE  
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EL PASO CORPORATION	COM	28336L109	35830	3645000	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	32231	1589300	SH		SOLE	
EL PASO ENERGY CAP TR I PFD CO	CONVERTIBLE PEF	283678209	4726	129300	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	178	10000	SH		SOLE	
EMBRAER-EMPRESA BRASIL AERONAD	COM	29081M102	553	25000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	3493	82000	SH		SOLE	
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PEF	291525202	245	16000	SH		SOLE	
EMPIRE DIST ELEC CO COM	COM	291641108	5527	295100	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	1908	175000	SH		SOLE	
ENCORE ACQUISITION CO COM	COM	29255W100	432	9000	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	127	20000	SH		SOLE	
ENERGEN CORP COM	COM	29265N108	1357	29000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	30150	492000	SH		SOLE	
ENERGY RECOVERY INC	COM	29270J100	206	30000	SH		SOLE	
ENERSIS S A	COM	29274F104	663	29000	SH		SOLE	
ENI S P A ADR SPONSORED	COM	26874R108	8604	170000	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	475	90000	SH		SOLE	
ENTERGY CORP NEW COM	COM	29364G103	491	6000	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	14498	149000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	2042	195400	SH		SOLE	
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	269	38225	SH		SOLE	
EXACTECH INC COM	COM	30064E109	3744	216300	SH		SOLE	
EXELON CORP	COM	30161N101	10751	220000	SH		SOLE	
EXPRESS SCRIPTS INC COM	COM	302182100	778	9000	SH		SOLE	
EXPRESSJET HOLDINGS INC COM NE	COM	30218U306	63	13000	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	58234	854000	SH		SOLE	
FACET BIOTECH CORP SHS	COM	30303Q103	3378	192500	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	459	113000	SH		SOLE	
FARMER BROS CO	COM	307675108	1874	95000	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	5450	315000	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	354	300300	SH		SOLE	
FEDERAL NATL MTG ASSN PFD CNV	CONVERTIBLE PEF	313586745	62	35000	SH		SOLE	
FEDERATED INVESTORS INC-CL B	COM	314211103	825	30000	SH		SOLE	
FERRO CORP	COM	315405100	17469	2120000	SH		SOLE	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	5513	6050000	PRN		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	9681	413000	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	658	48909	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	127	35361	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	9343	69000	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	12402	267000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	7184	442100	SH		SOLE	
FLIR SYS INC COM	COM	302445101	3928	120000	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	16632	700000	SH		SOLE	
FLOWERVE CORP COM	COM	34354P105	77940	824500	SH		SOLE	

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FLUSHING FINL CORP COM	COM	343873105	2365	210000	SH		SOLE	

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FMC CORP COM NEW	COM	302491303	739	13260	SH	SOLE
FMC TECHNOLOGIES INC COM	COM	30249U101	3019	52200	SH	SOLE
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	20397	426000	SH	SOLE
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	600	60000	SH	SOLE
FORTRESS INVESTMENT GROUP CL A	COM	34958B106	249	56000	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	19570	453000	SH	SOLE
FOSTER WHEELER AGR	COM	H27178104	549	18640	SH	SOLE
FPL GROUP INC COM	COM	302571104	51737	979500	SH	SOLE
FRANCE TELECOM SPONSORED ADR	COM	35177Q105	3786	150000	SH	SOLE
FRANKLIN ELEC INC	COM	353514102	5737	197500	SH	SOLE
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	74958	933592	SH	SOLE
FREEMPORT-MCMORAN COPPER 6.75%	CONVERTIBLE PEF	35671D782	6306	54920	SH	SOLE
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	7	24000	SH	SOLE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	226	29000	SH	SOLE
FULLER H B CO COM	COM	359694106	10888	478600	SH	SOLE
FURMANITE CORPORATION	COM	361086101	1905	500000	SH	SOLE
GARDNER DENVER INC	COM	365558105	5276	124000	SH	SOLE
GATX CORP	COM	361448103	36527	1270500	SH	SOLE
GATX CORP \$2.50 CV PFD	CONVERTIBLE PEF	361448202	604	4200	SH	SOLE
GAYLORD ENTERTAINMENT CO	COM	367905106	22266	1127370	SH	SOLE
GENCORP INC	COM	368682100	15015	2145000	SH	SOLE
GENERAL COMMUNICATIONS INC CL	COM	369385109	479	75000	SH	SOLE
GENERAL DYNAMICS CORP COM	COM	369550108	409	6000	SH	SOLE
GENERAL ELEC CO	COM	369604103	33997	2247000	SH	SOLE
GENERAL MILLS INC	COM	370334104	53320	753000	SH	SOLE
GENOPTIX INC	COM	37243V100	1034	29091	SH	SOLE
GENUINE PARTS CO	COM	372460105	60546	1595000	SH	SOLE
GENZYME CORP	COM	372917104	490	10000	SH	SOLE
GEOMET INC DEL COM	COM	37250U201	73	50000	SH	SOLE
GERBER SCIENTIFIC INSTR	COM	373730100	2980	590000	SH	SOLE
GILEAD SCIENCES INC COM	COM	375558103	5335	123300	SH	SOLE
GLAXOSMITHKLINE PLC ADR (B:GSK	COM	37733W105	645	15276	SH	SOLE
GLOBAL SOURCES LTD COM	COM	G39300101	1500	240000	SH	SOLE
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	40992	3126749	SH	SOLE
GOLDCORP INC (US)	COM	380956409	33534	852408	SH	SOLE
GOLDMAN SACHS GR	COM	38141G104	2701	16000	SH	SOLE
GOODRICH B F CO COM	COM	382388106	643	10000	SH	SOLE
GOOGLE INC-CL A	COM	38259P508	32611	52600	SH	SOLE
GORMAN RUPP CO	COM	383082104	9259	335000	SH	SOLE
GP STRATEGIES CORP COM	COM	36225V104	903	119931	SH	SOLE
GRACO INC COM	COM	384109104	3543	124000	SH	SOLE
GRAFTECH INTERNATIONAL	COM	384313102	22143	1424000	SH	SOLE
GRAY TELEVISION, INC	COM	389375106	497	331300	SH	SOLE
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GRAY TELEVISION, INC CL A	COM	389375205	46	32000	SH		SOLE	
GREAT ATLA & PAC 5.125% 6/15/2	CONVERTIBLE BOND	390064AJ2	15799	16500000	PRN		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	13865	1176000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	46730	2410000	SH		SOLE	
GREATBATCH INC	COM	39153L106	769	40000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	882	85000	SH		SOLE	
GREIF INC CL A	COM	397624107	39044	723300	SH		SOLE	
GREIF INC CL B	COM	397624206	4624	92200	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	15558	534100	SH		SOLE	
GRIFFON CORP COM	COM	398433102	15814	1294094	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	46108	2221000	SH		SOLE	

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GRUPO TMM S A B ADR	COM	40051D303	41	11000	SH	SOLE
GSE SYS INC COM	COM	36227K106	211	38419	SH	SOLE
GY 4% 01/16/24	CONVERTIBLE BOND	368682AJ9	1000	1000000	PRN	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	419	10000	SH	SOLE
H R BLOCK INC	COM	093671105	10564	467000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	1531	90000	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	57878	1923500	SH	SOLE
HANESBRANDS INC COM	COM	410345102	2773	115000	SH	SOLE
HANSEN NAT CORP COM	COM	411310105	461	12000	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	1688	67000	SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	6315	179000	SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	10476	1030100	SH	SOLE
HARRIS CORPORATION	COM	413875105	3214	67600	SH	SOLE
HARTE HANKS INC	COM	416196103	216	20000	SH	SOLE
HAWAIIAN ELEC INDS INC COM	COM	419870100	12164	582000	SH	SOLE
HAWKINS INC COM	COM	420261109	3275	150000	SH	SOLE
HEADWATERS INC COM	COM	42210P102	391	60000	SH	SOLE
HEALTHWAYS INC COM	COM	422245100	459	25000	SH	SOLE
HEELYS INC COM	COM	42279M107	109	50000	SH	SOLE
HEINZ, H J COMPANY	COM	423074103	22577	528000	SH	SOLE
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	2059	273800	SH	SOLE
HERLEY INDS INC COM	COM	427398102	10163	731700	SH	SOLE
HERSHEY COMPANY (THE)	COM	427866108	22440	627000	SH	SOLE
HESKA CORP COM	COM	42805E108	21	40000	SH	SOLE
HESS CORP	COM	42809H107	16305	269500	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	1037	117400	SH	SOLE
HOLOGIC INC COM	COM	436440101	218	15000	SH	SOLE
HOME DEPOT INC	COM	437076102	3182	110000	SH	SOLE
HOME DIAGNOSTICS INC DEL COM	COM	437080104	85	13900	SH	SOLE
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	1591	45000	SH	SOLE
HONEYWELL INT'L INC	COM	438516106	67934	1733000	SH	SOLE
HOOPER HOLMES INC COM	COM	439104100	67	64000	SH	SOLE
HORSEHEAD HLDG CORP COM	COM	440694305	446	35000	SH	SOLE

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HOSPIRA INC COM	COM	441060100	5916	116000	SH		SOLE	
HOST HOTELS & RESORTS INC	COM	44107P104	215	18422	SH		SOLE	
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	4225	74000	SH		SOLE	
HSN INC COM	COM	404303109	3251	161000	SH		SOLE	
HUANENG PWR INTL INC SPON ADR	COM	443304100	2520	112500	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	1236	90000	SH		SOLE	
HUDSON VALLEY HOLDING CORP COM	COM	444172100	1233	50000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	10726	950000	SH		SOLE	
I2 TECHNOLOGIES INC COM NEW	COM	465754208	210	11000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	7219	352500	SH		SOLE	
IAMGOLD CORP (USD) COM	COM	450913108	11574	740000	SH		SOLE	
ICO HLDGS INC COM	COM	449293109	599	82000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	1020	28000	SH		SOLE	
IDEX CORP	COM	45167R104	37598	1207000	SH		SOLE	
IMAX CORP COM	COM	45245E109	313	23500	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	62877	2985600	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	2538	71000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	13323	880600	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	750	33000	SH		SOLE	
INSPIRE PHARMACEUTICALS INC CO	COM	457733103	116	21000	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	33193	790500	SH		SOLE	



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INTEL CORP	COM	458140100	47593	2333000	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	1595	90000	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	1720	68000	SH	SOLE
INTERMEC INC	COM	458786100	9233	718000	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	46456	354900	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	7714	411000	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	10980	410000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	1217	55000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	455	16000	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	24428	3310000	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1471	118000	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	13371	325000	SH	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	2657	64000	SH	SOLE
INVESCO LTD	COM	G491BT108	2936	125000	SH	SOLE
INVITEL HLDGS A/S ADS	COM	46186X106	90	20000	SH	SOLE
ITRON INC	COM	465741106	203	3000	SH	SOLE
ITT EDUCATIONAL SVCS INC COM	COM	45068B109	480	5000	SH	SOLE
ITT INDUSTRIES	COM	450911102	65657	1320000	SH	SOLE
IVANHOE MINES LTD COM	COM	46579N103	11909	815140	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	999	25000	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	41561	997376	SH	SOLE
JA SOLAR HOLD CO 4.500% 05/15/	CONVERTIBLE BOND	466090AA5	237	300000	PRN	SOLE
JA SOLAR HOLDINGS CO LTD SPON	COM	466090107	171	30000	SH	SOLE
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JANUS CAP GROUP INC COM	COM	47102X105	14849	1104000	SH		SOLE	
JANUS CAPITAL 3.250% 07/15/14	CONVERTIBLE BOND	47102XAG0	2431	2000000	PRN		SOLE	
JARDEN CORPORATION	COM	471109108	247	8000	SH		SOLE	
JOHNSON CONTROLS	COM	478366107	16562	608000	SH		SOLE	
JOHNSON CTRLS 6.500% 09/30/12	CONVERTIBLE BOND	478366AS6	503	200000	PRN		SOLE	
JOHNSON & JOHNSON	COM	478160104	38517	598000	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	4392	1129000	SH		SOLE	
JOY GLOBAL INC COM	COM	481165108	2424	47000	SH		SOLE	
KAMAN CORP	COM	483548103	22345	967719	SH		SOLE	
KANSAS CITY SOUTHERN	COM	485170302	1032	31000	SH		SOLE	
KBW INC	COM	482423100	958	35000	SH		SOLE	
KELLOGG CO	COM	487836108	5958	112000	SH		SOLE	
KEY ENERGY SVCS INC COM	COM	492914106	615	70000	SH		SOLE	
KID BRANDS, INC. COM	COM	49375T100	61	14000	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	29880	469000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1220	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	2259	60000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	123	10000	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	41067	2231900	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	1119	38000	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	6514	448000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	28544	1050200	SH		SOLE	
KROGER CO	COM	501044101	2628	128000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	168	10000	SH		SOLE	
KYOCERA CORP ADR	COM	501556203	883	10000	SH		SOLE	
K-TRON INTL INC	COM	482730108	1033	9500	SH		SOLE	
L 3 COMMUNICATIONS	COM	502424104	391	4500	SH		SOLE	
LABORATORY CORP AMER HLDGS COM	COM	50540R409	2994	40000	SH		SOLE	
LABRANCHE & CO INC COM	COM	505447102	65	23000	SH		SOLE	
LACLEDE GROUP INC	COM	505597104	6011	178000	SH		SOLE	
LAKES ENTERTAINMENT INC COM	COM	51206P109	301	120000	SH		SOLE	

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LAMAR ADVERTISING CO CL A	COM	512815101	746	24000	SH	SOLE
LANDAUER INC	COM	51476K103	10684	174000	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	13461	901000	SH	SOLE
LAWSON SOFTWARE INC NEW COM	COM	52078P102	89	13410	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	3304	115096	SH	SOLE
LEGG MASON INC COM	COM	524901105	46688	1548000	SH	SOLE
LENDER PROCESSING SVCS INC COM	COM	52602E102	1464	36000	SH	SOLE
LEUCADIA NATL CORP COM	COM	527288104	5738	241200	SH	SOLE
LEVEL 3 COMM INC 2.875% 7/15/2	CONVERTIBLE BOND	52729NBA7	246	250000	PRN	SOLE
LIBERTY GLOBAL INC COM SER A	COM	530555101	25307	1156084	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	13137	600963	SH	SOLE
LIBERTY MEDIA CORP NEW LIB STA	COM	53071M708	9770	211700	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	10645	982000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
LIBERTY MEDIA-CAP SER A	COM	53071M302	18220	763000	SH		SOLE	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	10966	210000	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	2930	246600	SH		SOLE	
LILLY, ELI AND COMPANY	COM	532457108	23140	648000	SH		SOLE	
LIN TV CORP CL A	COM	532774106	4308	966000	SH		SOLE	
LINDSAY CORP	COM	535555106	2829	71000	SH		SOLE	
LITTELFUSE INC	COM	537008104	1286	40000	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	1771	23500	SH		SOLE	
LOEWS CORP	COM	540424108	7452	205000	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	8745	1455000	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	32428	443000	SH		SOLE	
M G M MIRAGE INC COM	COM	552953101	9029	990000	SH		SOLE	
M & T BK CORP COM	COM	55261F104	12575	188000	SH		SOLE	
MACROVISION CORP 2.625% 08/15/	CONVERTIBLE BOND	555904AB7	373	300000	PRN		SOLE	
MACY'S INC	COM	55616P104	23632	1410000	SH		SOLE	
MAGNETEK INC COM	COM	559424106	1355	880000	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	7057	202800	SH		SOLE	
MANITOWOC CO COM	COM	563571108	2034	204000	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	20917	670000	SH		SOLE	
MARCUS CORP COM	COM	566330106	1410	110000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	1676	340000	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	18834	853000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	840	170000	SH		SOLE	
MARTIN MARIETTA MTLs INC COM	COM	573284106	626	7000	SH		SOLE	
MASSEY ENERGY CORP COM	COM	576206106	420	10000	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	34941	136500	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	85	20000	SH		SOLE	
MATTEL INC	COM	577081102	759	38000	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	1134	32000	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	15616	466000	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	438	7000	SH		SOLE	
MDS INC COM	COM	55269P302	383	50000	SH		SOLE	
MEAD JOHNSON	COM	582839106	4219	96547	SH		SOLE	
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	7286	114000	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	14818	1890000	SH		SOLE	
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	148	33000	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	531	259000	SH		SOLE	
MEDTRONIC INC COM	COM	585055106	528	12000	SH		SOLE	
MELCO PBL ENTERTAINMENT-ADR	COM	585464100	302	90000	SH		SOLE	
MENTOR GRAPHICS CORP COM	COM	587200106	627	71000	SH		SOLE	
MERCK & COMPANY	COM	58933Y105	23411	640693	SH		SOLE	

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MEREDITH CORP COM 589433101 9286 301000 SH SOLE  
MERRIMAC INDS INC COM COM 590262101 349 21900 SH SOLE  
MET PRO CORP COM COM 590876306 1593 150001 SH SOLE  
PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
METHODE ELECTRS INC CL A	COM	591520200	781	90000	SH		SOLE	
METROPCS COMMUNICATIONS INC	COM	591708102	76	10000	SH		SOLE	
METROPOLITAN HEALTH NETWORKSCO	COM	592142103	557	280000	SH		SOLE	
MGE ENERGY INC	COM	55277P104	14082	394000	SH		SOLE	
MGP INGREDIENTS INC COM	COM	55302G103	536	70000	SH		SOLE	
MICROSOFT CORP	COM	594918104	38603	1266500	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1988	132500	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	6583	779100	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	1373	28000	SH		SOLE	
MIDDLESEX WTR CO COM	COM	596680108	2103	119333	SH		SOLE	
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	19402	263000	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	2622	171732	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	37	78016	SH		SOLE	
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	26	38363	SH		SOLE	
MKS INSTRS INC COM	COM	55306N104	351	20187	SH		SOLE	
MOBILE TELESYSTEMS OJSC ADR SP	COM	607409109	464	9500	SH		SOLE	
MODINE MFG CO	COM	607828100	11307	955000	SH		SOLE	
MOLEX INC CL A	COM	608554200	842	44000	SH		SOLE	
MONEYGRAM INTL INC COM	COM	60935Y109	40	14000	SH		SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	502	15000	SH		SOLE	
MONSANTO CO NEW COM	COM	61166W101	30906	378058	SH		SOLE	
MONSTER WORLDWIDE INC COM	COM	611742107	2767	159000	SH		SOLE	
MOODYS CORP COM	COM	615369105	4368	163000	SH		SOLE	
MOOG INC CL A	COM	615394202	2631	90000	SH		SOLE	
MOOG INC CL B	COM	615394301	480	16100	SH		SOLE	
MORGAN STANLEY	COM	617446448	8880	300000	SH		SOLE	
MORNINGSTAR INC COM	COM	617700109	580	12000	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	8541	143000	SH		SOLE	
MOSY INC	COM	619718109	165	42000	SH		SOLE	
MOTOROLA INC	COM	620076109	3593	463000	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	389	40000	SH		SOLE	
MPS GROUP INC COM	COM	553409103	15258	1110500	SH		SOLE	
MUELLER INDS INC COM	COM	624756102	3627	146000	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	268	51533	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	23252	429000	SH		SOLE	
MVC CAP COM	COM	553829102	1156	98000	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	1508	40000	SH		SOLE	
MYERS INDS INC	COM	628464109	12922	1420000	SH		SOLE	
MYLAN LABS INC COM	COM	628530107	737	40000	SH		SOLE	
M-SYSTEMS FIN NV 1.000% 03/15/	CONVERTIBLE BOND	55375VAB8	299	300000	PRN		SOLE	
NABORS INDS INC 0.940% 05/15/1	CONVERTIBLE BOND	629568AP1	1965	2000000	PRN		SOLE	
NABORS INDUSTRIES LTD SHS	COM	G6359F103	6348	290000	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	3232	285000	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1831	120000	SH		SOLE	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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NATIONAL FUEL GAS CO N J COM	COM	636180101	70550	1411000	SH	SOLE
NATIONAL GRID PLC	COM	636274300	2880	52952	SH	SOLE
NATIONAL PRESTO INDS INC	COM	637215104	8356	76500	SH	SOLE
NATIONAL-OILWELL INC COM	COM	637071101	2910	66000	SH	SOLE
NAVISTAR INTL CORP 3% 10/15/20	CONVERTIBLE BOND	63934EAL2	624	600000	PRN	SOLE
NAVISTAR INTL CORP COM	COM	63934E108	31538	816000	SH	SOLE
NCR CORP NEW COM	COM	62886E108	7568	680000	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	7779	647700	SH	SOLE
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1487	124000	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2902	200000	SH	SOLE
NEW YORK TIMES CO CLASS A	COM	650111107	618	50000	SH	SOLE
NEWMARKET CORP COM	COM	651587107	402	3500	SH	SOLE
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	6515	5250000	PRN	SOLE
NEWMONT MINING CORP HOLDING CO	COM	651639106	110510	2335871	SH	SOLE
NEWS CORP CL A	COM	65248E104	79922	5838000	SH	SOLE
NEWS CORP CL B	COM	65248E203	1433	90016	SH	SOLE
NEXEN INC COM	COM	65334H102	2632	110000	SH	SOLE
NEXTWAVE WIRELESS INC COM	COM	65337Y102	9	20000	SH	SOLE
NICOR INC COM	COM	654086107	14609	347000	SH	SOLE
NIKE INC CL B	COM	654106103	4955	75000	SH	SOLE
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	355	18000	SH	SOLE
NISOURCE INC	COM	65473P105	8537	555086	SH	SOLE
NOBILITY HOMES INC COM	COM	654892108	763	73000	SH	SOLE
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	13309	327000	SH	SOLE
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	321	25000	SH	SOLE
NORTHEAST UTILS COM	COM	664397106	26177	1015000	SH	SOLE
NORTHERN TRUST CORP	COM	665859104	314	6000	SH	SOLE
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	5641	101000	SH	SOLE
NORTHWESTERN CORP COM NEW	COM	668074305	19775	760000	SH	SOLE
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	13226	243000	SH	SOLE
NOVO-NORDISK A S ADR	COM	670100205	702	11000	SH	SOLE
NRG ENERGY INC COM NEW	COM	629377508	11498	487000	SH	SOLE
NSTAR COM	COM	67019E107	44583	1211500	SH	SOLE
NV ENERGY INC COM	COM	67073Y106	433	35000	SH	SOLE
NYSE EURONEXT COM	COM	629491101	2024	80000	SH	SOLE
O REILLY AUTOMOTIVE INC COM	COM	686091109	37746	990200	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	37665	463000	SH	SOLE
OCEANEERING INTL INC COM	COM	675232102	12582	215000	SH	SOLE
OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	3696	269000	SH	SOLE
ODYSSEY HEALTHCARE INC COM	COM	67611V101	4287	275000	SH	SOLE
OGE ENERGY CORP COM	COM	670837103	33367	904500	SH	SOLE
OIL DRI CORP AMER COM	COM	677864100	2175	140300	SH	SOLE
OLIN CORP COM PAR \$1.	COM	680665205	2102	120000	SH	SOLE
OMNICARE INC COM	COM	681904108	605	25000	SH	SOLE
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OMNOVA SOLUTIONS INC COM	COM	682129101	8459	1380000	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	28837	647000	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	174	95000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	2707	267000	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	3954	104500	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	3189	103100	SH		SOLE	
OTIX GLOBAL INC	COM	68906N101	114	137000	SH		SOLE	
OTTER TAIL CORPORATION COM	COM	689648103	6428	259000	SH		SOLE	
OUTDOOR HLDGS INC (NEW)	COM	690027206	191	33000	SH		SOLE	

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OWENS ILL INC COM NEW	COM	690768403	4273	130000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	5302	123500	SH	SOLE
PACCAR INC	COM	693718108	10627	293000	SH	SOLE
PACTIV CORP COM	COM	695257105	4369	181000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	2332	435000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	3024	300000	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	8485	307000	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	1938	343000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	647	12000	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	2952	105500	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	9123	201800	SH	SOLE
PENFORD CORP COM	COM	707051108	521	60000	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	3752	138000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	7459	353000	SH	SOLE
PENTAIR INC COM	COM	709631105	1712	53000	SH	SOLE
PENWEST PHARMACEUTICALS CO COM	COM	709754105	389	150000	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	3807	450000	SH	SOLE
PEPCO HLDGS INC COM	COM	713291102	4726	280500	SH	SOLE
PEPSI BOTTLING GROUP INC.	COM	713409100	375	10000	SH	SOLE
PEPSIAMERICAS	COM	71343P200	42690	1459000	SH	SOLE
PEPSICO INC	COM	713448108	25876	425600	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	28227	592000	SH	SOLE
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	8987	212000	SH	SOLE
PETROCHINA CO LTD SPONSORED AD	COM	71646E100	4461	37500	SH	SOLE
PFIZER INC	COM	717081103	36739	2019740	SH	SOLE
PG&E CORP COM	COM	69331C108	3974	89000	SH	SOLE
PHH CORP COM NEW	COM	693320202	322	20000	SH	SOLE
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	2100	3750000	PRN	SOLE
PHILIP MORRIS INTL INC COM	COM	718172109	4313	89500	SH	SOLE
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	6234	110000	SH	SOLE
PHOENIX COS INC NEW COM	COM	71902E109	320	115000	SH	SOLE
PIEDMONT NAT GAS INC COM	COM	720186105	3451	129000	SH	SOLE
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	209	41000	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	6432	716300	SH	SOLE
PINNACLE WEST CAP CORP COM	COM	723484101	15290	418000	SH	SOLE
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PLANTRONICS	COM	727493108	312	12000	SH		SOLE	
PLATO LEARNING INC COM	COM	72764Y100	65	15000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	18424	349000	SH		SOLE	
PNM RES INC	COM	69349H107	29981	2370000	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	2389	29500	SH		SOLE	
POLYONE CORP COM	COM	73179P106	82	11000	SH		SOLE	
POPULAR INC COM	COM	733174106	242	107137	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1396	115000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	11013	101500	SH		SOLE	
PPL CORP COM	COM	69351T106	1622	50200	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	57603	522000	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	718	199000	SH		SOLE	
PRIVATEBANCORP INC COM	COM	742962103	108	12000	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	63389	1045500	SH		SOLE	
PROGRESS ENERGY INC COM	COM	743263105	29732	725000	SH		SOLE	
PROLOGIS SH BEN INT	COM	743410102	493	36000	SH		SOLE	
PROSHARES TR PSHS ULTRA FINL	COM	74347R743	1689	300000	SH		SOLE	
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	599	12000	SH		SOLE	
PROVIDENCE SERV 6.500% 05/15/1	CONVERTIBLE BOND	743815AB8	251	300000	PRN		SOLE	

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PROVIDENCE & WORCESTER RR COCO	COM	743737108	1518	141200	SH	SOLE
PSS WORLD MED INC	COM	69366A100	994	44000	SH	SOLE
PT INDOSAT TBK SPONSORED ADR	COM	744383100	352	14000	SH	SOLE
PT TELEKOMUNIKASI INDONESIA (B	COM	715684106	853	21360	SH	SOLE
PUBLIC SVC ENTERPRISES COM	COM	744573106	16199	487200	SH	SOLE
QUAKER CHEM CORP COM	COM	747316107	475	23000	SH	SOLE
QUALCOMM INC COM	COM	747525103	20308	439000	SH	SOLE
QUIDEL CORP COM	COM	74838J101	3721	270000	SH	SOLE
QUIXOTE CORP COM	COM	749056107	76	12000	SH	SOLE
QWEST COMMUNICATIONS INTL.	COM	749121109	3536	840000	SH	SOLE
RALCORP HOLDINGS INC	COM	751028101	16062	269000	SH	SOLE
RANDGOLD RES LTD ADR	COM	752344309	87988	1111807	SH	SOLE
RAYONIER INC COM	COM	754907103	1053	24984	SH	SOLE
RAYTHEON COMPANY	COM	755111507	515	10000	SH	SOLE
RCN CORP COM NEW	COM	749361200	694	64000	SH	SOLE
REGAL BELOIT CORP COM	COM	758750103	260	5000	SH	SOLE
REGAL ENTERTAINMENT GROUP	COM	758766109	520	36000	SH	SOLE
REPSOL YPF S A ADR SPONSORED	COM	76026T205	8078	303000	SH	SOLE
REPUBLIC SVCS INC CL A	COM	760759100	37426	1322000	SH	SOLE
RESEARCH IN MOTION LTD COM	COM	760975102	5214	77200	SH	SOLE
REWARDS NETWORK INC COM NEW	COM	761557206	126	10000	SH	SOLE
RGC RES INC COM	COM	74955L103	261	9000	SH	SOLE
RINO INTERNATIONAL CORPORATICO	COM	766883102	277	10000	SH	SOLE
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	23154	107500	SH	SOLE
ROBBINS & MYERS INC	COM	770196103	3140	133500	SH	SOLE
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ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	38665	823000	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	3211	58000	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	2356	100000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	88676	2860500	SH		SOLE	
ROLLINS INC	COM	775711104	46484	2411000	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	929	1400000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	1676	32000	SH		SOLE	
ROSTELECOM LONG DISTANCE & ISP	COM	778529107	492	18000	SH		SOLE	
ROVI CORP COM	COM	779376102	2422	76000	SH		SOLE	
ROWAN COS INC	COM	779382100	22380	988500	SH		SOLE	
ROYAL BK CDA MONTREAL QUE COM	COM	780087102	2196	41000	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	24825	413000	SH		SOLE	
ROYAL GOLD INC COM	COM	780287108	14678	311700	SH		SOLE	
ROYCE VALUE TR INC	COM	780910105	1202	111420	SH		SOLE	
RPC INC. COMMON	COM	749660106	16692	1605000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	557	145000	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	2628	250000	SH		SOLE	
S1 CORP	COM	78463B101	65	10000	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	16180	760000	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	3546	592000	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	7300	954196	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	8504	1020000	PRN		SOLE	
SANDISK CORP COM	COM	80004C101	3247	112000	SH		SOLE	
SARA LEE CORP COM	COM	803111103	26552	2180000	SH		SOLE	
SASOL LTD ADR SPONSORED	COM	803866300	4941	123700	SH		SOLE	
SCANA CORP NEW COM	COM	80589M102	10419	276500	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	7858	149400	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	6577	841000	SH		SOLE	
SCHLUMBERGER	COM	806857108	10883	167200	SH		SOLE	

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SCHULMAN A INC COM	COM	808194104	1110	55000	SH	SOLE
SCHWAB CHARLES CORP NEW	COM	808513105	4931	262000	SH	SOLE
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1688	24000	SH	SOLE
SCRIPPS E W CO OHIO CL A	COM	811054402	3744	538001	SH	SOLE
SCRIPPS NETWORKS INTERAC	COM	811065101	24029	579000	SH	SOLE
SEACOAST BKG CORP FLA COM	COM	811707306	16	10000	SH	SOLE
SEALED AIR CORP NEW	COM	81211K100	481	22000	SH	SOLE
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	561	249500	SH	SOLE
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	2628	359500	SH	SOLE
SEMPRA ENERGY COM	COM	816851109	10524	188000	SH	SOLE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	24591	935000	SH	SOLE
SHAW COMMUNICATIONS CL B NON V	COM	82028K200	12507	608000	SH	SOLE
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	1954	96000	SH	SOLE
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	1338	332000	SH	SOLE
SIRIUS XM RADIO INC COM	COM	82967N108	270	450000	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SJW CORP COM	COM	784305104	12829	568400	SH		SOLE	
SK TELECOM LTD SPONSORED ADR (	COM	78440P108	2676	164600	SH		SOLE	
SKYLINE CORP	COM	830830105	5851	318000	SH		SOLE	
SL INDS INC COM	COM	784413106	1760	210000	SH		SOLE	
SLM CORP COM	COM	78442P106	9129	810000	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	1266	211000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	521	12000	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	6428	104100	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	1856	165000	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	965	33000	SH		SOLE	
SONY CORP-ADR (B:SNE US)	COM	835699307	1450	50000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	1205	140000	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	4009	105000	SH		SOLE	
SOUTHERN CO	COM	842587107	12828	385000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	32098	1414000	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	38715	1357000	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	147	24901	SH		SOLE	
SOUTHWESTERN ENERGY CO COM	COM	845467109	9206	191000	SH		SOLE	
SPAIN FUND INC	MUTUAL FUNDS	846330108	84	11000	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	453	80375	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	37738	1840000	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	41951	11462000	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	13954	379400	SH		SOLE	
ST. JOE COMPANY	COM	790148100	17190	595000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1080	120002	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	7540	885000	SH		SOLE	
STANDEX INTL CORP	COM	854231107	1446	72000	SH		SOLE	
STARLIMS TECHNOLOGIES LTD SHS	COM	M8484K109	1854	133500	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	1665	189000	SH		SOLE	
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	8082	221000	SH		SOLE	
STATE STREET CORP	COM	857477103	10929	251000	SH		SOLE	
STATOIL ASA SPONSORED ADR	COM	85771P102	23002	923400	SH		SOLE	
STERLING BANCORP COM	COM	859158107	2749	385000	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	654	127000	SH		SOLE	
STILLWATER MINING	COM	86074Q102	494	52100	SH		SOLE	
STONERIDGE INC	COM	86183P102	1667	185000	SH		SOLE	
STR HLDGS INC COM	COM	78478V100	236	15000	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	3291	177900	SH		SOLE	
STRYKER CORP	COM	863667101	5455	108300	SH		SOLE	

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STUDENT LN CORP COM	COM	863902102	326	7000	SH	SOLE
SUN MICROSYSTEMS INC CO	COM	866810203	44976	4800000	SH	SOLE
SUNCOR ENERGY INC	COM	867224107	14512	411000	SH	SOLE
SUNOCO INC COM	COM	86764P109	4568	175000	SH	SOLE
SUNPOWER CORP COM CL B	COM	867652307	3316	158300	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
SUNTRUST BANKS INC	COM	867914103	1055	52000	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	6151	402000	SH		SOLE	
SUPERVALU INC COMMON	COM	868536103	2796	220000	SH		SOLE	
SWS GROUP INC	COM	78503N107	5929	490000	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	146	14000	SH		SOLE	
SYNGENTA AG ADR SPONSORED	COM	87160A100	3376	60000	SH		SOLE	
T ROWE PRICE GROUP INC	COM	74144T108	21300	400000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE CO	COM	874054109	12261	1220000	SH		SOLE	
TD AMERITRADE HLDG CORP COM	COM	87236Y108	1938	100000	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	520	210006	SH		SOLE	
TECO ENERGY INC COM	COM	872375100	4947	305000	SH		SOLE	
TEEKAY SHIPPING CORP COM	COM	Y8564W103	511	22000	SH		SOLE	
TELE CELULAR SUL PARTICIPACOES	COM	88706P106	1859	62566	SH		SOLE	
TELE NORTE LESTE PARTICIPACO A	COM	879246106	6471	302096	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	3532	210000	SH		SOLE	
TELECOM ITALIA SPA ADR	COM	87927Y102	5246	340000	SH		SOLE	
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	457	50844	SH		SOLE	
TELEFLEX INC	COM	879369106	269	5000	SH		SOLE	
TELEFONICA DE ARGENTINA S A SP	COM	879378404	312	30000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	39652	474761	SH		SOLE	
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	6516	393000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	37185	1231300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	57420	1692800	SH		SOLE	
TELMEX INTERNACIONAL SAB DE SP	COM	879690105	7118	401000	SH		SOLE	
TELUS CORP NON VTG SHS	COM	87971M202	4430	142200	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	741	19000	SH		SOLE	
TENARIS S A SPONSORED ADR	COM	88031M109	23884	560000	SH		SOLE	
TENET HEALTHCARE CORP COM	COM	88033G100	5552	1030000	SH		SOLE	
TENNANT CO	COM	880345103	7988	305000	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	11376	641600	SH		SOLE	
TEREX CORP NEW COM	COM	880779103	396	20000	SH		SOLE	
TESORO PETE CORP COM	COM	881609101	5068	374000	SH		SOLE	
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	17135	305000	SH		SOLE	
TEXAS INDS INC COM	COM	882491103	406	11600	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	25174	966000	SH		SOLE	
TEXTRON INC	COM	883203101	18206	967880	SH		SOLE	
THE SCOTTS MIRACLE GRO CO	COM	810186106	629	16000	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	835	17500	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	46670	1304000	SH		SOLE	
THOR INDS INC COM	COM	885160101	848	27000	SH		SOLE	
TICKETMASTER COM	COM	88633P302	244	20000	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	152	19000	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	3500	81400	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	10637	257000	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TIME WARNER INC COM	COM	887317303	49840	1710366	SH		SOLE	
TIVO INC	COM	888706108	7910	777000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	17856	652166	SH		SOLE	
TOTAL SA ADR (B:TOT US)	COM	89151E109	15051	235018	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	9005	170000	SH		SOLE	
TRANS LUX CORP	COM	893247106	363	511000	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	311	44850	SH		SOLE	
TRANSOCEAN INC 1.625% 12/15/20	CONVERTIBLE BOND	893830AU3	297	300000	PRN		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	25482	307751	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	17750	356000	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	3085	195000	SH		SOLE	
TREE COM INC COM	COM	894675107	777	84886	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	651	350000	SH		SOLE	
TRIMBLE NAV LTD COM	COM	896239100	2268	90000	SH		SOLE	
TRIMERIS INC COM	COM	896263100	52	20000	SH		SOLE	
TRINA SOLAR LIMITED SPON ADR	COM	89628E104	540	10000	SH		SOLE	
TRINITY INDS INC	COM	896522109	3244	186000	SH		SOLE	
TURKCELL ILETISIM HIZMETLERISP	COM	900111204	5002	286000	SH		SOLE	
TW TELECOM INC	COM	87311L104	3156	184000	SH		SOLE	
TWIN DISC INC COM	COM	901476101	343	32900	SH		SOLE	
TYCO ELECTRONICS LTD	COM	H8912P106	13558	552250	SH		SOLE	
TYCO INTERNATIONAL LTD SHS	COM	H89128104	28651	803000	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	5873	295000	SH		SOLE	
TYSON FOODS INC	COM	902494103	9877	805000	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	1919	68331	SH		SOLE	
UNDER ARMOUR INC CL A	COM	904311107	2735	100300	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	2522	78000	SH		SOLE	
UNION DRILLING INC COM	COM	90653P105	156	25000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	17041	529400	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	551	48000	SH		SOLE	
UNITED NAT FOODS INC COM	COM	911163103	254	9500	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	589	60000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	35770	843430	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	9926	143000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	14722	483000	SH		SOLE	
UNITIL CORP	COM	913259107	1832	79700	SH		SOLE	
UNITRIN INC	COM	913275103	1301	59000	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	4040	200000	SH		SOLE	
UQM TECHNOLOGIES INC COM	COM	903213106	103	15000	SH		SOLE	
URANIUM RES INC COM PAR \$0.001	COM	916901507	61	79000	SH		SOLE	
UTILITIES HOLDRS TR DEP RCPT	COM	918019100	8376	85000	SH		SOLE	
VALE S A ADR	COM	91912E105	6180	212900	SH		SOLE	
VALERO ENERGY CORP COM	COM	91913Y100	4038	241100	SH		SOLE	
VALMONT INDS INC	COM	920253101	2973	37900	SH		SOLE	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
VALUE LINE INC	COM	920437100	409	16300	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	1265	125000	SH		SOLE	
VARIAN INC COM	COM	922206107	40614	788000	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	4310	92000	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	1359	162000	SH		SOLE	
VECTREN INC.	COM	92240G101	14290	579000	SH		SOLE	
VEECO INSTRS INC DEL COM	COM	922417100	496	15000	SH		SOLE	

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VERIZON COMMUNICATIONS	COM	92343V104	78975	2383784	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	66087	2098000	SH	SOLE
VIACOM INC NEW CL B	COM	92553P201	892	30000	SH	SOLE
VICOR CORP COM	COM	925815102	698	75000	SH	SOLE
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	1721	63000	SH	SOLE
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	29967	1612000	SH	SOLE
VISA INC-CLASS A SHRS	COM	92826C839	11457	131000	SH	SOLE
VIVO PARTICIPACOE S A SPON AD	COM	92855S200	2813	90739	SH	SOLE
VODAFONE GROUP PLC-ADR	COM	92857W209	8252	357375	SH	SOLE
W D 40 COMPANY	COM	929236107	712	22000	SH	SOLE
WADDELL & REED FINL INC CL A	COM	930059100	40160	1315000	SH	SOLE
WAL MART STORES INC	COM	931142103	22716	425000	SH	SOLE
WALGREEN COMPANY	COM	931422109	32387	882000	SH	SOLE
WASHINGTON POST CO CL B	COM	939640108	352	800	SH	SOLE
WASTE MGMT INC DEL COM	COM	94106L109	44223	1308000	SH	SOLE
WATSCO INC CL B	COM	942622101	386	7875	SH	SOLE
WATSON PHARMACEUTICALS INC COM	COM	942683103	5743	145000	SH	SOLE
WATTS WATER TECHNOLOGIES	COM	942749102	25942	839000	SH	SOLE
WAUSAU PAPER CORP	COM	943315101	464	40000	SH	SOLE
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	26077	1456000	SH	SOLE
WEBSTER FINL CORP WATERBURY CO	COM	947890109	119	10000	SH	SOLE
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	525	18000	SH	SOLE
WEIS MKTS INC	COM	948849104	2182	60000	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	56191	2081910	SH	SOLE
WENDYS/ARBYS GROUP INC	COM	950587105	788	168000	SH	SOLE
WESTAR ENERGY INC	COM	95709T100	45851	2111000	SH	SOLE
WHOLE FOODS MKT INC COM	COM	966837106	8372	305000	SH	SOLE
WHX CORP	COM	929248607	1165	485464	SH	SOLE
WILEY JOHN & SONS INC CL B	COM	968223305	534	12800	SH	SOLE
WILLAMETTE VY VINEYARD INC COM	COM	969136100	35	10000	SH	SOLE
WILLIAMS COS INC	COM	969457100	4233	200800	SH	SOLE
WILLIS GROUP HOLDINGS LTD SHS	COM	G96655108	593	22464	SH	SOLE
WILMINGTON TR CORP COM	COM	971807102	5096	413000	SH	SOLE
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	1716	72000	SH	SOLE
WINDSTREAM CORP COM	COM	97381W104	1255	114174	SH	SOLE
WINN DIXIE STORES INC COM NEW	COM	974280307	3564	355000	SH	SOLE
WISCONSIN ENERGY CORP COM	COM	976657106	20430	410000	SH	SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
WOLVERINE WORLD WIDE INC COM	COM	978097103	2858	105000	SH		SOLE	
WONDER AUTO TECHNOLOGY INC COM	COM	978166106	540	46000	SH		SOLE	
WOODWARD GOVERNOR CO COM	COM	980745103	1933	75000	SH		SOLE	
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1548	101000	SH		SOLE	
WRIGHT MED GROUP INC COM	COM	98235T107	1591	84000	SH		SOLE	
WRIGHT MEDICAL 2.625% 12/01/14	CONVERTIBLE BOND	98235TAA5	265	300000	PRN		SOLE	
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	403	20000	SH		SOLE	
WYNN RESORTS LTD COM	COM	983134107	5532	95000	SH		SOLE	
XCEL ENERGY INC COM	COM	98389B100	12944	610000	SH		SOLE	
XEROX CORP	COM	984121103	5457	645000	SH		SOLE	
XTO ENERGY INC COM	COM	98385X106	13273	285250	SH		SOLE	
YAHOO INC.	COM	984332106	22603	1347000	SH		SOLE	
YAMANA GOLD INC COM	COM	98462Y100	11349	997300	SH		SOLE	
YORK WTR CO COM	COM	987184108	895	61650	SH		SOLE	
YOUBET COM INC COM	COM	987413101	689	240200	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	359	14500	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	5018	177000	SH		SOLE	

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ZEP INC	COM	98944B108	12713	734000	SH	SOLE
ZIMMER HLDGS INC COM	COM	98956P102	8807	149000	SH	SOLE
ZORAN CORP COM	COM	98975F101	2939	266000	SH	SOLE
ZYGO CORP COM	COM	989855101	181	26900	SH	SOLE
ZYMOGENETICS INC COM	COM	98985T109	128	20000	SH	SOLE

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
3 COM CORP	COM	885535104	9149	1219930	SH		SOLE	
AFFILIATED COMPUTER SVCS INCCL	COM	008190100	2865	48000	SH		SOLE	
AIRVANA INC COM	COM	00950V101	76	10000	SH		SOLE	
ALLION HEALTHCARE INC COM	COM	019615103	2362	360036	SH		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	87	29500	SH		SOLE	
AMICAS INC	COM	001712108	490	90000	SH		SOLE	
AMKOR TECHNOLOGY INC COM	COM	031652100	397	55500	SH		SOLE	
AMTECH SYS INC COM PAR \$0.01N	COM	032332504	255	23000	SH		SOLE	
ARVINMERITOR, INC	COM	043353101	601	53800	SH		SOLE	
BANK OF AMERICA	COM	060505104	1637	108729	SH		SOLE	
BELO CORP	COM	080555105	232	42600	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	19	10000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	5627	302500	SH		SOLE	
BLACK & DECKER CORP.	COM	091797100	5381	83000	SH		SOLE	
BLOCKBUSTER INC-CL B (BBI B)	COM	093679207	108	182400	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	207	23000	SH		SOLE	
BPW ACQUISITION CORP COM	COM	055637102	786	74685	SH		SOLE	
BURLINGTON NORTHN SANTA FE COM	COM	12189T104	10582	107300	SH		SOLE	
CABLEVISION SYS NY GROUP A	COM	12686C109	615	23800	SH		SOLE	
CADBURY PLC-SPONS ADR	COM	12721E102	392	7620	SH		SOLE	
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	393	83336	SH		SOLE	
CANDELA CORP COM	COM	136907102	854	281967	SH		SOLE	
CARNIVAL CORP CL A	COM	143658300	1268	40000	SH		SOLE	
CEDAR FAIR L P DEPOSITARY UNIT	OIL & GAS PARTNE	150185106	666	58400	SH		SOLE	
CENTRAL EUROPEAN 3.000% 03/15/	CONVERTIBLE BOND	153435AA0	898	1050000	PRN		SOLE	
CEPHALON INC COM	COM	156708109	275	4400	SH		SOLE	

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CF INDS HLDGS INC COM	COM	125269100	508	5600	SH	SOLE
CHARLES RIVER LAB 2.250% 06/15	CONVERTIBLE BOND	159864AB3	437	450000	PRN	SOLE
CHATTEM INC COM	COM	162456107	6890	73847	SH	SOLE
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	503	575000	PRN	SOLE
CHINA MEDIAEXPRESS HOLDINGS IN	WARRANT AND RIGH	169442118	100	20000	SH	SOLE
CHIPOTLE MEXICAN GRILL INC CL	COM	169656105	1393	15800	SH	SOLE
CHORDIANT SOFTWARE INC COM	COM	170404305	55	20000	SH	SOLE
CIENA CORP 0.25% 5/1/2013	CONVERTIBLE BOND	171779AB7	784	1000000	PRN	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	166	16000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	768	48000	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	843	50000	SH	SOLE
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	97	35000	SH	SOLE
CREE INC 1/10 50 CALLS	OPTION - CALL		67	100	SH	CALL SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	422	20925	SH	SOLE
CUTERA INC COM	COM	232109108	85	10000	SH	SOLE
CYNOSURE INC CL A	COM	232577205	118	10300	SH	SOLE
DELTA PETE CORP COM NEW	COM	247907207	209	201000	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
DELUXE CORP	COM	248019101	725	49000	SH		SOLE	
DIEDRICH COFFEE INC COM NEW	COM	253675201	3065	87942	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	600	18002	SH		SOLE	
EASTMAN KODAK	COM	277461109	192	45600	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	228	20900	SH		SOLE	
FACET BIOTECH CORP SHS	COM	30303Q103	1686	96086	SH		SOLE	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	456	500000	PRN		SOLE	
FGX INTERNATIONAL HLDGS LTD OR	COM	G3396L102	3280	167413	SH		SOLE	
GENCORP INC 2.250% 01/15/24	CONVERTIBLE BOND	368682AL4	900	1000000	PRN		SOLE	
GENESIS LEASE LTD ADR	COM	37183T107	293	32800	SH		SOLE	
GENZYME CORP	COM	372917104	260	5300	SH		SOLE	
GEOMET INC DEL COM	COM	37250U201	102	70000	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	325	7500	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	152	11600	SH		SOLE	
GREIF INC CL B	COM	397624206	3606	71900	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	102	10000	SH		SOLE	
HEADWATERS INC 1/10 5 CALLS	OPTION - CALL		27	175	SH	CALL	SOLE	
HEADWATERS INC COM	COM	42210P102	163	25000	SH		SOLE	
HORSEHEAD HLDG CORP COM	COM	440694305	166	13000	SH		SOLE	
HORSEHEAD HOLDING CORP 1/10 10	OPTION - CALL		28	100	SH	CALL	SOLE	
I2 TECHNOLOGIES INC COM NEW	COM	465754208	1590	83150	SH		SOLE	
ICO HLDGS INC COM	COM	449293109	88	12000	SH		SOLE	
ICT GROUP INC	COM	44929Y101	327	20000	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	4894	232400	SH		SOLE	
IOWA TELECOMM SERVICES INC COM	COM	462594201	168	10000	SH		SOLE	
JA SOLAR HOLDINGS CO LTD SPON	COM	466090107	86	15000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	200	5300	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	204	11067	SH		SOLE	
LDK SOLAR CO LTD ADR 1/10 5 PU	OPTION - PUT		1	200	SH	PUT	SOLE	
LDK SOLAR CO LTD ADR 1/10 6 PU	OPTION - PUT		2	200	SH	PUT	SOLE	
LEAR CORP COM NEW	COM	521865204	812	12000	SH		SOLE	
LENNAR CORP COM	COM	526057104	373	29200	SH		SOLE	
LIBERTY ACQUISITION HLDGS	COM	53015Y107	1279	132237	SH		SOLE	
LIBERTY MEDIA-CAP SER A	COM	53071M302	293	12250	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	69	11400	SH		SOLE	
LUCENT TECH 2.750% 06/15/25	CONVERTIBLE BOND	549463AH0	856	1000000	PRN		SOLE	
MARVEL ENTERTAINMENT INC COM	COM	57383T103	8869	164000	SH		SOLE	

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MAXTOR CORP 6.8% 4/30/10	CONVERTIBLE BOND	577729AC0	1818	1800000	PRN	SOLE
MDS INC COM	COM	55269P302	858	112200	SH	SOLE
MEDTRONIC INC 1.500% 04/15/11	CONVERTIBLE BOND	585055AL0	2017	2000000	PRN	SOLE
MERRIMAC INDS INC COM	COM	590262101	369	23150	SH	SOLE
MICRON TECH 1.875% 06/01/14	CONVERTIBLE BOND	595112AH6	967	1000000	PRN	SOLE
MICROSOFT CORP	COM	594918104	451	14800	SH	SOLE
MPS GROUP INC COM	COM	553409103	8939	650600	SH	SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NABORS INDS INC 0.940% 05/15/1	CONVERTIBLE BOND	629568AP1	1965	2000000	PRN		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	300	6000	SH		SOLE	
NEUROMETRIX INC COM	COM	641255104	28	11200	SH		SOLE	
NEWS CORP CL A	COM	65248E104	164	12000	SH		SOLE	
NUVASIVE INC COM	COM	670704105	355	11100	SH		SOLE	
ON2 TECHNOLOGIES INC COM	COM	68338A107	535	877119	SH		SOLE	
OPENTV CORP CL A	COM	G67543101	130	95588	SH		SOLE	
OTIX GLOBAL INC	COM	68906N101	8	10000	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	481	56900	SH		SOLE	
PEPSI BOTTLING GROUP INC.	COM	713409100	9953	265400	SH		SOLE	
PEPSIAMERICAS	COM	71343P200	1317	45000	SH		SOLE	
QUADRAMED CORP COM NEW	COM	74730W507	258	30745	SH		SOLE	
QUICKSILVER RESOURCES INC COM	COM	74837R104	185	12300	SH		SOLE	
QUIKSILVER INC COM	COM	74838C106	139	68700	SH		SOLE	
QUIXOTE CORP COM	COM	749056107	222	34800	SH		SOLE	
RANDGOLD RES LTD ADR	COM	752344309	466	5883	SH		SOLE	
RITE AID CORP COM	COM	767754104	197	130600	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	235	5000	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	896	1075000	PRN		SOLE	
SAPPHIRE INDUSTRIALS CORP	COM	80306T109	1556	154941	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	747	102218	SH		SOLE	
SILICON STORAGE TECHN INC COM	COM	827057100	51	20000	SH		SOLE	
SOLTA MEDICAL INC	COM	83438K103	40	19500	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	340	93000	SH		SOLE	
STARLIMS TECHNOLOGIES LTD SHS	COM	M8484K109	337	24253	SH		SOLE	
SUN MICROSYSTEMS INC CO	COM	866810203	12068	1287989	SH		SOLE	
SWITCH & DATA FACILITIES COMCO	COM	871043105	1051	52000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	121	12000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	462	15300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	373	11000	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	273	7000	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	222	8500	SH		SOLE	
TIME WARNER INC COM	COM	887317303	495	16999	SH		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	248	3000	SH		SOLE	
TRIAN ACQUISITION I CORP COM	COM	89582E108	1743	177136	SH		SOLE	
TRINA SOLAR LIMITED SPON ADR	COM	89628E104	243	4500	SH		SOLE	
U S CONCRETE INC COM	COM	90333L102	41	45500	SH		SOLE	
UNITED RENTALS INC 4.000% 01/1	CONVERTIBLE BOND	911363AL3	1188	1050000	PRN		SOLE	
VARIAN INC COM	COM	922206107	9641	187056	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	378	12000	SH		SOLE	
VOLTERRA SEMICONDUCTOR CORP CO	COM	928708106	191	10000	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	91	10000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	2203	81628	SH		SOLE	
WHX CORP	COM	929248607	37	15239	SH		SOLE	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
XTO ENERGY INC COM	COM	98385X106	3001	64500	SH		SOLE	
YAHOO INC.	COM	984332106	342	20400	SH		SOLE	
YOUBET COM INC COM	COM	987413101	286	99756	SH		SOLE	
ZILOG INC COM PAR \$0.01	COM	989524301	397	112116	SH		SOLE	

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TETON ADVISORS, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	570	215000	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	539	24000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	53	18000	SH		SOLE	
ADAPTEC INC COM	COM	00651F108	1298	387500	SH		SOLE	

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ADVANCED ANALOGIC TECHNOLOGICO	COM	00752J108	59	15000	SH	SOLE
AKAMAI TECHNOLOGIES INC	COM	00971T101	809	31929	SH	SOLE
ALLIS CHALMERS ENERGY INC	COM	019645506	150	39800	SH	SOLE
AMERICAN EAGLE OUTFITTERS INCO	COM	02553E106	649	38207	SH	SOLE
AMICAS INC	COM	001712108	3143	577800	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	735	23300	SH	SOLE
AMTECH SYS INC COM PAR \$0.01N	COM	032332504	164	14800	SH	SOLE
ANGIODYNAMICS INC	COM	03475V101	1158	72171	SH	SOLE
APPLIED SIGNAL TECHNOLOGY	COM	038237103	347	18000	SH	SOLE
ARCH CHEMICALS INC	COM	03937R102	613	19857	SH	SOLE
ARTHROCARE CORP	COM	043136100	303	12800	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	2299	90050	SH	SOLE
ATLANTIC TELE NETWORK INC	COM	049079205	659	12000	SH	SOLE
ATLAS AIR WORLDWIDE HLDGS INCO	COM	049164205	272	7308	SH	SOLE
AVNET INC	COM	053807103	706	23393	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	221	170000	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	130	36400	SH	SOLE
BEL FUSE INC CL A	COM	077347201	1318	67800	SH	SOLE
BELO CORP	COM	080555105	956	175800	SH	SOLE
BERKSHIRE BANCORP INC DEL	COM	084597202	97	16100	SH	SOLE
BIOLASE TECHNOLOGY INC	COM	090911108	436	228500	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	839	18000	SH	SOLE
BOWNE & CO INC	COM	103043105	748	111928	SH	SOLE
BRIGHAM EXPLORATION CO	COM	109178103	340	25100	SH	SOLE
BROOKS AUTOMATION	COM	114340102	210	24504	SH	SOLE
BRUSH ENGINEERED MATLS INC	COM	117421107	1344	72500	SH	SOLE
BTU INTL INC	COM	056032105	525	82650	SH	SOLE
BUCYRUS INTL INC NEW CL A	COM	118759109	816	14470	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	1844	391500	SH	SOLE
CAMBIUM LEARNING GRP INC	COM	13201A107	270	68803	SH	SOLE
CANTEL MEDICAL CORP	COM	138098108	242	12000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	159	22000	SH	SOLE
CAPSTONE TURBINE CORP	COM	14067D102	26	20000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	482	120000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	431	12000	SH	SOLE
CENVEO INC	COM	15670S105	188	21500	SH	SOLE
CEPHEID COM	COM	15670R107	805	64500	SH	SOLE
CHASE CORP	COM	16150R104	472	40000	SH	SOLE
CHESAPEAKE UTILS CORP	COM	165303108	1010	31500	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
CIRCOR INTL INC	COM	17273K109	758	30100	SH		SOLE	
CLARIENT INC	COM	180489106	44	16700	SH		SOLE	
COHEN & STEERS INC	COM	19247A100	640	28000	SH		SOLE	
COLDWATER CREEK INC	COM	193068103	535	120000	SH		SOLE	
COMMUNICATIONS SYS	COM	203900105	243	19500	SH		SOLE	
CONSOLIDATED WATER CO LTD	ORD	G23773107	572	40000	SH		SOLE	
CONTINUCARE CORP	COM	212172100	2201	503600	SH		SOLE	
CORE MOLDING TECH	COM	218683100	581	202400	SH		SOLE	
COWEN GROUP INC NEW CL A	COM	223622101	59	10000	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	69	47600	SH		SOLE	
CRUCCELL N V SPONSORED	ADR	228769105	262	13000	SH		SOLE	
CTS CORP	COM	126501105	1735	180350	SH		SOLE	
CUTERA INC	COM	232109108	638	75000	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	703	61200	SH		SOLE	
DANA HOLDING CORP	COM	235825205	1084	100000	SH		SOLE	

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DAWSON GEOPHYSICAL CO COM	COM	239359102	393	17000	SH	SOLE
DELTA NAT GAS INC COM	COM	247748106	453	16000	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	968	256000	SH	SOLE
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	439	210000	SH	SOLE
EDGAR ONLINE INC	COM	279765101	101	67650	SH	SOLE
EDGEWATER TECHNOLOGY INC COM	COM	280358102	823	277043	SH	SOLE
ENERGY RECOVERY INC	COM	29270J100	241	35000	SH	SOLE
ENTEGRIS INC COM	COM	29362U104	299	56690	SH	SOLE
ENTERCOM COMMUNICATIONS CORPCL	COM	293639100	530	75000	SH	SOLE
EPOCH HOLDING CORP	COM	29428R103	3298	315605	SH	SOLE
ESTERLINE TECHNOLOGIES CORP CO	COM	297425100	212	5211	SH	SOLE
EXACTECH INC COM	COM	30064E109	1044	60300	SH	SOLE
FAIR ISAAC & CO INC COM	COM	303250104	515	24187	SH	SOLE
FEDERAL MOGUL CORP CL A	COM	313549404	379	21900	SH	SOLE
FERRO CORP	COM	315405100	4640	563069	SH	SOLE
FIRST NIAGARA FINL GP INC COM	COM	33582V108	348	25000	SH	SOLE
FISHER COMMUNICATIONS INC COM	COM	337756209	1383	85108	SH	SOLE
FLOW INTL CORP COM	COM	343468104	583	189400	SH	SOLE
FLUSHING FINL CORP COM	COM	343873105	676	60000	SH	SOLE
FORMFACTOR INC COM	COM	346375108	234	10736	SH	SOLE
FSI INTL INC COM	COM	302633102	63	21400	SH	SOLE
FULL HOUSE RESORTS INC COM	COM	359678109	52	15000	SH	SOLE
FURMANITE CORPORATION	COM	361086101	572	150000	SH	SOLE
GENCORP INC	COM	368682100	3842	548800	SH	SOLE
GENERAL MILLS INC	COM	370334104	266	3761	SH	SOLE
GERBER SCIENTIFIC INSTR	COM	373730100	987	195370	SH	SOLE
GLOBAL SOURCES LTD COM	COM	G39300101	891	142500	SH	SOLE
GP STRATEGIES CORP COM	COM	36225V104	135	17970	SH	SOLE
GRAFTECH INTERNATIONAL	COM	384313102	243	15617	SH	SOLE
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GRAHAM CORP COM	COM	384556106	286	13800	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	885	590000	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	711	60300	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	612	21000	SH		SOLE	
GRIFFON CORP COM	COM	398433102	2105	172288	SH		SOLE	
GSE SYS INC COM	COM	36227K106	214	39000	SH		SOLE	
HARMONIC INC COM	COM	413160102	66	10400	SH		SOLE	
HAWKINS INC COM	COM	420261109	1026	47000	SH		SOLE	
HEELYS INC COM	COM	42279M107	126	58000	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	2856	205600	SH		SOLE	
HESKA CORP COM	COM	42805E108	15	28700	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	486	55000	SH		SOLE	
HOME DIAGNOSTICS INC DEL COM	COM	437080104	482	79000	SH		SOLE	
HUDSON VALLEY HOLDING CORP COM	COM	444172100	1344	54500	SH		SOLE	
ICO HLDGS INC COM	COM	449293109	117	16000	SH		SOLE	
IDEX CORP	COM	45167R104	687	22056	SH		SOLE	
IMAX CORP COM	COM	45245E109	683	51300	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	1271	84000	SH		SOLE	
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	190	41500	SH		SOLE	
INTEGRATED DEVICE TECH INC COM	COM	458118106	253	39057	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	854	38594	SH		SOLE	
INTRICON CORP COM	COM	46121H109	509	157900	SH		SOLE	
INVERNESS MED INNOVATIONS INCO	COM	46126P106	208	5000	SH		SOLE	
IRIS INTL INC COM	COM	46270W105	1479	119700	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	3983	1023900	SH		SOLE	



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KAMAN CORP	COM	483548103	2703	117080	SH	SOLE
KBW INC	COM	482423100	521	19027	SH	SOLE
KEY TECHNOLOGY INC COM	COM	493143101	270	23000	SH	SOLE
LAKELAND INDS INC COM	COM	511795106	125	15300	SH	SOLE
LAWSON SOFTWARE INC NEW COM	COM	52078P102	125	18726	SH	SOLE
LECROY CORP COM	COM	52324W109	771	21147	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	1346	113300	SH	SOLE
LIN TV CORP CL A	COM	532774106	491	110000	SH	SOLE
LINDSAY CORP	COM	535555106	239	6000	SH	SOLE
LITTELFUSE INC	COM	537008104	342	10653	SH	SOLE
LYDALL INC COM	COM	550819106	95	18312	SH	SOLE
MAGMA DESIGN AUTOMATION COM	COM	559181102	269	116392	SH	SOLE
MAGNETEK INC COM	COM	559424106	674	437500	SH	SOLE
MAINE & MARITIMES CORP	COM	560377103	1288	37000	SH	SOLE
MANITOWOC CO COM	COM	563571108	204	20500	SH	SOLE
MARCUS CORP COM	COM	566330106	308	24000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	197	40000	SH	SOLE
MARINEMAX INC COM	COM	567908108	92	10000	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	42	10000	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MEADOWBROOK INS GROUP INC COM	COM	58319P108	140	18900	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	3018	385000	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	146	71000	SH		SOLE	
MERCURY COMPUTER SYS INC COM	COM	589378108	536	48653	SH		SOLE	
MERRIMAC INDS INC COM	COM	590262101	796	50000	SH		SOLE	
MESA LABS INC COM	COM	59064R109	279	10800	SH		SOLE	
MET PRO CORP COM	COM	590876306	797	75000	SH		SOLE	
METHODE ELECTRS INC CL A	COM	591520200	651	75000	SH		SOLE	
MGE ENERGY INC	COM	55277P104	214	6000	SH		SOLE	
MGP INGREDIENTS INC COM	COM	55302G103	115	15000	SH		SOLE	
MICROSEMI CORP COM	COM	595137100	303	17084	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	900	60000	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	1493	176700	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	735	15000	SH		SOLE	
MINE SAFETY APPLIANCES CO COM	COM	602720104	463	17469	SH		SOLE	
MODINE MFG CO	COM	607828100	983	83000	SH		SOLE	
MOLEX INC	COM	608554101	753	34929	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	210	46000	SH		SOLE	
MOSY INC	COM	619718109	297	75400	SH		SOLE	
MVC CAP COM	COM	553829102	391	33100	SH		SOLE	
MYERS INDS INC	COM	628464109	287	31500	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	523	46100	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1622	106277	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	183	16400	SH		SOLE	
NEOGEN CORP COM	COM	640491106	2243	95000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	125	10386	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	160	11055	SH		SOLE	
NEWPORT CORP COM	COM	651824104	851	92558	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	226	21600	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	919	59300	SH		SOLE	
OMNICELL INC COM	COM	68213N109	129	11054	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	1471	240000	SH		SOLE	
ON SEMICONDUCTOR CORP COM	COM	682189105	648	73503	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	73	40000	SH		SOLE	
ORITANI FINL CORP COM	COM	686323106	343	25000	SH		SOLE	

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ORTHOFIX INTL N V ORD	COM	N6748L102	665	21500	SH	SOLE
OTIX GLOBAL INC	COM	68906N101	407	489900	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	58	10000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	422	78800	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	171	17000	SH	SOLE
PARAMETRIC TECHNOLOGY CORP COM	COM	699173209	719	43972	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	1220	44141	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	57	10000	SH	SOLE
PC GROUP INC	COM	70455G107	7	22550	SH	SOLE
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PENNICHUCK CORP COM NEW	COM	708254206	1538	72800	SH		SOLE	
PERICOM SEMICONDUCTOR CORP COM	COM	713831105	883	76600	SH		SOLE	
PERRIGO CO	COM	714290103	744	18680	SH		SOLE	
PETROHAWK ENERGY CORP COM	COM	716495106	637	26561	SH		SOLE	
PHOENIX TECHNOLOGIES LTD COM	COM	719153108	354	128792	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	193	21500	SH		SOLE	
PLATO LEARNING INC COM	COM	72764Y100	254	58200	SH		SOLE	
PREFORMED LINE PRODS CO COM	COM	740444104	341	7788	SH		SOLE	
PRIDE INTL INC COM	COM	74153Q102	762	23877	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	722	200000	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	688	64000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	366	45000	SH		SOLE	
QLOGIC CORP COM	COM	747277101	772	40921	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	303	22000	SH		SOLE	
READING INTERNATIONAL INC CL B	COM	755408200	165	25700	SH		SOLE	
READING INTL INC CL A	COM	755408101	261	64500	SH		SOLE	
RGC RES INC COM	COM	74955L103	478	16500	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	725	65175	SH		SOLE	
RPC INC. COMMON	COM	749660106	416	40000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	144	37415	SH		SOLE	
RUSH ENTERPRISES INC CL A	COM	781846209	263	22100	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	368	35000	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	759	126700	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	1468	187665	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	835	120000	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	231	10571	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	366	18000	SH		SOLE	
SILICON MOTION TECHNOLOGY COSP	COM	82706C108	42	12300	SH		SOLE	
SINCLAIR BROADCAST GROUP INCL	COM	829226109	202	50000	SH		SOLE	
SJW CORP COM	COM	784305104	898	39800	SH		SOLE	
SKYLINE CORP	COM	830830105	263	14300	SH		SOLE	
SL INDS INC COM	COM	784413106	1563	186500	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	1582	140600	SH		SOLE	
SONOSITE INC COM	COM	83568G104	543	22986	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1238	137500	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	1815	213000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	666	75600	SH		SOLE	
STONERIDGE INC	COM	86183P102	1868	207300	SH		SOLE	
STRATEGIC DIAGNOSTICS INC COM	COM	862700101	291	213900	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	1301	70300	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	1019	66600	SH		SOLE	
SVB FINL GROUP COM	COM	78486Q101	660	15831	SH		SOLE	
SWS GROUP INC	COM	78503N107	666	55000	SH		SOLE	
SYMMETRICOM INC COM	COM	871543104	227	43650	SH		SOLE	
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SYNERON MEDICAL LTD ORD SHS	COM	M87245102	1004	96100	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	193	77848	SH		SOLE	
TELEFLEX INC	COM	879369106	597	11082	SH		SOLE	
TENNANT CO	COM	880345103	1198	45724	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	709	40000	SH		SOLE	
TERADATA CORP DEL COM	COM	88076W103	648	20621	SH		SOLE	
TESCO CORP COM	COM	88157K101	877	67900	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	604	75500	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	748	17397	SH		SOLE	
TIVO INC	COM	888706108	385	37800	SH		SOLE	
TORO CO COM	COM	891092108	651	15567	SH		SOLE	
TRANS LUX CORP	COM	893247106	23	33000	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	2221	320000	SH		SOLE	
TREE COM INC COM	COM	894675107	92	10000	SH		SOLE	
TTM TECHNOLOGIES INC COM	COM	87305R109	270	23404	SH		SOLE	
TWIN DISC INC COM	COM	901476101	357	34200	SH		SOLE	
U S ENERGY CORP WYO COM	COM	911805109	120	20300	SH		SOLE	
ULTRA CLEAN HLDGS INC COM	COM	90385V107	1275	182425	SH		SOLE	
ULTRALIFE BATTERIES INC COM	COM	903899102	324	75000	SH		SOLE	
ULTRATECH INC COM	COM	904034105	750	50550	SH		SOLE	
UMPQUA HLDGS CORP COM	COM	904214103	187	13908	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	912	79400	SH		SOLE	
VALASSIS COMMUNICATIONS INC CO	COM	918866104	183	10000	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	222	15688	SH		SOLE	
VARIAN SEMICONDUCTOR EQUIPTMCO	COM	922207105	222	6190	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	257	30600	SH		SOLE	
VICOR CORP COM	COM	925815102	481	51750	SH		SOLE	
VISHAY INTERTECHNOLOGY INC	COM	928298108	377	45113	SH		SOLE	
WABASH NATL CORP COM	COM	929566107	920	486900	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	128	10768	SH		SOLE	
WESTERN SIZZLIN CORP DEL COM N	COM	959542200	152	17000	SH		SOLE	
WHITNEY HLDG CORP	COM	966612103	477	52339	SH		SOLE	
WHX CORP	COM	929248607	378	157300	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	60	17000	SH		SOLE	
WILLIAMS SONOMA INC COM	COM	969904101	720	34640	SH		SOLE	
WILSHIRE BANCORP INC COM	COM	97186T108	312	38100	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	592	53875	SH		SOLE	
YORK WTR CO COM	COM	987184108	145	10000	SH		SOLE	
YUBET COM INC COM	COM	987413101	2214	771300	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	471	19000	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	755	26649	SH		SOLE	
ZEP INC	COM	98944B108	2280	131650	SH		SOLE	
ZORAN CORP COM	COM	98975F101	821	74300	SH		SOLE	
ZYGO CORP COM	COM	989855101	740	110000	SH		SOLE	