

GAMCO INVESTORS, INC. ET AL
 Form 4
 August 21, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GABELLI MARIO J

2. Issuer Name and Ticker or Trading Symbol
GAMCO INVESTORS, INC. ET AL [GBL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

C/O GAMCO INVESTORS, INC, ONE CORPORATE CENTER

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RYE, NY 10580

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 08/20/2012 | | J | | 100,000 | D | \$ 0 |
| | | | | | 19,296,500 | I | |
| | | | | | (1) | | |
| | | | | | | | By: GGCP Holdings, LLC (2) |
| Class B Common Stock | 08/20/2012 | | J(3) | | 100,000 | A | \$ 0 |
| | | | | | 19,396,500 | I | |
| | | | | | (1) | | |
| | | | | | | | By: GGCP, Inc. (4) |
| Class B Common Stock | 08/20/2012 | | D(5) | | 100,000 | D | \$ 0 |
| | | | | | 19,296,500 | I | |
| | | | | | (1) | | |
| | | | | | | | By: GGCP, Inc. |
| Class A | 08/20/2012 | | A(5) | | 100,000 | A | \$ 0 |
| | | | | | 135,000 | I | |
| | | | | | | | By: GGCP, |

| | | | | | | | | | |
|----------------------|--|--|--|--|--|------------------------|--|---|------|
| Common Stock | | | | | | | | | Inc. |
| Class A Common Stock | | | | | | 28,000 | | D | |
| Class B Common Stock | | | | | | 465,360 ⁽¹⁾ | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GABELLI MARIO J C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580 | X | X | Chairman & CEO | |

Signatures

/s/ Douglas R. Jamieson, Attorney-In-Fact for Mario J. Gabelli

08/21/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to a resolution approved by the Issuer's Board of Directors, as of the date of this filing there are 296,556 shares of Class B Stock that may be converted into Class A Stock.

These shares of the Issuer's Class B Common Stock ("Class B Stock") are held by GGCP Holdings, LLC ("Holdings") via GGCP, Inc. ("GGCP"). The Reporting Person may be deemed to have beneficial ownership of the Class B Stock held by Holdings on the basis of (i) his position as the Chief Executive Officer of, a director of, and the controlling shareholder of, GGCP, which is the manager and a majority member of Holdings, and (ii) certain profit interests in Holdings. The Reporting Person disclaims any beneficial ownership of Class B Stock held by Holdings except to the extent of his pecuniary interest therein. Holdings transferred 100,000 of the Issuer's Class B Stock to GGCP.

(3) These shares represent 100,000 Class B Shares that were received by GGCP from Holdings.

This includes 19,296,500 shares of Class B Common Stock held by Holdings, as described in and subject to the disclaimers set forth in footnote 1, and 100,000 shares held directly by GGCP following the transfer described in footnotes 1 and 2. The Reporting Person may be deemed to have beneficial ownership of the Class B Stock held by GGCP on the basis of his position as the Chief Executive Officer of, a director of, and the controlling shareholder of, GGCP. The Reporting Person disclaims any beneficial ownership of Class B Stock held by GGCP except to the extent of his pecuniary interest therein.

GGCP exchanged with the Issuer shares of Class B Stock for an equal number of shares of Class A Common Stock ("Class A Stock").

(5) These transactions were effected pursuant to Rule 16b-3 under the Securities Act of 1934 for the purpose of exempting such acquisition and disposition.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.