

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

GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 February 11, 2009

PORTVUE-SEC13F.LNP
 RUN DATE: 01/20/09 12:26 P.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 12/31/08

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 1033 | 270500 | SH | | SOLE | |
| 3 COM CORP | COM | 885535104 | 684 | 300000 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 737 | 12800 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 7295 | 255973 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 1381 | 75000 | SH | | SOLE | |
| AARON RENTS INC CL A | COM | 002535300 | 9547 | 434948 | SH | | SOLE | |
| AARON RENTS INC COM | COM | 002535201 | 272 | 10200 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 4505 | 300100 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 3026 | 56700 | SH | | SOLE | |
| ACCESS INTEGRATED TECHNLS ICL | COM | 004329108 | 14 | 37000 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 1015 | 294078 | SH | | SOLE | |
| ACME COMMUNICATIONS INC COM | COM | 004631107 | 314 | 785385 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 1453 | 41620 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 1277 | 60000 | SH | | SOLE | |
| ADVANCED MED 1.375% 7/1/2025 C | CONVERTIBLE BOND | 00763MAJ7 | 172 | 400000 | PRN | | SOLE | |
| ADVANCED MED CV 3.250% 08/01/2 | CONVERTIBLE BOND | 00763MAK4 | 190 | 500000 | PRN | | SOLE | |
| ADVANCED MED OPTICS INC COM | COM | 00763M108 | 34319 | 5191946 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 4608 | 559250 | SH | | SOLE | |
| AFLAC INC COM | COM | 001055102 | 367 | 8000 | SH | | SOLE | |
| AGERE SYS 6.5% 12/15/09 | CONVERTIBLE BOND | 00845VAA8 | 1635 | 1693800 | PRN | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 3333 | 106300 | SH | | SOLE | |
| ALBEMARLE CORP COM | COM | 012653101 | 647 | 29000 | SH | | SOLE | |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 14108 | 575620 | SH | | SOLE | |
| ALCOA INC COM | COM | 013817101 | 8202 | 728410 | SH | | SOLE | |
| ALCON INC COM SHS | COM | H01301102 | 591 | 6625 | SH | | SOLE | |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 2348 | 268300 | SH | | SOLE | |
| ALLEGHANY CORP DEL | COM | 017175100 | 1045 | 3704 | SH | | SOLE | |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 30811 | 909942 | SH | | SOLE | |
| ALLERGAN INC | COM | 018490102 | 8754 | 217108 | SH | | SOLE | |
| ALLIANCE DATA SYS CORP COM | COM | 018581108 | 1926 | 41400 | SH | | SOLE | |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 937 | 32120 | SH | | SOLE | |
| ALPHA NATURAL RESOURCES INC CO | COM | 02076X102 | 308 | 19000 | SH | | SOLE | |
| ALPHARMA INC CL A | COM | 020813101 | 12877 | 348593 | SH | | SOLE | |
| AMAZON.COM INC | COM | 023135106 | 713 | 13900 | SH | | SOLE | |
| AMEREN CORP COM | COM | 023608102 | 210 | 6300 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 2078 | 67050 | SH | | SOLE | |
| AMERICAN DENTAL PARTNERS INC | COM | 025353103 | 125 | 18000 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 250 | 7500 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 62230 | 3354731 | SH | | SOLE | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 78 | 49500 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 3477 | 148833 | SH | | SOLE | |

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| | | | | | | |
|---------------------------------|------------------|-----------|-----------------------|---------|----|------|
| AMETEK INC NEW COM | COM | 031100100 | 95385 | 3157409 | SH | SOLE |
| AMICAS INC | COM | 001712108 | 1836 | 1099180 | SH | SOLE |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 23448 | 1080562 | SH | SOLE |
| ANADARKO PETE CORP COM | COM | 032511107 | 3207 | 83203 | SH | SOLE |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 4375 | 319560 | SH | SOLE |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 772 | 362350 | SH | SOLE |
| APACHE CORP | COM | 037411105 | 1569 | 21050 | SH | SOLE |
| APPLE COMPUTER INC | COM | 037833100 | 5481 | 64223 | SH | SOLE |
| APPLIED MATLS INC COM | COM | 038222105 | 718 | 70890 | SH | SOLE |
| AQUA AMERICA INC | COM | 03836W103 | 247 | 12000 | SH | SOLE |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 2200 | 84380 | SH | SOLE |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 56079 | 1945159 | SH | SOLE |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 2786 | 82132 | SH | SOLE |
| ARTHROCARE CORP COM | COM | 043136100 | 1905 | 399310 | SH | SOLE |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 12468 | 570864 | SH | SOLE |
| ASHLAND INC NEW COM | COM | 044209104 | 5487 | 522105 | SH | SOLE |
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 212 | 8000 | SH | SOLE |
| ATLAS ACQUISITION HLDGS CORP CO | COM | 049162100 | 91 | 10000 | SH | SOLE |
| ATLAS ACQUISITION HOLDI-WARRAN | WARRANT AND RIGH | 049162118 | 1 | 10000 | SH | SOLE |
| AUTONATION INC | COM | 05329W102 | 29570 | 2992934 | SH | SOLE |
| AUTOZONE INC | COM | 053332102 | 488 | 3500 | SH | SOLE |
| AVON PRODUCTS INC | COM | 054303102 | 4057 | 168825 | SH | SOLE |
| BADGER METER INC COM | COM | 056525108 | 2515 | 86650 | SH | SOLE |
| BAKER HUGHES INC | COM | 057224107 | 241 | 7500 | SH | SOLE |
| BALDOR ELEC CO COM | COM | 057741100 | 9718 | 544450 | SH | SOLE |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 1800 | 1046430 | SH | SOLE |
| BANK OF AMERICA | COM | 060505104 | 3992 | 283549 | SH | SOLE |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 16387 | 578450 | SH | SOLE |
| BARNES GROUP INC COM | COM | 067806109 | 2787 | 192240 | SH | SOLE |
| BARRICK GOLD (R:ABX.N B:ABX US) | COM | 067901108 | 2335 | 63500 | SH | SOLE |
| BAXTER INTL INC COM | COM | 071813109 | 1634 | 30500 | SH | SOLE |
| BCE INC | COM | 05534B760 | 2389 | 116600 | SH | SOLE |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 2139 | 1188261 | SH | SOLE |
| BED BATH & BEYOND INC | COM | 075896100 | 3348 | 131700 | SH | SOLE |
| BEL FUSE INC CL A | COM | 077347201 | 254 | 14100 | SH | SOLE |
| BELDEN CDT INC | COM | 077454106 | 2890 | 138400 | SH | SOLE |
| BELO CORP | COM | 080555105 | 2383 | 1527755 | SH | SOLE |
| BERKSHIRE HATHAWAY | COM | 084670108 | 2995 | 31 | SH | SOLE |
| BERKSHIRE HATH/HLD B | COM | 084670207 | 8565 | 2665 | SH | SOLE |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 479 | 92000 | SH | SOLE |
| BIO RAD LABS INC CL A | COM | 090572207 | 452 | 6000 | SH | SOLE |
| BIOGEN IDEC INC | COM | 09062X103 | 578 | 12130 | SH | SOLE |
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 234 | 157000 | SH | SOLE |
| BLACKROCK INC CL A | COM | 09247X101 | 381 | 2840 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | GAMCO ASSET MGT. INC. | | | |
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|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 276 | 42200 | SH | | SOLE | |
| BOEING CO | COM | 097023105 | 12106 | 283720 | SH | | SOLE | |
| BON-TON STORES INC COM | COM | 09776J101 | 578 | 561500 | SH | | SOLE | |
| BORG WARNER INC | COM | 099724106 | 30261 | 1390043 | SH | | SOLE | |
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 46 | 44000 | SH | | SOLE | |
| BOSTON BEER INC CL A | COM | 100557107 | 3686 | 129800 | SH | | SOLE | |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 2034 | 262750 | SH | | SOLE | |
| BOYD GAMING CORP | COM | 103304101 | 11984 | 2533510 | SH | | SOLE | |
| BP PLC SPONS ADR | COM | 055622104 | 904 | 19333 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|--------|----------|----|-----------------------|
| BPW ACQUISITION CORP-UNIT | COM | 055637201 | 5310 | 590000 | SH | SOLE |
| BRINKS CO COM | COM | 109696104 | 2855 | 106200 | SH | SOLE |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 6046 | 275800 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 6078 | 261420 | SH | SOLE |
| BROWN FORMAN CORP CL B | COM | 115637209 | 3542 | 68798 | SH | SOLE |
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 17520 | 350396 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 1806 | 142000 | SH | SOLE |
| BT GROUP PLC SPON ADR | COM | 05577E101 | 559 | 28000 | SH | SOLE |
| BUCKEYE PARTNERS L P UNIT LTD | OIL & GAS PARTNE | 118230101 | 290 | 9000 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 188425 | 11189118 | SH | SOLE |
| CABOT OIL & GAS CORP COMMON ST | COM | 127097103 | 520 | 20000 | SH | SOLE |
| CADBURY PLC-SPONS ADR | COM | 12721E102 | 73116 | 2049776 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 592 | 80000 | SH | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 2203 | 1184300 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 6818 | 332600 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 18241 | 607823 | SH | SOLE |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 2385 | 403607 | SH | SOLE |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 381 | 11960 | SH | SOLE |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 548 | 150000 | SH | SOLE |
| CASELLA WASTE SYS INC CL A | COM | 147448104 | 224 | 55000 | SH | SOLE |
| CATERPILLAR INC | COM | 149123101 | 877 | 19630 | SH | SOLE |
| CAVALIER HOMES INC COM | COM | 149507105 | 2981 | 2785999 | SH | SOLE |
| CAVCO INDUSTRIES | COM | 149568107 | 14110 | 524728 | SH | SOLE |
| CBS CORP CLASS A | COM | 124857103 | 20484 | 2485936 | SH | SOLE |
| CBS CORP NEW CL B | COM | 124857202 | 1473 | 179798 | SH | SOLE |
| CELGENE CORP | COM | 151020104 | 1332 | 24100 | SH | SOLE |
| CENTENNIAL CELLULAR CORP CL A | COM | 15133V208 | 4949 | 614000 | SH | SOLE |
| CENTEX CORP COM | COM | 152312104 | 124 | 11620 | SH | SOLE |
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 764 | 32000 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 16656 | 609439 | SH | SOLE |
| CEPHEID COM | COM | 15670R107 | 1381 | 133000 | SH | SOLE |
| CH ENERGY GROUP, INC. | COM | 12541M102 | 38220 | 743716 | SH | SOLE |
| CHAMPION ENTERPRISES INC COM | COM | 158496109 | 1885 | 3366750 | SH | SOLE |
| CHARTER COMMUNICATIONS INC DCL | COM | 16117M107 | 12 | 150000 | SH | SOLE |
| CHEMED CORPORATION | COM | 16359R103 | 31837 | 800540 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CHEMTURA CORP | COM | 163893100 | 4808 | 3434288 | SH | | SOLE | |
| CHESAPEAKE CORP VA | COM | 165159104 | 0 | 11000 | SH | | SOLE | |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 790 | 48850 | SH | | SOLE | |
| CHEVRON CORP | COM | 166764100 | 23186 | 313452 | SH | | SOLE | |
| CHINA MOBILE LTD | COM | 16941M109 | 3209 | 63100 | SH | | SOLE | |
| CHORDIANT SOFTWARE INC COM | COM | 170404305 | 53 | 20000 | SH | | SOLE | |
| CHURCH & DWIGHT CO | COM | 171340102 | 18640 | 332150 | SH | | SOLE | |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 30418 | 752551 | SH | | SOLE | |
| CINCINNATI BELL | COM | 171871106 | 16418 | 8506845 | SH | | SOLE | |
| CIRCOR INTL INC COM | COM | 17273K109 | 23521 | 855323 | SH | | SOLE | |
| CISCO SYS INC | COM | 17275R102 | 3519 | 215900 | SH | | SOLE | |
| CITADEL BROADCASTING CORP COM | COM | 17285T106 | 96 | 600528 | SH | | SOLE | |
| CITIGROUP INC. | COM | 172967101 | 11477 | 1710492 | SH | | SOLE | |
| CLARCOR INC | COM | 179895107 | 81719 | 2462901 | SH | | SOLE | |
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 8669 | 1409600 | SH | | SOLE | |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 744 | 151000 | SH | | SOLE | |
| CME GROUP INC COM | COM | 12572Q105 | 1467 | 7050 | SH | | SOLE | |
| CMS ENERGY CORP COM | COM | 125896100 | 1214 | 120100 | SH | | SOLE | |
| CNA SURETY CORP COM | COM | 12612L108 | 17232 | 897500 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| CNH GLOBAL NV COM | COM | N20935206 | 46722 | 2995007 | SH | SOLE |
| COACH INC | COM | 189754104 | 509 | 24513 | SH | SOLE |
| COACHMEN INDS INC | COM | 189873102 | 1011 | 549540 | SH | SOLE |
| COCA COLA CO | COM | 191216100 | 58586 | 1294138 | SH | SOLE |
| COHEN & STEERS INC COM | COM | 19247A100 | 1110 | 101000 | SH | SOLE |
| COLDWATER CREEK INC COM | COM | 193068103 | 2556 | 897000 | SH | SOLE |
| COLLECTIVE BRANDS INC COM | COM | 19421W100 | 152 | 13000 | SH | SOLE |
| COMCAST CORP CL A SPL | COM | 20030N200 | 640 | 39650 | SH | SOLE |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 1975 | 117008 | SH | SOLE |
| COMMUNICATIONS SYS | COM | 203900105 | 2294 | 294100 | SH | SOLE |
| COMPTON PETE CORP COM | COM | 204940100 | 8 | 10000 | SH | SOLE |
| COMPUCREDIT CVT 5.875% 01/30/3 | CONVERTIBLE BOND | 20478NAD2 | 57 | 200000 | PRN | SOLE |
| CONMED CORP COM | COM | 207410101 | 3802 | 158800 | SH | SOLE |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 256 | 10850 | SH | SOLE |
| CONOCOPHILLIPS COM | COM | 20825C104 | 12483 | 240975 | SH | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 5462 | 217700 | SH | SOLE |
| COOPER COS INC COM NEW | COM | 216648402 | 1312 | 80000 | SH | SOLE |
| COOPER INDUSTRIES LTD CL A COM | COM | G24182100 | 44201 | 1512176 | SH | SOLE |
| CORCEPT THERAPEUTICS INC OC-CO | COM | 218352102 | 39 | 38000 | SH | SOLE |
| CORE MOLDING TECH COM | COM | 218683100 | 993 | 382000 | SH | SOLE |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 2994 | 182900 | SH | SOLE |
| CORN PRODS INTL INC COM | COM | 219023108 | 30114 | 1043800 | SH | SOLE |
| CORNING INC | COM | 219350105 | 6706 | 703715 | SH | SOLE |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 978 | 18630 | SH | SOLE |
| COVANTA HOLDING CORP | COM | 22282E102 | 4458 | 203000 | SH | SOLE |

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| COVIDIAN LTD | COM | G2552X108 | 951 | 26236 | SH | | SOLE | |
| CRANE CO | COM | 224399105 | 69249 | 4016762 | SH | | SOLE | |
| CROWN HOLDINGS INC COM | COM | 228368106 | 198 | 10300 | SH | | SOLE | |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 1350 | 473700 | SH | | SOLE | |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 3041 | 200700 | SH | | SOLE | |
| CTS CORP | COM | 126501105 | 18703 | 3394434 | SH | | SOLE | |
| CUMMINS ENGINE INC | COM | 231021106 | 580 | 21700 | SH | | SOLE | |
| CURRENCY SHARES EURO TR EURO S | ETF/ISHARE - EQU | 23130C108 | 811 | 5800 | SH | | SOLE | |
| CURRENCYSHS JAPANESE YEN TR JA | MUTUAL FUNDS | 23130A102 | 2802 | 25450 | SH | | SOLE | |
| CURTISS WRIGHT CORP | COM | 231561101 | 59484 | 1781500 | SH | | SOLE | |
| CUTERA INC COM | COM | 232109108 | 2927 | 330000 | SH | | SOLE | |
| CVS/CAREMARK CORP | COM | 126650100 | 35932 | 1250232 | SH | | SOLE | |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 1739 | 389000 | SH | | SOLE | |
| C&D TECHNOLOGIES INC COM | COM | 124661109 | 52 | 16490 | SH | | SOLE | |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 1712 | 255494 | SH | | SOLE | |
| DANA HOLDING CORP COM | COM | 235825205 | 296 | 400000 | SH | | SOLE | |
| DATASCOPE CORP | COM | 238113104 | 1202 | 23000 | SH | | SOLE | |
| DEAN FOODS (B:DF) | COM | 242370104 | 7334 | 408100 | SH | | SOLE | |
| DEERE & CO. | COM | 244199105 | 75044 | 1958355 | SH | | SOLE | |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 17822 | 2496035 | SH | | SOLE | |
| DENBURY RES INC COM NEW | COM | 247916208 | 164 | 15000 | SH | | SOLE | |
| DENNYS CORP COM | COM | 24869P104 | 56 | 28000 | SH | | SOLE | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 8499 | 300960 | SH | | SOLE | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 1965 | 48300 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 8999 | 588195 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 9728 | 148050 | SH | | SOLE | |
| DEXCOM INC COM | COM | 252131107 | 226 | 82000 | SH | | SOLE | |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 28019 | 493822 | SH | | SOLE | |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 943 | 16000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|--------|---------|----|------|
| DIEBOLD INC COM | COM | 253651103 | 102249 | 3640050 | SH | SOLE |
| DIRECTV GROUP INC | COM | 25459L106 | 106054 | 4629154 | SH | SOLE |
| DISCOVER FINANCIAL | COM | 254709108 | 2397 | 251500 | SH | SOLE |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 18082 | 1276955 | SH | SOLE |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 14969 | 1117897 | SH | SOLE |
| DISH NETWORK CORPORATION | COM | 25470M109 | 16001 | 1442846 | SH | SOLE |
| DISNEY WALT PRODTNS | COM | 254687106 | 6459 | 284645 | SH | SOLE |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 2254 | 62900 | SH | SOLE |
| DONALDSON INC | COM | 257651109 | 43553 | 1294300 | SH | SOLE |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 566 | 177865 | SH | SOLE |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 983 | 756350 | SH | SOLE |
| DPL INC COM | COM | 233293109 | 18776 | 822068 | SH | SOLE |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 33378 | 2054016 | SH | SOLE |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 2856 | 112890 | SH | SOLE |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 459 | 24000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| GAMCO ASSET MGT. INC. | | | | | | |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| DUKE ENERGY CORP | COM | 26441C105 | 6206 | 413490 | SH | | SOLE | |
| E M C CORP MASS COM | COM | 268648102 | 1037 | 99000 | SH | | SOLE | |
| EASTMAN KODAK | COM | 277461109 | 1642 | 249500 | SH | | SOLE | |
| EATON VANCE CORP COM | COM | 278265103 | 798 | 38000 | SH | | SOLE | |
| ECHOSTAR CORP-A | COM | 278768106 | 2438 | 163984 | SH | | SOLE | |
| ECOLAB INC | COM | 278865100 | 39896 | 1135010 | SH | | SOLE | |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 3152 | 1217010 | SH | | SOLE | |
| EL PASO CORPORATION | COM | 28336L109 | 12116 | 1547395 | SH | | SOLE | |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 28708 | 1586980 | SH | | SOLE | |
| ELECTRONIC ARTS COM | COM | 285512109 | 324 | 20200 | SH | | SOLE | |
| ELIZABETH ARDEN INC | COM | 28660G106 | 126 | 10000 | SH | | SOLE | |
| EMBARQ CORP COM | COM | 29078E105 | 1438 | 39975 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 1267 | 34616 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 191 | 546000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 71006 | 1311519 | SH | | SOLE | |
| ENTEGRIS INC COM | COM | 29362U104 | 261 | 119340 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 200 | 3000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 3937 | 518739 | SH | | SOLE | |
| EV3 INC COM | COM | 26928A200 | 61 | 10000 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 7576 | 449894 | SH | | SOLE | |
| EXELON CORP | COM | 30161N101 | 267 | 4800 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 13339 | 167097 | SH | | SOLE | |
| FAIRCHILD CORP | COM | 303698104 | 932 | 2825675 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 341 | 122500 | SH | | SOLE | |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM | 313586109 | 44 | 58000 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 33420 | 4740355 | SH | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 288 | 17700 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 112 | 31155 | SH | | SOLE | |
| FIRST SOLAR INC COM | COM | 336433107 | 1822 | 13210 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 2267 | 46659 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 27189 | 1317309 | SH | | SOLE | |
| FLEETWOOD ENTERPRISES INC | COM | 339099103 | 26 | 259790 | SH | | SOLE | |
| FLIR SYS INC COM | COM | 302445101 | 601 | 19600 | SH | | SOLE | |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 2386 | 226170 | SH | | SOLE | |
| FLOWERS FOODS INC COM | COM | 343498101 | 34385 | 1411537 | SH | | SOLE | |
| FLOWSERVE CORP COM | COM | 34354P105 | 108656 | 2109827 | SH | | SOLE | |
| FLUOR CORP NEW COM | COM | 343412102 | 574 | 12795 | SH | | SOLE | |
| FLUSHING FINL CORP COM | COM | 343873105 | 3714 | 310500 | SH | | SOLE | |
| FMC CORP COM NEW | COM | 302491303 | 610 | 13640 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|--------|----|-----------------------|
| FMC TECHNOLOGIES INC COM | COM | 30249U101 | 791 | 33200 | SH | SOLE |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 6707 | 222600 | SH | SOLE |
| FORTUNE BRANDS INC | COM | 349631101 | 22745 | 551000 | SH | SOLE |
| FPL GROUP INC COM | COM | 302571104 | 13019 | 258665 | SH | SOLE |
| FRANKLIN ELEC INC | COM | 353514102 | 5369 | 191000 | 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 |
|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| FREEMONT MCMORAN COPPER&GOLD C | COM | 35671D857 | 4249 | 173850 | SH | | SOLE | |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 5 | 15000 | SH | | SOLE | |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 4489 | 513670 | SH | | SOLE | |
| FULLER H B CO COM | COM | 359694106 | 6947 | 431250 | SH | | SOLE | |
| FURMANITE CORPORATION | COM | 361086101 | 9127 | 1693252 | SH | | SOLE | |
| GABELLI CV SECURITIES FUND | MUTUAL FUNDS | 36240B109 | 6748 | 1215769 | SH | | SOLE | |
| GABELLI DIV&INC TR COM | MUTUAL FUNDS | 36242H104 | 21339 | 2071741 | SH | | SOLE | |
| GABELLI EQUITY TRUST INC | MUTUAL FUNDS | 362397101 | 2423 | 654877 | SH | | SOLE | |
| GABELLI GBL MULTIMEDIA TR COM | MUTUAL FUNDS | 36239Q109 | 1862 | 418316 | SH | | SOLE | |
| GABELLI GLOBAL DEAL FUND | MUTUAL FUNDS | 36245G103 | 15613 | 1188228 | SH | | SOLE | |
| GABELLI GLOBAL UTIL & INCOME CO | MUTUAL FUNDS | 36242L105 | 2727 | 171491 | SH | | SOLE | |
| GABELLI HLTHCARE & WELLNESS WH | MUTUAL FUNDS | 36246K103 | 202 | 40266 | SH | | SOLE | |
| GABELLI UTIL TR COM | MUTUAL FUNDS | 36240A101 | 1492 | 252834 | SH | | SOLE | |
| GAMCO INVESTORS INC COM | COM | 361438104 | 391 | 14300 | SH | | SOLE | |
| GARDNER DENVER INC | COM | 365558105 | 770 | 33000 | SH | | SOLE | |
| GATX CORP | COM | 361448103 | 87882 | 2837665 | SH | | SOLE | |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PREF | 361448202 | 335 | 1300 | SH | | SOLE | |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 46539 | 4293259 | SH | | SOLE | |
| GENCORP INC | COM | 368682100 | 10589 | 2877407 | SH | | SOLE | |
| GENENTECH INC | COM | 368710406 | 40916 | 493500 | SH | | SOLE | |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 1071 | 18600 | SH | | SOLE | |
| GENERAL ELEC CO | COM | 369604103 | 8649 | 533884 | SH | | SOLE | |
| GENERAL MILLS INC | COM | 370334104 | 124508 | 2049516 | SH | | SOLE | |
| GENERAL MTRS CORP | COM | 370442105 | 4916 | 1536100 | SH | | SOLE | |
| GENESIS ENERGY L P UNIT L P IN | OIL & GAS PARTNE | 371927104 | 1442 | 166000 | SH | | SOLE | |
| GENUINE PARTS CO | COM | 372460105 | 102809 | 2715503 | SH | | SOLE | |
| GENZYME CORP | COM | 372917104 | 616 | 9280 | SH | | SOLE | |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 7717 | 1510263 | SH | | SOLE | |
| GILEAD SCIENCES INC COM | COM | 375558103 | 2040 | 39900 | SH | | SOLE | |
| GLOBAL CROSSING LTD SHS NEW | COM | G3921A175 | 159 | 20000 | SH | | SOLE | |
| GOLDMAN SACHS GR | COM | 38141G104 | 1387 | 16440 | SH | | SOLE | |
| GOOGLE INC-CL A | COM | 38259P508 | 7957 | 25863 | SH | | SOLE | |
| GORMAN RUPP CO | COM | 383082104 | 9898 | 318068 | SH | | SOLE | |
| GRACO INC COM | COM | 384109104 | 4321 | 182100 | SH | | SOLE | |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 50055 | 6016227 | SH | | SOLE | |
| GRAY TELEVISION, INC | COM | 389375106 | 1057 | 2641815 | SH | | SOLE | |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 118 | 203580 | SH | | SOLE | |
| GREAT ATLA & PAC 5.125% 6/15/2 | CONVERTIBLE BOND | 390064AJ2 | 100 | 200000 | PRN | | SOLE | |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 23227 | 3704430 | SH | | SOLE | |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 42906 | 2219663 | SH | | SOLE | |
| GREATBATCH INC | COM | 39153L106 | 9155 | 346000 | SH | | SOLE | |
| GREENBRIER COS INC | COM | 393657101 | 687 | 100000 | SH | | SOLE | |
| GREIF INC CL A | COM | 397624107 | 39135 | 1170658 | SH | | SOLE | |
| GREIF INC CL B | COM | 397624206 | 275 | 8100 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GAMCO ASSET MGT. INC. | |
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|----------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GRIFFIN LAND & NUR | COM | 398231100 | 32707 | 887338 | SH | | SOLE | |
| GRIFFON CORP COM | COM | 398433102 | 26224 | 2810705 | SH | | SOLE | |
| GRUPO TELEVISIVA SA DE CV ADR (B | COM | 40049J206 | 34026 | 2277518 | SH | | SOLE | |
| GRUPO TMM SA | COM | 40051D105 | 9 | 13000 | SH | | SOLE | |
| GSE SYS INC COM | COM | 36227K106 | 481 | 81470 | SH | | SOLE | |
| H R BLOCK INC | COM | 093671105 | 1983 | 87290 | SH | | SOLE | |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 878 | 46000 | SH | | SOLE | |
| HALLIBURTON COMPANY | COM | 406216101 | 22046 | 1212630 | SH | | SOLE | |
| HANESBRANDS INC COM | COM | 410345102 | 1021 | 80062 | SH | | SOLE | |
| HARLEY DAVIDSON INC | COM | 412822108 | 466 | 27440 | SH | | SOLE | |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 2873 | 171700 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 542 | 49450 | SH | | SOLE | |
| HARRIS CORPORATION | COM | 413875105 | 1760 | 46250 | SH | | SOLE | |
| HARTMARX CORP | COM | 417119104 | 285 | 920700 | SH | | SOLE | |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 423 | 19100 | SH | | SOLE | |
| HAWK CORP CL A | COM | 420089104 | 13814 | 832170 | SH | | SOLE | |
| HAWKINS INC COM | COM | 420261109 | 5475 | 358082 | SH | | SOLE | |
| HEARST-ARGYLE TELEVISION INCCO | COM | 422317107 | 586 | 96752 | SH | | SOLE | |
| HEELYS INC COM | COM | 42279M107 | 114 | 50000 | SH | | SOLE | |
| HEICO CORP NEW COM | COM | 422806109 | 994 | 25600 | SH | | SOLE | |
| HEINZ, H J COMPANY | COM | 423074103 | 46529 | 1237472 | SH | | SOLE | |
| HERLEY INDS INC COM | COM | 427398102 | 28065 | 2285412 | SH | | SOLE | |
| HERSHEY COMPANY (THE) | COM | 427866108 | 50497 | 1453581 | SH | | SOLE | |
| HESKA CORP COM | COM | 42805E108 | 46 | 182000 | SH | | SOLE | |
| HESS CORP | COM | 42809H107 | 1762 | 32850 | SH | | SOLE | |
| HEWLETT PACKARD CO | COM | 428236103 | 622 | 17143 | SH | | SOLE | |
| HICKORY TECH CORP COM | COM | 429060106 | 284 | 52227 | SH | | SOLE | |
| HIGHLANDS ACQUISITION | COM | 430880203 | 942 | 103000 | SH | | SOLE | |
| HOME DEPOT INC | COM | 437076102 | 1079 | 46868 | SH | | SOLE | |
| HONEYWELL INT'L INC | COM | 438516106 | 91091 | 2774630 | SH | | SOLE | |
| HSN INC COM | COM | 404303109 | 316 | 43413 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 384 | 24045 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 4128 | 1200000 | SH | | SOLE | |
| HUTTIG BLDG PRODS INC COM | COM | 448451104 | 36 | 79045 | SH | | SOLE | |
| I2 TECHNOLOGIES INC COM NEW | COM | 465754208 | 121 | 19000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 3356 | 213353 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 6406 | 193300 | SH | | SOLE | |
| IDEATION ACQUISTION CORP-UT | COM | 451665202 | 895 | 125000 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 46486 | 1924876 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 80 | 18000 | SH | | SOLE | |
| IMS HEALTH INC COM | COM | 449934108 | 2987 | 197000 | SH | | SOLE | |
| INGLES MKTS INC CL A | COM | 457030104 | 14309 | 813500 | SH | | SOLE | |
| INNOVATIVE SOLUTIONS & SUPPOCO | COM | 45769N105 | 63 | 16000 | SH | | SOLE | |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 1447 | 73500 | SH | | SOLE | |

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GAMCO ASSET MGT. INC.

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|---------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 783 | 18220 | SH | | SOLE | |
| INTEL CORP | COM | 458140100 | 4506 | 307393 | SH | | SOLE | |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 3354 | 136000 | SH | | SOLE | |
| INTERMEC INC | COM | 458786100 | 55534 | 4181798 | SH | | SOLE | |
| INTERNATIONAL BUSINESS | COM | 459200101 | 5847 | 69469 | SH | | SOLE | |
| INTERNATIONAL GAME TECH | COM | 459902102 | 14118 | 1187400 | SH | | SOLE | |
| INTERNATIONAL PAPER CO | COM | 460146103 | 614 | 52060 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|----|------|
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 243 | 18000 | SH | SOLE |
| INTERNATIONAL SPEEDWAY CORP | CL COM | 460335201 | 517 | 18000 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 4293 | 1084000 | SH | SOLE |
| INTERVAL LEISURE GROUP INC | COM COM | 46113M108 | 468 | 86742 | SH | SOLE |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 35420 | 1191785 | SH | SOLE |
| INTRICON CORP COM | COM | 46121H109 | 191 | 53000 | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 535 | 28309 | SH | SOLE |
| ISHARES TR DJ PHARMA INDX | ETF/ISHARE - EQU | 464288836 | 707 | 15700 | SH | SOLE |
| ITT INDUSTRIES | COM | 450911102 | 81565 | 1773527 | SH | SOLE |
| J & J SNACK FOODS CORP | COM | 466032109 | 2038 | 56800 | SH | SOLE |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 8337 | 264424 | SH | SOLE |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 7075 | 881100 | SH | SOLE |
| JOHNSON CONTROLS | COM | 478366107 | 14227 | 783426 | SH | SOLE |
| JOHNSON & JOHNSON | COM | 478160104 | 18519 | 309526 | SH | SOLE |
| JOURNAL COMM INC-A | COM | 481130102 | 10483 | 4278800 | SH | SOLE |
| JOY GLOBAL INC COM | COM | 481165108 | 441 | 19250 | SH | SOLE |
| KAMAN CORP | COM | 483548103 | 42270 | 2331485 | SH | SOLE |
| KELLOGG CO | COM | 487836108 | 4150 | 94636 | SH | SOLE |
| KEMET CORP COM | COM | 488360108 | 105 | 390000 | SH | SOLE |
| KENSEY NASH CORP COM | COM | 490057106 | 2432 | 125300 | SH | SOLE |
| KIMBERLY CLARK CORP | COM | 494368103 | 2357 | 44700 | SH | SOLE |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 519 | 28167 | SH | SOLE |
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 1201 | 44733 | SH | SOLE |
| K-TRON INTL INC | COM | 482730108 | 439 | 5500 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 430 | 107000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 5257 | 71720 | SH | SOLE |
| LAS VEGAS SANDS CORP | COM | 517834107 | 9774 | 1648200 | SH | SOLE |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 1904 | 79300 | SH | SOLE |
| LEAR CORP COM | COM | 521865105 | 251 | 178000 | SH | SOLE |
| LEE ENTERPRISES INC | COM | 523768109 | 384 | 935500 | SH | SOLE |
| LEGG MASON INC COM | COM | 524901105 | 19548 | 892200 | SH | SOLE |
| LGL GROUP INC | COM | 50186A108 | 61 | 31292 | SH | SOLE |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 82517 | 4720676 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 21799 | 1369288 | SH | SOLE |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 13966 | 920053 | SH | SOLE |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 6732 | 2157581 | SH | SOLE |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 5012 | 1064211 | SH | SOLE |

GAMCO ASSET MGT. INC.

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|----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---|
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 2124 | 91125 | SH | | SOLE | |
| LIFEWAY FOODS INC COM | COM | 531914109 | 1630 | 181500 | SH | | SOLE | |
| LILLY, ELI AND COMPANY | COM | 532457108 | 9375 | 232798 | SH | | SOLE | |
| LIN TV CORP CL A | COM | 532774106 | 6645 | 6096314 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 1826 | 110000 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 2418 | 28759 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 246 | 8700 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 859 | 261233 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 5503 | 159500 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 27012 | 1963082 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 9111 | 158700 | SH | | SOLE | |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 5533 | 437357 | SH | | SOLE | |
| MACY'S INC | COM | 55616P104 | 3251 | 314100 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 3391 | 1412873 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 1913 | 49700 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 1006 | 62000 | SH | | SOLE | |
| MARINE PRODS CORP COM | COM | 568427108 | 3716 | 661187 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|----|-----------------------|
| MARSH & MCLENNAN COS INC COM | COM | 571748102 | 7082 | 291800 | SH | SOLE |
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 1009 | 388000 | SH | SOLE |
| MASTERCARD INC COM | COM | 57636Q104 | 1627 | 11380 | SH | SOLE |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 145 | 95600 | SH | SOLE |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 5442 | 330000 | SH | SOLE |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 807 | 22000 | SH | SOLE |
| MCDERMOTT INTERNATIONAL INC. | COM | 580037109 | 332 | 33600 | SH | SOLE |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 7048 | 303945 | SH | SOLE |
| MEDIA GENERAL CL A | COM | 584404107 | 6864 | 3922113 | SH | SOLE |
| MEDTRONIC INC COM | COM | 585055106 | 845 | 26900 | SH | SOLE |
| MENTOR CORP MINN COM | COM | 587188103 | 37626 | 1216500 | SH | SOLE |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 2342 | 453000 | SH | SOLE |
| MERCK & CO INC | COM | 589331107 | 1464 | 48160 | SH | SOLE |
| MEREDITH CORP | COM | 589433101 | 6008 | 350931 | SH | SOLE |
| MERRILL LYNCH & CO INC COM | COM | 590188108 | 3321 | 285325 | SH | SOLE |
| MET PRO CORP COM | COM | 590876306 | 666 | 50000 | SH | SOLE |
| METAVANTE HLDG CO COM | COM | 591407101 | 483 | 30000 | SH | SOLE |
| METHODE ELECTRS INC CL A | COM | 591520200 | 1119 | 166000 | SH | SOLE |
| MGE ENERGY INC | COM | 55277P104 | 274 | 8300 | SH | SOLE |
| MICROSOFT CORP | COM | 594918104 | 3916 | 201433 | SH | SOLE |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 2833 | 244000 | SH | SOLE |
| MIDAS GROUP INC COM | COM | 595626102 | 19302 | 1840010 | SH | SOLE |
| MIDDLESEX WTR CO COM | COM | 596680108 | 2316 | 134442 | SH | SOLE |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 853 | 19000 | SH | SOLE |
| MIRANT CORP NEW COM | COM | 60467R100 | 257 | 13597 | SH | SOLE |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 44 | 12526 | SH | SOLE |
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 41 | 10230 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| MOBILE TELESYSTEMS OJSC ADR SP | COM | 607409109 | 267 | 10000 | SH | | SOLE | |
| MODINE MFG CO | COM | 607828100 | 16199 | 3326251 | SH | | SOLE | |
| MONACO COACH CORP COM | COM | 60886R103 | 51 | 100020 | SH | | SOLE | |
| MONSANTO CO NEW COM | COM | 61166W101 | 6036 | 85800 | SH | | SOLE | |
| MOOG INC CL A | COM | 615394202 | 5223 | 142818 | SH | | SOLE | |
| MORGAN STANLEY | COM | 617446448 | 983 | 61275 | SH | | SOLE | |
| MOSAIC CO/THE | COM | 61945A107 | 962 | 27800 | SH | | SOLE | |
| MOSY INC | COM | 619718109 | 67 | 32000 | SH | | SOLE | |
| MOTOROLA INC | COM | 620076109 | 297 | 67050 | SH | | SOLE | |
| MOVADO GROUP INC COM | COM | 624580106 | 557 | 59300 | SH | | SOLE | |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 685 | 81550 | SH | | SOLE | |
| MURPHY OIL CORP COM | COM | 626717102 | 879 | 19830 | SH | | SOLE | |
| MVC CAP COM | COM | 553829102 | 1006 | 91750 | SH | | SOLE | |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1526 | 56600 | SH | | SOLE | |
| MYERS INDS INC | COM | 628464109 | 14137 | 1767075 | SH | | SOLE | |
| NABORS INDUSTRIES LTD SHS | COM | G6359F103 | 257 | 21500 | SH | | SOLE | |
| NARA BANCORP INC COM | COM | 63080P105 | 5780 | 588000 | SH | | SOLE | |
| NASHUA CORP | COM | 631226107 | 4880 | 914677 | SH | | SOLE | |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1558 | 122500 | SH | | SOLE | |
| NATIONAL CITY CORP COM | COM | 635405103 | 217 | 120000 | SH | | SOLE | |
| NATIONAL DENTEX CORP COM | COM | 63563H109 | 209 | 46000 | SH | | SOLE | |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 23106 | 737500 | SH | | SOLE | |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 816 | 10600 | SH | | SOLE | |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 2421 | 99076 | SH | | SOLE | |
| NATIONWIDE FINANCIAL SERVICE C | COM | 638612101 | 16107 | 308500 | SH | | SOLE | |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 42337 | 1980198 | SH | | SOLE | |
| NCR CORP NEW COM | COM | 62886E108 | 10935 | 773370 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|--------------|-----------|-------|---------|----|-----------------------|
| NDS GROUP PLC ADR SPONSORED | COM | 628891103 | 585 | 10200 | SH | SOLE |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 8616 | 654250 | SH | SOLE |
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 104 | 13000 | SH | SOLE |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 501 | 41886 | SH | SOLE |
| NEWMARKET CORP COM | COM | 651587107 | 1584 | 45375 | SH | SOLE |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 9703 | 238410 | SH | SOLE |
| NEWS CORP CL A | COM | 65248E104 | 57333 | 6307270 | SH | SOLE |
| NEWS CORP CL B | COM | 65248E203 | 322 | 33610 | SH | SOLE |
| NEXTWAVE WIRELESS INC COM | COM | 65337Y102 | 1 | 10000 | SH | SOLE |
| NICOR INC COM | COM | 654086107 | 2692 | 77500 | SH | SOLE |
| NIKE INC CL B | COM | 654106103 | 760 | 14900 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 305 | 27800 | SH | SOLE |
| NOBILITY HOMES INC COM | COM | 654892108 | 1722 | 217648 | SH | SOLE |
| NOBLE CORPORATION COM | COM | G65422100 | 752 | 34020 | SH | SOLE |
| NORTEL NETWORKS INC | COM | 656568508 | 55 | 211100 | SH | SOLE |
| NORTHEAST UTILS COM | COM | 664397106 | 28505 | 1184737 | SH | SOLE |
| NORTHERN TRUST CORP | COM | 665859104 | 1492 | 28620 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
| RUN DATE: 01/20/09 12:26 P.M. | | | | | | |

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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 |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 1349 | 29943 | SH | | SOLE | |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 9066 | 386300 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 1050 | 45000 | SH | | SOLE | |
| NSTAR COM | COM | 67019E107 | 40495 | 1109758 | SH | | SOLE | |
| NUTRI SYS INC NEW COM | COM | 67069D108 | 365 | 25000 | SH | | SOLE | |
| NYSE EURONEXT COM | COM | 629491101 | 727 | 26552 | SH | | SOLE | |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 68639 | 2232897 | SH | | SOLE | |
| OCCIDENTAL PETE CORP | COM | 674599105 | 2720 | 45340 | SH | | SOLE | |
| OCEANEERING INTL INC COM | COM | 675232102 | 10748 | 368850 | SH | | SOLE | |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 4764 | 515000 | SH | | SOLE | |
| OIL DRI CORP AMER COM | COM | 677864100 | 10245 | 546425 | SH | | SOLE | |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 2513 | 3695483 | SH | | SOLE | |
| ONEOK INC NEW COM | COM | 682680103 | 7196 | 247118 | SH | | SOLE | |
| OPKO HEALTH INC COM | COM | 68375N103 | 24 | 15000 | SH | | SOLE | |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 3367 | 439600 | SH | | SOLE | |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 1842 | 57800 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 4134 | 269650 | SH | | SOLE | |
| OSHKOSH CORP | COM | 688239201 | 317 | 35700 | SH | | SOLE | |
| OSTEOTECH INC COM | COM | 688582105 | 29 | 17200 | SH | | SOLE | |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 210 | 9000 | SH | | SOLE | |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 4228 | 112300 | SH | | SOLE | |
| PACTIV CORP COM | COM | 695257105 | 3777 | 151800 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 2842 | 480000 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 1568 | 314840 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 732 | 63500 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 11605 | 612100 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 5967 | 967117 | SH | | SOLE | |
| PATTERSON COMPANIES INC | COM | 703395103 | 8834 | 471127 | SH | | SOLE | |
| PEABODY ENERGY CORP COM | COM | 704549104 | 526 | 23100 | SH | | SOLE | |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 1924 | 90000 | SH | | SOLE | |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 6426 | 312982 | SH | | SOLE | |
| PENSKE AUTOMOTIVE GRP INC COM | COM | 70959W103 | 4673 | 608400 | SH | | SOLE | |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 3614 | 875000 | SH | | SOLE | |
| PEPSIAMERICAS | COM | 71343P200 | 108754 | 5341563 | SH | | SOLE | |
| PEPSICO INC | COM | 713448108 | 10972 | 200336 | SH | | SOLE | |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 1979 | 80800 | SH | | SOLE | |
| PETROQUEST ENERGY INC COM | COM | 716748108 | 149 | 22000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|-----------------------|
| PFIZER INC | COM | 717081103 | 21360 | 1206089 | SH | SOLE |
| PG&E CORP COM | COM | 69331C108 | 314 | 8100 | SH | SOLE |
| PHH CORP COM NEW | COM | 693320202 | 200 | 15750 | SH | SOLE |
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 705 | 2013100 | PRN | SOLE |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 513 | 16200 | SH | SOLE |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 17 | 47000 | SH | SOLE |
| PINNACLE ENTMT INC COM | COM | 723456109 | 16035 | 2087900 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-----------------------|---------|
| PLANTRONICS | COM | 727493108 | 594 | 45000 | SH | | SOLE | |
| PNC FINANCIAL CORP | COM | 693475105 | 848 | 17300 | SH | | SOLE | |
| PNM RES INC | COM | 69349H107 | 28375 | 2815000 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 574 | 12640 | SH | | SOLE | |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 1373 | 160000 | SH | | SOLE | |
| POTASH CORP SASK INC | COM | 73755L107 | 1092 | 14920 | SH | | SOLE | |
| PPL CORP COM | COM | 69351T106 | 242 | 7900 | SH | | SOLE | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 78670 | 1322627 | SH | | SOLE | |
| PRICELINE.COM NEW | COM | 741503403 | 221 | 3000 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 507 | 233719 | SH | | SOLE | |
| PRIVATEBANCORP INC COM | COM | 742962103 | 308 | 9500 | SH | | SOLE | |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 23846 | 385739 | SH | | SOLE | |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 218 | 606166 | SH | | SOLE | |
| PROSHARES TR PSHS ULTRA FINL | ETF/ISHARE - EQU | 74347R743 | 1682 | 279000 | SH | | SOLE | |
| PROSHARES TR ULTRASHT SP500 | COM | 74347R883 | 7257 | 102300 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 963 | 80307 | SH | | SOLE | |
| PSS WORLD MED INC COM | COM | 69366A100 | 1317 | 70000 | SH | | SOLE | |
| PUGET ENERGY INC NEW COM | COM | 745310102 | 34374 | 1260500 | SH | | SOLE | |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 93 | 22000 | SH | | SOLE | |
| QUALCOMM INC COM | COM | 747525103 | 1621 | 45250 | SH | | SOLE | |
| QUESTAR CORP COM | COM | 748356102 | 2681 | 82000 | SH | | SOLE | |
| QUIDEL CORP COM | COM | 74838J101 | 1072 | 82000 | SH | | SOLE | |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 928 | 254833 | SH | | SOLE | |
| RALCORP HOLDINGS INC | COM | 751028101 | 5238 | 89700 | SH | | SOLE | |
| READING INTL INC CL A | COM | 755408101 | 148 | 37500 | SH | | SOLE | |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 35430 | 1429224 | SH | | SOLE | |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 1049 | 25850 | SH | | SOLE | |
| REVLON INC CL A | COM | 761525609 | 133 | 20000 | SH | | SOLE | |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 1634 | 18380 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 3541 | 219000 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 6129 | 190100 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 1564 | 40000 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 901 | 83400 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 27960 | 929507 | SH | | SOLE | |
| ROHM & HAAS CO COM | COM | 775371107 | 68142 | 1102800 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 60491 | 3345745 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 148 | 295000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 2915 | 67150 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 13219 | 831400 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM | 780259206 | 2130 | 40226 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 52681 | 5397622 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 706 | 255940 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 3523 | 430121 | SH | | SOLE | |
| RYLAND GROUP INC COM | COM | 783764103 | 187 | 10600 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GAMCO ASSET MGT. INC. | |
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|--------------------------------|------------------|-----------|-----------------------|--------------------|------------|--------------|--------------------|---------|--|
| SAFEWAY INC COM NEW | COM | 786514208 | 6019 | 253200 | SH | | SOLE | | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 1025 | 1366713 | SH | | SOLE | | |
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 8215 | 1443720 | SH | | SOLE | | |
| SANDISK CORP COM | COM | 80004C101 | 610 | 63557 | SH | | SOLE | | |
| SANOFI-SYNTHELABO SPONSORED AD | COM | 80105N105 | 271 | 8430 | SH | | SOLE | | |
| SAPPHIRE INDUSTRIALS CO-CW12 W | WARRANT AND RIGH | 80306T117 | 2 | 10000 | SH | | SOLE | | |
| SARA LEE CORP COM | COM | 803111103 | 1601 | 163500 | SH | | SOLE | | |
| SCHEIN HENRY INC COM | COM | 806407102 | 15472 | 421708 | SH | | SOLE | | |
| SCHERING PLOUGH CORP | COM | 806605101 | 1342 | 78800 | SH | | SOLE | | |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 13213 | 2213315 | SH | | SOLE | | |
| SCHLUMBERGER | COM | 806857108 | 1330 | 31429 | SH | | SOLE | | |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 1355 | 83800 | SH | | SOLE | | |
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 661 | 33000 | SH | | SOLE | | |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 3081 | 1393935 | SH | | SOLE | | |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 40196 | 1827093 | SH | | SOLE | | |
| SEACOAST BKG CORP FLA COM | COM | 811707306 | 471 | 71300 | SH | | SOLE | | |
| SECTOR SPDR TR SHS BEN INT-FIN | MUTUAL FUNDS | 81369Y605 | 1628 | 130000 | SH | | SOLE | | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 53443 | 2237979 | SH | | SOLE | | |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 5391 | 1739092 | SH | | SOLE | | |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 41 | 340400 | SH | | SOLE | | |
| SJW CORP COM | COM | 784305104 | 9198 | 307215 | SH | | SOLE | | |
| SKYLINE CORP | COM | 830830105 | 12048 | 602700 | SH | | SOLE | | |
| SL INDS INC COM | COM | 784413106 | 11857 | 1347333 | SH | | SOLE | | |
| SLM CORP COM | COM | 78442P106 | 7582 | 851900 | SH | | SOLE | | |
| SMART BALANCE INC COM | COM | 83169Y108 | 1020 | 150000 | SH | | SOLE | | |
| SMITH A O CORP COM | COM | 831865209 | 207 | 7000 | SH | | SOLE | | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 883 | 20357 | SH | | SOLE | | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 5739 | 419800 | SH | | SOLE | | |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 34 | 34000 | SH | | SOLE | | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 331 | 8300 | SH | | SOLE | | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 357 | 27410 | SH | | SOLE | | |
| SOUTHWEST GAS CORP | COM | 844895102 | 38505 | 1526745 | SH | | SOLE | | |
| SOVEREIGN BANCORP INC COM | COM | 845905108 | 1818 | 610000 | SH | | SOLE | | |
| SP AQUISITION HOLDING-UNITS | COM | 78470A203 | 137 | 15000 | SH | | SOLE | | |
| SPARTAN MTRS INC COM | COM | 846819100 | 1372 | 290000 | SH | | SOLE | | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 5658 | 359496 | SH | | SOLE | | |
| SPRINT NEXTEL CORP | COM | 852061100 | 19691 | 10760268 | SH | | SOLE | | |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 1595 | 48400 | SH | | SOLE | | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 6305 | 1822375 | SH | | SOLE | | |
| STANDEX INTL CORP | COM | 854231107 | 2123 | 107000 | SH | | SOLE | | |
| STARRETT L S CO CL A | COM | 855668109 | 1208 | 75000 | SH | | SOLE | | |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 322 | 18000 | SH | | SOLE | | |
| STATE STREET CORP | COM | 857477103 | 3094 | 78670 | SH | | SOLE | | |
| STEAK N SHAKE CO COM | COM | 857873103 | 5544 | 931700 | SH | | SOLE | | |
| PORTVUE-SEC13F.LNP | | | | | | | | | |
| | | | GAMCO ASSET MGT. INC. | | | | | | |
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|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| STERLING BANCORP COM | COM | 859158107 | 15081 | 1074885 | SH | | SOLE | |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 60 | 20000 | SH | | SOLE | |
| STONERIDGE INC | COM | 86183P102 | 1605 | 352000 | SH | | SOLE | |
| STRATTEC SECURITY CORP. | COM | 863111100 | 1474 | 89600 | SH | | SOLE | |
| STRYKER CORP | COM | 863667101 | 1450 | 36300 | SH | | SOLE | |

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|----------------------------------|-----|-----------|-------|---------|----|-----------------------|
| SUMTOTAL SYS INC COM | COM | 866615107 | 57 | 20000 | SH | SOLE |
| SUNPOWER CORP COM CL A | COM | 867652109 | 1274 | 34433 | SH | SOLE |
| SUNPOWER CORP COM CL B | COM | 867652307 | 686 | 22548 | SH | SOLE |
| SUPERIOR INDS INTL INC | COM | 868168105 | 3361 | 319500 | SH | SOLE |
| SUPERVALU INC COMMON | COM | 868536103 | 1635 | 112012 | SH | SOLE |
| SWS GROUP INC | COM | 78503N107 | 18425 | 972300 | SH | SOLE |
| SYCAMORE NETWORKS | COM | 871206108 | 2191 | 814600 | SH | SOLE |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 125 | 15000 | SH | SOLE |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 2117 | 54085 | SH | SOLE |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 3253 | 91780 | SH | SOLE |
| TAKE-TWO INTERACTIVE SOFTWARE CO | COM | 874054109 | 9923 | 1312500 | SH | SOLE |
| TECH OPS SEVCON INC | COM | 878293109 | 1114 | 418655 | SH | SOLE |
| TECO ENERGY INC COM | COM | 872375100 | 2232 | 180722 | SH | SOLE |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 304 | 40000 | SH | SOLE |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 1078 | 16000 | SH | SOLE |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 55059 | 1959381 | SH | SOLE |
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 99928 | 3147339 | SH | SOLE |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 1259 | 60000 | SH | SOLE |
| TENNANT CO | COM | 880345103 | 6345 | 411990 | SH | SOLE |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 2352 | 797400 | SH | SOLE |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 7072 | 455648 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 402 | 29000 | SH | SOLE |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 2229 | 75000 | SH | SOLE |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 204 | 6000 | SH | SOLE |
| THOMAS & BETTS CORP | COM | 884315102 | 65479 | 2726023 | SH | SOLE |
| TICKETMASTER COM | COM | 88633P302 | 239 | 37228 | SH | SOLE |
| TIFFANY & CO NEW COM | COM | 886547108 | 1728 | 73120 | SH | SOLE |
| TIME WARNER INC | COM | 887317105 | 69204 | 6879091 | SH | SOLE |
| TOLL BROS INC COM | COM | 889478103 | 377 | 17600 | SH | SOLE |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 31536 | 1231400 | SH | SOLE |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 6523 | 180500 | SH | SOLE |
| TRANS LUX CORP | COM | 893247106 | 98 | 127000 | SH | SOLE |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 560 | 122000 | SH | SOLE |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 762 | 16867 | SH | SOLE |
| TREDEGAR INDS INC | COM | 894650100 | 49258 | 2709483 | SH | SOLE |
| TREE COM INC COM | COM | 894675107 | 84 | 32245 | SH | SOLE |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 1058 | 560000 | SH | SOLE |
| TRIMBLE NAV LTD COM | COM | 896239100 | 709 | 32800 | SH | SOLE |
| TW TELECOM INC | COM | 87311L104 | 212 | 25000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| TYCO ELECTRONICS LTD | COM | G9144P105 | 3375 | 208210 | SH | | SOLE | |
| TYCO INTERNATIONAL LTD | COM | G9143X208 | 11173 | 517261 | SH | | SOLE | |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 3220 | 268770 | SH | | SOLE | |
| UNDER ARMOUR INC CL A | COM | 904311107 | 710 | 29800 | SH | | SOLE | |
| UNION DRILLING INC COM | COM | 90653P105 | 644 | 124000 | SH | | SOLE | |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 6676 | 227400 | SH | | SOLE | |
| UNITED GUARDIAN INC COM | COM | 910571108 | 1538 | 167200 | SH | | SOLE | |
| UNITED REFINING ENERGY-CW11 WA | WARRANT AND RIGH | 911360113 | 1 | 10000 | SH | | SOLE | |
| UNITED RENTALS INC COM | COM | 911363109 | 638 | 70000 | SH | | SOLE | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 121064 | 2799819 | SH | | SOLE | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 1813 | 33816 | SH | | SOLE | |
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 26743 | 1005363 | SH | | SOLE | |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 4100 | 238800 | SH | | SOLE | |
| UST INC | COM | 902911106 | 226002 | 3257450 | SH | | SOLE | |
| VALLEY NATL BANCORP COM | COM | 919794107 | 1217 | 60079 | SH | | SOLE | |

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|--------------------------------|--------------|-----------|-------|---------|----|-----------------------|
| VALUECLICK INC COM | COM | 92046N102 | 2850 | 416600 | SH | SOLE |
| VANDA PHARMACEUTICALS INC COM | COM | 921659108 | 8 | 15000 | SH | SOLE |
| VARIAN MED SYS INC COM | COM | 92220P105 | 552 | 15740 | SH | SOLE |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 4190 | 464471 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 13371 | 394436 | SH | SOLE |
| VIACOM INC NEW CL A | COM | 92553P102 | 52398 | 2604289 | SH | SOLE |
| VIACOM INC NEW CL B | COM | 92553P201 | 817 | 42857 | SH | SOLE |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 3386 | 59000 | SH | SOLE |
| VIMPEL COMMUNICATIONS ADR (B:V | COM | 68370R109 | 2444 | 341400 | SH | SOLE |
| VIRGIN MEDIA INC | COM | 92769L101 | 395 | 79255 | SH | SOLE |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 923 | 17600 | SH | SOLE |
| VIVO PARTICIPACOES S A SPON AD | COM | 92855S200 | 125 | 10000 | SH | SOLE |
| VOLTERRA SEMICONDUCTOR CORP CO | COM | 928708106 | 72 | 10000 | SH | SOLE |
| W D 40 COMPANY | COM | 929236107 | 1160 | 41000 | SH | SOLE |
| WACHOVIA GROUP COM | COM | 929903102 | 708 | 127708 | SH | SOLE |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 17374 | 1123800 | SH | SOLE |
| WAL MART STORES INC | COM | 931142103 | 1884 | 33600 | SH | SOLE |
| WALGREEN COMPANY | COM | 931422109 | 11519 | 466927 | SH | SOLE |
| WARNER MUSIC GROUP CORP COM | COM | 934550104 | 649 | 215000 | SH | SOLE |
| WASTE CONNECTIONS INC COM | COM | 941053100 | 316 | 10000 | SH | SOLE |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 59676 | 1800729 | SH | SOLE |
| WASTE SERVICES INC DEL COM NEW | COM | 941075202 | 329 | 50000 | SH | SOLE |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 72716 | 2912117 | SH | SOLE |
| WCA WASTE CORP COM | COM | 92926K103 | 226 | 90000 | SH | SOLE |
| WEATHERFORD INTL LTD NEW COM | COM | G95089101 | 7526 | 695580 | SH | SOLE |
| WEBS INDEX FD INC JAPAN WEBS S | MUTUAL FUNDS | 464286848 | 546 | 57000 | SH | SOLE |
| WEIS MKTS INC | COM | 948849104 | 2001 | 59500 | SH | SOLE |
| WELLS FARGO & CO NEW | COM | 949746101 | 42726 | 1449334 | SH | SOLE |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 868 | 175710 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GAMCO ASSET MGT. INC. |
| RUN DATE: 01/20/09 12:26 P.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/08

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|-------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| WESTAR ENERGY INC | COM | 95709T100 | 61570 | 3001943 | SH | | SOLE | |
| WESTWOOD HLDGS GROUP INC COM | COM | 961765104 | 29680 | 1044700 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 6596 | 824460 | SH | | SOLE | |
| WILLIS GROUP HOLDINGS LTD SHS | COM | G96655108 | 539 | 21679 | SH | | SOLE | |
| WILMINGTON TR CORP COM | COM | 971807102 | 7115 | 319900 | SH | | SOLE | |
| WINDSTREAM CORP COM | COM | 97381W104 | 1213 | 131867 | SH | | SOLE | |
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 8496 | 527700 | SH | | SOLE | |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 3552 | 168824 | SH | | SOLE | |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 19823 | 861100 | SH | | SOLE | |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 630 | 56860 | SH | | SOLE | |
| WPT ENTERPRISES INC | COM | 98211W108 | 22 | 51250 | SH | | SOLE | |
| WYETH (B:WYE) | COM | 983024100 | 1798 | 47940 | SH | | SOLE | |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 99 | 15048 | SH | | SOLE | |
| WYNN RESORTS LTD COM | COM | 983134107 | 4247 | 100500 | SH | | SOLE | |
| XCEL ENERGY INC COM | COM | 98389B100 | 2539 | 136850 | SH | | SOLE | |
| XEROX CORP | COM | 984121103 | 1421 | 178300 | SH | | SOLE | |
| XTO ENERGY INC COM | COM | 98385X106 | 1270 | 36012 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 5053 | 414215 | SH | | SOLE | |
| YOUNG BROADCASTING INC CL A | COM | 987434107 | 18 | 556001 | SH | | SOLE | |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 4586 | 305122 | SH | | SOLE | |
| YUM BRANDS INC COM | COM | 988498101 | 630 | 20000 | SH | | SOLE | |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 5531 | 273000 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 40263 | 2085110 | SH | | SOLE | |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 14864 | 367734 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 779 | 114000 | SH | | SOLE | |

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ZYGO CORP COM COM 989855101 1555 225000 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 | MA |
|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| 1 800 FLOWERS COM INC CL A | COM | 68243Q106 | 607 | 158900 | SH | | SOLE | |
| 3M CO. | COM | 88579Y101 | 288 | 5000 | SH | | SOLE | |
| 3SBIO INC SPONSORED ADR | COM | 88575Y105 | 195 | 25000 | SH | | SOLE | |
| A H BELO CORP COM CL A | COM | 001282102 | 120 | 55000 | SH | | SOLE | |
| A T & T INC (NEW) | COM | 00206R102 | 45458 | 1595000 | SH | | SOLE | |
| AAR CORP COM | COM | 000361105 | 504 | 27400 | SH | | SOLE | |
| AARON RENTS INC CL A | COM | 002535300 | 5197 | 236750 | SH | | SOLE | |
| AARON RENTS INC COM | COM | 002535201 | 266 | 10000 | SH | | SOLE | |
| ABB LTD SPONSORED ADR | COM | 000375204 | 11318 | 754000 | SH | | SOLE | |
| ABBOTT LABS | COM | 002824100 | 6618 | 124000 | SH | | SOLE | |
| ABERCROMBIE & FITCH CO-CL A | COM | 002896207 | 1500 | 65000 | SH | | SOLE | |
| ACCO BRANDS CORP COM | COM | 00081T108 | 231 | 66851 | SH | | SOLE | |
| ACME COMMUNICATIONS INC COM | COM | 004631107 | 154 | 383800 | SH | | SOLE | |
| ACTIVISION BLIZZARD, INC | COM | 00507V109 | 570 | 66000 | SH | | SOLE | |
| ACTUATE CORP COM | COM | 00508B102 | 211 | 71136 | SH | | SOLE | |
| ACUITY BRANDS INC (B:AYI) COM | COM | 00508Y102 | 2409 | 69000 | SH | | SOLE | |
| ADAMS GOLF INC COM NEW | COM | 006228209 | 86 | 28750 | SH | | SOLE | |
| ADOBE SYSTEMS INC COM | COM | 00724F101 | 5621 | 264000 | SH | | SOLE | |
| ADVANCED ANALOGIC TECHNOLOGICO | COM | 00752J108 | 43 | 14200 | SH | | SOLE | |
| ADVANCED BATTERY TECHNOLOG ICO | COM | 00752H102 | 468 | 175985 | SH | | SOLE | |
| ADVANCED MED CV 3.250% 08/01/2 | CONVERTIBLE BOND | 00763MAK4 | 532 | 1400000 | PRN | | SOLE | |
| ADVANCED MED OPT 2.50% 07/15/2 | CONVERTIBLE BOND | 00763MAG3 | 830 | 1000000 | PRN | | SOLE | |
| ADVANCED MED OPTICS INC COM | COM | 00763M108 | 8811 | 1332972 | SH | | SOLE | |
| AES CORP COM | COM | 00130H105 | 9929 | 1205000 | SH | | SOLE | |
| AES TR III TR P CV SC 6.75 | CONVERTIBLE PREF | 00808N202 | 227 | 6000 | SH | | SOLE | |
| AETNA INC (B:AET) COM | COM | 00817Y108 | 1112 | 39000 | SH | | SOLE | |
| AFLAC INC COM | COM | 001055102 | 7793 | 170000 | SH | | SOLE | |
| AGERE SYS 6.5% 12/15/09 | CONVERTIBLE BOND | 00845VAA8 | 18432 | 19100000 | PRN | | SOLE | |
| AGL RES INC COM | COM | 001204106 | 2696 | 86000 | SH | | SOLE | |
| AGNICO-EAGLE MINES (USD) | COM | 008474108 | 48893 | 952531 | SH | | SOLE | |
| AIR METHODS CORP COM PAR \$0.06 | COM | 009128307 | 1540 | 96300 | SH | | SOLE | |
| AIRGAS INC COM | COM | 009363102 | 741 | 19000 | SH | | SOLE | |
| AKAMAI TECHNOLOGIES INC COM | COM | 00971T101 | 377 | 25000 | SH | | SOLE | |
| ALAMO GROUP INC COM | COM | 011311107 | 250 | 16743 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|--------|----|--------------------|
| ALBANY INTL CORP NEW CL A | COM | 012348108 | 141 | 11000 | SH | SOLE |
| ALBEMARLE CORP COM | COM | 012653101 | 2810 | 126000 | SH | SOLE |
| ALBERTO CULVER CO NEW COM | COM | 013078100 | 8454 | 344920 | SH | SOLE |
| ALCATEL LUCENT ADR SPONS 1/5SH | COM | 013904305 | 217 | 101000 | SH | SOLE |
| ALCOA INC COM | COM | 013817101 | 9481 | 842000 | SH | SOLE |
| ALCON INC COM SHS | COM | H01301102 | 2096 | 23500 | SH | SOLE |
| ALIGN TECHNOLOGY INC COM | COM | 016255101 | 766 | 87500 | SH | SOLE |
| ALLEGHANY CORP DEL | COM | 017175100 | 9059 | 32124 | SH | SOLE |
| ALLEGHENY ENERGY INC COM | COM | 017361106 | 27901 | 824000 | 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 DCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ALLERGAN INC | COM | 018490102 | 8022 | 198958 | SH | | SOLE | |
| ALLETE INC COM NEW | COM | 018522300 | 5163 | 160000 | SH | | SOLE | |
| ALLIANCE BERNSTEIN HLDGS LP UN | COM | 01881G106 | 6383 | 307000 | SH | | SOLE | |
| ALLIANCE DATA SYS CORP COM | COM | 018581108 | 437 | 9400 | SH | | SOLE | |
| ALLIANCE HOLDINGS GP LP COM UN | COM | 01861G100 | 355 | 24000 | SH | | SOLE | |
| ALLIANT ENERGY CORP COM | COM | 018802108 | 4523 | 155000 | SH | | SOLE | |
| ALLION HEALTHCARE INC COM | COM | 019615103 | 209 | 50708 | SH | | SOLE | |
| ALLIS CHALMERS ENERGY INC COM | COM | 019645506 | 249 | 45300 | SH | | SOLE | |
| ALLSTATE CORP COM | COM | 020002101 | 3735 | 114000 | SH | | SOLE | |
| ALPHA NATURAL RESOURCES INC CO | COM | 02076X102 | 810 | 50000 | SH | | SOLE | |
| ALTRIA GROUP INC COM | COM | 02209S103 | 1386 | 92000 | SH | | SOLE | |
| AMAZON.COM INC | COM | 023135106 | 5436 | 106000 | SH | | SOLE | |
| AMD 5.750% 08/15/12 | CONVERTIBLE BOND | 007903AN7 | 68 | 200000 | PRN | | SOLE | |
| AMD INC COM PAR 2006 | COM | 00167K500 | 131 | 190000 | SH | | SOLE | |
| AMEDISYS INC COM | COM | 023436108 | 496 | 12000 | SH | | SOLE | |
| AMEREN CORP COM | COM | 023608102 | 9645 | 290000 | SH | | SOLE | |
| AMERICA MOVIL S A DE C V SPONS | COM | 02364W105 | 12954 | 418000 | SH | | SOLE | |
| AMERICAN ELECTRIC POWER | COM | 025537101 | 20467 | 615000 | SH | | SOLE | |
| AMERICAN EXPRESS CO | COM | 025816109 | 38552 | 2078300 | SH | | SOLE | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 287 | 182900 | SH | | SOLE | |
| AMERICAN PHYSICIANS CAP INC CO | COM | 028884104 | 2068 | 42996 | SH | | SOLE | |
| AMERICAN STS WTR CO COM | COM | 029899101 | 923 | 28000 | SH | | SOLE | |
| AMERICAN TOWER SYSTEMS CL A | COM | 029912201 | 337 | 11500 | SH | | SOLE | |
| AMERICAN WATER WORKS CO INC | COM | 030420103 | 9605 | 460000 | SH | | SOLE | |
| AMERICAS CAR-MART INC COM | COM | 03062T105 | 491 | 35550 | SH | | SOLE | |
| AMERIGON INC COM | COM | 03070L300 | 909 | 278814 | SH | | SOLE | |
| AMERIPRISE FINL INC COM | COM | 03076C106 | 2278 | 97500 | SH | | SOLE | |
| AMERISOURCEBERGEN CORP COM | COM | 03073E105 | 250 | 7000 | SH | | SOLE | |
| AMETEK INC NEW COM | COM | 031100100 | 37219 | 1232000 | SH | | SOLE | |
| AMGEN INC | COM | 031162100 | 5486 | 95000 | SH | | SOLE | |
| AMICAS INC | COM | 001712108 | 1894 | 1134300 | SH | | SOLE | |
| AMPCO PITTSBURGH CORP | COM | 032037103 | 7660 | 353000 | SH | | SOLE | |
| AMPHENOL CORP NEW CL A | COM | 032095101 | 321 | 13400 | SH | | SOLE | |
| AMR CORP | COM | 001765106 | 1974 | 185000 | SH | | SOLE | |
| ANADARKO PETE CORP COM | COM | 032511107 | 8558 | 222000 | SH | | SOLE | |
| ANDERSONS INC COM | COM | 034164103 | 722 | 43800 | SH | | SOLE | |
| ANGIODYNAMICS INC COM | COM | 03475V101 | 4542 | 331800 | SH | | SOLE | |
| ANGLOGOLD LTD SPONSORED ADR | COM | 035128206 | 10704 | 386300 | SH | | SOLE | |
| ANIMAL HEALTH INTERNATIONAL | COM | 03525N109 | 639 | 300000 | SH | | SOLE | |
| ANIXTER INTL INC COM | COM | 035290105 | 331 | 11000 | SH | | SOLE | |
| APACHE CORP | COM | 037411105 | 15428 | 207000 | SH | | SOLE | |
| APPLE COMPUTER INC | COM | 037833100 | 14569 | 170700 | SH | | SOLE | |
| APPLIED MATLS INC COM | COM | 038222105 | 263 | 26000 | SH | | SOLE | |
| APPLIED SIGNAL TECHNOLOGY COM | COM | 038237103 | 357 | 19900 | 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 DCRETN | O MA |
|--------------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| AQUA AMERICA INC | COM | 03836W103 | 3435 | 166832 | SH | | SOLE | |
| ARCH CHEMICALS INC COM | COM | 03937R102 | 1036 | 39750 | SH | | SOLE | |
| ARCH COAL INC COM | COM | 039380100 | 277 | 17000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND | COM | 039483102 | 38459 | 1334000 | SH | | SOLE | |
| ARCHER DANIELS MIDLAND 6.25% 6 UNITS | | 039483201 | 602 | 16000 | SH | | SOLE | |
| ARGO GROUP INTL HLDGS LTD COM | COM | G0464B107 | 3993 | 117729 | SH | | SOLE | |
| ARRAY BIOPHARMA INC COM | COM | 04269X105 | 162 | 40000 | SH | | SOLE | |
| ARTESIAN RES CORP COM CL A | COM | 043113208 | 560 | 35250 | SH | | SOLE | |
| ARTHROCARE CORP COM | COM | 043136100 | 1011 | 212000 | SH | | SOLE | |
| ASCENT MEDIA CORP COM SER A | COM | 043632108 | 5407 | 247557 | SH | | SOLE | |
| ASHLAND INC NEW COM | COM | 044209104 | 3827 | 364159 | SH | | SOLE | |
| ASTORIA FINL CORP COM | COM | 046265104 | 1369 | 83050 | SH | | SOLE | |
| ASTRONICS CORP COM | COM | 046433108 | 89 | 10000 | SH | | SOLE | |
| ATLANTIC TELE NETWORK INC COM | COM | 049079205 | 1328 | 50000 | SH | | SOLE | |
| ATMI INC COM | COM | 00207R101 | 166 | 10750 | SH | | SOLE | |
| ATMOS ENERGY CORP COM | COM | 049560105 | 6352 | 268000 | SH | | SOLE | |
| AUTONATION INC | COM | 05329W102 | 4932 | 499200 | SH | | SOLE | |
| AUTOZONE INC | COM | 053332102 | 2510 | 18000 | SH | | SOLE | |
| AVISTA CORP COM | COM | 05379B107 | 5155 | 266000 | SH | | SOLE | |
| AVON PRODUCTS INC | COM | 054303102 | 8074 | 336000 | SH | | SOLE | |
| BADGER METER INC COM | COM | 056525108 | 1509 | 52000 | SH | | SOLE | |
| BAKER HUGHES INC | COM | 057224107 | 2210 | 68900 | SH | | SOLE | |
| BALDOR ELEC CO COM | COM | 057741100 | 13566 | 760000 | SH | | SOLE | |
| BALDWIN TECHNOLOGY INC CL A | COM | 058264102 | 1246 | 724700 | SH | | SOLE | |
| BANCO SANTANDER CENT HISP ADR (| COM | 05964H105 | 1025 | 108000 | SH | | SOLE | |
| BANK FLA CORP NAPLES COM | COM | 062128103 | 431 | 102400 | SH | | SOLE | |
| BANK OF AMERICA | COM | 060505104 | 8772 | 623000 | SH | | SOLE | |
| BANK OF NEW YORK MELLON CORP | COM | 064058100 | 43407 | 1532198 | SH | | SOLE | |
| BARNES GROUP INC COM | COM | 067806109 | 300 | 20656 | SH | | SOLE | |
| BARRICK GOLD(R:ABX.N B:ABX US) | COM | 067901108 | 60736 | 1651783 | SH | | SOLE | |
| BASSETT FURNITURE INDS | COM | 070203104 | 40 | 12000 | SH | | SOLE | |
| BAXTER INTL INC COM | COM | 071813109 | 8628 | 161000 | SH | | SOLE | |
| BCE INC | COM | 05534B760 | 19076 | 931000 | SH | | SOLE | |
| BEASLEY BROADCAST GRP INC. | COM | 074014101 | 232 | 129000 | SH | | SOLE | |
| BECTON DICKINSON & CO COM | COM | 075887109 | 7249 | 106000 | SH | | SOLE | |
| BED BATH & BEYOND INC | COM | 075896100 | 890 | 35000 | SH | | SOLE | |
| BEL FUSE INC CL A | COM | 077347201 | 4212 | 233500 | SH | | SOLE | |
| BELDEN CDT INC | COM | 077454106 | 1503 | 72000 | SH | | SOLE | |
| BELO CORP | COM | 080555105 | 1072 | 687300 | SH | | SOLE | |
| BERKSHIRE BANCORP INC DEL COM | COM | 084597202 | 76 | 16100 | SH | | SOLE | |
| BERKSHIRE HATHAWAY | COM | 084670108 | 34100 | 353 | SH | | SOLE | |
| BEST BUY INC COM | COM | 086516101 | 1827 | 65000 | SH | | SOLE | |
| BHP BILLITON LTD SPONSORED ADR | COM | 088606108 | 4118 | 96000 | SH | | SOLE | |
| BIG 5 SPORTING GOODS CORP COM | COM | 08915P101 | 261 | 50000 | SH | | SOLE | |
| PORTVUE-SEC13F.LNP | | | | | | | GABELLI FUNDS, LLC | |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| BIO IMAGING TECHNOLOGIES INCCO | COM | 09056N103 | 96 | 26291 | SH | | SOLE | |
| BIO RAD LABS INC CL A | COM | 090572207 | 565 | 7500 | SH | | SOLE | |
| BIOGEN IDEC INC | COM | 09062X103 | 4930 | 103500 | SH | | SOLE | |

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|--------------------------------|-----|-----------|--------|---------|----|--------------------|
| BIOLASE TECHNOLOGY INC COM | COM | 090911108 | 400 | 268300 | SH | SOLE |
| BJ SVCS CO COM | COM | 055482103 | 1739 | 149000 | SH | SOLE |
| BLACK HILLS CORP COM | COM | 092113109 | 6632 | 246000 | SH | SOLE |
| BLACKROCK INC CL A | COM | 09247X101 | 4159 | 31000 | SH | SOLE |
| BLACKSTONE GROUP L P COM UNIT | COM | 09253U108 | 633 | 97000 | SH | SOLE |
| BOEING CO | COM | 097023105 | 17239 | 404000 | SH | SOLE |
| BON-TON STORES INC COM | COM | 09776J101 | 309 | 300000 | SH | SOLE |
| BOOTS & COOTS/INTL WELL CTRLCO | COM | 099469504 | 498 | 425705 | SH | SOLE |
| BORG WARNER INC | COM | 099724106 | 9535 | 438000 | SH | SOLE |
| BORLAND SOFTWARE CORP COM | COM | 099849101 | 32 | 30000 | SH | SOLE |
| BOSTON BEER INC CL A | COM | 100557107 | 767 | 27000 | SH | SOLE |
| BOSTON SCIENTIFIC CORP COM | COM | 101137107 | 6773 | 875000 | SH | SOLE |
| BOWNE & CO INC COM | COM | 103043105 | 308 | 52300 | SH | SOLE |
| BOYD GAMING CORP | COM | 103304101 | 2592 | 548000 | SH | SOLE |
| BP PLC SPONS ADR | COM | 055622104 | 36406 | 778900 | SH | SOLE |
| BPW ACQUISITION CORP-UNIT | COM | 055637201 | 6795 | 755000 | SH | SOLE |
| BRAZIL TELECOM PARTICIPACOES S | COM | 105530109 | 2298 | 59500 | SH | SOLE |
| BRINKS CO COM | COM | 109696104 | 1554 | 57820 | SH | SOLE |
| BRINKS HOME SEC HLDGS INC COM | COM | 109699108 | 1750 | 79820 | SH | SOLE |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 10160 | 437000 | SH | SOLE |
| BROADRIDGE FINL SOLUTIONS INCO | COM | 11133T103 | 176 | 14000 | SH | SOLE |
| BROOKFIELD ASSET MANAGEMENT I | COM | 112585104 | 669 | 36075 | SH | SOLE |
| BROWN FORMAN CORP CL B | COM | 115637209 | 6076 | 118000 | SH | SOLE |
| BROWN-FORMAN CORP CLASS A | COM | 115637100 | 24100 | 482000 | SH | SOLE |
| BRUKER BIOSCIENCES CORP | COM | 116794108 | 85 | 21000 | SH | SOLE |
| BRUSH ENGINEERED MATLS INC COM | COM | 117421107 | 178 | 14000 | SH | SOLE |
| BT GROUP PLC SPON ADR | COM | 05577E101 | 4396 | 220000 | SH | SOLE |
| BTU INTL INC COM | COM | 056032105 | 331 | 82650 | SH | SOLE |
| BURLINGTON NORTHN SANTA FE COM | COM | 12189T104 | 379 | 5000 | SH | SOLE |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 138837 | 8244500 | SH | SOLE |
| CADBURY PLC-SPONS ADR | COM | 12721E102 | 30131 | 844720 | SH | SOLE |
| CALAMOS ASSET MANAGEMENT-A | COM | 12811R104 | 148 | 20000 | SH | SOLE |
| CALIFORNIA MICRO DEVICES CORCO | COM | 130439102 | 1769 | 951250 | SH | SOLE |
| CALIFORNIA WTR SVC GROUP COM | COM | 130788102 | 1402 | 30200 | SH | SOLE |
| CALLON PETE CO DEL COM | COM | 13123X102 | 273 | 105000 | SH | SOLE |
| CAMERON INTERNATIONAL CORP | COM | 13342B105 | 3219 | 157000 | SH | SOLE |
| CAMPBELL SOUP CO | COM | 134429109 | 13225 | 440700 | SH | SOLE |
| CANTERBURY PK HLDG CORP | COM | 13811E101 | 594 | 100500 | SH | SOLE |
| CAPITAL ONE FINL CORP COM | COM | 14040H105 | 4146 | 130000 | SH | SOLE |
| CAPITAL PPTYS INC R I COM | COM | 140430109 | 147 | 21000 | SH | SOLE |
| CAPSTONE TURBINE CORP COM | COM | 14067D102 | 130 | 155000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |

RUN DATE: 01/20/09 12:42 P.M.

FORM 13F INFORMATION TABLE
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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DISCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| CARDINAL HEALTH INC COM | COM | 14149Y108 | 276 | 8000 | SH | | SOLE | |
| CAREER EDUCATION CORP | COM | 141665109 | 861 | 48000 | SH | | SOLE | |
| CARMIKE CINEMAS INC COM | COM | 143436400 | 270 | 74000 | SH | | SOLE | |
| CARRIZO OIL&GAS 4.375% 06/01/2 | CONVERTIBLE BOND | 144577AA1 | 875 | 2000000 | PRN | | SOLE | |
| CASEYS GEN STORES INC COM | COM | 147528103 | 273 | 12000 | SH | | SOLE | |
| CATERPILLAR INC | COM | 149123101 | 11436 | 256000 | SH | | SOLE | |
| CAVALIER HOMES INC COM | COM | 149507105 | 557 | 520300 | SH | | SOLE | |
| CAVCO INDUSTRIES | COM | 149568107 | 2872 | 106800 | SH | | SOLE | |
| CBS CORP CLASS A | COM | 124857103 | 16696 | 2026200 | SH | | SOLE | |
| CBS CORP NEW CL B | COM | 124857202 | 819 | 100000 | SH | | SOLE | |
| CELGENE CORP | COM | 151020104 | 5196 | 94000 | SH | | SOLE | |
| CENTENNIAL CELLULAR CORP CL A | COM | 15133V208 | 6915 | 858000 | SH | | SOLE | |
| CENTRAL EUROPE AND RUSSIA FUND | MUTUAL FUNDS | 153436100 | 3347 | 203702 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| CENTRAL VT PUB SVC CORP COM | COM | 155771108 | 3985 | 167000 | SH | SOLE |
| CENTURYTEL INC | COM | 156700106 | 5794 | 212000 | SH | SOLE |
| CEPHALON INC COM | COM | 156708109 | 809 | 10500 | SH | SOLE |
| CEPHALON - B 0% 6/15/2033 SERI | CONVERTIBLE BOND | 156708AL3 | 274 | 200000 | PRN | SOLE |
| CEPHEID COM | COM | 15670R107 | 1194 | 115000 | SH | SOLE |
| CH ENERGY GROUP, INC. | COM | 12541M102 | 28763 | 559700 | SH | SOLE |
| CHAMPION ENTERPRISES INC COM | COM | 158496109 | 815 | 1455000 | SH | SOLE |
| CHARTER COMMUNICATIONS INC DCL | COM | 16117M107 | 82 | 1000000 | SH | SOLE |
| CHECK POINT SOFTWARE TECH | COM | M22465104 | 190 | 10000 | SH | SOLE |
| CHEESECAKE FACTORY INC | COM | 163072101 | 209 | 20700 | SH | SOLE |
| CHEMED CORP 1.875% 05/15/14 | CONVERTIBLE BOND | 16359RAC7 | 332 | 500000 | PRN | SOLE |
| CHEMED CORPORATION | COM | 16359R103 | 9266 | 233000 | SH | SOLE |
| CHEMTURA CORP | COM | 163893100 | 1813 | 1294652 | SH | SOLE |
| CHESAPEAKE ENERGY CORP 2.250% | CONVERTIBLE BOND | 165167CB1 | 668 | 1500000 | PRN | SOLE |
| CHESAPEAKE ENERGY CORP COM | COM | 165167107 | 8683 | 537000 | SH | SOLE |
| CHESAPEAKE UTILS CORP COM | COM | 165303108 | 2991 | 95000 | SH | SOLE |
| CHEVRON CORP | COM | 166764100 | 64916 | 877600 | SH | SOLE |
| CHINA AUTOMOTIVE SYS INC COM | COM | 16936R105 | 234 | 69022 | SH | SOLE |
| CHINA MOBILE LTD | COM | 16941M109 | 5288 | 104000 | SH | SOLE |
| CHINA UNICOM ADR | COM | 16945R104 | 1269 | 104000 | SH | SOLE |
| CHINA YUCHAI INTL LTD ORD | COM | G21082105 | 146 | 38000 | SH | SOLE |
| CHURCH & DWIGHT CO | COM | 171340102 | 17290 | 308085 | SH | SOLE |
| CHURCHILL DOWNS INC COM | COM | 171484108 | 6419 | 158800 | SH | SOLE |
| CINCINNATI BELL | COM | 171871106 | 10814 | 5603300 | SH | SOLE |
| CIRCOR INTL INC COM | COM | 17273K109 | 20675 | 751800 | SH | SOLE |
| CISCO SYS INC | COM | 17275R102 | 11932 | 732000 | SH | SOLE |
| CIT GROUP INC COM | COM | 125581108 | 908 | 200000 | SH | SOLE |
| CITADEL 4.000% 02/15/11 | CONVERTIBLE BOND | 17285TAC0 | 196 | 400000 | PRN | SOLE |
| CITADEL BROADCASTING CORP COM | COM | 17285T106 | 18 | 115343 | SH | SOLE |
| CITIGROUP INC. | COM | 172967101 | 14467 | 2156000 | SH | SOLE |
| CLARCOR INC | COM | 179895107 | 27108 | 817000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 01/20/09 12:42 P.M. | | | | | | |

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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 |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| CLEAR CHANNEL OUTDOOR HLDGS CL | COM | 18451C109 | 4076 | 662800 | SH | | SOLE | |
| CLEARWIRE CORP-CLASS A | COM | 18538Q105 | 616 | 125000 | SH | | SOLE | |
| CLECO CORP NEW COM | COM | 12561W105 | 1495 | 65500 | SH | | SOLE | |
| CLOROX CO | COM | 189054109 | 3167 | 57000 | SH | | SOLE | |
| CME GROUP INC COM | COM | 12572Q105 | 5619 | 27000 | SH | | SOLE | |
| CMS ENERGY CORP COM | COM | 125896100 | 3493 | 345500 | SH | | SOLE | |
| CNA SURETY CORP COM | COM | 12612L108 | 10387 | 541000 | SH | | SOLE | |
| CNH GLOBAL NV COM | COM | N20935206 | 14749 | 945450 | SH | | SOLE | |
| COACH INC | COM | 189754104 | 2617 | 126000 | SH | | SOLE | |
| COACHMEN INDS INC | COM | 189873102 | 1588 | 863000 | SH | | SOLE | |
| COCA COLA CO | COM | 191216100 | 54270 | 1198800 | SH | | SOLE | |
| COCA COLA ENTERPRISES INC | COM | 191219104 | 902 | 75000 | SH | | SOLE | |
| COCA-COLA FEMSA S A DE C V ADR | COM | 191241108 | 435 | 10000 | SH | | SOLE | |
| COCA-COLA HELLENIC BOTTLING SP | COM | 1912EP104 | 239 | 16500 | SH | | SOLE | |
| COGO GROUP INC COM | COM | 192448108 | 70 | 14497 | SH | | SOLE | |
| COLDWATER CREEK INC COM | COM | 193068103 | 2337 | 820000 | SH | | SOLE | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 891 | 13000 | SH | | SOLE | |
| COMCAST CORP CL A SPL | COM | 20030N200 | 3601 | 223000 | SH | | SOLE | |
| COMCAST CORP NEW COM CL A | COM | 20030N101 | 3612 | 214000 | SH | | SOLE | |
| COMMUNICATIONS SYS | COM | 203900105 | 1374 | 176200 | SH | | SOLE | |
| COMPANHIA VALE DO RIO DOCE SPO | COM | 204412209 | 2365 | 195300 | SH | | SOLE | |
| COMPANIA DE MINAS BUENAVENTURA | FOREIGN COMMON S | 204448104 | 6448 | 323700 | SH | | SOLE | |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 113 | 400000 | PRN | | SOLE | |

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| | | | | | | |
|-------------------------------------------------|-----|-----------|-------|---------|-----|--------------------|
| CONAGRA INC | COM | 205887102 | 3911 | 237000 | SH | SOLE |
| CONMED CORP COM | COM | 207410101 | 3304 | 138000 | SH | SOLE |
| CONNECTICUT WTR SVC INC COM | COM | 207797101 | 1157 | 49000 | SH | SOLE |
| CONOCOPHILLIPS COM | COM | 20825C104 | 73838 | 1425450 | SH | SOLE |
| CONSOL ENERGY INC COM | COM | 20854P109 | 4287 | 150000 | SH | SOLE |
| CONSOLIDATED EDISON INC COM | COM | 209115104 | 19426 | 499000 | SH | SOLE |
| CONSOLIDATED WATER CO LTD ORD | COM | G23773107 | 650 | 52000 | SH | SOLE |
| CONSTELLATION BRANDS COM | COM | 21036P108 | 2287 | 145000 | SH | SOLE |
| CONSTELLATION ENERGY GROUP ICO | COM | 210371100 | 18266 | 728000 | SH | SOLE |
| CONTINU CARE CORP COM | COM | 212172100 | 1297 | 614900 | SH | SOLE |
| COOPER CAMERON 2.500% 06/15/26 CONVERTIBLE BOND | | 13342BAB1 | 190 | 200000 | PRN | SOLE |
| COOPER INDUSTRIES LTD CL A COM | COM | G24182100 | 31919 | 1092000 | SH | SOLE |
| COPART INC COM | COM | 217204106 | 1495 | 55000 | SH | SOLE |
| CORE MOLDING TECH COM | COM | 218683100 | 704 | 270700 | SH | SOLE |
| CORINTHIAN COLLEGES INC COM | COM | 218868107 | 3926 | 239850 | SH | SOLE |
| CORN PRODS INTL INC COM | COM | 219023108 | 21868 | 758000 | SH | SOLE |
| CORNING INC | COM | 219350105 | 23044 | 2418000 | SH | SOLE |
| CORUS ENTMT INC CL B NON VTG | COM | 220874101 | 998 | 87000 | SH | SOLE |
| COSTCO WHSL CORP NEW COM | COM | 22160K105 | 24413 | 465000 | SH | SOLE |
| COVANTA HOLDING CORP | COM | 22282E102 | 3315 | 150950 | SH | SOLE |
| COVIDIAN LTD | COM | G2552X108 | 5436 | 150000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| CRANE CO | COM | 224399105 | 23141 | 1342300 | SH | | SOLE | |
| CROWN HOLDINGS INC COM | COM | 228368106 | 6144 | 320000 | SH | | SOLE | |
| CROWN MEDIA HLDGS INC CL A | COM | 228411104 | 1300 | 456000 | SH | | SOLE | |
| CRUCCELL N V SPONSORED ADR | COM | 228769105 | 2969 | 196000 | SH | | SOLE | |
| CRYOLIFE INC COM | COM | 228903100 | 385 | 39665 | SH | | SOLE | |
| CTS CORP | COM | 126501105 | 4212 | 764350 | SH | | SOLE | |
| CTS CORP 2.125% 05/01/24 | CONVERTIBLE BOND | 126501AC9 | 277 | 300000 | PRN | | SOLE | |
| CUMMINS ENGINE INC | COM | 231021106 | 3635 | 136000 | SH | | SOLE | |
| CURTISS WRIGHT CORP | COM | 231561101 | 38305 | 1147192 | SH | | SOLE | |
| CUTERA INC COM | COM | 232109108 | 2951 | 332700 | SH | | SOLE | |
| CVS/CAREMARK CORP | COM | 126650100 | 25642 | 892200 | SH | | SOLE | |
| CYBERSOURCE CORP | COM | 23251J106 | 1726 | 143919 | SH | | SOLE | |
| CYNOSURE INC CL A | COM | 232577205 | 374 | 41000 | SH | | SOLE | |
| CYPRESS SEMICONDUCTOR CORP COM | COM | 232806109 | 460 | 103000 | SH | | SOLE | |
| CYTEC INDS INC COM | COM | 232820100 | 212 | 10000 | SH | | SOLE | |
| CYTRX CORP COM NEW | COM | 232828301 | 8 | 25000 | SH | | SOLE | |
| C&D TECHNOLOGIES INC COM | COM | 124661109 | 64 | 20600 | SH | | SOLE | |
| D & E COMMUNICATIONS INC COM | COM | 232860106 | 1936 | 288960 | SH | | SOLE | |
| DANA HOLDING CORP COM | COM | 235825205 | 148 | 200000 | SH | | SOLE | |
| DANAHER CORP 0.0% 1/22/2021 | CONVERTIBLE BOND | 235851AF9 | 179 | 200000 | PRN | | SOLE | |
| DANAHER CORP SHS BEN INT | COM | 235851102 | 906 | 16000 | SH | | SOLE | |
| DATASCOPE CORP | COM | 238113104 | 5067 | 97000 | SH | | SOLE | |
| DEAN FOODS (B:DF) | COM | 242370104 | 13567 | 755000 | SH | | SOLE | |
| DEERE & CO. | COM | 244199105 | 72134 | 1882400 | SH | | SOLE | |
| DEL MONTE FOODS CO COM | COM | 24522P103 | 4184 | 586000 | SH | | SOLE | |
| DELTA NAT GAS INC COM | COM | 247748106 | 1576 | 65000 | SH | | SOLE | |
| DELUXE CORP | COM | 248019101 | 193 | 12890 | SH | | SOLE | |
| DENBURY RES INC COM NEW | COM | 247916208 | 218 | 20000 | SH | | SOLE | |
| DENNYS CORP COM | COM | 24869P104 | 289 | 145108 | SH | | SOLE | |
| DENTSPLY INTL INC NEW COM | COM | 249030107 | 311 | 11000 | SH | | SOLE | |
| DEUTSCHE BANK AG-REG (B:DB) | COM | D18190898 | 20019 | 492000 | SH | | SOLE | |
| DEUTSCHE TELEKOM AG-SPON ADR (| COM | 251566105 | 37041 | 2421000 | SH | | SOLE | |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 32945 | 501372 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| DEXCOM INC COM | COM | 252131107 | 312 | 113000 | SH | SOLE |
| DIAGEO PLC SPONSORED ADR (B:DE | COM | 25243Q205 | 46811 | 825000 | SH | SOLE |
| DIAMOND OFFSHORE DRILLNG INCCO | COM | 25271C102 | 9719 | 164900 | SH | SOLE |
| DIEBOLD INC COM | COM | 253651103 | 33596 | 1196000 | SH | SOLE |
| DIGITAL ALLY INC COM | COM | 25382P109 | 106 | 34148 | SH | SOLE |
| DIODES INC COM | COM | 254543101 | 434 | 71666 | SH | SOLE |
| DIRECTV GROUP INC | COM | 25459L106 | 67924 | 2964800 | SH | SOLE |
| DISCOVER FINANCIAL | COM | 254709108 | 8272 | 868000 | SH | SOLE |
| DISCOVERY COMMS NEW SER A | COM | 25470F104 | 13064 | 922585 | SH | SOLE |
| DISCOVERY COMMS NEW SER C | COM | 25470F302 | 11677 | 872085 | SH | SOLE |
| DISH NETWORK CORPORATION | COM | 25470M109 | 11914 | 1074300 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|-----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|----|
| DISNEY WALT PRODTNS | COM | 254687106 | 1838 | 81000 | SH | | SOLE | |
| DISTRIBUCION Y SERVICIO D&S SP | COM | 254753106 | 314 | 13000 | SH | | SOLE | |
| DOMINION RES INC VA NEW COM | COM | 25746U109 | 9462 | 264000 | SH | | SOLE | |
| DONALDSON INC | COM | 257651109 | 22842 | 678800 | SH | | SOLE | |
| DOVER DOWNS GAMING & ENTMT INC | COM | 260095104 | 505 | 158900 | SH | | SOLE | |
| DOVER MOTORSPORTS INC.(B:DVD) | COM | 260174107 | 735 | 565000 | SH | | SOLE | |
| DOW CHEMICAL CORP | COM | 260543103 | 4753 | 315000 | SH | | SOLE | |
| DPL INC COM | COM | 233293109 | 32433 | 1420000 | SH | | SOLE | |
| DR PEPPER SNAPPLE GROUP INC CO | COM | 26138E109 | 18940 | 1165540 | SH | | SOLE | |
| DREAMWORKS ANIMATION SKG-A | COM | 26153C103 | 1844 | 73000 | SH | | SOLE | |
| DREW INDS INC COM NEW | COM | 26168L205 | 204 | 17000 | SH | | SOLE | |
| DTE ENERGY CO COM | COM | 233331107 | 2711 | 76000 | SH | | SOLE | |
| DU PONT E I DE NEMOURS CO | COM | 263534109 | 7590 | 300000 | SH | | SOLE | |
| DUCOMMUN INC DEL COM | COM | 264147109 | 779 | 46673 | SH | | SOLE | |
| DUFF & PHELPS CORP-CL A | COM | 26433B107 | 191 | 10000 | SH | | SOLE | |
| DUKE ENERGY CORP | COM | 26441C105 | 20564 | 1370000 | SH | | SOLE | |
| DUN & BRADSTREET CORP | COM | 26483E100 | 1312 | 17000 | SH | | SOLE | |
| DYNAMIC MATLS CORP COM | COM | 267888105 | 1463 | 75763 | SH | | SOLE | |
| DYNEGY INC DEL CL A | COM | 26817G102 | 72 | 35810 | SH | | SOLE | |
| E M C CORP MASS COM | COM | 268648102 | 482 | 46000 | SH | | SOLE | |
| EASTERN CO COM | COM | 276317104 | 155 | 18000 | SH | | SOLE | |
| EASTMAN KODAK | COM | 277461109 | 10771 | 1637000 | SH | | SOLE | |
| EBAY INC | COM | 278642103 | 581 | 41600 | SH | | SOLE | |
| EBIX INC COM NEW | COM | 278715206 | 736 | 30800 | SH | | SOLE | |
| ECHOSTAR CORP-A | COM | 278768106 | 3151 | 211880 | SH | | SOLE | |
| ECOLAB INC | COM | 278865100 | 6854 | 195000 | SH | | SOLE | |
| EDGEWATER TECHNOLOGY INC COM | COM | 280358102 | 1869 | 721793 | SH | | SOLE | |
| EDISON INTL COM | COM | 281020107 | 7548 | 235000 | SH | | SOLE | |
| EDWARDS LIFESCIENCES CORP COM | COM | 28176E108 | 879 | 16000 | SH | | SOLE | |
| EL PASO CORPORATION | COM | 28336L109 | 22644 | 2892000 | SH | | SOLE | |
| EL PASO ELEC CO COM NEW | COM | 283677854 | 23191 | 1282000 | SH | | SOLE | |
| EL PASO ENERGY CAP TR I PFD CO | CONVERTIBLE PEF | 283678209 | 3333 | 129300 | SH | | SOLE | |
| ELECTRONIC ARTS COM | COM | 285512109 | 2807 | 175000 | SH | | SOLE | |
| ELITE PHARMACEUTICALS INC CL A | COM | 28659T200 | 2 | 28844 | SH | | SOLE | |
| EMBARQ CORP COM | COM | 29078E105 | 1762 | 49000 | SH | | SOLE | |
| EMBRAER-EMPRESA BRASIL AERONAD | COM | 29081M102 | 486 | 30000 | SH | | SOLE | |
| EMERSON ELEC CO | COM | 291011104 | 5052 | 138000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP | COM | 291525103 | 46 | 132000 | SH | | SOLE | |
| EMMIS COMMUNICATIONS CORP PFD | CONVERTIBLE PEF | 291525202 | 58 | 26000 | SH | | SOLE | |
| EMPIRE DIST ELEC CO COM | COM | 291641108 | 4193 | 238250 | SH | | SOLE | |
| ENERGEN CORP COM | COM | 29265N108 | 821 | 28000 | SH | | SOLE | |
| ENERGIZER HLDGS INC COM | COM | 29266R108 | 27882 | 515000 | SH | | SOLE | |
| ENERSIS S A | COM | 29274F104 | 369 | 29000 | SH | | SOLE | |

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ENI S P A ADR SPONSORED COM 26874R108 8129 170000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ENTEGRIS INC COM | COM | 29362U104 | 645 | 294650 | SH | | SOLE | |
| ENTERCOM COMMUNICATIONS CORPCL | COM | 293639100 | 92 | 75000 | SH | | SOLE | |
| ENERGY CORP NEW COM | COM | 29364G103 | 499 | 6000 | SH | | SOLE | |
| ENVIRONMENTAL PWR CORP COM NEW | COM | 29406L201 | 17 | 27000 | SH | | SOLE | |
| EOG RESOURCES INC | COM | 26875P101 | 6991 | 105000 | SH | | SOLE | |
| EPOCH HOLDING CORP | COM | 29428R103 | 2778 | 366000 | SH | | SOLE | |
| EQUITY MEDIA HOLDINGS CORPORAT | COM | 294725106 | 0 | 15000 | SH | | SOLE | |
| EUROPEAN EQUITY FUND COM | MUTUAL FUNDS | 298768102 | 200 | 36700 | SH | | SOLE | |
| EV3 INC COM | COM | 26928A200 | 129 | 21100 | SH | | SOLE | |
| EXACTECH INC COM | COM | 30064E109 | 2240 | 133000 | SH | | SOLE | |
| EXELON CORP | COM | 30161N101 | 8564 | 154000 | SH | | SOLE | |
| EXTERRAN HLDGS INC COM | COM | 30225X103 | 213 | 10000 | SH | | SOLE | |
| EXXON MOBIL CORP | COM | 30231G102 | 69851 | 875000 | SH | | SOLE | |
| FAIRCHILD CORP | COM | 303698104 | 604 | 1831700 | SH | | SOLE | |
| FAIRPOINT COMMUNICATIONS INCCO | COM | 305560104 | 294 | 89551 | SH | | SOLE | |
| FALCONSTOR SOFTWARE INC COM | COM | 306137100 | 354 | 127500 | SH | | SOLE | |
| FARMER BROS CO | COM | 307675108 | 2369 | 95000 | SH | | SOLE | |
| FEDERAL NAT MORTGAGE ASSN-FANN | COM | 313586109 | 563 | 740700 | SH | | SOLE | |
| FERRO CORP | COM | 315405100 | 13685 | 1941119 | SH | | SOLE | |
| FERRO CORP 6.500% 08/15/13 | CONVERTIBLE BOND | 315405AL4 | 1872 | 3850000 | PRN | | SOLE | |
| FIDELITY NATL INFORMATION SVCO | COM | 31620M106 | 1554 | 95496 | SH | | SOLE | |
| FIDELITY NATL TITLE GROUP INCO | COM | 31620R105 | 868 | 48909 | SH | | SOLE | |
| FIDELITY SOUTHERN CORP | COM | 316394105 | 152 | 42210 | SH | | SOLE | |
| FIRST SOLAR INC COM | COM | 336433107 | 9643 | 69900 | SH | | SOLE | |
| FIRSTENERGY CORP COM | COM | 337932107 | 13019 | 268000 | SH | | SOLE | |
| FISHER COMMUNICATIONS INC COM | COM | 337756209 | 8617 | 417500 | SH | | SOLE | |
| FLEETWOOD ENTERPRISES INC | COM | 339099103 | 31 | 314000 | SH | | SOLE | |
| FLIR SYS INC COM | COM | 302445101 | 3405 | 111000 | SH | | SOLE | |
| FLORIDA PUB UTILS CO COM | COM | 341135101 | 5320 | 504250 | SH | | SOLE | |
| FLOW INTL CORP COM | COM | 343468104 | 616 | 254595 | SH | | SOLE | |
| FLOWERS FOODS INC COM | COM | 343498101 | 17369 | 713000 | SH | | SOLE | |
| FLOWSERVE CORP COM | COM | 34354P105 | 50213 | 975000 | SH | | SOLE | |
| FLUOR CORP NEW COM | COM | 343412102 | 2100 | 46800 | SH | | SOLE | |
| FLUSHING FINL CORP COM | COM | 343873105 | 4728 | 395300 | SH | | SOLE | |
| FMC CORP COM NEW | COM | 302491303 | 593 | 13260 | SH | | SOLE | |
| FMC TECHNOLOGIES INC COM | COM | 30249U101 | 2626 | 110200 | SH | | SOLE | |
| FOMENTO ECONOMICO MEXICANO SAD | COM | 344419106 | 14975 | 497000 | SH | | SOLE | |
| FORTRESS INVESTMENT GROUP CL A | COM | 34958B106 | 62 | 62000 | SH | | SOLE | |
| FORTUNE BRANDS INC | COM | 349631101 | 13086 | 317000 | SH | | SOLE | |
| FOSTER L B CO COM | COM | 350060109 | 778 | 24878 | SH | | SOLE | |
| FPL GROUP INC COM | COM | 302571104 | 40063 | 796000 | SH | | SOLE | |
| FRANCE TELECOM SPONSORED ADR | COM | 35177Q105 | 4239 | 151000 | SH | | SOLE | |
| FRANKLIN ELEC INC | COM | 353514102 | 5552 | 197500 | SH | | SOLE | |
| FREDDIE MAC COM | COM | 313400301 | 58 | 80000 | SH | | SOLE | |

GABELLI FUNDS, LLC

RUN DATE: 01/20/09 12:42 P.M.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| FREEPORT MCMORAN COPPER&GOLD C | COM | 35671D857 | 25628 | 1048617 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|----------|-----|--------------------|
| FREEMPORT-MCMORAN COPPER 6.75% | CONVERTIBLE PREF | 35671D782 | 2584 | 54720 | SH | SOLE |
| FRESENIUS KABI PHARMA-CVR | WARRANT AND RIGH | 35802M115 | 8 | 24000 | SH | SOLE |
| FRONTIER COMMUNICATIONS CORP | COM | 35906A108 | 3244 | 371167 | SH | SOLE |
| FSI INTL INC COM | COM | 302633102 | 7 | 21200 | SH | SOLE |
| FULLER H B CO COM | COM | 359694106 | 7579 | 470425 | SH | SOLE |
| FURMANITE CORPORATION | COM | 361086101 | 3215 | 596500 | SH | SOLE |
| GARDNER DENVER INC | COM | 365558105 | 2900 | 124250 | SH | SOLE |
| GATX CORP | COM | 361448103 | 35182 | 1136000 | SH | SOLE |
| GATX CORP \$2.50 CV PFD | CONVERTIBLE PREF | 361448202 | 1081 | 4200 | SH | SOLE |
| GAYLORD ENTERTAINMENT CO | COM | 367905106 | 11928 | 1100370 | SH | SOLE |
| GENCORP INC | COM | 368682100 | 5943 | 1615000 | SH | SOLE |
| GENELABS TECHNOLOGIES INC COM | COM | 368706206 | 910 | 705600 | SH | SOLE |
| GENENTECH INC | COM | 368710406 | 30312 | 365600 | SH | SOLE |
| GENERAL COMMUNICATIONS INC CL | COM | 369385109 | 631 | 78000 | SH | SOLE |
| GENERAL DYNAMICS CORP COM | COM | 369550108 | 288 | 5000 | SH | SOLE |
| GENERAL ELEC CO | COM | 369604103 | 28706 | 1772000 | SH | SOLE |
| GENERAL MILLS INC | COM | 370334104 | 50080 | 824361 | SH | SOLE |
| GENERAL MTRS CORP | COM | 370442105 | 6166 | 1927000 | SH | SOLE |
| GENUINE PARTS CO | COM | 372460105 | 64816 | 1712000 | SH | SOLE |
| GERBER SCIENTIFIC INSTR | COM | 373730100 | 3598 | 704200 | SH | SOLE |
| GILEAD SCIENCES INC COM | COM | 375558103 | 5615 | 109800 | SH | SOLE |
| GLAXOSMITHKLINE PLC ADR (B:GSK | COM | 37733W105 | 569 | 15276 | SH | SOLE |
| GLOBAL SOURCES LTD COM | COM | G39300101 | 341 | 62508 | SH | SOLE |
| GLOBECOMM SYSTEMS INC COM | COM | 37956X103 | 102 | 18617 | SH | SOLE |
| GOLD FIELDS LTD NEW SPON ADR (| COM | 38059T106 | 31674 | 3189749 | SH | SOLE |
| GOLDCORP INC (US) | COM | 380956409 | 27955 | 886608 | SH | SOLE |
| GOLDMAN SACHS GR | COM | 38141G104 | 10802 | 128000 | SH | SOLE |
| GOODRICH B F CO COM | COM | 382388106 | 370 | 10000 | SH | SOLE |
| GOOGLE INC-CL A | COM | 38259P508 | 20828 | 67700 | SH | SOLE |
| GORMAN RUPP CO | COM | 383082104 | 9741 | 313000 | SH | SOLE |
| GP STRATEGIES CORP COM | COM | 36225V104 | 541 | 119931 | SH | SOLE |
| GRACO INC COM | COM | 384109104 | 1993 | 84000 | SH | SOLE |
| GRAFTECH INTERNATIONAL | COM | 384313102 | 11744 | 1411500 | SH | SOLE |
| GRAY TELEVISION, INC | COM | 389375106 | 439 | 1098500 | SH | SOLE |
| GRAY TELEVISION, INC CL A | COM | 389375205 | 47 | 81000 | SH | SOLE |
| GREAT ATLA & PAC 5.125% 6/15/2 | CONVERTIBLE BOND | 390064AJ2 | 8100 | 16200000 | PRN | SOLE |
| GREAT ATLANTIC & PAC TEA INCCO | COM | 390064103 | 6843 | 1091400 | SH | SOLE |
| GREAT PLAINS ENERGY INC. (B: G | COM | 391164100 | 53610 | 2773387 | SH | SOLE |
| GREATBATCH INC | COM | 39153L106 | 5715 | 216000 | SH | SOLE |
| GREENBRIER COS INC | COM | 393657101 | 515 | 75000 | SH | SOLE |
| GREIF INC CL A | COM | 397624107 | 24972 | 747000 | SH | SOLE |
| GREIF INC CL B | COM | 397624206 | 2343 | 68900 | SH | SOLE |
| GRIFFIN LAND & NUR | COM | 398231100 | 19775 | 536500 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 01/20/09 12:42 P.M. | | | | | | |

FORM 13F INFORMATION TABLE
AS OF DATE: 12/31/08

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| GRIFON CORP COM | COM | 398433102 | 10667 | 1143257 | SH | | SOLE | |
| GRUPO RADIO CENTRO S A DE CVAD | COM | 40049C102 | 87 | 10000 | SH | | SOLE | |
| GRUPO TELEVISIA SA DE CV ADR (B | COM | 40049J206 | 33376 | 2234000 | SH | | SOLE | |
| GRUPO TMM SA | COM | 40051D105 | 218 | 307000 | SH | | SOLE | |
| GSE SYS INC COM | COM | 36227K106 | 227 | 38419 | SH | | SOLE | |
| GSI LUMONICS INC COM | COM | 36229U102 | 13 | 22150 | SH | | SOLE | |
| GSI TECHNOLOGY COM | COM | 36241U106 | 574 | 209449 | SH | | SOLE | |
| GULF ISLAND FABRICATION INC CO | COM | 402307102 | 148 | 10300 | SH | | SOLE | |
| GY 4% 01/16/24 | CONVERTIBLE BOND | 368682AJ9 | 205 | 300000 | PRN | | SOLE | |
| GYRODYNE CO AMER INC COM | COM | 403820103 | 300 | 12000 | SH | | SOLE | |
| H R BLOCK INC | COM | 093671105 | 8884 | 391000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|------|
| HACKETT GROUP INC COM | COM | 404609109 | 115 | 39292 | SH | SOLE |
| HAIN CELESTIAL GROUP INC | COM | 405217100 | 1336 | 70000 | SH | SOLE |
| HALLIBURTON COMPANY | COM | 406216101 | 34795 | 1913900 | SH | SOLE |
| HANESBRANDS INC COM | COM | 410345102 | 1339 | 105000 | SH | SOLE |
| HANSEN NAT CORP COM | COM | 411310105 | 402 | 12000 | SH | SOLE |
| HARLEY DAVIDSON INC | COM | 412822108 | 1171 | 69000 | SH | SOLE |
| HARMAN INTL INDS INC NEW COM | COM | 413086109 | 3848 | 230000 | SH | SOLE |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 19830 | 1807626 | SH | SOLE |
| HARRIS CORPORATION | COM | 413875105 | 11704 | 307600 | SH | SOLE |
| HARTE HANKS INC | COM | 416196103 | 125 | 20000 | SH | SOLE |
| HARTMARX CORP | COM | 417119104 | 130 | 420000 | SH | SOLE |
| HAWAIIAN ELEC INDS INC COM | COM | 419870100 | 12088 | 546000 | SH | SOLE |
| HAWK CORP CL A | COM | 420089104 | 3310 | 199400 | SH | SOLE |
| HAWKINS INC COM | COM | 420261109 | 3495 | 228600 | SH | SOLE |
| HEALTHCARE SVCS GRP INC COM | COM | 421906108 | 2358 | 148000 | SH | SOLE |
| HEALTHWAYS INC COM | COM | 422245100 | 161 | 14000 | SH | SOLE |
| HEARST-ARGYLE TELEVISION INCCO | COM | 422317107 | 533 | 88000 | SH | SOLE |
| HEELYS INC COM | COM | 42279M107 | 220 | 97000 | SH | SOLE |
| HEINZ, H J COMPANY | COM | 423074103 | 18875 | 502000 | SH | SOLE |
| HELLENIC TELECOMMUNICATIONS AD | COM | 423325307 | 2275 | 273800 | SH | SOLE |
| HERLEY INDS INC COM | COM | 427398102 | 10272 | 836500 | SH | SOLE |
| HERSHEY COMPANY (THE) | COM | 427866108 | 24978 | 719000 | SH | SOLE |
| HESKA CORP COM | COM | 42805E108 | 17 | 69000 | SH | SOLE |
| HESS CORP | COM | 42809H107 | 9789 | 182500 | SH | SOLE |
| HICKORY TECH CORP COM | COM | 429060106 | 862 | 158500 | SH | SOLE |
| HITACHI LTD ADR (B:HIT US) | COM | 433578507 | 313 | 8000 | SH | SOLE |
| HMS HLDGS CORP COM | COM | 40425J101 | 607 | 19270 | SH | SOLE |
| HOLOGIC INC COM | COM | 436440101 | 196 | 15000 | SH | SOLE |
| HOME DEPOT INC | COM | 437076102 | 1842 | 80000 | SH | SOLE |
| HOME DIAGNOSTICS INC DEL COM | COM | 437080104 | 106 | 21400 | SH | SOLE |
| HOME INNS & HOTELS MANAG-ADR | COM | 43713W107 | 686 | 80000 | SH | SOLE |
| HONEYWELL INT'L INC | COM | 438516106 | 58405 | 1779000 | SH | SOLE |
| HOSPIRA INC COM | COM | 441060100 | 3567 | 133000 | SH | SOLE |

GABELLI FUNDS, LLC

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| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| HOST HOTELS & RESORTS INC | COM | 44107P104 | 167 | 22000 | SH | | SOLE | |
| HSBC HLDGS PLC ADR SPON NEW | COM | 404280406 | 8663 | 178000 | SH | | SOLE | |
| HSN INC COM | COM | 404303109 | 1025 | 141000 | SH | | SOLE | |
| HUANENG PWR INTL INC SPON ADR | COM | 443304100 | 2612 | 89500 | SH | | SOLE | |
| HUDSON CITY BANCORP INC COM | COM | 443683107 | 1436 | 90000 | SH | | SOLE | |
| HUNGARIAN TEL&CABLE CORP COM (| COM | 445542103 | 172 | 20000 | SH | | SOLE | |
| HUNTINGTON BANCSHARES INC | COM | 446150104 | 184 | 24000 | SH | | SOLE | |
| HUNTSMAN CORP COM | COM | 447011107 | 3096 | 900000 | SH | | SOLE | |
| HUTTIG BLDG PRODS INC COM | COM | 448451104 | 58 | 128000 | SH | | SOLE | |
| IAC INTERACTIVECORP COM PAR \$. | COM | 44919P508 | 5970 | 379500 | SH | | SOLE | |
| IAMGOLD CORP (USD) COM | COM | 450913108 | 2444 | 400000 | SH | | SOLE | |
| ICU MEDICAL INC | COM | 44930G107 | 5170 | 156000 | SH | | SOLE | |
| IDEARC INC | COM | 451663108 | 5 | 62000 | SH | | SOLE | |
| IDEATION ACQUISTION CORP-UT | COM | 451665202 | 1575 | 220000 | SH | | SOLE | |
| IDEX CORP | COM | 45167R104 | 29474 | 1220450 | SH | | SOLE | |
| IDT CORP CL B | COM | 448947309 | 6 | 15000 | SH | | SOLE | |
| IDT CORPORATION | COM | 448947101 | 3 | 10000 | SH | | SOLE | |
| IMATION CORP COM | COM | 45245A107 | 136 | 10000 | SH | | SOLE | |
| IMAX CORP COM | COM | 45245E109 | 260 | 58200 | SH | | SOLE | |
| IMS HEALTH INC COM | COM | 449934108 | 3153 | 208000 | SH | | SOLE | |
| INDUSTRIAL SVCS AMER INC FLACO | COM | 456314103 | 94 | 17305 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| INGERSOLL-RAND CO CL A | COM | G4776G101 | 1388 | 80000 | SH | SOLE |
| INGLES MKTS INC CL A | COM | 457030104 | 11293 | 642000 | SH | SOLE |
| INSITUFORM TECHNOLOGIES INC CL | COM | 457667103 | 541 | 27500 | SH | SOLE |
| INSPIRE PHARMACEUTICALS INC CO | COM | 457733103 | 108 | 30000 | SH | SOLE |
| INSTEEL INDS INC | COM | 45774W108 | 113 | 10000 | SH | SOLE |
| INTEGRATED DEVICE TECH INC COM | COM | 458118106 | 89 | 15850 | SH | SOLE |
| INTEGRYS ENERGY GROUP INC | COM | 45822P105 | 33847 | 787500 | SH | SOLE |
| INTEL CORP | COM | 458140100 | 37280 | 2543000 | SH | SOLE |
| INTERACTIVE BROKERS | COM | 45841N107 | 1234 | 69000 | SH | SOLE |
| INTERACTIVE DATA CORP COM | COM | 45840J107 | 1776 | 72000 | SH | SOLE |
| INTERMEC INC | COM | 458786100 | 9885 | 744350 | SH | SOLE |
| INTERNATIONAL BUSINESS | COM | 459200101 | 28766 | 341800 | SH | SOLE |
| INTERNATIONAL GAME TECH | COM | 459902102 | 4584 | 385500 | SH | SOLE |
| INTERNATIONAL PAPER CO | COM | 460146103 | 5227 | 443000 | SH | SOLE |
| INTERNATIONAL RECTIFIER CORPCO | COM | 460254105 | 934 | 69150 | SH | SOLE |
| INTERNATIONAL SPEEDWAY CORP CL | COM | 460335201 | 460 | 16000 | SH | SOLE |
| INTERPUBLIC GROUP COS INC | COM | 460690100 | 9274 | 2341800 | SH | SOLE |
| INTERTAPE POLYMER GROUP INC CO | COM | 460919103 | 9 | 12500 | SH | SOLE |
| INTERVAL LEISURE GROUP INC COM | COM | 46113M108 | 771 | 143000 | SH | SOLE |
| INTL FLAVORS & FRAGRANCES | COM | 459506101 | 11106 | 373700 | SH | SOLE |
| INTL GM TECH 2.600% 02/36 | CONVERTIBLE BOND | 459902AP7 | 284 | 300000 | PRN | SOLE |
| INTRICON CORP COM | COM | 46121H109 | 435 | 120700 | SH | SOLE |
| INVERNESS MED INNOVATIONS INCO | COM | 46126P106 | 1475 | 78000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|---------|
| INVESCO LTD | COM | G491BT108 | 1805 | 125000 | SH | | SOLE | |
| INX INC COM | COM | 46185W109 | 108 | 25048 | SH | | SOLE | |
| ITT INDUSTRIES | COM | 450911102 | 57492 | 1250100 | SH | | SOLE | |
| IVANHOE MINES LTD COM | COM | 46579N103 | 1264 | 468140 | SH | | SOLE | |
| I-FLOW CORP COM NEW | COM | 449520303 | 461 | 96000 | SH | | SOLE | |
| J & J SNACK FOODS CORP | COM | 466032109 | 969 | 27000 | SH | | SOLE | |
| J.P. MORGAN CHASE & CO | COM | 46625H100 | 25323 | 803126 | SH | | SOLE | |
| JA SOLAR HOLD CO 4.500% 05/15/ | CONVERTIBLE BOND | 466090AA5 | 96 | 300000 | PRN | | SOLE | |
| JANUS CAP GROUP INC COM | COM | 47102X105 | 5870 | 731000 | SH | | SOLE | |
| JOHN BEAN TECHNOLOGIES CORP CO | COM | 477839104 | 186 | 22750 | SH | | SOLE | |
| JOHNSON CONTROLS | COM | 478366107 | 11187 | 616000 | SH | | SOLE | |
| JOHNSON & JOHNSON | COM | 478160104 | 37693 | 630000 | SH | | SOLE | |
| JOURNAL COMM INC-A | COM | 481130102 | 2077 | 847900 | SH | | SOLE | |
| JOY GLOBAL INC COM | COM | 481165108 | 4418 | 193000 | SH | | SOLE | |
| JUPITERMEDIA CORP COM | COM | 48207D101 | 27 | 70000 | SH | | SOLE | |
| K V PHARMACEUTICAL CO CL A | COM | 482740206 | 29 | 10000 | SH | | SOLE | |
| KAMAN CORP | COM | 483548103 | 14910 | 822418 | SH | | SOLE | |
| KANSAS CITY SOUTHERN | COM | 485170302 | 591 | 31000 | SH | | SOLE | |
| KEITHLEY INSTRS INC COM | COM | 487584104 | 37 | 10000 | SH | | SOLE | |
| KELLOGG CO | COM | 487836108 | 5525 | 126000 | SH | | SOLE | |
| KEMET CORP COM | COM | 488360108 | 103 | 380000 | SH | | SOLE | |
| KEY ENERGY SVCS INC COM | COM | 492914106 | 46 | 10400 | SH | | SOLE | |
| KEY TECHNOLOGY INC COM | COM | 493143101 | 1615 | 85488 | SH | | SOLE | |
| KEYCORP | COM | 493267108 | 102 | 12000 | SH | | SOLE | |
| KIMBERLY CLARK CORP | COM | 494368103 | 16877 | 320000 | SH | | SOLE | |
| KINDER MORGAN EGY PTNS L P UT | COM | 494550106 | 915 | 20000 | SH | | SOLE | |
| KINETIC CONCEPTS INC COM NEW | COM | 49460W208 | 269 | 14000 | SH | | SOLE | |
| KINROSS GOLD 1.75% 3/15/2028 1 | CONVERTIBLE BOND | 496902AB3 | 202 | 200000 | PRN | | SOLE | |
| KINROSS GOLD CORP COM NO PAR | COM | 496902404 | 44962 | 2440948 | SH | | SOLE | |
| KONINKLIJKE PHILIPS ELECTRS SP | COM | 500472303 | 766 | 38570 | SH | | SOLE | |
| KOREA ELEC PWR CO SPONSORED AD | COM | 500631106 | 4168 | 359000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| KRAFT FOODS INC CL A COM | COM | 50075N104 | 29991 | 1117000 | SH | SOLE |
| KROGER CO | COM | 501044101 | 3116 | 118000 | SH | SOLE |
| KT CORP SPON ADR | COM | 48268K101 | 147 | 10000 | SH | SOLE |
| KULICKE & SOFFA INDS INC COM | COM | 501242101 | 26 | 15550 | SH | SOLE |
| KYOCERA CORP ADR | COM | 501556203 | 941 | 13000 | SH | SOLE |
| K-TRON INTL INC | COM | 482730108 | 3217 | 40262 | SH | SOLE |
| L 3 COMMUNICATIONS | COM | 502424104 | 332 | 4500 | SH | SOLE |
| LA Z BOY CHAIR CO | COM | 505336107 | 33 | 15000 | SH | SOLE |
| LABORATORY CORP AMER HLDGS COM | COM | 50540R409 | 1481 | 23000 | SH | SOLE |
| LABRANCHE & CO INC COM | COM | 505447102 | 287 | 60000 | SH | SOLE |
| LACLEDE GROUP INC | COM | 505597104 | 9977 | 213000 | SH | SOLE |
| LAKES ENTERTAINMENT INC COM | COM | 51206P109 | 563 | 140000 | SH | SOLE |
| LANDAUER INC | COM | 51476K103 | 12754 | 174000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| LANDEC CORP COM | COM | 514766104 | 595 | 90378 | SH | | SOLE | |
| LANGER INC COM | COM | 515707107 | 8 | 10000 | SH | | SOLE | |
| LAS VEGAS SANDS CORP | COM | 517834107 | 5207 | 878000 | SH | | SOLE | |
| LAWSON SOFTWARE INC NEW COM | COM | 52078P102 | 124 | 26210 | SH | | SOLE | |
| LAYNE CHRISTENSEN CO COM | COM | 521050104 | 360 | 15000 | SH | | SOLE | |
| LEAR CORP COM | COM | 521865105 | 307 | 218000 | SH | | SOLE | |
| LEARNING TREE INTL INC COM | COM | 522015106 | 868 | 101883 | SH | | SOLE | |
| LECROY CORP COM | COM | 52324W109 | 451 | 147947 | SH | | SOLE | |
| LEE ENTERPRISES INC | COM | 523768109 | 78 | 190000 | SH | | SOLE | |
| LEGG MASON INC COM | COM | 524901105 | 24276 | 1108000 | SH | | SOLE | |
| LENDER PROCESSING SVCS INC COM | COM | 52602E102 | 1178 | 40000 | SH | | SOLE | |
| LEUCADIA NATL CORP COM | COM | 527288104 | 4815 | 243200 | SH | | SOLE | |
| LEVEL 3 COMM INC 2.875% 7/15/2 | CONVERTIBLE BOND | 52729NBA7 | 154 | 250000 | PRN | | SOLE | |
| LIBERTY ENTERTAINMENT-A | COM | 53071M500 | 46694 | 2671300 | SH | | SOLE | |
| LIBERTY GLOBAL INC COM SER A | COM | 530555101 | 18293 | 1149084 | SH | | SOLE | |
| LIBERTY GLOBAL INC COM SER C | COM | 530555309 | 9123 | 600963 | SH | | SOLE | |
| LIBERTY MEDIA HLDG CORP INT CO | COM | 53071M104 | 3756 | 1204000 | SH | | SOLE | |
| LIBERTY MEDIA-CAP SER A | COM | 53071M302 | 2838 | 602650 | SH | | SOLE | |
| LIFE PARTNERS HOLDINGS INC COM | COM | 53215T106 | 1388 | 31795 | SH | | SOLE | |
| LIFE TECHNOLOGIES CORP COM | COM | 53217V109 | 5541 | 237723 | SH | | SOLE | |
| LIFEWAY FOODS INC COM | COM | 531914109 | 2933 | 326600 | SH | | SOLE | |
| LILLY, ELI AND COMPANY | COM | 532457108 | 15705 | 390000 | SH | | SOLE | |
| LIN TV CORP CL A | COM | 532774106 | 1936 | 1776000 | SH | | SOLE | |
| LINDSAY CORP | COM | 535555106 | 827 | 26000 | SH | | SOLE | |
| LITTELFUSE INC | COM | 537008104 | 595 | 35850 | SH | | SOLE | |
| LOCKHEED MARTIN CORP COM | COM | 539830109 | 2438 | 29000 | SH | | SOLE | |
| LOEWS CORP | COM | 540424108 | 4577 | 162000 | SH | | SOLE | |
| LSI LOGIC CORP COM | COM | 502161102 | 5004 | 1521100 | SH | | SOLE | |
| LUFKIN INDS INC COM | COM | 549764108 | 15422 | 447000 | SH | | SOLE | |
| LUNDIN MINING CORP COM | COM | 550372106 | 241 | 250600 | SH | | SOLE | |
| LYDALL INC COM | COM | 550819106 | 161 | 28050 | SH | | SOLE | |
| M G M MIRAGE INC COM | COM | 552953101 | 13251 | 963000 | SH | | SOLE | |
| M & T BK CORP COM | COM | 55261F104 | 7578 | 132000 | SH | | SOLE | |
| MACROVISION CORP 2.625% 08/15/ | CONVERTIBLE BOND | 555904AB7 | 210 | 300000 | PRN | | SOLE | |
| MACROVISION SOLUTIONS CORP | COM | 55611C108 | 5823 | 460308 | SH | | SOLE | |
| MACY'S INC | COM | 55616P104 | 6228 | 601700 | SH | | SOLE | |
| MAGNETEK INC COM | COM | 559424106 | 1695 | 706223 | SH | | SOLE | |
| MAINE & MARITIMES CORP | COM | 560377103 | 7167 | 186200 | SH | | SOLE | |
| MANITOWOC CO COM | COM | 563571108 | 901 | 104000 | SH | | SOLE | |
| MARATHON OIL CORP COM | COM | 565849106 | 15590 | 569800 | SH | | SOLE | |
| MARCUS CORP COM | COM | 566330106 | 649 | 40000 | SH | | SOLE | |

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MARINE PRODS CORP COM COM 568427108 1767 314500 SH SOLE
 MARSH & MCLENNAN COS INC COM COM 571748102 22183 914000 SH SOLE
 MARSHALL & ILSLEY CORP NEW COM COM 571837103 2455 180000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
 RUN DATE: 01/20/09 12:42 P.M.

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| MARTHA STEWART LIVING OMNI | COM | 573083102 | 455 | 175000 | SH | | SOLE | |
| MARTIN MARIETTA MTLs INC COM | COM | 573284106 | 680 | 7000 | SH | | SOLE | |
| MASSEY ENERGY CORP COM | COM | 576206106 | 138 | 10000 | SH | | SOLE | |
| MASTERCARD INC COM | COM | 57636Q104 | 20668 | 144600 | SH | | SOLE | |
| MATERIAL SCIENCES CORP COM | COM | 576674105 | 573 | 376850 | SH | | SOLE | |
| MATRIX SVC CO COM | COM | 576853105 | 1580 | 206018 | SH | | SOLE | |
| MATRIX INITIATIVES INC COM | COM | 57685L105 | 3356 | 203500 | SH | | SOLE | |
| MATTEL INC | COM | 577081102 | 2288 | 143000 | SH | | SOLE | |
| MATTHEWS INTL CORP CL A | COM | 577128101 | 1174 | 32000 | SH | | SOLE | |
| MCDERMOTT INTERNATIONAL INC. | COM | 580037109 | 1181 | 119500 | SH | | SOLE | |
| MCGRAW HILL COMPANIES, INC. | COM | 580645109 | 12059 | 520000 | SH | | SOLE | |
| MCKESSON HBOC INC. | COM | 58155Q103 | 387 | 10000 | SH | | SOLE | |
| MEDCO HEALTH SOLUTIONS INC COM | COM | 58405U102 | 6077 | 145000 | SH | | SOLE | |
| MEDIA GENERAL CL A | COM | 584404107 | 3699 | 2113752 | SH | | SOLE | |
| MEDIACOM COMMUNICATIONS CORPCL | COM | 58446K105 | 163 | 38000 | SH | | SOLE | |
| MEDICAL ACTION INDS INC COM | COM | 58449L100 | 150 | 15000 | SH | | SOLE | |
| MEDICAL NUTRITION USA INC COM | COM | 58461X107 | 327 | 261900 | SH | | SOLE | |
| MEDTRONIC INC COM | COM | 585055106 | 3299 | 105000 | SH | | SOLE | |
| MELCO PBL ENTERTAINMENT-ADR | COM | 585464100 | 380 | 120000 | SH | | SOLE | |
| MENTOR CORP MINN COM | COM | 587188103 | 25084 | 811000 | SH | | SOLE | |
| MENTOR GRAPHICS CORP COM | COM | 587200106 | 734 | 142000 | SH | | SOLE | |
| MERCK & CO INC | COM | 589331107 | 16720 | 550000 | SH | | SOLE | |
| MERCURY COMPUTER SYS INC COM | COM | 589378108 | 132 | 20850 | SH | | SOLE | |
| MEREDITH CORP | COM | 589433101 | 5317 | 310600 | SH | | SOLE | |
| MERIDIAN RESOURCE CORP COM | COM | 58977Q109 | 141 | 247165 | SH | | SOLE | |
| MERIX CORP COM | COM | 590049102 | 4 | 15700 | SH | | SOLE | |
| MERRILL LYNCH & CO INC COM | COM | 590188108 | 7659 | 658000 | SH | | SOLE | |
| MESA LABS INC COM | COM | 59064R109 | 768 | 43900 | SH | | SOLE | |
| MET PRO CORP COM | COM | 590876306 | 2304 | 173001 | SH | | SOLE | |
| METAVANTE HLDG CO COM | COM | 591407101 | 7974 | 495000 | SH | | SOLE | |
| METHODE ELECTRS INC CL A | COM | 591520200 | 539 | 80000 | SH | | SOLE | |
| METROPCS COMMUNICATIONS INC | COM | 591708102 | 208 | 14000 | SH | | SOLE | |
| METROPOLITAN HEALTH NETWORKSCO | COM | 592142103 | 440 | 275100 | SH | | SOLE | |
| MGE ENERGY INC | COM | 55277P104 | 13761 | 417000 | SH | | SOLE | |
| MGP INGREDIENTS INC COM | COM | 55302G103 | 56 | 84000 | SH | | SOLE | |
| MICROSOFT CORP | COM | 594918104 | 19547 | 1005500 | SH | | SOLE | |
| MICRUS ENDOVASCULAR CORP COM | COM | 59518V102 | 1788 | 154000 | SH | | SOLE | |
| MIDAS GROUP INC COM | COM | 595626102 | 8485 | 808840 | SH | | SOLE | |
| MIDDLEBY CORP COM | COM | 596278101 | 2687 | 98522 | SH | | SOLE | |
| MIDDLESEX WTR CO COM | COM | 596680108 | 2103 | 122033 | SH | | SOLE | |
| MILLICOM INTL CELLULAR S A SHS | COM | L6388F110 | 3817 | 85000 | SH | | SOLE | |
| MINE SAFETY APPLIANCES CO COM | COM | 602720104 | 276 | 11550 | SH | | SOLE | |
| MIRANT CORP NEW COM | COM | 60467R100 | 3263 | 172932 | SH | | SOLE | |
| MIRANT CORP NEW WT A EX 010311 | WARRANT AND RIGH | 60467R118 | 273 | 78016 | 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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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| MIRANT CORP NEW WT B EX 010311 | WARRANT AND RIGH | 60467R126 | 155 | 38363 | SH | SOLE |
| MITCHAM INDS INC COM | COM | 606501104 | 94 | 23635 | SH | SOLE |
| MKS INSTRS INC COM | COM | 55306N104 | 318 | 21487 | SH | SOLE |
| MOBILE TELESYSTEMS OJSC ADR SP | COM | 607409109 | 253 | 9500 | SH | SOLE |
| MODINE MFG CO | COM | 607828100 | 4649 | 954700 | SH | SOLE |
| MOLEX INC CL A | COM | 608554200 | 570 | 44000 | SH | SOLE |
| MONACO COACH CORP COM | COM | 60886R103 | 71 | 140000 | SH | SOLE |
| MONRO MUFFLER BRAKE INC | COM | 610236101 | 301 | 11812 | SH | SOLE |
| MONSANTO CO NEW COM | COM | 61166W101 | 31134 | 442558 | SH | SOLE |
| MONSTER WORLDWIDE INC COM | COM | 611742107 | 1934 | 160000 | SH | SOLE |
| MOODYS CORP COM | COM | 615369105 | 5083 | 253000 | SH | SOLE |
| MOOG INC CL A | COM | 615394202 | 3291 | 90000 | SH | SOLE |
| MORGAN STANLEY | COM | 617446448 | 1700 | 106000 | SH | SOLE |
| MORTONS RESTAURANT GRP INC NCO | COM | 619430101 | 269 | 93900 | SH | SOLE |
| MOSAIC CO/THE | COM | 61945A107 | 7387 | 213500 | SH | SOLE |
| MOSY INC | COM | 619718109 | 314 | 149400 | SH | SOLE |
| MOTOROLA INC | COM | 620076109 | 2405 | 543000 | SH | SOLE |
| MOVADO GROUP INC COM | COM | 624580106 | 343 | 36500 | SH | SOLE |
| MUELLER INDS INC COM | COM | 624756102 | 3486 | 139000 | SH | SOLE |
| MUELLER WATER PRODUCTS INC | COM | 624758108 | 143 | 17000 | SH | SOLE |
| MUELLER WTR PRODS INC COM SER | COM | 624758207 | 297 | 35133 | SH | SOLE |
| MULTI-COLOR CORP | COM | 625383104 | 2092 | 132229 | SH | SOLE |
| MURPHY OIL CORP COM | COM | 626717102 | 15456 | 348500 | SH | SOLE |
| MVC CAP COM | COM | 553829102 | 1119 | 102000 | SH | SOLE |
| MWI VETERINARY SUPPLY INC | COM | 55402X105 | 1078 | 40000 | SH | SOLE |
| MYERS INDS INC | COM | 628464109 | 13200 | 1650000 | SH | SOLE |
| M-SYSTEMS FIN NV 1.000% 03/15/ | CONVERTIBLE BOND | 55375VAB8 | 254 | 300000 | PRN | SOLE |
| NABI BIOPHARMACEUTICALS | COM | 629519109 | 60 | 18000 | SH | SOLE |
| NABORS INDS INC 0.940% 05/15/1 | CONVERTIBLE BOND | 629568AP1 | 1660 | 2000000 | PRN | SOLE |
| NABORS INDUSTRIES LTD SHS | COM | G6359F103 | 1245 | 104000 | SH | SOLE |
| NARA BANCORP INC COM | COM | 63080P105 | 2632 | 267800 | SH | SOLE |
| NASHUA CORP | COM | 631226107 | 2561 | 480000 | SH | SOLE |
| NATHANS FAMOUS INC NEW COM | COM | 632347100 | 1389 | 109200 | SH | SOLE |
| NATIONAL FUEL GAS CO N J COM | COM | 636180101 | 35942 | 1147200 | SH | SOLE |
| NATIONAL GRID PLC | COM | 636274300 | 2657 | 52652 | SH | SOLE |
| NATIONAL PRESTO INDS INC | COM | 637215104 | 6607 | 85800 | SH | SOLE |
| NATIONAL-OILWELL INC COM | COM | 637071101 | 5670 | 232000 | SH | SOLE |
| NATIONWIDE FINANCIAL SERVICE C | COM | 638612101 | 34459 | 660000 | SH | SOLE |
| NAVISTAR INTL CORP COM | COM | 63934E108 | 14494 | 677900 | SH | SOLE |
| NCR CORP NEW COM | COM | 62886E108 | 1923 | 136000 | SH | SOLE |
| NDS GROUP PLC ADR SPONSORED | COM | 628891103 | 5373 | 93700 | SH | SOLE |
| NEOGEN CORP COM | COM | 640491106 | 1880 | 75264 | SH | SOLE |
| NEUROMETRIX INC COM | COM | 641255104 | 9 | 10000 | SH | SOLE |
| NEW ALLIANCE BANCSHARES INC CO | COM | 650203102 | 8991 | 682668 | 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 |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| NEW GERMANY FD COM (B:GF US) | MUTUAL FUNDS | 644465106 | 993 | 124000 | SH | | SOLE | |
| NEW YORK CMNTY BANCORP INC COM | COM | 649445103 | 4294 | 359055 | SH | | SOLE | |
| NEW YORK TIMES CO CLASS A | COM | 650111107 | 1129 | 154000 | SH | | SOLE | |
| NEWMONT MINING 1.625% 07/15/17 | CONVERTIBLE BOND | 651639AJ5 | 5538 | 5200000 | PRN | | SOLE | |
| NEWMONT MINING CORP HOLDING CO | COM | 651639106 | 95143 | 2337671 | SH | | SOLE | |
| NEWPORT CORP COM | COM | 651824104 | 358 | 52850 | SH | | SOLE | |
| NEWS CORP CL A | COM | 65248E104 | 55040 | 6055000 | SH | | SOLE | |
| NEWS CORP CL B | COM | 65248E203 | 1140 | 119016 | SH | | SOLE | |
| NEXSTAR BROADCASTING GROUP ICL | COM | 65336K103 | 8 | 15000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|--------------------|
| NEXTEL COMM 5.25% 1/15/10 | CONVERTIBLE BOND | 65332VAY9 | 1268 | 1500000 | PRN | SOLE |
| NEXTWAVE WIRELESS INC COM | COM | 65337Y102 | 5 | 50000 | SH | SOLE |
| NICOR INC COM | COM | 654086107 | 12402 | 357000 | SH | SOLE |
| NIKE INC CL B | COM | 654106103 | 4692 | 92000 | SH | SOLE |
| NIPPON TELEG&TEL CORP ADR (B:N | COM | 654624105 | 544 | 200 | SH | SOLE |
| NISOURCE INC | COM | 65473P105 | 6243 | 569086 | SH | SOLE |
| NOBILITY HOMES INC COM | COM | 654892108 | 553 | 69900 | SH | SOLE |
| NOBLE CORPORATION COM | COM | G65422100 | 5500 | 249000 | SH | SOLE |
| NOKIA CORP SPONSORED ADR (B:NO | COM | 654902204 | 390 | 25000 | SH | SOLE |
| NORTEL NETWORKS INC | COM | 656568508 | 136 | 523234 | SH | SOLE |
| NORTHEAST UTILS COM | COM | 664397106 | 25504 | 1060000 | SH | SOLE |
| NORTHERN TRUST CORP | COM | 665859104 | 11210 | 215000 | SH | SOLE |
| NORTHROP GRUMMAN CORP (B:NOC) | COM | 666807102 | 7402 | 164345 | SH | SOLE |
| NORTHWESTERN CORP COM NEW | COM | 668074305 | 21170 | 902000 | SH | SOLE |
| NOVARTIS AG - ADR (B:NVS US) | COM | 66987V109 | 11843 | 238000 | SH | SOLE |
| NRG ENERGY INC COM NEW | COM | 629377508 | 13228 | 567000 | SH | SOLE |
| NSTAR COM | COM | 67019E107 | 47510 | 1302000 | SH | SOLE |
| NV ENERGY INC COM | COM | 67073Y106 | 346 | 35000 | SH | SOLE |
| NYSE EURONEXT COM | COM | 629491101 | 1095 | 40000 | SH | SOLE |
| O REILLY AUTOMOTIVE INC COM | COM | 686091109 | 36601 | 1190670 | SH | SOLE |
| OCCIDENTAL PETE CORP | COM | 674599105 | 29155 | 486000 | SH | SOLE |
| OCEANEERING INTL INC COM | COM | 675232102 | 7693 | 264000 | SH | SOLE |
| OCH ZIFF CAP MGMT GROUP CL A | COM | 67551U105 | 371 | 72000 | SH | SOLE |
| ODYSSEY HEALTHCARE INC COM | COM | 67611V101 | 2035 | 220000 | SH | SOLE |
| OGE ENERGY CORP COM | COM | 670837103 | 22287 | 864500 | SH | SOLE |
| OIL DRI CORP AMER COM | COM | 677864100 | 2194 | 117000 | SH | SOLE |
| OLIN CORP COM PAR \$1. | COM | 680665205 | 2128 | 117700 | SH | SOLE |
| OMNICARE INC COM | COM | 681904108 | 687 | 24750 | SH | SOLE |
| OMNOVA SOLUTIONS INC COM | COM | 682129101 | 1238 | 1821168 | SH | SOLE |
| ON SEMICONDUCTOR CORP COM | COM | 682189105 | 49 | 14400 | SH | SOLE |
| ONEOK INC NEW COM | COM | 682680103 | 16948 | 582000 | SH | SOLE |
| OPENTV CORP CL A | COM | G67543101 | 55 | 45000 | SH | SOLE |
| OPKO HEALTH INC COM | COM | 68375N103 | 128 | 79000 | SH | SOLE |
| OREZONE RES INC COM | COM | 685921108 | 230 | 500000 | SH | SOLE |
| ORIENT-EXPRESS HOTELS LTD COM | COM | G67743107 | 1593 | 208000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | |
| | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 01/20/09 12:42 P.M. | | | | | | |

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ORITANI FINL CORP COM | COM | 686323106 | 433 | 25700 | SH | | SOLE | |
| ORMAT TECHNOLOGIES INC | COM | 686688102 | 3225 | 101200 | SH | | SOLE | |
| ORTHOFIX INTL N V ORD | COM | N6748L102 | 2775 | 181000 | SH | | SOLE | |
| OSHKOSH CORP | COM | 688239201 | 231 | 26000 | SH | | SOLE | |
| OSI SYSTEMS INC COM | COM | 671044105 | 152 | 11000 | SH | | SOLE | |
| OSTEOTECH INC COM | COM | 688582105 | 22 | 13000 | SH | | SOLE | |
| OTTER TAIL CORPORATION COM | COM | 689648103 | 3616 | 155000 | SH | | SOLE | |
| OUTDOOR HLDGS INC (NEW) | COM | 690027206 | 306 | 40800 | SH | | SOLE | |
| OWENS ILL INC COM NEW | COM | 690768403 | 3553 | 130000 | SH | | SOLE | |
| OWENS & MINOR INC NEW COM | COM | 690732102 | 5610 | 149000 | SH | | SOLE | |
| PACCAR INC | COM | 693718108 | 5663 | 198000 | SH | | SOLE | |
| PACTIV CORP COM | COM | 695257105 | 5143 | 206700 | SH | | SOLE | |
| PAIN THERAPEUTICS INC COM | COM | 69562K100 | 2721 | 459600 | SH | | SOLE | |
| PALM HBR HOMES INC COM | COM | 696639103 | 199 | 40000 | SH | | SOLE | |
| PALOMAR MED TECHNOLOGIES INCCO | COM | 697529303 | 3346 | 290200 | SH | | SOLE | |
| PARK ELECTROCHEMICAL CORP COM | COM | 700416209 | 5600 | 295350 | SH | | SOLE | |
| PARK OHIO HLDGS CORP COM | COM | 700666100 | 2098 | 340000 | SH | | SOLE | |
| PARKER HANNIFIN CORP | COM | 701094104 | 510 | 12000 | SH | | SOLE | |
| PATTERSON COMPANIES INC | COM | 703395103 | 1688 | 90000 | SH | | SOLE | |

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|--------------------------------|------------------|-----------|-------|---------|-----|------|
| PEABODY ENERGY CORP COM | COM | 704549104 | 4652 | 204500 | SH | SOLE |
| PENFORD CORP COM | COM | 707051108 | 785 | 77600 | SH | SOLE |
| PENN NATIONAL GAMING INC COM | COM | 707569109 | 2566 | 120000 | SH | SOLE |
| PENNICHUCK CORP COM NEW | COM | 708254206 | 6878 | 335000 | SH | SOLE |
| PENTAIR INC COM | COM | 709631105 | 1326 | 56000 | SH | SOLE |
| PENWEST PHARMACEUTICALS CO COM | COM | 709754105 | 243 | 155000 | SH | SOLE |
| PEP BOYS MANNY MOE & JACK | COM | 713278109 | 2345 | 567900 | SH | SOLE |
| PEPCO HLDGS INC COM | COM | 713291102 | 5195 | 292500 | SH | SOLE |
| PEPSIAMERICAS | COM | 71343P200 | 44597 | 2190400 | SH | SOLE |
| PEPSICO INC | COM | 713448108 | 32511 | 593600 | SH | SOLE |
| PERICOM SEMICONDUCTOR CORP COM | COM | 713831105 | 972 | 177405 | SH | SOLE |
| PETROBRAS BRASILEIRO ADR SPONS | COM | 71654V408 | 21057 | 859800 | SH | SOLE |
| PETROCHINA CO LTD SPONSORED AD | COM | 71646E100 | 2936 | 33000 | SH | SOLE |
| PFIZER INC | COM | 717081103 | 58850 | 3323000 | SH | SOLE |
| PG&E CORP COM | COM | 69331C108 | 3445 | 89000 | SH | SOLE |
| PHH CORP COM NEW | COM | 693320202 | 401 | 31500 | SH | SOLE |
| PHHM 3.25% 5/15/2024 | CONVERTIBLE BOND | 696639AB9 | 1383 | 3950000 | PRN | SOLE |
| PHILIP MORRIS INTL INC COM | COM | 718172109 | 3894 | 89500 | SH | SOLE |
| PHILLIPINE LONG DISTANCE TEL S | COM | 718252604 | 6479 | 138000 | SH | SOLE |
| PHOENIX COS INC NEW COM | COM | 71902E109 | 1215 | 371600 | SH | SOLE |
| PHOENIX TECHNOLOGIES LTD COM | COM | 719153108 | 57 | 16250 | SH | SOLE |
| PIEDMONT NAT GAS INC COM | COM | 720186105 | 4085 | 129000 | SH | SOLE |
| PIER 1 IMPORTS INC SHS BEN INT | COM | 720279108 | 35 | 95000 | SH | SOLE |
| PINNACLE AIRLINES CORP | COM | 723443107 | 29 | 10000 | SH | SOLE |
| PINNACLE ENTMT INC COM | COM | 723456109 | 6919 | 900900 | SH | SOLE |
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GABELLI FUNDS, LLC

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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|-------------------|----|
| PINNACLE WEST CAP CORP COM | COM | 723484101 | 13559 | 422000 | SH | | SOLE | |
| PLACER DOME INC 2.75% 10/15/20 | CONVERTIBLE BOND | 725906AK7 | 3831 | 2500000 | PRN | | SOLE | |
| PLANTRONICS | COM | 727493108 | 207 | 15700 | SH | | SOLE | |
| PNC FINANCIAL CORP | COM | 693475105 | 16553 | 337818 | SH | | SOLE | |
| PNM RES INC | COM | 69349H107 | 18749 | 1860000 | SH | | SOLE | |
| POLO RALPH LAUREN CORP | COM | 731572103 | 2316 | 51000 | SH | | SOLE | |
| POPULAR INC COM | COM | 733174106 | 206 | 40000 | SH | | SOLE | |
| PORTUGAL TELECOM ADR (B:PT US) | COM | 737273102 | 901 | 105000 | SH | | SOLE | |
| POTASH CORP SASK INC | COM | 73755L107 | 6114 | 83500 | SH | | SOLE | |
| PPL CORP COM | COM | 69351T106 | 1541 | 50200 | SH | | SOLE | |
| PRECISION CASTPARTS CORP | COM | 740189105 | 30989 | 521000 | SH | | SOLE | |
| PREFORMED LINE PRODS CO COM | COM | 740444104 | 359 | 7788 | SH | | SOLE | |
| PRIMEDIA INC COM NEW | COM | 74157K846 | 965 | 444800 | SH | | SOLE | |
| PRINCETON REVIEW INC COM | COM | 742352107 | 276 | 55950 | SH | | SOLE | |
| PRIVATEBANCORP 3.625% 03/15/27 | CONVERTIBLE BOND | 742962AD5 | 963 | 1000000 | PRN | | SOLE | |
| PRIVATEBANCORP INC COM | COM | 742962103 | 325 | 10000 | SH | | SOLE | |
| PROCTER & GAMBLE COMPANY | COM | 742718109 | 64015 | 1035500 | SH | | SOLE | |
| PROGRESS ENERGY INC COM | COM | 743263105 | 29210 | 733000 | SH | | SOLE | |
| PROLIANCE INTERNATIONAL INC | COM | 74340R104 | 185 | 514000 | SH | | SOLE | |
| PROLOGIS SH BEN INT | COM | 743410102 | 500 | 36000 | SH | | SOLE | |
| PROSHARES TR PSHS ULTRA FINL | ETF/ISHARE - EQU | 74347R743 | 1930 | 320000 | SH | | SOLE | |
| PROVIDENCE & WORCESTER RR COCO | COM | 743737108 | 1475 | 123000 | SH | | SOLE | |
| PSS WORLD MED INC COM | COM | 69366A100 | 790 | 42000 | SH | | SOLE | |
| PT INDOSAT TBK SPONSORED ADR | COM | 744383100 | 362 | 14000 | SH | | SOLE | |
| PT TELEKOMUNIKASI INDONESIA (B | COM | 715684106 | 534 | 21360 | SH | | SOLE | |
| PUBLIC SVC ENTERPRISES COM | COM | 744573106 | 14212 | 487200 | SH | | SOLE | |
| PUGET ENERGY INC NEW COM | COM | 745310102 | 30870 | 1132000 | SH | | SOLE | |
| PZENA INVESTMENT MGMT INC CLAS | COM | 74731Q103 | 77 | 18200 | SH | | SOLE | |
| QUAKER CHEM CORP COM | COM | 747316107 | 914 | 55579 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| QUALCOMM INC COM | COM | 747525103 | 7453 | 208000 | SH | SOLE |
| QUALITY SYS INC COM | COM | 747582104 | 480 | 11000 | SH | SOLE |
| QUIDEL CORP COM | COM | 74838J101 | 3045 | 233000 | SH | SOLE |
| QWEST COMMUNICATIONS INTL. | COM | 749121109 | 10556 | 2900000 | SH | SOLE |
| RALCORP HOLDINGS INC | COM | 751028101 | 15710 | 269000 | SH | SOLE |
| RANDGOLD RES LTD ADR | COM | 752344309 | 53196 | 1211200 | SH | SOLE |
| RAYONIER INC COM | COM | 754907103 | 783 | 24984 | SH | SOLE |
| RAYTHEON COMPANY | COM | 755111507 | 510 | 10000 | SH | SOLE |
| READING INTERNATIONAL INC CL B | COM | 755408200 | 80 | 20400 | SH | SOLE |
| READING INTL INC CL A | COM | 755408101 | 92 | 23300 | SH | SOLE |
| REGAL ENTERTAINMENT GROUP | COM | 758766109 | 368 | 36000 | SH | SOLE |
| RENEGY HOLDINGS INC | COM | 75845J109 | 5 | 14000 | SH | SOLE |
| REPSOL YPF S A ADR SPONSORED | COM | 76026T205 | 6518 | 303000 | SH | SOLE |
| REPUBLIC SVCS INC CL A | COM | 760759100 | 37383 | 1508000 | SH | SOLE |
| RESEARCH IN MOTION LTD COM | COM | 760975102 | 5365 | 132200 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| REVLON INC CL A | COM | 761525609 | 125 | 18800 | SH | | SOLE | |
| RF MICRO DEVICES INC COM | COM | 749941100 | 27 | 34450 | SH | | SOLE | |
| RGC RES INC COM | COM | 74955L103 | 638 | 25000 | SH | | SOLE | |
| RH DONNELLEY CORP COM | COM | 74955W307 | 58 | 156000 | SH | | SOLE | |
| RIO TINTO LTD ADR SPONSORED (B | COM | 767204100 | 8086 | 90950 | SH | | SOLE | |
| ROBBINS & MYERS INC | COM | 770196103 | 1792 | 110850 | SH | | SOLE | |
| ROCHESTER MED CORP COM | COM | 771497104 | 186 | 12115 | SH | | SOLE | |
| ROCKWELL AUTOMATION INC (B:ROK | COM | 773903109 | 18925 | 587000 | SH | | SOLE | |
| ROCKWELL COLLINS INC COM | COM | 774341101 | 9812 | 251000 | SH | | SOLE | |
| ROCKWOOD HLDGS INC COM | COM | 774415103 | 594 | 55000 | SH | | SOLE | |
| ROGERS COMMUNICATIONS CL B | COM | 775109200 | 86585 | 2878500 | SH | | SOLE | |
| ROHM & HAAS CO COM | COM | 775371107 | 68494 | 1108500 | SH | | SOLE | |
| ROLLINS INC | COM | 775711104 | 44766 | 2476000 | SH | | SOLE | |
| ROPER 1.481% 01/15/34 | CONVERTIBLE BOND | 776696AA4 | 700 | 1400000 | PRN | | SOLE | |
| ROPER INDS INC NEW | COM | 776696106 | 1389 | 32000 | SH | | SOLE | |
| ROSTELECOM LONG DISTANCE & ISP | COM | 778529107 | 971 | 17500 | SH | | SOLE | |
| ROWAN COS INC | COM | 779382100 | 13213 | 831000 | SH | | SOLE | |
| ROYAL DUTCH SHELL PLC ADR-A(RD | COM | 780259206 | 21917 | 414000 | SH | | SOLE | |
| ROYAL GOLD INC COM | COM | 780287108 | 3671 | 74600 | SH | | SOLE | |
| ROYCE VALUE TR INC | COM | 780910105 | 935 | 111420 | SH | | SOLE | |
| RPC INC. COMMON | COM | 749660106 | 15665 | 1605000 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 724 | 262415 | SH | | SOLE | |
| RUSH ENTERPRISES INC CL B | COM | 781846308 | 1638 | 200000 | SH | | SOLE | |
| SAFEGUARD SCIENTIFICS INC COM | COM | 786449108 | 31 | 45250 | SH | | SOLE | |
| SAFEWAY INC COM NEW | COM | 786514208 | 18232 | 767000 | SH | | SOLE | |
| SAKS INC COM | COM | 79377W108 | 132 | 30150 | SH | | SOLE | |
| SALEM COMMUNICATIONS CORP DECL | COM | 794093104 | 504 | 671341 | SH | | SOLE | |
| SALLY BEAUTY HLDGS INC COM | COM | 79546E104 | 4125 | 725000 | SH | | SOLE | |
| SANDISK CORP 1.000% 05/15/13 | CONVERTIBLE BOND | 80004CAC5 | 615 | 1500000 | PRN | | SOLE | |
| SANDISK CORP COM | COM | 80004C101 | 1613 | 168000 | SH | | SOLE | |
| SARA LEE CORP COM | COM | 803111103 | 20285 | 2072000 | SH | | SOLE | |
| SASOL LTD ADR SPONSORED | COM | 803866300 | 2426 | 80000 | SH | | SOLE | |
| SCANA CORP NEW COM | COM | 80589M102 | 9274 | 260500 | SH | | SOLE | |
| SCHEIN HENRY INC COM | COM | 806407102 | 5504 | 150000 | SH | | SOLE | |
| SCHERING PLOUGH CORP | COM | 806605101 | 6727 | 395000 | SH | | SOLE | |
| SCHIFF NUTRITION INTL INC COM | COM | 806693107 | 5889 | 986465 | SH | | SOLE | |
| SCHLUMBERGER | COM | 806857108 | 10464 | 247200 | SH | | SOLE | |
| SCHULMAN A INC COM | COM | 808194104 | 1020 | 60000 | SH | | SOLE | |
| SCHWAB CHARLES CORP NEW | COM | 808513105 | 9120 | 564000 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|--------|----|--------------------|
| SCHWEITZER-MAUDUIT INTL INC CO | COM | 808541106 | 360 | 18000 | SH | SOLE |
| SCRIPPS E W CO OHIO CL A | COM | 811054402 | 1540 | 696998 | SH | SOLE |
| SCRIPPS NETWORKS INTERAC | COM | 811065101 | 13275 | 603400 | SH | SOLE |
| SEACOAST BKG CORP FLA COM | COM | 811707306 | 271 | 41000 | SH | SOLE |
| SEALED AIR CORP NEW | COM | 81211K100 | 376 | 25200 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
| RUN DATE: 01/20/09 12:42 P.M. | | | | | | |

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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 |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| SEMPRA ENERGY COM | COM | 816851109 | 8100 | 190000 | SH | | SOLE | |
| SENSIENT TECHNOLOGIES CORP | COM | 81725T100 | 24487 | 1025400 | SH | | SOLE | |
| SHAW COMMUNICATIONS CL B NON V | COM | 82028K200 | 10962 | 620000 | SH | | SOLE | |
| SHENANDOAH TELECOMMUNICATIONCD | COM | 82312B106 | 3198 | 114000 | SH | | SOLE | |
| SHUTTERFLY INC COM | COM | 82568P304 | 70 | 10000 | SH | | SOLE | |
| SIMS GROUP LTD SPONS ADR | COM | 829160100 | 1409 | 113460 | SH | | SOLE | |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 875 | 1750000 | PRN | | SOLE | |
| SINCLAIR BROADCAST GROUP INCCL | COM | 829226109 | 1590 | 513000 | SH | | SOLE | |
| SIRIUS XM RADIO INC COM | COM | 82967N108 | 48 | 400000 | SH | | SOLE | |
| SIX FLAGS INC. | COM | 83001P109 | 23 | 75000 | SH | | SOLE | |
| SJW CORP COM | COM | 784305104 | 14356 | 479500 | SH | | SOLE | |
| SK TELECOM LTD SPONSORED ADR (| COM | 78440P108 | 2865 | 157600 | SH | | SOLE | |
| SKYLINE CORP | COM | 830830105 | 6061 | 303200 | SH | | SOLE | |
| SL INDS INC COM | COM | 784413106 | 1855 | 210800 | SH | | SOLE | |
| SLM CORP COM | COM | 78442P106 | 9034 | 1015000 | SH | | SOLE | |
| SMART BALANCE INC COM | COM | 83169Y108 | 1097 | 161250 | SH | | SOLE | |
| SMITH A O CORP COM | COM | 831865209 | 354 | 12000 | SH | | SOLE | |
| SMITH & WESSON HLDG CORP COM | COM | 831756101 | 240 | 105577 | SH | | SOLE | |
| SMUCKER J M CO COM NEW | COM | 832696405 | 4466 | 103000 | SH | | SOLE | |
| SMURFIT-STONE CONTAINER 7% CV | CONVERTIBLE PREF | 832727200 | 57 | 32000 | SH | | SOLE | |
| SONESTA INTL HOTELS CORP CL A | COM | 835438409 | 2954 | 216113 | SH | | SOLE | |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 506 | 506000 | SH | | SOLE | |
| SONOCO PRODS CO COM | COM | 835495102 | 764 | 33000 | SH | | SOLE | |
| SONY CORP-ADR (B:SNE US) | COM | 835699307 | 1094 | 50000 | SH | | SOLE | |
| SORL AUTO PTS INC COM | COM | 78461U101 | 191 | 120000 | SH | | SOLE | |
| SOUTH JERSEY INDS INC COM | COM | 838518108 | 4184 | 105000 | SH | | SOLE | |
| SOUTHERN CO | COM | 842587107 | 14245 | 385000 | SH | | SOLE | |
| SOUTHERN UN CO NEW COM | COM | 844030106 | 17343 | 1330000 | SH | | SOLE | |
| SOUTHWEST GAS CORP | COM | 844895102 | 33517 | 1329000 | SH | | SOLE | |
| SOUTHWEST WATER CO | COM | 845331107 | 80 | 24901 | SH | | SOLE | |
| SOVEREIGN BANCORP INC COM | COM | 845905108 | 2742 | 920000 | SH | | SOLE | |
| SP AQUISITION HOLDING-UNITS | COM | 78470A203 | 114 | 12500 | SH | | SOLE | |
| SPAIN FUND INC | MUTUAL FUNDS | 846330108 | 59 | 11000 | SH | | SOLE | |
| SPANISH BROADCASTING SYSTEM CL | COM | 846425882 | 2 | 22000 | SH | | SOLE | |
| SPARTAN MTRS INC COM | COM | 846819100 | 380 | 80375 | SH | | SOLE | |
| SPDR GOLD TRUST GOLD SHS | ETF/ISHARE - EQU | 78463V107 | 692 | 8000 | SH | | SOLE | |
| SPECTRA ENERGY CORP COM | COM | 847560109 | 30355 | 1928500 | SH | | SOLE | |
| SPRINT NEXTEL CORP | COM | 852061100 | 14240 | 7781500 | SH | | SOLE | |
| ST JUDE MEDICAL CENTER INC | COM | 790849103 | 10943 | 332000 | SH | | SOLE | |
| ST. JOE COMPANY | COM | 790148100 | 9606 | 395000 | SH | | SOLE | |
| STAMPS.COM INC (NEW) | COM | 852857200 | 167 | 17000 | SH | | SOLE | |
| STANDARD MOTOR PRODUCTS CV 6.7 | CONVERTIBLE BOND | 853666AB1 | 3807 | 4414000 | PRN | | SOLE | |
| STANDARD MTR PRODS INC CLASS A | COM | 853666105 | 3754 | 1084900 | SH | | SOLE | |
| STANDARD PARKING CORP COM | COM | 853790103 | 1302 | 67325 | 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 |
|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| STANDEX INTL CORP | COM | 854231107 | 1309 | 66000 | SH | | SOLE | |
| STARRETT L S CO CL A | COM | 855668109 | 2362 | 146726 | SH | | SOLE | |
| STARWOOD HOTELS & RESORTS WRLD | COM | 85590A401 | 3401 | 190000 | SH | | SOLE | |
| STATE STREET CORP | COM | 857477103 | 23976 | 609600 | SH | | SOLE | |
| STATOIL ASA SPONSORED ADR | COM | 85771P102 | 16292 | 977900 | SH | | SOLE | |
| STEAK N SHAKE CO COM | COM | 857873103 | 1904 | 320000 | SH | | SOLE | |
| STERLING BANCORP COM | COM | 859158107 | 7014 | 499950 | SH | | SOLE | |
| STEWART ENTERPRISES INC CL A | COM | 860370105 | 90 | 30000 | SH | | SOLE | |
| STILLWATER MINING | COM | 86074Q102 | 257 | 52100 | SH | | SOLE | |
| STONERIDGE INC | COM | 86183P102 | 1123 | 246200 | SH | | SOLE | |
| STRATEGIC DIAGNOSTICS INC COM | COM | 862700101 | 190 | 213900 | SH | | SOLE | |
| STRATTEC SECURITY CORP. | COM | 863111100 | 865 | 52600 | SH | | SOLE | |
| STRYKER CORP | COM | 863667101 | 6644 | 166300 | SH | | SOLE | |
| STUDENT LN CORP COM | COM | 863902102 | 205 | 5000 | SH | | SOLE | |
| SUNCOR INC COM | COM | 867229106 | 5324 | 273000 | SH | | SOLE | |
| SUNOCO INC COM | COM | 86764P109 | 7823 | 180000 | SH | | SOLE | |
| SUNPOWER CORP COM CL A | COM | 867652109 | 8521 | 230300 | SH | | SOLE | |
| SUNTRUST BANKS INC | COM | 867914103 | 1536 | 52000 | SH | | SOLE | |
| SUPERIOR INDS INTL INC | COM | 868168105 | 2283 | 217000 | SH | | SOLE | |
| SUPERIOR WELL SVCS INC COM | COM | 86837X105 | 200 | 19950 | SH | | SOLE | |
| SUPERVALU INC COMMON | COM | 868536103 | 5066 | 347000 | SH | | SOLE | |
| SWS GROUP INC | COM | 78503N107 | 8437 | 445200 | SH | | SOLE | |
| SYCAMORE NETWORKS | COM | 871206108 | 1609 | 598000 | SH | | SOLE | |
| SYMMETRICOM INC COM | COM | 871543104 | 54 | 13550 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 559 | 67000 | SH | | SOLE | |
| SYNGENTA AG ADR SPONSORED | COM | 87160A100 | 9296 | 237500 | SH | | SOLE | |
| SYNOVIS LIFE TECHNOLOGIES INCO | COM | 87162G105 | 1971 | 105164 | SH | | SOLE | |
| T ROWE PRICE GROUP INC | COM | 74144T108 | 18358 | 518000 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 8278 | 1095000 | SH | | SOLE | |
| TD AMERITRADE HLDG CORP COM | COM | 87236Y108 | 1140 | 80000 | SH | | SOLE | |
| TECH OPS SEVCON INC | COM | 878293109 | 627 | 235602 | SH | | SOLE | |
| TECO ENERGY INC COM | COM | 872375100 | 3767 | 305000 | SH | | SOLE | |
| TEEKAY SHIPPING CORP COM | COM | Y8564W103 | 432 | 22000 | SH | | SOLE | |
| TELE CELULAR SUL PARTICIPACOES | COM | 88706P106 | 790 | 63244 | SH | | SOLE | |
| TELE NORTE LESTE PARTICIPACO A | COM | 879246106 | 4225 | 303528 | SH | | SOLE | |
| TELECOM ARGENTINA SA ADR | COM | 879273209 | 1794 | 236000 | SH | | SOLE | |
| TELECOM ITALIA SPA ADR | COM | 87927Y102 | 7529 | 463300 | SH | | SOLE | |
| TELECOM NEW ZEALAND ADR(R:STVM | COM | 879278208 | 391 | 58399 | SH | | SOLE | |
| TELEFLEX INC | COM | 879369106 | 251 | 5000 | SH | | SOLE | |
| TELEFONICA DE ARGENTINA S A SP | COM | 879378404 | 440 | 55000 | SH | | SOLE | |
| TELEFONICA DE ESPANA SA ADR (B | COM | 879382208 | 32331 | 479761 | SH | | SOLE | |
| TELEFONOS DE MEXICO ADR REP (B | COM | 879403780 | 8732 | 417000 | SH | | SOLE | |
| TELEMIG CELULAR PARTICIPACOE A | COM | 87944E105 | 250 | 8347 | SH | | SOLE | |
| TELEPHONE & DATA SYS INC SPL C | COM | 879433860 | 33728 | 1200300 | SH | | SOLE | |

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 01/20/09 12:42 P.M.

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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| TELEPHONE & DATA SYSTEM INC. | COM | 879433100 | 52127 | 1641800 | SH | | SOLE | |
| TELMEX INTERNACIONAL SAB DE SP | COM | 879690105 | 4873 | 429000 | SH | | SOLE | |
| TELUS CORP NON VTG SHS | COM | 87971M202 | 4095 | 144100 | SH | | SOLE | |
| TENARIS S A SPONSORED ADR | COM | 88031M109 | 12504 | 596000 | SH | | SOLE | |
| TENET HEALTHCARE CORP COM | COM | 88033G100 | 1162 | 1010000 | SH | | SOLE | |
| TENNANT CO | COM | 880345103 | 4663 | 302800 | SH | | SOLE | |
| TENNECO AUTOMOTIVE INC COM | COM | 880349105 | 985 | 334000 | SH | | SOLE | |

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|--------------------------------|-----|-----------|-------|---------|----|------|
| TESCO CORP COM | COM | 88157K101 | 134 | 18800 | SH | SOLE |
| TESORO PETE CORP COM | COM | 881609101 | 1706 | 129500 | SH | SOLE |
| TEVA PHARMACEUTICAL INDS LTDAD | COM | 881624209 | 454 | 10662 | SH | SOLE |
| TEXAS INSTRUMENTS INC | COM | 882508104 | 14992 | 966000 | SH | SOLE |
| TEXTRON INC | COM | 883203101 | 555 | 40000 | SH | SOLE |
| THE SCOTTS MIRACLE GRO CO | COM | 810186106 | 476 | 16000 | SH | SOLE |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 307 | 9000 | SH | SOLE |
| THESTREET.COM | COM | 88368Q103 | 1316 | 453687 | SH | SOLE |
| THOMAS & BETTS CORP | COM | 884315102 | 31394 | 1307000 | SH | SOLE |
| THOR INDS INC COM | COM | 885160101 | 356 | 27000 | SH | SOLE |
| THORATEC LABS CORP COM NEW | COM | 885175307 | 520 | 16000 | SH | SOLE |
| TICKETMASTER COM | COM | 88633P302 | 539 | 84000 | SH | SOLE |
| TIER TECHNOLOGIES INC CL B | COM | 88650Q100 | 554 | 102567 | SH | SOLE |
| TIFFANY & CO NEW COM | COM | 886547108 | 8268 | 349900 | SH | SOLE |
| TIME WARNER CABLE INC CL A | COM | 88732J108 | 386 | 18000 | SH | SOLE |
| TIME WARNER INC | COM | 887317105 | 51653 | 5134500 | SH | SOLE |
| TIVO INC | COM | 888706108 | 401 | 56000 | SH | SOLE |
| TOOTSIE ROLL INDS INC | COM | 890516107 | 16066 | 627346 | SH | SOLE |
| TOTAL SA ADR (B:TOT US) | COM | 89151E109 | 12034 | 217618 | SH | SOLE |
| TOWER SEMICONDUCTOR LTD ORD | COM | M87915100 | 17 | 123592 | SH | SOLE |
| TRACTOR SUPPLY CO COM | COM | 892356106 | 4698 | 130000 | SH | SOLE |
| TRANS LUX CORP | COM | 893247106 | 594 | 772000 | SH | SOLE |
| TRANSACT TECHNOLOGIES INC COM | COM | 892918103 | 1574 | 342987 | SH | SOLE |
| TRAVELERS COMPANIES INC | COM | 89417E109 | 16679 | 369000 | SH | SOLE |
| TREDEGAR INDS INC | COM | 894650100 | 3592 | 197600 | SH | SOLE |
| TREE COM INC COM | COM | 894675107 | 250 | 95986 | SH | SOLE |
| TRIDENT MICROSYSTEMS INC COM | COM | 895919108 | 643 | 340000 | SH | SOLE |
| TRIMBLE NAV LTD COM | COM | 896239100 | 4196 | 194178 | SH | SOLE |
| TRINITY INDS INC | COM | 896522109 | 2994 | 189950 | SH | SOLE |
| TTM TECHNOLOGIES INC COM | COM | 87305R109 | 389 | 74650 | SH | SOLE |
| TURBOCHEF TECHNOLOGIES INC COM | COM | 900006206 | 304 | 62000 | SH | SOLE |
| TURKCELL ILETISIM HIZMETLERISP | COM | 900111204 | 1808 | 124000 | SH | SOLE |
| TW TELECOM INC | COM | 87311L104 | 1609 | 190000 | SH | SOLE |
| TYCO ELECTRONICS LTD | COM | G9144P105 | 9649 | 595250 | SH | SOLE |
| TYCO INTERNATIONAL LTD | COM | G9143X208 | 18795 | 870150 | SH | SOLE |
| TYLER TECHNOLOGIES INC COM | COM | 902252105 | 3558 | 297000 | SH | SOLE |
| TYSON FOODS INC | COM | 902494103 | 6920 | 790000 | SH | SOLE |

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GABELLI FUNDS, LLC

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|-----------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| U S BANCORP | COM | 902973304 | 225 | 9000 | SH | | SOLE | |
| U S ENERGY CORP WYO COM | COM | 911805109 | 33 | 20300 | SH | | SOLE | |
| U S PHYSICAL THERAPY INC | COM | 90337L108 | 615 | 46130 | SH | | SOLE | |
| UFP TECHNOLOGIES INC COM | COM | 902673102 | 329 | 62124 | SH | | SOLE | |
| UIL HLDG CORP COM | COM | 902748102 | 2552 | 84997 | SH | | SOLE | |
| ULTRA CLEAN HLDGS INC COM | COM | 90385V107 | 305 | 151850 | SH | | SOLE | |
| ULTRALIFE BATTERIES INC COM | COM | 903899102 | 534 | 39800 | SH | | SOLE | |
| ULTRATECH INC COM | COM | 904034105 | 490 | 40950 | SH | | SOLE | |
| UNDER ARMOUR INC CL A | COM | 904311107 | 5221 | 219000 | SH | | SOLE | |
| UNILEVER N V NEW YORK SHS N | COM | 904784709 | 1915 | 78000 | SH | | SOLE | |
| UNION DRILLING INC COM | COM | 90653P105 | 130 | 25000 | SH | | SOLE | |
| UNISOURCE ENERGY CORP COM | COM | 909205106 | 15543 | 529400 | SH | | SOLE | |
| UNITED GUARDIAN INC COM | COM | 910571108 | 432 | 47000 | SH | | SOLE | |
| UNITED RENTALS INC COM | COM | 911363109 | 438 | 48000 | SH | | SOLE | |
| UNITED STATES CELLULAR CORP | COM | 911684108 | 37624 | 870130 | SH | | SOLE | |
| UNITED STS STL CORP NEW COM | COM | 912909108 | 4092 | 110000 | SH | | SOLE | |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 6593 | 123000 | SH | | SOLE | |

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|---------------------------------|-----|-----------|--------|---------|----|--------------------|
| UNITEDHEALTH GROUP INC COM | COM | 91324P102 | 13279 | 499200 | SH | SOLE |
| UNITIL CORP | COM | 913259107 | 2891 | 140000 | SH | SOLE |
| UNITRIN INC | COM | 913275103 | 940 | 59000 | SH | SOLE |
| UNIVERSAL TECHNICAL INST INCCO | COM | 913915104 | 3472 | 202200 | SH | SOLE |
| URANIUM RES INC COM PAR \$0.001 | COM | 916901507 | 81 | 105000 | SH | SOLE |
| UST INC | COM | 902911106 | 110404 | 1591300 | SH | SOLE |
| UTILITIES HOLDRS TR DEP RCPT | COM | 918019100 | 9073 | 95000 | SH | SOLE |
| VALASSIS COMMUNICATIONS INC CO | COM | 918866104 | 277 | 210100 | SH | SOLE |
| VALERO ENERGY CORP COM | COM | 91913Y100 | 1647 | 76100 | SH | SOLE |
| VALLEY NATL BANCORP COM | COM | 919794107 | 1590 | 78522 | SH | SOLE |
| VALMONT INDS INC | COM | 920253101 | 2283 | 37200 | SH | SOLE |
| VALUE LINE INC | COM | 920437100 | 528 | 15300 | SH | SOLE |
| VALUECLICK INC COM | COM | 92046N102 | 992 | 145000 | SH | SOLE |
| VARIAN MED SYS INC COM | COM | 92220P105 | 3189 | 91000 | SH | SOLE |
| VASCULAR SOLUTIONS INC COM | COM | 92231M109 | 1719 | 190600 | SH | SOLE |
| VECTREN INC. | COM | 92240G101 | 14481 | 579000 | SH | SOLE |
| VERIZON COMMUNICATIONS | COM | 92343V104 | 79677 | 2350368 | SH | SOLE |
| VIACOM INC NEW CL A | COM | 92553P102 | 43320 | 2153100 | SH | SOLE |
| VICOR CORP COM | COM | 925815102 | 609 | 92150 | SH | SOLE |
| VIDEO DISPLAY CORP COM | COM | 926555103 | 153 | 19081 | SH | SOLE |
| VILLAGE SUPER MKT INC CL A NEW | COM | 927107409 | 1636 | 28500 | SH | SOLE |
| VIMPEL COMMUNICATIONS ADR (B:V | COM | 68370R109 | 9337 | 1304000 | SH | SOLE |
| VISA INC-CLASS A SHRS | COM | 92826C839 | 6242 | 119000 | SH | SOLE |
| VISHAY INTERTECHNOLOGY INC | COM | 928298108 | 95 | 27650 | SH | SOLE |
| VIVO PARTICIPACOES S A SPON AD | COM | 92855S200 | 868 | 69248 | SH | SOLE |
| VODAFONE GROUP PLC-ADR | COM | 92857W209 | 7795 | 381375 | SH | SOLE |
| W D 40 COMPANY | COM | 929236107 | 481 | 17000 | SH | SOLE |
| PORTVUE-SEC13F.LNP | | | | | | GABELLI FUNDS, LLC |
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|--------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|---------------------|---------|
| WACHOVIA GROUP COM | COM | 929903102 | 3297 | 595044 | SH | | SOLE | |
| WADDELL & REED FINL INC CL A | COM | 930059100 | 21381 | 1383000 | SH | | SOLE | |
| WAL MART STORES INC | COM | 931142103 | 18668 | 333000 | SH | | SOLE | |
| WALGREEN COMPANY | COM | 931422109 | 20279 | 822000 | SH | | SOLE | |
| WARNER MUSIC GROUP CORP COM | COM | 934550104 | 69 | 23000 | SH | | SOLE | |
| WASHINGTON POST CO CL B | COM | 939640108 | 468 | 1200 | SH | | SOLE | |
| WASTE MGMT INC DEL COM | COM | 94106L109 | 54621 | 1648200 | SH | | SOLE | |
| WATSCO INC CL B | COM | 942622101 | 302 | 7875 | SH | | SOLE | |
| WATTS WATER TECHNOLOGIES | COM | 942749102 | 20956 | 839250 | SH | | SOLE | |
| WAUSAU PAPER CORP | COM | 943315101 | 458 | 40000 | SH | | SOLE | |
| WEATHERFORD INTL LTD NEW COM | COM | G95089101 | 13013 | 1202700 | SH | | SOLE | |
| WEBSTER FINL CORP WATERBURY CO | COM | 947890109 | 936 | 67900 | SH | | SOLE | |
| WEIGHT WATCHERS INTL INC NEWCO | COM | 948626106 | 353 | 12000 | SH | | SOLE | |
| WEIS MKTS INC | COM | 948849104 | 1850 | 55000 | SH | | SOLE | |
| WELLS FARGO & CO NEW | COM | 949746101 | 64296 | 2181000 | SH | | SOLE | |
| WENDYS/ARBYS GROUP INC | COM | 950587105 | 830 | 168000 | SH | | SOLE | |
| WESTAR ENERGY INC | COM | 95709T100 | 42696 | 2081700 | SH | | SOLE | |
| WHITNEY HLDG CORP | COM | 966612103 | 780 | 52339 | SH | | SOLE | |
| WHOLE FOODS MKT INC COM | COM | 966837106 | 3153 | 334000 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 4946 | 618265 | SH | | SOLE | |
| WILEY JOHN & SONS INC CL B | COM | 968223305 | 456 | 12800 | SH | | SOLE | |
| WILLIAMS COS INC | COM | 969457100 | 1793 | 123800 | SH | | SOLE | |
| WILLIS GROUP HOLDINGS LTD SHS | COM | G96655108 | 1316 | 52884 | SH | | SOLE | |
| WILMINGTON TR CORP COM | COM | 971807102 | 9007 | 405000 | SH | | SOLE | |
| WILSHIRE BANCORP INC COM | COM | 97186T108 | 277 | 30500 | SH | | SOLE | |
| WIMM BILL DANN FOODS OJSC SPON | COM | 97263M109 | 500 | 19000 | SH | | SOLE | |
| WINDSTREAM CORP COM | COM | 97381W104 | 1078 | 117169 | SH | | SOLE | |

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| | | | | | | |
|--------------------------------|-----|-----------|-------|---------|----|--------------------|
| WINN DIXIE STORES INC COM NEW | COM | 974280307 | 5394 | 335000 | SH | SOLE |
| WISCONSIN ENERGY CORP COM | COM | 976657106 | 16372 | 390000 | SH | SOLE |
| WOLVERINE WORLD WIDE INC COM | COM | 978097103 | 2314 | 110000 | SH | SOLE |
| WONDER AUTO TECHNOLOGY INC COM | COM | 978166106 | 180 | 46000 | SH | SOLE |
| WOODWARD GOVERNOR CO COM | COM | 980745103 | 1915 | 83200 | SH | SOLE |
| WORLD WRESTLING ENTERTAINMENT | COM | 98156Q108 | 1141 | 103000 | SH | SOLE |
| WPT ENTERPRISES INC | COM | 98211W108 | 42 | 97060 | SH | SOLE |
| WYETH (B:WYE) | COM | 983024100 | 11125 | 296600 | SH | SOLE |
| WYNDHAM WORLDWIDE CORP COM | COM | 98310W108 | 151 | 23000 | SH | SOLE |
| WYNN RESORTS LTD COM | COM | 983134107 | 2303 | 54500 | SH | SOLE |
| XCEL ENERGY INC COM | COM | 98389B100 | 12429 | 670000 | SH | SOLE |
| XEROX CORP | COM | 984121103 | 6775 | 850000 | SH | SOLE |
| XTO ENERGY INC COM | COM | 98385X106 | 12975 | 367875 | SH | SOLE |
| YAHOO INC. | COM | 984332106 | 18398 | 1508000 | SH | SOLE |
| YAMANA GOLD INC COM | COM | 98462Y100 | 7912 | 1024850 | SH | SOLE |
| YORK WTR CO COM | COM | 987184108 | 238 | 19650 | SH | SOLE |
| YOUBET COM INC COM | COM | 987413101 | 17 | 20000 | 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 |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| YOUNG BROADCASTING INC CL A | COM | 987434107 | 21 | 661000 | SH | | SOLE | |
| YOUNG INNOVATIONS INC COM | COM | 987520103 | 513 | 34100 | SH | | SOLE | |
| ZEBRA TECHNOLOGIES CORP CL A | COM | 989207105 | 2953 | 145749 | SH | | SOLE | |
| ZEP INC | COM | 98944B108 | 13595 | 704050 | SH | | SOLE | |
| ZIMMER HLDGS INC COM | COM | 98956P102 | 5376 | 133000 | SH | | SOLE | |
| ZORAN CORP COM | COM | 98975F101 | 2345 | 343400 | SH | | SOLE | |
| ZYGO CORP COM | COM | 989855101 | 284 | 41100 | SH | | SOLE | |
| ZYMOGENETICS INC COM | COM | 98985T109 | 60 | 20000 | SH | | SOLE | |

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GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 12/31/08

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PRN | PUT/ CALL | INVSTMT DSCRETN | O MA |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| ABB LTD SPONSORED ADR | COM | 000375204 | 150 | 10000 | SH | | SOLE | |
| ADVANCED MED OPTICS INC | COM | 00763M108 | 225 | 34000 | SH | | SOLE | |
| ADVANCED MICRO 1/07 10 PUTS | OPTION - PUT | | 548 | 700 | SH | PUT | SOLE | |
| ADVANCED MICRO DEVICES INC | COM | 007903107 | 119 | 55000 | SH | | SOLE | |
| ASHLAND INC NEW | COM | 044209104 | 290 | 27625 | SH | | SOLE | |
| BIOLASE TECHNOLOGY INC | COM | 090911108 | 15 | 10000 | SH | | SOLE | |
| BLOCKBUSTER INC-CL B (BBI B) | COM | 093679207 | 122 | 187400 | SH | | SOLE | |
| BOSTON SCIENTIFIC CORP | COM | 101137107 | 101 | 13000 | SH | | SOLE | |
| CABLEVISION SYS NY GROUP A | COM | 12686C109 | 379 | 22500 | SH | | SOLE | |
| CADBURY PLC-SPONS ADR | COM | 12721E102 | 1674 | 46920 | SH | | SOLE | |
| CASTLEPOINT HOLDINGS LTD | COM | G19522112 | 164 | 12091 | SH | | SOLE | |
| CATERPILLAR INC | COM | 149123101 | 223 | 5000 | SH | | SOLE | |
| CENTENNIAL CELLULAR CORP CL A | COM | 15133V208 | 2959 | 367181 | SH | | SOLE | |
| CENTEX CORP | COM | 152312104 | 151 | 14200 | SH | | SOLE | |
| CKX INC | COM | 12562M106 | 425 | 115830 | SH | | SOLE | |
| COEUR D ALENE MINES CORP IDACO | COM | 192108108 | 12 | 13100 | SH | | SOLE | |
| COMPUCREDIT CVT 3.625% 05/30/3 | CONVERTIBLE BOND | 20478NAB6 | 170 | 600000 | PRN | | SOLE | |
| CONSTELLATION ENERGY GROUP | ICO | 210371100 | 2210 | 88100 | SH | | SOLE | |
| CREDIT SUISSE GROUP SPONSORED | COM | 225401108 | 353 | 12500 | SH | | SOLE | |
| CUTERA INC | COM | 232109108 | 127 | 14300 | SH | | SOLE | |
| DATASCOPE CORP | COM | 238113104 | 10529 | 201556 | SH | | SOLE | |
| DIEBOLD INC | COM | 253651103 | 1362 | 48500 | SH | | SOLE | |
| DISH NETWORK CORPORATION | COM | 25470M109 | 471 | 42500 | SH | | SOLE | |
| DISTRIBUCION Y SERVICIO D&S SP | COM | 254753106 | 871 | 36000 | SH | | SOLE | |
| EYE 1/09 30 CALLS | OPTION - CALL | | 0 | 100 | SH | CALL | SOLE | |
| FREDDIE MAC | COM | 313400301 | 9 | 12000 | SH | | SOLE | |
| GENENTECH INC | COM | 368710406 | 4477 | 54000 | SH | | SOLE | |
| GENERAL MOTORS 4.5% 3/6/32 PFD | CONVERTIBLE PREF | 370442741 | 49 | 13718 | SH | | SOLE | |
| GILAT SATELLITE NETWORKS LTD | SH | M51474118 | 29 | 11000 | SH | | SOLE | |
| GOLD FIELDS LTD NEW SPON ADR | (| COM | 38059T106 | 395 | 39800 | SH | SOLE | |
| GREIF INC CL B | COM | 397624206 | 1632 | 48000 | SH | | SOLE | |
| HARMONY GOLD MINING CO LTD ADR | COM | 413216300 | 133 | 12100 | SH | | SOLE | |
| HUNTSMAN CORP | COM | 447011107 | 144 | 42000 | SH | | SOLE | |
| I2 TECHNOLOGIES INC | COM NEW | COM | 465754208 | 73 | 11500 | SH | SOLE | |
| INTEL CORP | COM | 458140100 | 367 | 25000 | SH | | SOLE | |
| INTEL CORP 2.950% 02/15/35 | CORPORATE BONDS | 458140AD2 | 856 | 1007000 | PRN | | SOLE | |
| KINROSS GOLD CORP | COM NO PAR | COM | 496902404 | 237 | 12867 | SH | SOLE | |
| LENNAR CORP | COM | 526057104 | 261 | 30100 | SH | | SOLE | |
| MEDTRONIC INC 1.500% 04/15/11 | CONVERTIBLE BOND | 585055AL0 | 938 | 1000000 | PRN | | SOLE | |
| MENTOR CORP MINN | COM | 587188103 | 10578 | 342000 | SH | | SOLE | |
| MERRILL LYNCH & CO INC | COM | 590188108 | 1560 | 134000 | SH | | SOLE | |
| MOCON INC | COM | 607494101 | 97 | 11000 | SH | | SOLE | |
| MONSANTO CO NEW | COM | 61166W101 | 1477 | 21000 | 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 |
|--------------------------------|------------------|-----------|--------------------|--------------------|------------|--------------|--------------------|---------|
| MUELLER WTR PRODS INC COM SER | COM | 624758207 | 205 | 24300 | SH | | SOLE | |
| NATIONAL CITY CORP COM | COM | 635405103 | 1204 | 665000 | SH | | SOLE | |
| NATIONAL RETAIL PROPERTIES 5.1 | CONVERTIBLE BOND | 637417AC0 | 181 | 250000 | PRN | | SOLE | |
| NATIONWIDE FINANCIAL SERVICE C | COM | 638612101 | 9121 | 174700 | SH | | SOLE | |
| NDS GROUP PLC ADR SPONSORED | COM | 628891103 | 4431 | 77271 | SH | | SOLE | |
| NEKTAR THERAPEUTICS COM | COM | 640268108 | 83 | 15000 | SH | | SOLE | |
| NEUROMETRIX INC COM | COM | 641255104 | 10 | 11200 | SH | | SOLE | |
| NRG ENERGY INC COM NEW | COM | 629377508 | 665 | 28500 | SH | | SOLE | |
| PRO-DEX INC COLO COM | COM | 74265M106 | 4 | 10000 | SH | | SOLE | |
| PUGET ENERGY INC NEW COM | COM | 745310102 | 2921 | 107100 | SH | | SOLE | |
| RANDGOLD RES LTD ADR | COM | 752344309 | 201 | 4583 | SH | | SOLE | |
| ROHM & HAAS CO COM | COM | 775371107 | 9336 | 151100 | SH | | SOLE | |
| RTI BIOLOGICS INC COM | COM | 74975N105 | 28 | 10000 | SH | | SOLE | |
| SAPPHIRE INDUSTRIALS CORP | COM | 80306T109 | 321 | 35000 | SH | | SOLE | |
| SINCLAIR BROAD 4.875% 7/15/201 | CONVERTIBLE BOND | 829226AU3 | 500 | 1000000 | PRN | | SOLE | |
| SONIC INNOVATIONS INC COM | COM | 83545M109 | 10 | 10000 | SH | | SOLE | |
| SUNPOWER CORP COM CL A | COM | 867652109 | 326 | 8800 | SH | | SOLE | |
| SYNERON MEDICAL LTD ORD SHS | COM | M87245102 | 130 | 15600 | SH | | SOLE | |
| TAKE-TWO INTERACTIVE SOFTWARE | COM | 874054109 | 165 | 21863 | SH | | SOLE | |
| TM ENTERTAINMENT & MEDIA-U | COM | 87260T207 | 147 | 20000 | SH | | SOLE | |
| TRANSMETA CORP DEL COM | COM | 89376R208 | 1829 | 100499 | SH | | SOLE | |
| TURBOCHEF TECHNOLOGIES INC COM | COM | 900006206 | 566 | 115199 | SH | | SOLE | |
| UNITED REFINING ENERGY CORP | COM | 911360105 | 252 | 27300 | SH | | SOLE | |
| UST INC | COM | 902911106 | 16408 | 236500 | SH | | SOLE | |
| WACHOVIA GROUP COM | COM | 929903102 | 2271 | 410000 | SH | | SOLE | |
| WASHINGTON MUT INC COM | COM | 939322103 | 1 | 30600 | SH | | SOLE | |
| WHX CORP | COM | 929248607 | 328 | 40973 | SH | | SOLE | |
| XEROX CORP | COM | 984121103 | 498 | 62500 | SH | | SOLE | |
| YAHOO INC. | COM | 984332106 | 554 | 45400 | SH | | SOLE | |