

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-CSR

GABELLI DIVIDEND & INCOME TRUST  
Form N-CSR  
March 10, 2004

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-21423  
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The Gabelli Dividend & Income Trust  
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(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422  
-----

(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422  
-----

(Name and address of agent for service)

registrant's telephone number, including area code: 1-800-422-3554  
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Date of fiscal year end: December 31  
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Date of reporting period: December 31, 2003  
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Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

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ITEM 1. REPORTS TO STOCKHOLDERS.

The Annual Report to Shareholders is attached herewith.

[LOGO OMITTED]  
THE GABELLI  
DIVIDEND &  
INCOME TRUST

THE GABELLI DIVIDEND & INCOME TRUST

Annual Report  
December 31, 2003

TO OUR SHAREHOLDERS,

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

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

Enclosed are the audited financial statements and the investment portfolio as of December 31, 2003.

Sincerely yours,

/s/ Bruce N. Alpert

Bruce N. Alpert  
President

February 24, 2004

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A description of the Trust's proxy voting policies and procedures is available (i) without charge, upon request, by calling 800-GABELLI (800-422-3554); (ii) by writing to The Gabelli Funds at One Corporate Center, Rye, NY 10580; and (iii) on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).  
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THE GABELLI DIVIDEND & INCOME TRUST  
PORTFOLIO OF INVESTMENTS  
DECEMBER 31, 2003

SHARES	COST	MARKET VALUE
-----	-----	-----
COMMON STOCKS --	33.7%	

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	AEROSPACE -- 0.8%		
10,000	Goodrich Corp. ....	\$ 280,470	\$ 296,900
550,000	Titan Corp.+ .....	11,951,669	11,995,500
		-----	-----
		12,232,139	12,292,400
		-----	-----
	AUTOMOTIVE -- 0.0%		
2,000	General Motors Corp. .	85,260	106,800
		-----	-----
	CONSUMER PRODUCTS -- 2.1%		
10,000	Altria Group Inc. ....	518,409	544,200
4,000	Avery Dennison Corp. .	221,550	224,080
750,000	Dial Corp. ....	21,340,555	21,352,500
100	Eastman Kodak Co. ....	2,569	2,567
138,900	Genuine Parts Co. ....	4,551,369	4,611,480
27,800	Gucci Group NV, ADR ..	2,364,540	2,378,290
1,000	Kimberly-Clark Corp. .	54,269	59,090
10,000	Procter & Gamble Co. .	972,439	998,800
8,000	RJ Reynolds Tobacco Holdings Inc. ....	455,936	465,200
		-----	-----
		30,481,636	30,636,207
		-----	-----
	DIVERSIFIED INDUSTRIAL -- 0.6%		
1,000	Cooper Industries Ltd., Cl. A .....	53,720	57,930
100,000	Dow Chemical Co. ....	3,992,028	4,157,000
75,000	General Electric Co. .	2,208,735	2,323,500
70,000	Honeywell International Inc. .	2,139,304	2,340,100
		-----	-----
		8,393,787	8,878,530
		-----	-----
	ENERGY AND UTILITIES: INTEGRATED -- 10.6%		
250,000	Ameren Corp. ....	11,309,214	11,500,000
220,000	American Electric Power Company Inc. ....	6,412,283	6,712,200
136,900	Cinergy Corp. ....	5,119,272	5,313,089
102,100	CONSOL Energy Inc. ...	2,436,084	2,644,390
148,400	Consolidated Edison Inc. ....	6,180,677	6,382,684
100,000	DPL Inc. ....	1,975,696	2,088,000
17,500	DTE Energy Co. ....	667,957	689,500
150,000	Duke Energy Corp. ....	2,827,168	3,067,500
245,700	Duquesne Light Holdings Inc. ....	4,358,472	4,506,138
173,100	FirstEnergy Corp. ....	6,043,125	6,093,120
55,000	FPL Group Inc. ....	3,499,281	3,598,100
282,800	Great Plains Energy Inc. ....	8,942,491	8,998,696
56,200	Hawaiian Electric Industries Inc. ....	2,587,908	2,662,194
173,900	National Fuel Gas Co.	4,099,289	4,250,116
200,000	NiSource Inc. ....	4,181,430	4,388,000
50,000	NSTAR .....	2,374,684	2,425,000
450,200	OGE Energy Corp. ....	10,869,341	10,890,338
150,000	ONEOK Inc. ....	3,202,240	3,312,000
374,800	Pepco Holdings Inc. ..	7,027,937	7,323,592
150,000	Pinnacle West .....		
	Capital Corp. ....	5,838,663	6,003,000
250,000	Progress Energy Inc. .	11,244,866	11,315,000
200,200	Public Service Enterprise		

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	Group Inc. ....	8,440,436	8,768,760
216,000	Southern Co. ....	6,419,731	6,534,000
492,600	Unisource Energy Corp.	12,133,084	12,147,516
50,000	Westar Energy Inc. ...	980,503	1,012,500
90,000	WPS Resources Corp. ..	4,066,848	4,160,700
700,000	Xcel Energy Inc. ....	11,950,357	11,886,000
		-----	-----
		155,189,037	158,672,133
		-----	-----

SHARES		COST	MARKET VALUE
-----		-----	-----
	ENERGY AND UTILITIES: NATURAL GAS -- 1.9%		
150,000	KeySpan Corp. ....	\$ 5,404,269	\$ 5,520,000
198,000	Nicor Inc. ....	6,763,559	6,739,920
216,500	Peoples Energy Corp. .	9,047,668	9,101,660
211,300	Sempra Energy .....	6,081,370	6,351,678
		-----	-----
		27,296,866	27,713,258
		-----	-----
	ENERGY AND UTILITIES: OIL -- 5.3%		
100,000	BP plc, ADR .....	4,414,676	4,935,000
110,000	ChevronTexaco Corp. ..	8,636,405	9,502,900
210,000	ConocoPhillips .....	12,638,305	13,769,700
90,000	Diamond Offshore Drilling Inc. ....	1,724,791	1,845,900
62,000	Eni SpA, ADR .....	5,540,237	5,888,760
85,000	Exxon Mobil Corp. ....	3,163,110	3,485,000
15,000	Halliburton Co. ....	360,549	390,000
127,000	Kerr-McGee Corp. ....	5,553,249	5,904,230
250,000	Marathon Oil Corp. ...	7,649,966	8,272,500
187,900	Occidental Petroleum Corp. ....	7,431,206	7,936,896
85,000	Royal Dutch Petroleum Co. ....	3,973,473	4,453,150
15,000	Schlumberger Ltd. ....	715,094	820,800
172,900	Statoil ASA, ADR .....	1,813,061	1,953,770
100,000	Sunoco Inc. ....	4,897,834	5,115,000
52,000	Total SA, ADR .....	4,389,297	4,810,520
		-----	-----
		72,901,253	79,084,126
		-----	-----
	ENERGY AND UTILITIES: WATER -- 0.0%		
10,000	Philadelphia Suburban Corp. ....	213,628	221,000
		-----	-----
	EQUIPMENT AND SUPPLIES -- 0.3%		
98,100	Graco Inc. ....	3,926,047	3,933,810
		-----	-----
	FINANCIAL SERVICES -- 4.7%		
4,000	Bank of America Corp.	303,976	321,720
238,300	Bank of Bermuda Ltd. .	10,704,158	10,711,585
105,800	Bank of New York Co. Inc. ....	3,327,035	3,504,096
59,000	Bank One Corp. ....	2,598,971	2,689,810
95,000	Citigroup Inc. ....	4,504,513	4,611,300
400,000	FleetBoston Financial Corp. ....	17,042,455	17,460,000
185,000	JP Morgan Chase & Co.	6,560,566	6,795,050
159,200	KeyCorp .....	4,525,994	4,667,744
100,000	PNC Financial Services		

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	Group .....	5,367,189	5,473,000
40,000	Travelers Property Casualty Corp., Cl. A .....	651,648	671,200
25,000	Unitrin Inc. ....	949,479	1,035,250
74,000	Wachovia Corp. ....	3,383,633	3,447,660
85,000	Waddell & Reed Financial Inc., Cl. A .....	1,876,080	1,994,100
140,000	Washington Mutual Inc.	5,601,923	5,616,800
2,000	Webster Financial Corp.	91,180	91,720
25,000	Wilmington Trust Corp.	877,503	900,000
		-----	-----
		68,366,303	69,991,035
		-----	-----
	FOOD AND BEVERAGE -- 2.3%		
75,000	Albertson's Inc. ....	1,539,482	1,698,750
30,000	ConAgra Foods Inc. ...	780,549	791,700
400,000	Dreyer's Grand Ice Cream Holdings Inc., Cl. A	30,978,469	31,100,000
15,000	Heinz (H.J.) Co. ....	545,198	546,450
1,000	Kellogg Co. ....	35,550	38,080
20,000	Sara Lee Corp. ....	416,634	434,200
		-----	-----
		34,295,882	34,609,180
		-----	-----

See accompanying notes to financial statements.

2

THE GABELLI DIVIDEND & INCOME TRUST  
PORTFOLIO OF INVESTMENTS (CONTINUED)  
DECEMBER 31, 2003

SHARES		COST	MARKET VALUE
-----		-----	-----
	COMMON STOCKS (CONTINUED)		
	HEALTH CARE -- 1.3%		
2,000	Amersham plc, ADR .... \$	130,295	\$ 136,560
30,000	Bristol-Myers Squibb Co. ....	804,335	858,000
50,000	CIMA Labs Inc.+ .....	1,650,026	1,631,000
20,000	Eli Lilly & Co. ....	1,415,927	1,406,600
232,000	Esperion Therapeutics Inc.+ .....	8,022,555	8,029,520
10,000	Johnson & Johnson ....	516,310	516,600
80,000	Merck & Co. Inc. ....	3,533,076	3,696,000
100,000	Pfizer Inc. ....	3,473,302	3,533,000
		-----	-----
		19,545,826	19,807,280
		-----	-----
	METALS AND MINING -- 0.0%		
12,525	Freeport-McMoRan Copper & Gold Inc., Cl. B .	566,550	527,678
		-----	-----
	REAL ESTATE -- 0.3%		
100,000	Newhall Land & Farming Co. ....	4,041,907	4,038,000
		-----	-----
	SPECIALTY CHEMICALS -- 0.6%		
60,000	Ashland Inc. ....	2,515,651	2,643,600
100,000	E.I. du Pont de Nemours		



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	AVIATION: PARTS AND SERVICES -- 0.0%		
700	Sequa Corp.,		
	\$5.00 Cv. Pfd. ....	61,585	62,282
		-----	-----
	BROADCASTING -- 0.9%		
264,400	Sinclair Broadcast Group Inc.,		
	6.000% Cv. Pfd.,		
	Ser. D .....	12,355,860	13,048,140
		-----	-----
	BUSINESS SERVICES -- 0.0%		
7,200	Allied Waste Industries Inc.,		
	6.250% Cv. Pfd. ....	506,554	550,800
		-----	-----
	COMMUNICATIONS EQUIPMENT -- 0.1%		
21,000	Crown Castle International		
	Corp.,		
	6.250% Cv. Pfd. ....	938,000	913,500
		-----	-----
	CONSUMER PRODUCTS -- 0.1%		
18,900	Newell Financial Trust,		
	5.250% Cv. Pfd. ....	871,763	869,400
		-----	-----
	DIVERSIFIED INDUSTRIAL -- 0.0%		
1,000	Owens-Illinois Inc.,		
	4.750% Cv. Pfd. ....	29,200	31,850
1,000	Smurfit-Stone Container Corp.,		
	7.000% Cv. Pfd.,		
	Ser. A .....	24,350	24,600
1,000	US Steel Corp.,		
	7.000% Cv. Pfd.,		
	Ser. B .....	88,510	118,215
		-----	-----
		142,060	174,665
		-----	-----
	ENERGY AND UTILITIES: ELECTRIC -- 0.1%		
20,600	Calpine Corp.,		
	5.750% Cv. Pfd. ....	1,006,825	968,200
		-----	-----
	ENERGY AND UTILITIES: INTEGRATED -- 0.1%		
9,750	Arch Coal Inc.,		
	5.000% Cv. Pfd. ....	733,750	832,065
20,000	CMS Energy Corp.,		
	4.500% Cv. Pfd. (a)	1,069,062	1,122,500
		-----	-----
		1,802,812	1,954,565
		-----	-----
	ENERGY AND UTILITIES: NATURAL GAS -- 0.0%		
8,865	Western Gas Resources Inc.,		
	\$2.625 Cv. Pfd. ....	507,521	531,457
		-----	-----
	ENERGY AND UTILITIES: OIL -- 0.2%		
10,000	Chesapeake Energy Corp.,		
	5.000% Cv. Pfd. ....	1,077,500	1,108,750
1,000	Chesapeake Energy Corp.,		
	6.750% Cv. Pfd. ....	85,050	92,000
2,700	Chesapeake Energy Corp.,		
	6.000% Cv. Pfd. ....	194,400	204,525
20,000	El Paso Corp.,		
	4.750% Cv. Pfd. ....	625,100	675,000
11,390	Hanover Compressor Co.,		
	7.250% Cv. Pfd. ....	526,787	549,567
900	Westport Resources Corp.,		

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	6.500% Cv. Pfd. ....	21,779	22,950
		-----	-----
		2,530,616	2,652,792
		-----	-----
	ENTERTAINMENT -- 0.1%		
69,100	Six Flags Inc.,		
	7.250% Cv. Pfd. ....	1,542,745	1,582,390
		-----	-----

See accompanying notes to financial statements.

3

THE GABELLI DIVIDEND & INCOME TRUST  
 PORTFOLIO OF INVESTMENTS (CONTINUED)  
 DECEMBER 31, 2003

SHARES		COST	MARKET VALUE
-----		-----	-----
	CONVERTIBLE PREFERRED STOCKS (CONTINUED)		
	FINANCIAL SERVICES -- 0.4%		
3,920	Doral Financial Corp.,		
	4.750% Cv. Pfd. (a) \$	1,029,000 \$	1,013,320
130,100	National Australia Bank Ltd.,		
	7.875% Cv. Pfd.,		
	Ser. UNIT .....	4,856,665	4,969,820
1,000	United Fire & Casualty Co.,		
	6.375% Cv. Pfd.,		
	Ser. A .....	29,000	29,000
		-----	-----
		5,914,665	6,012,140
		-----	-----
	HEALTH CARE -- 0.1%		
16,306	McKesson Financing Trust,		
	5.000% Cv. Pfd. ....	815,300	835,683
10,000	Omnicare Inc.,		
	4.000% Cv. Pfd. ....	605,400	637,500
		-----	-----
		1,420,700	1,473,183
		-----	-----
	METALS AND MINING -- 0.0%		
700	Phelps Dodge Corp.,		
	6.750% Cv. Pfd. ....	103,635	118,440
		-----	-----
	REAL ESTATE -- 0.0%		
2,100	Equity Office Properties Trust,		
	5.250% Cv. Pfd.,		
	Ser. B .....	104,120	105,021
2,000	Felcor Lodging Trust Inc.,		
	\$1.95 Cv. Pfd.,		
	Ser. A .....	48,100	48,360
		-----	-----
		152,220	153,381
		-----	-----
	TELECOMMUNICATIONS -- 0.1%		
19,800	Cincinnati Bell Inc.,		
	6.750% Cv. Pfd.,		
	Ser. B .....	828,170	811,800
2,200	Citizens Communications Co.,		
	5.000% Cv. Pfd. ....	109,694	112,200
14,973	Emmis Communications Corp.,		



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	6.250% Cv. Pfd., Ser. A .....	703,731	748,650
		-----	-----
		1,641,595	1,672,650
		-----	-----
	TRANSPORTATION -- 0.0%		
982	Kansas City Southern, 4.250% Cv. Pfd. ....	551,884	577,539
		-----	-----
	TOTAL CONVERTIBLE PREFERRED STOCKS ....	33,684,915	35,013,340
		-----	-----
	PRINCIPAL AMOUNT		
		-----	-----
	CONVERTIBLE CORPORATE BONDS -- 0.4%		
	AEROSPACE -- 0.1%		
\$ 650,000	GenCorp Inc., Sub. Deb. Cv., 5.750%, 04/15/07 ...	638,031	654,062
		-----	-----
	AGRICULTURE -- 0.1%		
750,000	Bunge Ltd. Financial Corp., Cv., 3.750%, 11/15/22 ...	830,933	878,438
		-----	-----
	AUTOMOTIVE: PARTS AND ACCESSORIES -- 0.0%		
400,000	Standard Motor Products Inc., Sub. Deb. Cv., 6.750%, 07/15/09 ...	375,108	376,000
		-----	-----
	ELECTRONICS -- 0.1%		
600,000	Agere Systems Inc., Sub. Deb. Cv., 6.500%, 12/15/09 ...	832,636	825,000
		-----	-----
	SHARES	COST	MARKET VALUE
	-----	-----	-----
	ENTERTAINMENT -- 0.0%		
\$ 287,000	The Walt Disney Co., Cv., 2.125%, 04/15/23 ...	\$ 299,693	\$ 305,296
		-----	-----
	FINANCIAL SERVICES -- 0.0%		
250,000	AON Corp., Sub. Deb. Cv., 3.500%, 11/15/12 ...	300,282	310,000
300,000	First Data Corp., Cv., 2.000%, 03/01/08 ...	312,895	326,250
		-----	-----
		613,177	636,250
		-----	-----
	FOOD AND BEVERAGE -- 0.0%		
2,500,000	Parmalat Soparfi SA, Sub. Deb. Cv., 6.125%, 05/23/32 (b)	1,911,740	298,439
		-----	-----
	HEALTH CARE -- 0.0%		
300,000	Quest Diagnostic Inc., Sub. Deb. Cv., 1.750%, 11/30/21 ...	315,331	309,375
		-----	-----
	RETAIL -- 0.0%		
375,000	School Specialty Inc.,		

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	Sub. Deb. Cv., 6.000%, 08/01/08 ...	411,841	435,000
	TELECOMMUNICATIONS -- 0.1%		
350,000	Nextel Communications Inc., Cv., 6.000%, 06/01/11 ...	409,907	435,750
350,000	Telefonos de Mexico SA, Sub. Deb. Cv., 4.250%, 06/15/04 ...	404,882	402,056
		814,789	837,806
	TRANSPORTATION -- 0.0%		
550,000	GATX Corp., Cv., 7.500%, 02/01/07 ...	631,481	644,188
	TOTAL CONVERTIBLE CORPORATE BONDS .....	7,674,760	6,199,854
	U.S. GOVERNMENT AGENCY MORTGAGES -- 10.1%		
75,000,000	Federal National Mortgage Assoc. Discount Note, 01/02/04 .....	75,000,000	75,000,000
75,000,000	Federal National Mortgage Assoc. Discount Note, 01/08/04 .....	74,987,000	74,987,000
	TOTAL U.S. GOVERNMENT AGENCY MORTGAGES .....	149,987,000	149,987,000
	U.S. GOVERNMENT OBLIGATIONS -- 39.9%		
595,484,000	U.S. Treasury Bills, 0.867% to 0.944%+, 01/02/04 to 01/22/04	595,232,486	595,232,486

See accompanying notes to financial statements.

4

THE GABELLI DIVIDEND & INCOME TRUST  
PORTFOLIO OF INVESTMENTS (CONTINUED)  
DECEMBER 31, 2003

PRINCIPAL AMOUNT		COST	MARKET VALUE
-----		-----	-----
	REPURCHASE AGREEMENTS -- 13.4%		
\$100,000,000	ABN Amro, 0.840%, dated 12/31/03, due 01/02/04, proceeds at maturity, \$100,004,667 (c) ...	\$ 100,000,000	\$ 100,000,000
100,000,000	State Street Bank & Trust Co., 0.810%, dated 12/31/03, due 01/02/04, proceeds at maturity,		

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\$100,004,500 (d) ...	100,000,000	100,000,000
	-----	-----
TOTAL REPURCHASE AGREEMENTS .....	200,000,000	200,000,000
	-----	-----
TOTAL INVESTMENTS -- 100.0% .....	\$1,475,979,245	\$1,491,140,736
	=====	
LIABILITIES IN EXCESS OF OTHER ASSETS .....		(39,490,310)
NET ASSETS -- COMMON STOCK (75,363,205 common shares outstanding) .....		1,451,650,426
		=====
NET ASSET VALUE PER COMMON SHARE (1,451,650,426 (DIVIDE) 75,363,205 shares outstanding) .....		\$19.26
		=====

-----

For Federal tax purposes:	
Aggregate cost .....	\$1,475,979,663
	=====
Gross unrealized appreciation .....	\$ 17,048,777
Gross unrealized depreciation .....	(1,887,704)
	-----
Net unrealized appreciation .....	\$ 15,161,073
	=====

- 
- + Non-income producing security.
  - ++ Represents annualized yield at date of purchase.
  - (a) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At December 31, 2003, the market value of Rule 144A securities amounted to \$2,135,820 or 0.1% of total net assets.
  - (b) Security in default.
  - (c) Collateralized by U.S. Treasury Note, 1.625%, due 04/30/05, market value \$102,276,848.
  - (d) Collateralized by U.S. Treasury Note, 3.375%, due 04/30/04, market value \$102,567,800.
- ADR - American Depository Receipt.

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST

STATEMENT OF ASSETS AND LIABILITIES  
DECEMBER 31, 2003

ASSETS:	
Investments, at value (Cost \$1,275,979,245)	\$1,291,140,736
Repurchase agreements, at value (Cost \$200,000,000) .....	200,000,000
Cash .....	1,287
Receivable for investments sold .....	1,756,578
Dividends and interest receivable .....	729,602
Other assets .....	55,726
	-----

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TOTAL ASSETS .....	1,493,683,929	-----
LIABILITIES:		
Payable for investments purchased .....	38,269,026	
Payable for investment advisory fees .....	1,224,127	
Other accrued expenses and liabilities .....	2,540,350	-----
TOTAL LIABILITIES .....	42,033,503	-----
NET ASSETS applicable to 75,363,205 shares outstanding .....	\$1,451,650,426	=====
NET ASSETS CONSIST OF:		
Shares of beneficial interest, at par value	75,363	
Additional paid-in capital .....	1,436,398,092	
Accumulated net realized gain on investments and foreign currency transactions .....	11,089	
Net unrealized appreciation on investments and foreign currency transactions .....	15,165,882	-----
TOTAL NET ASSETS .....	\$1,451,650,426	=====
NET ASSET VALUE		
(\$1,451,650,426 (DIVIDE) 75,363,205 shares outstanding; unlimited number of shares authorized of \$0.001 par value) .....	\$19.26	=====

STATEMENT OF OPERATIONS  
FOR THE PERIOD ENDED DECEMBER 31, 2003 (A)

INVESTMENT INCOME:		
Dividends (net of foreign taxes of \$1,550) ....	\$	819,176
Interest .....		975,605
TOTAL INVESTMENT INCOME .....		1,794,781
EXPENSES:		
Investment advisory fees .....		1,342,197
Shareholder communications expenses .....		250,000
Custodian fees .....		65,897
Legal and audit fees .....		45,000
Trustees' fees .....		31,560
Payroll .....		20,833
Shareholder services fees .....		16,667
Miscellaneous expenses .....		72,000
TOTAL EXPENSES .....		1,844,154
NET INVESTMENT LOSS .....		(49,373)
NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS AND FOREIGN CURRENCY TRANSACTIONS:		
Net realized gain on investments and foreign currency transactions .....		16,702
Net change in net unrealized appreciation on investments and foreign currency transactions		15,165,882
NET REALIZED AND UNREALIZED GAIN ON		-----

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INVESTMENTS AND FOREIGN CURRENCY	
TRANSACTIONS .....	15,182,584
	-----
NET INCREASE IN NET ASSETS RESULTING	
FROM OPERATIONS .....	\$ 15,133,211
	=====

### STATEMENT OF CHANGES IN NET ASSETS

	PERIOD ENDED DECEMBER 31, 2003 (A)
	-----
OPERATIONS:	
Net investment loss .....	\$ (49,373)
Net realized gain on investments and foreign currency transactions .....	16,702
Net change in unrealized appreciation on investments and foreign currency transactions .....	15,165,882
	-----
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS ...	15,133,211
	-----
TRUST SHARE TRANSACTIONS:	
Net increase in net assets from common shares issued in offering .....	1,439,300,001
Offering costs for common shares charged to paid-in-capital .....	(2,920,000)
	-----
NET INCREASE IN NET ASSETS FROM TRUST SHARE TRANSACTIONS .....	1,436,380,001
	-----
NET INCREASE IN NET ASSETS .....	1,451,513,212
NET ASSETS:	
Beginning of period .....	137,214
	-----
End of period .....	\$ 1,451,650,426
	=====

(a) The Gabelli Dividend & Income Trust commenced investment operations on November 28, 2003.

See accompanying notes to financial statements.

6

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

1. ORGANIZATION. The Gabelli Dividend & Income Trust (the "Trust") is a closed-end, non-diversified management investment company organized under the laws of the State of Delaware and registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The Trust sold 7,184 shares to Gabelli Funds, LLC (the "Adviser") for \$137,214 on November 18, 2003. Investment operations commenced on November 28, 2003.

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

2. SIGNIFICANT ACCOUNTING POLICIES. The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures

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in the financial statements. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Dividend & Income Trust in the preparation of its financial statements.

**SECURITY VALUATION.** Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees so determines, by such other method as the Board of Trustees shall determine in good faith, to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by the Adviser. Portfolio securities primarily traded in foreign markets are generally valued at the preceding closing values of such securities on their respective exchanges or markets. Securities and assets for which market quotations are not readily available are valued at their fair value as determined in good faith under procedures established by and under the general supervision of the Board of Trustees. Short term debt securities with remaining maturities of 60 days or less are valued at amortized cost, unless the Board of Trustees determines such does not reflect the securities fair value, in which case these securities will be valued at their fair value as determined by the Board of Trustees. Debt instruments having a maturity greater than 60 days for which market quotations are readily available are valued at the latest average of the bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price on that day. Options are valued at the last sale price on the exchange on which they are listed. If no sales of such options have taken place that day, they will be valued at the mean between their closing bid and asked prices.

**REPURCHASE AGREEMENTS.** The Trust may enter into repurchase agreements with primary government securities dealers recognized by the Federal Reserve Board, with member banks of the Federal Reserve System or with other brokers or dealers that meet credit guidelines established by the Adviser and reviewed by the Board of Trustees. Under the terms of a typical repurchase agreement, a Trust takes possession of an underlying debt obligation subject to an obligation of the seller to repurchase, and a Trust to resell, the obligation at an agreed-upon price and time, thereby determining the yield during a Trust's holding period. A Trust will always receive and maintain securities as collateral whose market value, including accrued interest, will be at least equal to 102% of the dollar amount invested by a Trust in each agreement. The Trust will make payment for such securities only upon physical delivery or upon evidence of book entry transfer of the collateral to the account of the custodian. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market on a daily basis to maintain the adequacy of the collateral. If the seller defaults and the value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Trust may be delayed or limited.

**SECURITIES SOLD SHORT.** A short sale involves selling a security which the Trust does not own. The proceeds received for short sales are recorded as liabilities and the Trust records an unrealized gain or loss to the extent of the difference between the proceeds received and the value of the open short position on the day of determination. The Trust records a realized gain or loss when the short position is closed out. By entering into a short sale, the Trust bears the market risk of an unfavorable change in the price of the security sold short. Dividends on short sales are recorded as an expense by the Trust on the ex-dividend date and interest expense is recorded on the accrual basis. At

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December 31, 2003, there were no open short sales.

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

7

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

SECURITIES TRANSACTIONS AND INVESTMENT INCOME. Securities transactions are accounted for as of the trade date with realized gain or loss on investments determined by using the identified cost method. Interest income (including amortization of premium and accretion of discount) is recorded as earned. Dividend income is recorded on the ex-dividend date.

DIVIDENDS AND DISTRIBUTIONS TO SHAREHOLDERS. Distributions to shareholders are recorded on the ex-dividend date. Income distributions and capital gain distributions are determined in accordance with Federal income tax regulations, which may differ from accounting principles generally accepted in the United States.

For the year ended December 31, 2003, reclassifications were made to increase accumulated net investment loss for \$49,373 and to decrease accumulated net realized gain on investments for \$5,613, with an offsetting adjustment to additional paid-in capital.

PROVISION FOR INCOME TAXES. The Trust intends to qualify and elect to be treated as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended. It is the Trust's policy to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its net investment company taxable income and net capital gains. Therefore, no provision for Federal income taxes is required.

Dividends and interest from non-U.S. sources received by the Trust are generally subject to non-U.S. withholding taxes at rates ranging up to 30%. Such withholding taxes may be reduced or eliminated under the terms of applicable U.S. income tax treaties, and the Trust intends to undertake any procedural steps required to claim the benefits of such treaties.

As of December 31, 2003, the components of accumulated earnings/(losses) on a tax basis were as follows:

Accumulated net gains on investments .....	\$ 11,507
Net unrealized appreciation on investments	15,160,655
Net unrealized appreciation on foreign currency transactions .....	4,809

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	-----
Total accumulated gain .....	\$15,176,971
	=====

3. AGREEMENTS AND TRANSACTIONS WITH AFFILIATES. The Trust has entered into an investment advisory agreement (the "Advisory Agreement") with the Adviser which provides that the Trust will pay the Adviser on the first business day of each month a fee for the previous month equal on an annual basis to 1.00% of the value of the Trust's average weekly net assets. In accordance with the Advisory Agreement, the Adviser provides a continuous investment program for the Trust's portfolio and oversees the administration of all aspects of the Trust's business and affairs.

During the year ended December 31, 2003, Gabelli & Company, Inc. received \$684,983 in brokerage commissions as a result of executing agency transactions in portfolio securities on behalf of the Trust.

The cost of calculating the Trust's net asset value per share is a Trust expense pursuant to the Investment Advisory Agreement between the Trust and the Adviser. During fiscal 2003, the Trust reimbursed the Adviser \$2,900 in connection with the cost of computing the Trust's net asset value.

4. PORTFOLIO SECURITIES. Cost of purchases and proceeds from sales of securities, other than short-term securities, for the year ended December 31, 2003 aggregated \$532,827,181 and \$2,052,613, respectively.

5. CAPITAL. The Trust is authorized to issue an unlimited number of common shares of beneficial interest, par value \$.001 per share. The Board of Trustees of the Trust has authorized the repurchase of its shares on the open market when the shares are trading at a discount of 10% or more (or such other percentage as the Board of Trustees may determine from time to time) from the net asset value of the shares. During the year ended December 31, 2003, the Trust did not repurchase any shares of beneficial interest in the open market.

Transactions in shares of beneficial interest were as follows:

	PERIOD ENDED DECEMBER 31, 2003 (A)	
	Shares	Amount
	-----	-----
Initial seed capital, November 18, 2003 .....	7,184	\$ 137,214
Shares issued in offering .....	75,356,021	1,436,380,001
	-----	-----
Net increase .....	75,363,205	\$1,436,517,215
	=====	=====

(a) The Gabelli Dividend & Income Trust commenced investment operations on November 28, 2003.

6. OTHER MATTERS. On October 7, 2003, the Trust's Adviser received a subpoena from the Attorney General of the State of New York requesting information on mutual fund shares trading practices. The Adviser is fully cooperating in responding to the request. The Trust does not believe that this matter will have a material adverse effect on the Trust's financial position or results of the operations.

7. SUBSEQUENT EVENTS. On January 7, 2004 the Trust issued 9,700,000 shares of common stock in connection with the underwriters' over-allotment option for a total of \$184,882,000 (net of underwriting fees and expenses of \$9,118,000).



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## THE GABELLI DIVIDEND & INCOME TRUST FINANCIAL HIGHLIGHTS

SELECTED DATA FOR A DIVIDEND & INCOME TRUST SHARE OF BENEFICIAL INTEREST  
OUTSTANDING THROUGHOUT EACH PERIOD:

	PERIOD ENDED DECEMBER 31, 2003 (A)
<b>OPERATING PERFORMANCE:</b>	
Net asset value, beginning of period .....	\$ 19.06 (b)
	-----
Net investment loss .....	--
Net realized and unrealized gain on investments .....	0.20
	-----
Total from investment operations .....	0.20
	-----
NET ASSET VALUE, END OF PERIOD .....	\$ 19.26
	=====
Net asset value total return* .....	1.0%
	=====
Market value, end of period .....	\$ 20.00
	=====
Total investment return** .....	0.0%
	=====
<b>RATIOS TO AVERAGE NET ASSETS AND SUPPLEMENTAL DATA:</b>	
Net assets, end of period (in 000's) .....	\$1,451,650
Ratio of net investment loss to average net assets .....	(0.04)%(c)
Ratio of operating expenses to average net assets .....	1.38%(c)
Portfolio turnover rate .....	0.4%

(a) The Gabelli Dividend & Income Trust commenced investment operations on November 28, 2003.

(b) The beginning NAV includes a \$0.04 reduction for costs associated with the initial public offering.

(c) Annualized.

\* Based on net asset value per share at commencement of operations of \$19.06 per share. Total return for the period of less than one year is not annualized.

\*\* Based on market value per share at initial public offering of \$20.00 per share. Total return for the period of less than one year is not annualized.

See accompanying notes to financial statements.

## THE GABELLI DIVIDEND & INCOME TRUST REPORT OF INDEPENDENT AUDITORS

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

In our opinion, the accompanying statement of assets and liabilities, including the portfolio of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of The Gabelli Dividend & Income Trust (the "Trust") at December 31, 2003, the results of its operations, the changes in its net assets and the financial highlights for the period from November 28, 2003 (commencement of operations) through December 31, 2003, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as

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"financial statements") are the responsibility of the Trust's management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these financial statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit, which included confirmation of securities at December 31, 2003 by correspondence with the custodian and brokers, provides a reasonable basis for our opinion.

PricewaterhouseCoopers LLP  
 New York, New York  
 February 20, 2004

10

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

The names and business addresses of the Trustees and principal officers of this Fund are set forth in the following table, together with their positions and their principal occupations during the past five years and, in the case of the Trustees, their positions with certain other organizations and companies. Trustees who are "interested persons" of the Fund, as defined by the 1940 Act, are indicated by a "+".

NAME, POSITION(S) ADDRESS 1 AND AGE -----	TERM OF OFFICE AND LENGTH OF TIME SERVED 2 -----	NUMBER OF FUNDS IN TRUST COMPLEX OVERSEEN BY TRUSTEE -----	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS -----
INTERESTED TRUSTEES 3: -----			
MARIO J. GABELLI+ Trustee Chief Investment Officer Age: 61	Since 2003*	24	Chairman of the Board and Chief Executive Officer of Gabelli Asset Management Inc. Chief Investment Officer of Gabelli Fund LLC and GAMCO Investors, Inc.; Vice Chairman and Chief Executive Officer of Lynch Interactive Corporation (multim and services)
KARL OTTO POHL+ Trustee Age: 74	Since 2003***	33	Member of the Shareholder Committee of Sal Oppenheim Jr. & Cie, Zurich (private investment bank); Former President of the Deutsche Bundesbank and Chairman of its Central Bank Council from 1980 through 1991
EDWARD T. TOKAR+ Trustee Age: 56	Since 2003***	1	Chief Executive Officer of Allied Capital Management LLC, since 1997; Vice President of Honeywell International Inc., since 1997

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NON-INTERESTED TRUSTEES:

ANTHONY J. COLAVITA Trustee Age: 68	Since 2003**	35	President and Attorney at law in the law of Anthony J. Colavita, P.C.
JAMES P. CONN Trustee Age: 65	Since 2003***	12	Former Managing Director and Chief Inves Officer of Financial Security Assurance Holdings Ltd. 1992-1998;
MARIO D'URSO Trustee Age: 63	Since 2003*	1	Chairman of Mittel Capital Markets S.p.A since 2001; Senator in the Italian Parliament, 1996-2001
FRANK J. FAHRENKOPF, JR. Trustee Age: 64	Since 2003**	4	President and Chief Executive Officer of American Gaming Association since June 1 Partner in the law firm of Hogan & Harts Co-Chairman of the Commission on Preside Debates; Former Chairman of the Republic National Committee
MICHAEL J. MELARKEY Trustee Age: 53	Since 2003*	1	Attorney at law in the law firm of Avans Melarkey, Knobel & Mulligan
SALVATORE M. SALIBELLO Trustee Age: 58	Since 2003***	1	Certified Public Accountant and Managing Partner of the accounting firm Salibello & Broder, since 1978

11

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

NAME, POSITION(S) ADDRESS 1 AND AGE	TERM OF OFFICE AND LENGTH OF TIME SERVED 2	NUMBER OF FUNDS IN TRUST COMPLEX OVERSEEN BY TRUSTEE	PRINCIPAL OCCUPATION(S) DURING PAST FIVE YEARS
NON-INTERESTED TRUSTEES (CONTINUED):			
ANTHONIE C. VAN EKRIS Trustee Age: 69	Since 2003**	20	Managing Director of BALMAC International, Inc. (consulting)
SALVATORE J. ZIZZA Trustee Age: 58	Since 2003**	11	Chairman, Hallmark Electrical Supplies Corp.
OFFICERS:			
BRUCE N. ALPERT President Age: 52	Since 2003	--	Executive Vice President and Chief Ope Officer of Gabelli Funds, LLC since 19 and an officer of all mutual funds adv Gabelli Funds, LLC and its affiliates; Director and President of Gabelli Advi
CARTER W. AUSTIN	Since 2003	--	Vice President of the Gabelli Equity T

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Vice President Age: 36			since 2000. Vice President of Gabelli LLC since 1996
MATTHEW A. HULTQUIST Vice President and Ombudsman Age: 24	Since 2003	--	Assistant Vice President of Gabelli As Management Company since 2001
JAMES E. MCKEE Secretary Age: 40	Since 2003	--	Vice President, General Counsel and Se of Gabelli Asset Management Inc. (sinc and of GAMCO Investors, Inc. (since 19 of all the registered investment compa Gabelli fund complex
RICHARD C. SELL, JR. Treasurer Age: 53	Since 2003	--	Vice President, Controller of Gabelli Inc. since 1998

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- 1 Address: One Corporate Center, Rye, NY 10580-1422, unless otherwise noted.
  - 2 The Trust's Board of Trustees is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:
    - \* - Term expires at the Trust's 2004 Annual Meeting of Shareholders and until their successors are duly elected and qualified.
    - \*\* - Term expires at the Trust's 2005 Annual Meeting of Shareholders and until their successors are duly elected and qualified.
    - \*\*\* - Term expires at the Trust's 2006 Annual Meeting of Shareholders and until their successors are duly elected and qualified.
  - 3 "Interested person" of the Trust, as defined in the 1940 Act. Mr. Gabelli is an "interested person" of the Trust as a result of his employment as an officer of the Investment Adviser. Mr. Gabelli is also a registered representative of an affiliated broker-dealer. Mr. Pohl is an "interested person" as a result of his role as a director of the parent company of the Investment Adviser. Mr. Tokar is an "interested person" as a result of his son's employment by an affiliate of the Investment Adviser.

12

### AUTOMATIC DIVIDEND REINVESTMENT AND VOLUNTARY CASH PURCHASE PLAN

#### ENROLLMENT IN THE PLAN

It is the policy of The Gabelli Dividend & Income Trust ("Dividend & Income Trust") to automatically reinvest dividends. As a "registered" shareholder you automatically become a participant in the Dividend & Income Trust's Automatic Dividend Reinvestment Plan (the "Plan"). The Plan authorizes the Dividend & Income Trust to issue shares to participants upon an income dividend or a capital gains distribution regardless of whether the shares are trading at a discount or a premium to net asset value. All distributions to shareholders whose shares are registered in their own names will be automatically reinvested pursuant to the Plan in additional shares of the Dividend & Income Trust. Plan participants may send their stock certificates to EquiServe Trust Company ("EquiServe") to be held in their dividend reinvestment account. Registered shareholders wishing to receive their distribution in cash must submit this request in writing to:

The Gabelli Dividend & Income Trust  
c/o EquiServe  
P.O. Box 43011  
Providence, RI 02940-3011

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Shareholders requesting this cash election must include the shareholder's name and address as they appear on the share certificate. Shareholders with additional questions regarding the Plan may contact EquiServe at (800) 336-6983.

SHAREHOLDERS WISHING TO LIQUIDATE REINVESTED SHARES held at EquiServe must do so in writing or by telephone. Please submit your request to the above mentioned address or telephone number. Include in your request your name, address and account number. The cost to liquidate shares is \$2.50 per transaction as well as the brokerage commission incurred. Brokerage charges are expected to be less than the usual brokerage charge for such transactions.

If your shares are held in the name of a broker, bank or nominee, you should contact such institution. If such institution is not participating in the Plan, your account will be credited with a cash dividend. In order to participate in the Plan through such institution, it may be necessary for you to have your shares taken out of "street name" and re-registered in your own name. Once registered in your own name your dividends will be automatically reinvested. Certain brokers participate in the Plan. Shareholders holding shares in "street name" at participating institutions will have dividends automatically reinvested. Shareholders wishing a cash dividend at such institution must contact their broker to make this change.

The number of shares of Common Shares distributed to participants in the Plan in lieu of cash dividends is determined in the following manner. Under the Plan, whenever the market price of the Dividend & Income Trust's Common Shares is equal to or exceeds net asset value at the time shares are valued for purposes of determining the number of shares equivalent to the cash dividends or capital gains distribution, participants are issued Common Shares valued at the greater of (i) the net asset value as most recently determined or (ii) 95% of the then current market price of the Dividend & Income Trust's Common Shares. The valuation date is the dividend or distribution payment date or, if that date is not a New York Stock Exchange trading day, the next trading day. If the net asset value of the Common Stock at the time of valuation exceeds the market price of the Common Shares, participants will receive shares from the Dividend & Income Trust valued at market price. If the Dividend & Income Trust should declare a dividend or capital gains distribution payable only in cash, EquiServe will buy Common Shares in the open market, or on the New York Stock Exchange or elsewhere, for the participants' accounts, except that EquiServe will endeavor to terminate purchases in the open market and cause the Dividend & Income Trust to issue shares at net asset value if, following the commencement of such purchases, the market value of the Common Shares exceeds the then current net asset value.

The automatic reinvestment of dividends and capital gains distributions will not relieve participants of any income tax which may be payable on such distributions. A participant in the Plan will be treated for Federal income tax purposes as having received, on a dividend payment date, a dividend or distribution in an amount equal to the cash the participant could have received instead of shares.

The Dividend & Income Trust reserves the right to amend or terminate the Plan as applied to any voluntary cash payments made and any dividend or distribution paid subsequent to written notice of the change sent to the members of the Plan at least 90 days before the record date for such dividend or distribution. The Plan also may be amended or terminated by EquiServe on at least 90 days' written notice to participants in the Plan.

### VOLUNTARY CASH PURCHASE PLAN

The Voluntary Cash Purchase Plan is yet another vehicle for our shareholders to increase their investment in the Dividend & Income Trust. In order to participate in the Voluntary Cash Purchase Plan, shareholders must have their

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shares registered in their own name.

Participants in the Voluntary Cash Purchase Plan have the option of making additional cash payments to EquiServe for investments in the Dividend & Income Trust's shares at the then current market price. Shareholders may send an amount from \$250 to \$10,000. EquiServe will use these funds to purchase shares in the open market on or about the 1st and 15th of each month. EquiServe will charge each shareholder who participates \$0.75, plus a pro rata share of the brokerage commissions. Brokerage charges for such purchases are expected to be less than the usual brokerage charge for such transactions. It is suggested that any voluntary cash payments be sent to EquiServe, P.O. Box 43011, Providence, RI 02940-3011 such that EquiServe receives such payments approximately 10 days before the 1st and 15th of the month. Funds not received at least five days before the investment date shall be held for investment in the following investment period. A payment may be withdrawn without charge if notice is received by EquiServe at least 48 hours before such payment is to be invested.

For more information regarding the Dividend Reinvestment Plan and Voluntary Cash Purchase Plan, brochures are available by calling (914) 921-5070 or by writing directly to the Dividend & Income Trust.

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The Annual Meeting of the Dividend & Income Trust's stockholders will be held at 11:00 A.M. on Monday, May 10, 2004, at the Greenwich Public Library, 101 West Putnam Avenue in Greenwich, Connecticut.  
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13

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THE GABELLI DIVIDEND & INCOME TRUST  
AND YOUR PERSONAL PRIVACY

### WHO ARE WE?

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

WHAT KIND OF NON-PUBLIC INFORMATION DO WE COLLECT ABOUT YOU IF YOU BECOME A GABELLI CUSTOMER? When you purchase shares of the Trust on the New York Stock Exchange, you have the option of registering directly with our transfer agent in order, for example, to participate in our dividend reinvestment and voluntary cash purchase plan.

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

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

We do not disclose any non-public personal information about our customers or former customers to anyone, other than our affiliates, our service

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providers who need to know such information and as otherwise permitted by law. If you want to find out what the law permits, you can read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its web site, [www.sec.gov](http://www.sec.gov).

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

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

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

#### TRUSTEES

Mario J. Gabelli, CFA  
CHAIRMAN AND CHIEF INVESTMENT OFFICER,  
GABELLI ASSET MANAGEMENT INC.

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

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

Mario d'Urso  
CHAIRMAN, MITTEL CAPITAL MARKETS SPA

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

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

Karl Otto Pohl  
FORMER PRESIDENT, DEUTSCHE BUNDESBANK

Salvatore M. Salibello  
CERTIFIED PUBLIC ACCOUNTANT,  
SALIBELLO & BRODER

Edward T. Tokar  
CHIEF EXECUTIVE OFFICER, ALLIED CAPITAL MANAGEMENT, LLC

Anthony C. van Ekris  
MANAGING DIRECTOR, BALMAC INTERNATIONAL, INC.

Salvatore J. Zizza  
CHAIRMAN, HALLMARK ELECTRICAL SUPPLIES CORP.

#### OFFICERS

Bruce N. Alpert

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Carter W. Austin  
VICE PRESIDENT

Matthew A. Hultquist  
VICE PRESIDENT AND OMBUDSMAN

James E. McKee  
SECRETARY

Richard C. Sell, Jr.  
TREASURER

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

CUSTODIAN  
State Street Bank and Trust Company

COUNSEL  
Skadden, Arps, Slate, Meagher & Flom, LLP

TRANSFER AGENT AND REGISTRAR  
EquiServe Trust Company

STOCK EXCHANGE LISTING

Common

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NYSE-Symbol: GDV  
Shares Outstanding: 75,363,205

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

The Net Asset Value may be obtained each day by calling (914) 921-5071.

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For general information about the Gabelli Funds, call 800-GABELLI (800-422-3554), fax us at 914-921-5118, visit Gabelli Funds' Internet homepage at: [www.gabelli.com](http://www.gabelli.com) or e-mail us at: [closedend@gabelli.com](mailto:closedend@gabelli.com)  
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Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Dividend & Income Trust may, from time to time, purchase its shares in the open market when the Dividend & Income Trust shares are trading at a discount of 10% or more from the net asset value of the shares.  
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THE GABELLI DIVIDEND & INCOME TRUST  
ONE CORPORATE CENTER, RYE, NY 10580-1422

PHONE: 800-GABELLI (800-422-3554)  
FAX: 914-921-5118 INTERNET: [WWW.GABELLI.COM](http://WWW.GABELLI.COM)



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E-MAIL: CLOSEDEND@GABELLI.COM

GBFDV-AR-12/03

### ITEM 2. CODE OF ETHICS.

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

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

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

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

- (a) **AUDIT FEES:** The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years are \$63,666 in 2003 and \$0 in 2002.
- (b) **AUDIT-RELATED FEES:** The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item are \$0 in 2003 and \$0 in 2002.
- (c) **TAX FEES:** The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning are \$2,350 in 2003 and \$0 in 2002.

Tax fees represent tax compliance services provided in connection with

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the review of the Registrant's tax returns.

- (d) ALL OTHER FEES: The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item are \$0 for 2003 and \$0 for 2002.
- (e) (1) Disclose the audit committee's pre-approval policies and procedures described in paragraph (c) (7) of Rule 2-01 of Regulation S-X.

Pre-Approval Policies and Procedures. The Audit Committee ("Committee") of the registrant is responsible for pre-approving (i) all audit and permissible non-audit services to be provided by the independent auditors to the registrant and (ii) all permissible non-audit services to be provided by the independent auditors to Gabelli and any affiliate of Gabelli that provides services to the registrant (a "Covered Services Provider") if the independent auditors' engagement relates directly to the operations and financial reporting of the registrant. The Committee may delegate its responsibility to pre-approve any such audit and permissible non-audit services to the Chairperson of the Committee, and the Chairperson must report to the Committee, at its next regularly scheduled meeting after the Chairperson's pre-approval of such services, his or her decision(s). The Committee may also establish detailed pre-approval policies and procedures for pre-approval of such services in accordance with applicable laws, including the delegation of some or all of the Committee's pre-approval responsibilities to other persons (other than Gabelli or the registrant's officers). Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the aggregate amount of all such permissible non-audit services provided to the registrant, Gabelli and any Covered Services Provider constitutes not more than 5% of the total amount of revenues paid by the registrant to its independent auditors during the fiscal year in which the permissible non-audit services are provided; (ii) the permissible non-audit services were not recognized by the registrant at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved by the Committee or the Chairperson prior to the completion of the audit.

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

(b) N/A

(c) 100%

(d) N/A

- (f) The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent

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employees was zero percent (0%).

- (g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant for each of the last two fiscal years of the registrant was \$0 in 2003 and \$0 in 2002.
- (h) The registrant's audit committee of the board of directors HAS considered whether the provision of non-audit services that were rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c) (7) (ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not applicable.

ITEM 6. [RESERVED]

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

The Proxy Voting Policies are attached herewith.

GABELLI ASSET MANAGEMENT INC. AND AFFILIATES

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THE VOTING OF PROXIES ON BEHALF OF CLIENTS

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

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

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to vote the client's proxies in accordance with specific guidelines or procedures supplied by the client (to the extent permitted by ERISA).

### I. PROXY VOTING COMMITTEE

The Proxy Voting Committee was originally formed in April 1989 for the purpose of formulating guidelines and reviewing proxy statements within the parameters set by the substantive proxy voting guidelines originally published by GAMCO Investors, Inc. in 1988 and updated periodically, a copy of which are appended as Exhibit A. The Committee will include representatives of Research, Administration, Legal, and the Advisers. Additional or replacement members of the Committee will be nominated by the Chairman and voted upon by the entire Committee. As of June 30, 2003, the members are:

Bruce N. Alpert, Chief Operating Officer of Gabelli Funds, LLC

Ivan Arteaga, Research Analyst

Caesar M. P. Bryan, Portfolio Manager

Stephen DeTore, Deputy General Counsel

Joshua Fenton, Director of Research

Douglas R. Jamieson, Chief Operating Officer of GAMCO

James E. McKee, General Counsel

Karyn M. Nappi, Director of Proxy Voting Services

William S. Selby, Managing Director of GAMCO

Howard F. Ward, Portfolio Manager

Peter D. Zaglio, Senior Vice President

Peter D. Zaglio currently chairs the Committee. In his absence, the Director of Research will chair the Committee. Meetings are held as needed basis to form views on the manner in which the Advisers should vote proxies on behalf of their clients.

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

All matters identified by the Chairman of the Committee, the Director of Proxy Voting Services or the Legal Department as controversial, taking into account the recommendations of ISS or other third party services and the

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

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

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

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

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

### II. SOCIAL ISSUES AND OTHER CLIENT GUIDELINES

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

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### III. CLIENT RETENTION OF VOTING RIGHTS

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

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

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

### IV. VOTING RECORDS

The Proxy Voting Department will retain a record of matters voted upon by the Advisers for their clients. The Advisers' staff may request proxy-voting records for use in presentations to current or prospective clients. Requests for proxy voting records should be made at least ten days prior to client meetings.

If a client wishes to receive a proxy voting record on a quarterly, semi-annual or annual basis, please notify the Proxy Voting Department. The reports will be available for mailing approximately ten days after the quarter end of the period. First quarter reports may be delayed since the end of the quarter falls during the height of the proxy season.

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

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

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

### V. VOTING PROCEDURES

1. Custodian banks, outside brokerage firms and Wexford Clearing Services Corporation are responsible for forwarding proxies directly to GAMCO.

Proxies are received in one of two forms:

- o Shareholder Vote Authorization Forms (VAFs) - Issued by ADP. VAFs must be

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voted through the issuing institution causing a time lag. ADP is an outside service contracted by the various institutions to issue proxy materials.

o Proxy cards which may be voted directly.

2. Upon receipt of the proxy, the number of shares each form represents is logged into the proxy system according to security.

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

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

Since January 1, 1992, records have been maintained on the Proxy Edge system. The system is backed up regularly. From 1990 through 1991, records were maintained on the PROXY VOTER system and in hardcopy format. Prior to 1990, records were maintained on diskette and in hardcopy format.

PROXY EDGE records include:

Security Name and Cusip Number

Date and Type of Meeting (Annual, Special, Contest)

Client Name

Adviser or Fund Account Number

Directors' Recommendation

How GAMCO voted for the client on each issue

The rationale for the vote when it appropriate

Records prior to the institution of the PROXY EDGE system include:

Security name

Type of Meeting (Annual, Special, Contest)

Date of Meeting

Name of Custodian

Name of Client

Custodian Account Number

Adviser or Fund Account Number

Directors' recommendation

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How the Adviser voted for the client on each issue

Date the proxy statement was received and by whom

Name of person posting the vote

Date and method by which the vote was cast

- o From these records individual client proxy voting records are compiled. It is our policy to provide institutional clients with a proxy voting record during client reviews. In addition, we will supply a proxy voting record at the request of the client on a quarterly, semi-annual or annual basis.

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

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

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

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

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

9. Voting in Person

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

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

A call is placed to ADP requesting legal proxies. The VAFs are then sent overnight to ADP. ADP issues individual legal proxies and sends them back via overnight. A lead-time of at least two weeks prior to the meeting is needed to do this. Alternatively, the procedures detailed below for banks not using ADP may be implemented.

- o Banks and brokerage firms issuing proxies directly:

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

All legal proxies should appoint:

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



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

### APPENDIX A

#### PROXY GUIDELINES

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PROXY VOTING GUIDELINES  
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#### GENERAL POLICY STATEMENT

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

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

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

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### BOARD OF DIRECTORS

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

Factors taken into consideration include:

- o Historical responsiveness to shareholders

This may include such areas as:

-Paying greenmail

-Failure to adopt shareholder resolutions receiving a majority of shareholder votes

- o Qualifications
- o Nominating committee in place
- o Number of outside directors on the board
- o Attendance at meetings
- o Overall performance

### SELECTION OF AUDITORS

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

### BLANK CHECK PREFERRED STOCK

We oppose the issuance of blank check preferred stock.

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

### CLASSIFIED BOARD

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

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

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

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

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### INCREASE AUTHORIZED COMMON STOCK

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

Factors taken into consideration include:

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

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

### CONFIDENTIAL BALLOT

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

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

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

### CUMULATIVE VOTING

In general, we support cumulative voting.

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

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

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

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shareholders an opportunity to have their views represented.

### DIRECTOR LIABILITY AND INDEMNIFICATION

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

### EQUAL ACCESS TO THE PROXY

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

### FAIR PRICE PROVISIONS

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

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

Reviewed on a case-by-case basis.

### GOLDEN PARACHUTES

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

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

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

### ANTI-GREENMAIL PROPOSALS

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

### LIMIT SHAREHOLDERS' RIGHTS TO CALL SPECIAL MEETINGS

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

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### CONSIDERATION OF NONFINANCIAL EFFECTS OF A MERGER

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

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

Reviewed on a case-by-case basis.

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

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

### MILITARY ISSUES

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

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

### NORTHERN IRELAND

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

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

### OPT OUT OF STATE ANTI-TAKEOVER LAW

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

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

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

### POISON PILL

In general, we do not endorse poison pills.

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

### REINCORPORATION

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

### STOCK OPTION PLANS

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

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

### SUPERMAJORITY VOTE REQUIREMENTS

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

### LIMIT SHAREHOLDERS RIGHT TO ACT BY WRITTEN CONSENT

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

Reviewed on a case-by-case basis.

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### ITEM 8. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

### ITEM 9. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not yet applicable.

### ITEM 10. CONTROLS AND PROCEDURES.

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

### ITEM 11. EXHIBITS.

- (a) (1) Code of ethics, or any amendment thereto, that is the subject of disclosure required by Item 2 is attached hereto.
- (a) (2) Certifications pursuant to Rule 30a-2(a) of the Investment Company Act of 1940, as amended, are attached hereto.
- (a) (3) Not applicable.
- (b) Certifications pursuant to Rule 30a-2(b) of the Investment Company Act of 1940, as amended, are attached hereto.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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(registrant) The Gabelli Dividend & Income Trust  
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By (Signature and Title)\* /s/ Bruce N. Alpert  
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Bruce N. Alpert, Principal Executive Officer

Date March 9, 2004  
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Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* /s/ Bruce N. Alpert  
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Bruce N. Alpert, Principal Executive Officer

Date March 9, 2004  
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By (Signature and Title)\* /s/ Richard C. Sell, Jr.  
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Richard C. Sell, Jr., Principal Financial Officer

Date March 9, 2004  
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\* Print the name and title of each signing officer under his or her signature.