GAMCO INVESTORS, INC. ET AL

Form 4 May 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, 2005

0.5

Estimated average

Expires:

burden hours per response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

if no longer

Check this box

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

GAMCO INVESTORS, INC. ET AL

(Check all applicable)

Chairman and CEO

[GBL]

04/30/2009

(Last)

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

X Director X_ Officer (give title

below)

_X__ 10% Owner _ Other (specify

C/O GAMCO INVESTORS.

(First)

(Middle)

INC, ONE CORPORATE CENTER (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

RYE, NY 10580

(City)	(State) (Z	Zip) Tabl e	e I - Non-D	erivative S	Securit	ies Acq	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class B Common Stock	04/30/2009		J <u>(1)</u>	10,000	D	\$ 0	20,018,500 (2)	I	By: GGCP, Inc. (3)
Class A Common Stock	04/30/2009		<u>J(1)</u>	10,000	A	\$0	10,000	I	By: GGCP, Inc. (3)
Class A Common Stock	04/30/2009		G(4)	10,000	D	\$0	0	I	By: GGCP, Inc. (3)
Class B	04/30/2009		J (1)	10,000	D	\$0	234,032 (2)	D	

Common Stock

Class A

Common 04/30/2009 $J_{\underline{0}}^{(1)}$ 10,000 A \$ 0 10,000 D

Stock

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

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

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
GABELLI MARIO J C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580	X	X	Chairman and CEO				
GGCP, INC. 140 GREENWICH AVENUE GREENWICH, CT 06830		X					

Signatures

/s/ Douglas R. Jamieson, Attorney-In-Fact for MARIO J. GABELLI and GGCP, INC. 05/01/2009

**Signature of Reporting Person Date

Reporting Owners 2

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person exchanged with the Issuer shares of Class B Common Stock ("Class B Stock") for an equal number of shares of (1) Class A Common Stock ("Class A Stock"). These transactions were affected pursuant to Rule 16b-3 under the Securities and Exchange Act of 1934 for the purpose of exempting such acquisition and disposition.
- Pursuant to a resolution approved by the Issuer's Board of Directors, as of the date of this filing there are 24,287 shares of Class B Stock that may be converted into Class A Stock.
- (3) The Reporting Person disclaims beneficial ownership of the shares of Class B Stock held by GGCP in excess of his pecuniary interest therein.
- (4) These shares were donated to a private charity.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.