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GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 May 14, 2010

PORTVUE-SEC13F.LNP
 RUN DATE: 05/03/10 10:44 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 03/31/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	929	370000	SH		SOLE	
3 COM CORP	COM	885535104	41633	5428065	SH		SOLE	
3M CO.	COM	88579Y101	1003	12000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	1304	80000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	13220	511613	SH		SOLE	
AAR CORP COM	COM	000361105	1862	75000	SH		SOLE	
AARON RENTS INC COM	COM	002535201	300	13500	SH		SOLE	
AARON'S INC	COM	002535300	9954	366623	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	5192	237724	SH		SOLE	
ABBOTT LABS	COM	002824100	7222	137091	SH		SOLE	
ABOVENET INC COM	COM	00374N107	1776	35000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	1244	162378	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	869	72099	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	853	20220	SH		SOLE	
ADAPTEC INC COM	COM	00651F108	147	45000	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	5025	142070	SH		SOLE	
AES CORP COM	COM	00130H105	4669	424425	SH		SOLE	
AGL RES INC COM	COM	001204106	3285	85000	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	2813	50525	SH		SOLE	
AIR PRODS & CHEMS INC COM	COM	009158106	2074	28050	SH		SOLE	
AIRGAS INC COM	COM	009363102	414	6500	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	1194	28000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	31301	1196963	SH		SOLE	
ALCOA INC COM	COM	013817101	17933	1259310	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	6236	38600	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	1702	88000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	1000	3437	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	20571	894406	SH		SOLE	
ALLERGAN INC	COM	018490102	11758	180012	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	8067	263100	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	904	27180	SH		SOLE	
AMAZON.COM INC	COM	023135106	686	5050	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	3020	60000	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	3064	160000	SH		SOLE	
AMERICAN DENTAL PARTNERS INC	COM	025353103	261	20000	SH		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	1409	471100	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	256	7500	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	166357	4031929	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	1495	68700	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	3445	75957	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	113222	2730882	SH		SOLE	

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AMGEN INC	COM	031162100	613	10250	SH	SOLE
AMICAS INC	COM	001712108	8649	1436630	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	25385	1022747	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	15570	213786	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	4132	264560	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	619	327250	SH	SOLE
ANIXTER INTL INC COM	COM	035290105	281	6000	SH	SOLE
ANTE4 INC	COM	03665E109	54	45503	SH	SOLE
AOL INC COM	COM	00184X105	6608	261380	SH	SOLE
APACHE CORP	COM	037411105	2205	21722	SH	SOLE
APPLE INC	COM	037833100	6951	29578	SH	SOLE
APPLIED MATLS INC COM	COM	038222105	784	58190	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	2812	81780	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	47784	1653412	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	2607	80000	SH	SOLE
ARTHROCARE CORP COM	COM	043136100	13751	462700	SH	SOLE
ARTIO GLOBAL INVESTORS INC	COM	04315B107	4424	178800	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	30804	1130440	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	14764	279786	SH	SOLE
ASTRONICS CORP COM	COM	046433108	98	10000	SH	SOLE
AUTONATION INC	COM	05329W102	47790	2643277	SH	SOLE
AUTOZONE INC	COM	053332102	10039	58000	SH	SOLE
AVON PRODUCTS INC	COM	054303102	2670	78825	SH	SOLE
BADGER METER INC COM	COM	056525108	3060	79450	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	29514	789150	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1211	1009577	SH	SOLE
BANK OF AMERICA	COM	060505104	9439	528815	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	106955	3463570	SH	SOLE
BARNES GROUP INC COM	COM	067806109	1532	78790	SH	SOLE
BARRICK GOLD (R:ABX.N B:ABX US)	COM	067901108	1629	42500	SH	SOLE
BAXTER INTL INC COM	COM	071813109	15340	263576	SH	SOLE
BCE INC	COM	05534B760	10848	369600	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	4874	1174447	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	3022	38385	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	5523	126200	SH	SOLE
BEL FUSE INC CL A	COM	077347201	1270	68600	SH	SOLE
BELDEN CDT INC	COM	077454106	2801	102000	SH	SOLE
BELL MICROPRODUCTS INC COM	COM	078137106	5004	720000	SH	SOLE
BELO CORP	COM	080555105	4040	592447	SH	SOLE
BERKSHIRE HATHAWAY INC DEL CL	COM	084670702	11053	136000	SH	SOLE
BERKSHIRE HATHAWAY INC-CL A	COM	084670108	3654	30	SH	SOLE
BEST BUY INC COM	COM	086516101	213	5000	SH	SOLE
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	1339	88000	SH	SOLE
BIO RAD LABS INC CL A	COM	090572207	404	3900	SH	SOLE
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BIOGEN IDEC INC	COM	09062X103	708	12329	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	283	145000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	1391	65000	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	21017	692500	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	512	36600	SH		SOLE	
BOEING CO	COM	097023105	48766	671618	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	7264	542500	SH		SOLE	
BORG WARNER INC	COM	099724106	50283	1317000	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	8074	154500	SH		SOLE	

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BOSTON SCIENTIFIC CORP COM	COM	101137107	16862	2335500	SH	SOLE
BOWNE & CO INC COM	COM	103043105	5549	497200	SH	SOLE
BOYD GAMING CORP	COM	103304101	19907	2014850	SH	SOLE
BP PLC SPONS ADR	COM	055622104	722	12658	SH	SOLE
BPW ACQUISITION CORP COM	COM	055637102	1868	150000	SH	SOLE
BPW ACQUISITION CORP WT EXP 02	WARRANT AND RIGH	055637110	964	584000	SH	SOLE
BRINKS CO COM	COM	109696104	3698	131000	SH	SOLE
BRINKS HOME SEC HLDGS INC COM	COM	109699108	25126	590500	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	16508	618261	SH	SOLE
BROADCOM CORP COM	COM	111320107	230	6918	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	5869	98723	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	35956	572540	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	6094	270000	SH	SOLE
BUCKEYE PARTNERS L P UNIT LTD	OIL & GAS PARTNE	118230101	240	4000	SH	SOLE
BWAY HOLDING COMPANY COM	COM	12429T104	203	10100	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	257361	10661183	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	1506	105000	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	1160	290073	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	11598	270604	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	32900	930688	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	2855	393777	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	1942	140000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	653	130000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	5495	175000	SH	SOLE
CATERPILLAR INC	COM	149123101	377	6000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	16809	492348	SH	SOLE
CBS CORP CLASS A	COM	124857103	41097	2948120	SH	SOLE
CBS CORP NEW CL B	COM	124857202	10378	744461	SH	SOLE
CELGENE CORP	COM	151020104	954	15390	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	338	9441	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	1511	74900	SH	SOLE
CENTURYTEL INC	COM	156700106	11253	317356	SH	SOLE
CEPHALON INC COM	COM	156708109	1383	20400	SH	SOLE
CEPHEID COM	COM	15670R107	4440	254000	SH	SOLE
CH ENERGY GROUP, INC.	COM	12541M102	30599	749241	SH	SOLE
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CHEMED CORPORATION	COM	16359R103	39697	729985	SH		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	680	28765	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	1372	46041	SH		SOLE	
CHEVRON CORP	COM	166764100	16123	212614	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	2791	58000	SH		SOLE	
CHORDIANT SOFTWARE INC COM	COM	170404305	1306	256500	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	19712	294430	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	24849	662650	SH		SOLE	
CINCINNATI BELL	COM	171871106	31028	9099259	SH		SOLE	
CINCINNATI BELL PFD CVT 6.75%	CONVERTIBLE PREF	171871403	492	12600	SH		SOLE	
CINEDIGM DIGITAL CINEMA CORPOR	COM	172407108	50	30000	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	46337	1395263	SH		SOLE	
CISCO SYS INC	COM	17275R102	4293	164909	SH		SOLE	
CITIGROUP INC.	COM	172967101	1479	365200	SH		SOLE	
CKE RESTAURANTS INC COM	COM	12561E105	111	10000	SH		SOLE	
CLARCOR INC	COM	179895107	72059	2089277	SH		SOLE	
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	17693	1667600	SH		SOLE	
CLEARWIRE CORP RIGHTS	WARRANT AND RIGH	18538Q139	25	137000	SH		SOLE	
CLEARWIRE CORP-CLASS A	COM	18538Q105	874	122000	SH		SOLE	

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CLOUGH GLOBAL OPPORTUNITIES SH MUTUAL FUNDS		18914E106	130	10000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	2260	7150	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	1641	106175	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	16125	906400	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	112408	365540	SH	SOLE
CNX GAS CORP COM	COM	12618H309	26598	699028	SH	SOLE
COACH INC	COM	189754104	307	7758	SH	SOLE
COCA COLA CO	COM	191216100	107755	1959188	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	4260	154000	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	4917	197000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	7606	1096000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	1027	12050	SH	SOLE
COLLECTIVE BRANDS INC COM	COM	19421W100	296	13000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	1312	73000	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	2461	130671	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	3564	275637	SH	SOLE
CONAGRA INC	COM	205887102	1028	41000	SH	SOLE
CONMED CORP COM	COM	207410101	2350	98700	SH	SOLE
CONOCOPHILLIPS COM	COM	20825C104	12194	238307	SH	SOLE
CONSTELLATION BRANDS COM	COM	21036P108	13728	835065	SH	SOLE
CONSTELLATION ENERGY GROUP ICO	COM	210371100	5663	161306	SH	SOLE
CONTINUCARE CORP COM	COM	212172100	186	50000	SH	SOLE
COOPER COS INC COM NEW	COM	216648402	5443	140000	SH	SOLE
COOPER INDUSTRIES PLC SHS	COM	G24140108	57914	1208044	SH	SOLE
COPART INC COM	COM	217204106	1620	45500	SH	SOLE

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CORE MOLDING TECH COM	COM	218683100	1433	430300	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	3852	219000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	50725	1463501	SH		SOLE	
CORNING INC	COM	219350105	10917	540156	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	7063	118291	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	4048	243000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	7954	158200	SH		SOLE	
CRANE CO	COM	224399105	132646	3736499	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	278	10300	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	568	295789	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	6403	314200	SH		SOLE	
CTS CORP	COM	126501105	32943	3497083	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	856	13823	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	83776	2407366	SH		SOLE	
CUTERA INC COM	COM	232109108	4293	414000	SH		SOLE	
CVS/CAREMARK CORP	COM	126650100	46681	1276841	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	180	16000	SH		SOLE	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	4831	419000	SH		SOLE	
CYTEC INDS INC COM	COM	232820100	280	6000	SH		SOLE	
C&D TECHNOLOGIES INC COM	COM	124661109	18	11290	SH		SOLE	
DAIMLER AG	COM	D1668R123	1166	24800	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	17101	1439500	SH		SOLE	
DEAN FOODS (B:DF)	COM	242370104	5614	357800	SH		SOLE	
DEERE & CO.	COM	244199105	114353	1923197	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	31064	2127700	SH		SOLE	
DENNYS CORP COM	COM	24869P104	510	132500	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	9421	270100	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	4435	57700	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (COM	251566105	7231	535608	SH		SOLE	

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DEVON ENERGY CORP NEW	COM	25179M103	14077	218483	SH	SOLE
DEXCOM INC COM	COM	252131107	808	83000	SH	SOLE
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	40415	599182	SH	SOLE
DIAMOND FOODS INC COM	COM	252603105	294	7000	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	799	9000	SH	SOLE
DIEBOLD INC COM	COM	253651103	127096	4001772	SH	SOLE
DIEDRICH COFFEE INC COM NEW	COM	253675201	2154	61900	SH	SOLE
DIRECTV-CLASS A	COM	25490A101	274349	8114448	SH	SOLE
DISCOVER FINANCIAL	COM	254709108	2914	195568	SH	SOLE
DISCOVERY COMMS NEW SER A	COM	25470F104	36664	1085066	SH	SOLE
DISCOVERY COMMS NEW SER C	COM	25470F302	30009	1020358	SH	SOLE
DISH NETWORK CORPORATION	COM	25470M109	50043	2403620	SH	SOLE
DISNEY WALT PRODTNS	COM	254687106	8456	242209	SH	SOLE
DOMINION RES INC VA NEW COM	COM	25746U109	5920	144000	SH	SOLE
DOMINOS PIZZA INC COM	COM	25754A201	812	59500	SH	SOLE
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DONALDSON INC	COM	257651109	62396	1382900	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	701	176966	SH		SOLE	
DOVER MOTORSPORTS INC. (B:DVD)	COM	260174107	1755	851900	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	378	12780	SH		SOLE	
DPL INC COM	COM	233293109	13990	514512	SH		SOLE	
DR HORTON 2.000% 05/15/14	CONVERTIBLE BOND	23331ABB4	224	190000	PRN		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	97494	2772083	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	4439	119190	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	536	32000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	4283	262418	SH		SOLE	
E M C CORP MASS COM	COM	268648102	1275	70700	SH		SOLE	
EASTMAN KODAK	COM	277461109	2898	500500	SH		SOLE	
EATON CORP	COM	278058102	907	11975	SH		SOLE	
EATON VANCE CORP COM	COM	278265103	1006	30000	SH		SOLE	
EBAY INC	COM	278642103	809	30000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	8153	402014	SH		SOLE	
ECOLAB INC	COM	278865100	47276	1075688	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	3402	1063210	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	25044	2310305	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	42240	2050494	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	2278	122068	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	198	11000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	1072	21299	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	137	120000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	2442	183900	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	66	14000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	78187	1245812	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	443	88170	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	1212	13045	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	5810	514639	SH		SOLE	
EXACTECH INC COM	COM	30064E109	11036	526294	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	9501	141855	SH		SOLE	
FACET BIOTECH CORP SHS	COM	30303Q103	4372	162000	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	372	107000	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	19306	1051500	SH		SOLE	
FERRO CORP	COM	315405100	56674	6447499	SH		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	281	12000	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	204	35510	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	1308	33451	SH		SOLE	

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FISHER COMMUNICATIONS INC COM	COM	337756209	24802	1759034	SH	SOLE
FLIR SYS INC COM	COM	302445101	668	23690	SH	SOLE
FLOWERS FOODS INC COM	COM	343498101	30317	1225439	SH	SOLE
FLOWERVE CORP COM	COM	34354P105	166360	1508658	SH	SOLE
FLUSHING FINL CORP COM	COM	343873105	2770	218800	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FMC CORP COM NEW	COM	302491303	568	9390	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	13903	292500	SH		SOLE	
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	3124	248522	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	64386	1327281	SH		SOLE	
FPL GROUP INC COM	COM	302571104	18097	374454	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	6094	203200	SH		SOLE	
FRANKLIN RES INC COM	COM	354613101	943	8500	SH		SOLE	
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	22206	265816	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	2	15000	SH		SOLE	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	1303	175170	SH		SOLE	
FULLER H B CO COM	COM	359694106	11439	492850	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	8079	1556710	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	7990	1219899	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	28715	2086851	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	3386	665229	SH		SOLE	
GABELLI GLB GLD NAT RES & INCO	MUTUAL FUNDS	36244N109	178	10092	SH		SOLE	
GABELLI GBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	3199	429155	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	18366	1285235	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME CO	MUTUAL FUNDS	36242L105	3382	171491	SH		SOLE	
GABELLI HLTHCARE & WELLNESS	MUTUAL FUNDS	36246K103	469	67051	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	2025	260321	SH		SOLE	
GARDNER DENVER INC	COM	365558105	1453	33000	SH		SOLE	
GATX CORP	COM	361448103	96857	3380691	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	120537	4115283	SH		SOLE	
GENCORP INC	COM	368682100	25273	4387684	SH		SOLE	
GENERAL DYNAMICS CORP COM	COM	369550108	332	4300	SH		SOLE	
GENERAL ELEC CO	COM	369604103	24346	1337704	SH		SOLE	
GENERAL MILLS INC	COM	370334104	107800	1522819	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2631	135000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	101511	2403193	SH		SOLE	
GENZYME CORP	COM	372917104	1578	30450	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	8557	1377963	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	1189	26150	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	1354	208016	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	1246	7300	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	7815	13781	SH		SOLE	
GORMAN RUPP CO	COM	383082104	8299	326216	SH		SOLE	
GRACO INC COM	COM	384109104	7957	248650	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	82217	6014393	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	3327	1446508	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	110	46875	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	24059	3136730	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	39999	2153973	SH		SOLE	
GREATBATCH INC	COM	39153L106	3051	144000	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
GREENBRIER COS INC	COM	393657101	1398	127000	SH		SOLE	
GREIF INC CL A	COM	397624107	60423	1100208	SH		SOLE	
GREIF INC CL B	COM	397624206	368	7100	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	27042	930870	SH		SOLE	
GRIFFON CORP COM	COM	398433102	65133	5227397	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	44832	2132818	SH		SOLE	
GSE SYS INC COM	COM	36227K106	272	50293	SH		SOLE	
GYRODYNE CO AMER INC COM	COM	403820103	246	6000	SH		SOLE	
H R BLOCK INC	COM	093671105	2041	114689	SH		SOLE	
HAIN CELESTIAL GROUP INC	COM	405217100	2537	146000	SH		SOLE	
HALLIBURTON COMPANY	COM	406216101	32867	1090830	SH		SOLE	
HANESBRANDS INC COM	COM	410345102	2450	88062	SH		SOLE	
HARLEY DAVIDSON INC	COM	412822108	348	12400	SH		SOLE	
HARMAN INTL INDS INC NEW COM	COM	413086109	8280	177000	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	497	52450	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	541	24100	SH		SOLE	
HAWK CORP CL A	COM	420089104	20641	1058520	SH		SOLE	
HAWKINS INC COM	COM	420261109	6337	261870	SH		SOLE	
HEELYS INC COM	COM	42279M107	81	34000	SH		SOLE	
HEICO CORP NEW COM	COM	422806109	1506	29200	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	51674	1132961	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	38032	2594280	SH		SOLE	
HERSHEY COMPANY (THE)	COM	427866108	46000	1074519	SH		SOLE	
HESKA CORP COM	COM	42805E108	122	149000	SH		SOLE	
HESS CORP	COM	42809H107	4907	78447	SH		SOLE	
HEWLETT PACKARD CO	COM	428236103	890	16748	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	498	56425	SH		SOLE	
HOME DEPOT INC	COM	437076102	8104	250525	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	128875	2846800	SH		SOLE	
HSN INC COM	COM	404303109	743	25245	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	341	24045	SH		SOLE	
HUDSON VALLEY HOLDING CORP COM	COM	444172100	874	36000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	12532	1040000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	4263	187133	SH		SOLE	
ICO HLDGS INC COM	COM	449293109	404	50000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	978	28400	SH		SOLE	
IDEX CORP	COM	45167R104	59592	1800362	SH		SOLE	
IMAX CORP COM	COM	45245E109	912	50700	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	463	13280	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	16634	1106689	SH		SOLE	
INNERWORKINGS INC COM	COM	45773Y105	52	10000	SH		SOLE	
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	95	15000	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	2222	83500	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	424	8945	SH		SOLE	

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INTEL CORP	COM	458140100	13380	600254	SH		SOLE	
INTERACTIVE DATA CORP COM	COM	45840J107	4192	131000	SH		SOLE	
INTERMEC INC	COM	458786100	69658	4912423	SH		SOLE	
INTERNATIONAL BUSINESS	COM	459200101	11842	92335	SH		SOLE	
INTERNATIONAL GAME TECH	COM	459902102	22380	1213002	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	939	41000	SH		SOLE	
INTERNATIONAL SPEEDWAY A	COM	460335201	618	24000	SH		SOLE	

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INTERPUBLIC GROUP COS INC	COM	460690100	12268	1474500	SH	SOLE
INTERVAL LEISURE GROUP INC	COM	46113M108	683	46935	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	50065	1050240	SH	SOLE
INTRICON CORP COM	COM	46121H109	195	50000	SH	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	915	23500	SH	SOLE
IOWA TELECOMM SERVICES INC	COM	462594201	1453	87000	SH	SOLE
IRIS INTL INC COM	COM	46270W105	3312	324400	SH	SOLE
ITT INDUSTRIES	COM	450911102	97296	1814877	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	2230	51300	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	48653	1087211	SH	SOLE
JANUS CAP GROUP INC	COM	47102X105	33274	2328500	SH	SOLE
JOHNSON CONTROLS	COM	478366107	24708	748961	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	24593	377200	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	21314	5074808	SH	SOLE
JOY GLOBAL INC COM	COM	481165108	776	13720	SH	SOLE
KAMAN CORP	COM	483548103	65145	2604739	SH	SOLE
KAR AUCTION SVCS INC COM	COM	48238T109	1593	105800	SH	SOLE
KELLOGG CO	COM	487836108	4253	79600	SH	SOLE
KENSEY NASH CORP COM	COM	490057106	2233	94800	SH	SOLE
KEY ENERGY SVCS INC COM	COM	492914106	860	90000	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	28874	459187	SH	SOLE
KINETIC CONCEPTS INC COM NEW	COM	49460W208	1817	38000	SH	SOLE
KINROSS GOLD CORP COM NO PAR	COM	496902404	538	31500	SH	SOLE
KRAFT FOODS INC CL A COM	COM	50075N104	80897	2675175	SH	SOLE
K-TRON INTL INC	COM	482730108	5579	37200	SH	SOLE
LAKES ENTERTAINMENT INC COM	COM	51206P109	219	95000	SH	SOLE
LANDAUER INC	COM	51476K103	4678	71720	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	47615	2251300	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	7206	269800	SH	SOLE
LEAR CORP COM NEW	COM	521865204	1809	22800	SH	SOLE
LEGG MASON INC COM	COM	524901105	111480	3888401	SH	SOLE
LGL GROUP INC	COM	50186A108	172	31292	SH	SOLE
LIBERTY GLOBAL INC COM SER A	COM	530555101	38208	1310305	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	25416	879748	SH	SOLE
LIBERTY MEDIA CORP NEW LIB STA	COM	53071M708	26306	481186	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	27572	1802118	SH	SOLE
LIBERTY MEDIA-CAP SER A	COM	53071M302	46137	1268538	SH	SOLE

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LIFE TECHNOLOGIES CORP COM	COM	53217V109	3991	76358	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	2700	227505	SH		SOLE	
LILLY, ELI AND COMPANY	COM	532457108	7521	207648	SH		SOLE	
LIN TV CORP CL A	COM	532774106	23882	4153344	SH		SOLE	
LINDSAY CORP	COM	535555106	4331	104600	SH		SOLE	
LITTELFUSE INC	COM	537008104	4751	125000	SH		SOLE	
LIVE NATION INC	COM	538034109	235	16199	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	1821	21877	SH		SOLE	
LOEWS CORP	COM	540424108	533	14300	SH		SOLE	
LOWES COS INC COM	COM	548661107	412	17015	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	1250	204218	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	14991	189400	SH		SOLE	
M G M MIRAGE INC COM	COM	552953101	17527	1460611	SH		SOLE	
M & T BK CORP COM	COM	55261F104	16844	212200	SH		SOLE	
MACY'S INC	COM	55616P104	25952	1192105	SH		SOLE	
MADISON SQUARE GARDEN A	COM	55826P100	61768	2842534	SH		SOLE	
MAGNETEK INC COM	COM	559424106	2201	1310273	SH		SOLE	

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MAINE & MARITIMES CORP	COM	560377103	4009	91000	SH	SOLE
MARATHON OIL CORP COM	COM	565849106	478	15119	SH	SOLE
MARCUS CORP COM	COM	566330106	2065	159000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	4112	685412	SH	SOLE
MARSH & MCLENNAN COS INC COM	COM	571748102	3070	125700	SH	SOLE
MARTHA STEWART LIVING OMNI	COM	573083102	1925	345000	SH	SOLE
MASTERCARD INC COM	COM	57636Q104	8602	33865	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	544	107200	SH	SOLE
MATTHEWS INTL CORP CL A	COM	577128101	817	23000	SH	SOLE
MCCORMICK & CO INC COM VTG	COM	579780107	384	10000	SH	SOLE
MCDONALDS CORP	COM	580135101	334	5000	SH	SOLE
MCGRAW HILL COMPANIES, INC.	COM	580645109	7157	200750	SH	SOLE
MEAD JOHNSON	COM	582839106	14992	288141	SH	SOLE
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	232	3592	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	34477	4158843	SH	SOLE
MEDICAL NUTRITION USA INC COM	COM	58461X107	22	10000	SH	SOLE
MEDTRONIC INC COM	COM	585055106	585	13000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	1628	203000	SH	SOLE
MERCK & COMPANY	COM	58933Y105	8450	226238	SH	SOLE
MEREDITH CORP	COM	589433101	10699	310913	SH	SOLE
MET PRO CORP COM	COM	590876306	946	96500	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	1723	174000	SH	SOLE
MICROSOFT CORP	COM	594918104	18811	642282	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	5423	275000	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	24390	2162217	SH	SOLE
MIDDLESEX WTR CO COM	COM	596680108	2096	122941	SH	SOLE
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	57546	645494	SH	SOLE
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MILLIPORE CORP	COM	601073109	165653	1568680	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	134	12370	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	1	12446	SH		SOLE	
MODINE MFG CO	COM	607828100	31237	2779122	SH		SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	1573	44000	SH		SOLE	
MONSANTO CO NEW COM	COM	61166W101	6626	92773	SH		SOLE	
MONSTER WORLDWIDE INC COM	COM	611742107	997	60000	SH		SOLE	
MOOG INC CL A	COM	615394202	4719	133243	SH		SOLE	
MOOG INC CL B	COM	615394301	1143	32200	SH		SOLE	
MORGAN STANLEY	COM	617446448	35911	1226055	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	560	87400	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	980	16120	SH		SOLE	
MOSY INC	COM	619718109	80	20000	SH		SOLE	
MOTOROLA INC	COM	620076109	269	38300	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	960	85100	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	415	86854	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	956	17010	SH		SOLE	
MVC CAP COM	COM	553829102	1028	75750	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	3418	84600	SH		SOLE	
MYERS INDS INC	COM	628464109	22602	2156675	SH		SOLE	
MYLAN LABS INC COM	COM	628530107	456	20085	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	5076	579500	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	2246	145000	SH		SOLE	
NATIONAL DENTEX CORP COM	COM	63563H109	441	45000	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	109878	2173655	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	1094	9200	SH		SOLE	
NATIONAL-OILWELL INC COM	COM	637071101	601	14800	SH		SOLE	

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NAVISTAR INTL CORP 3% 10/15/20 CONVERTIBLE BOND	63934EAL2	291	260000	PRN	SOLE	
NAVISTAR INTL CORP COM	63934E108	105364	2355562	SH	SOLE	
NCR CORP NEW COM	62886E108	36357	2634570	SH	SOLE	
NEOGEN CORP COM	640491106	251	10000	SH	SOLE	
NETAPP INC COM	64110D104	2766	85000	SH	SOLE	
NEW ALLIANCE BANCSHARES INC CO COM	650203102	6962	551700	SH	SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	166	13178	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	649445103	660	39886	SH	SOLE	
NEWMARKET CORP COM	651587107	4768	46300	SH	SOLE	
NEWMONT MINING CORP HOLDING CO	651639106	13222	259612	SH	SOLE	
NEWS CORP CL A	65248E104	112151	7782863	SH	SOLE	
NICOR INC COM	654086107	2296	54763	SH	SOLE	
NIKE INC CL B	654106103	1151	15660	SH	SOLE	
NISOURCE INC	65473P105	354	22400	SH	SOLE	
NOBILITY HOMES INC COM	654892108	2017	206023	SH	SOLE	
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	902	21570	SH	SOLE
NORDSON CORP COM	655663102	1358	20000	SH	SOLE	
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NORTHEAST UTILS COM	COM	664397106	27408	991594	SH		SOLE	
NORTHERN TRUST CORP	COM	665859104	7604	137605	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	1633	24911	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	9094	339200	SH		SOLE	
NOVELL INC	COM	670006105	240	40000	SH		SOLE	
NOVO-NORDISK A S ADR	COM	670100205	448	5805	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	362	17300	SH		SOLE	
NSTAR COM	COM	67019E107	32256	910659	SH		SOLE	
NUTRI SYS INC NEW COM	COM	67069D108	624	35000	SH		SOLE	
NUVASIVE INC COM	COM	670704105	1121	24800	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	3259	110052	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	69862	1674949	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	5794	68539	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	21853	344200	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	9526	526000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	10564	546500	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	981	50000	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	22959	2924750	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	10242	224368	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	30	15000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	7771	548000	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	2564	91100	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	4331	119050	SH		SOLE	
OTTER TAIL CORPORATION COM	COM	689648103	3558	162000	SH		SOLE	
OWENS & MINOR INC NEW COM	COM	690732102	3725	80300	SH		SOLE	
PACCAR INC	COM	693718108	9626	222113	SH		SOLE	
PACTIV CORP COM	COM	695257105	3339	132600	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	3104	495000	SH		SOLE	
PALM HBR HOMES INC COM	COM	696639103	84	42000	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	970	89200	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	17003	591600	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	9104	1041602	SH		SOLE	
PATTERSON COMPANIES INC	COM	703395103	14643	471607	SH		SOLE	
PEABODY ENERGY CORP COM	COM	704549104	804	17600	SH		SOLE	
PENFORD CORP COM	COM	707051108	205	20000	SH		SOLE	
PENN NATIONAL GAMING INC COM	COM	707569109	3059	110000	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	7609	323649	SH		SOLE	

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PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	7676	532300	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	8291	825000	SH	SOLE
PEPSICO INC	COM	713448108	31924	482524	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	1549	34800	SH	SOLE
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	1246	31469	SH	SOLE
PETROQUEST ENERGY INC COM	COM	716748108	111	22000	SH	SOLE
PFIZER INC	COM	717081103	15333	894062	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	557	825000	PRN		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	331	12000	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	127	20000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	13780	1414800	SH		SOLE	
PLANTRONICS	COM	727493108	1408	45000	SH		SOLE	
PLATO LEARNING INC COM	COM	72764Y100	1996	359000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	6728	112700	SH		SOLE	
PNM RES INC	COM	69349H107	47598	3798700	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	631	7415	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1411	127000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	1894	15868	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	162628	1283463	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	556	161728	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	30683	484953	SH		SOLE	
PROSHARES TR PSHS ULSH1000	ETF/ISHARE - EQU	74347R461	379	12000	SH		SOLE	
PROSHARES TR PSHS ULTRA FINL	COM	74347R743	401	59000	SH		SOLE	
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	1139	23400	SH		SOLE	
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	928	18000	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1438	125050	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1411	60000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	122	16000	SH		SOLE	
QUALCOMM INC COM	COM	747525103	4984	118770	SH		SOLE	
QUEST DIAGNOSTICS INC COM	COM	74834L100	1749	30000	SH		SOLE	
QUESTAR CORP COM	COM	748356102	3370	78000	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	2389	164300	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	1295	248000	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	5707	84200	SH		SOLE	
RCN CORP COM NEW	COM	749361200	679	45000	SH		SOLE	
READING INTL INC CL A	COM	755408101	51	12000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	40415	1392674	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	1122	15165	SH		SOLE	
REVLON INC CL A	COM	761525609	327	22000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	1997	8436	SH		SOLE	
RISKMETRICS GROUP INC COM	COM	767735103	1492	66000	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	7789	327000	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	2345	182910	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	48588	862104	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	1137	18170	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	2928	110000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	25610	750377	SH		SOLE	
ROLLINS INC	COM	775711104	63940	2949250	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	179	260000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	4040	69850	SH		SOLE	
ROWAN COS INC	COM	779382100	26222	900800	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
ROYAL DUTCH SHELL PLC ADR-A(RD)	COM	780259206	1830	31626	SH		SOLE		
RPC INC. COMMON	COM	749660106	63916	5742657	SH		SOLE		
RTI BIOLOGICS INC COM	COM	74975N105	572	132200	SH		SOLE		
RUSH ENTERPRISES INC CL B	COM	781846308	5830	474021	SH		SOLE		
SAFEWAY INC COM NEW	COM	786514208	4505	181200	SH		SOLE		
SALEM COMMUNICATIONS CORP DECL	COM	794093104	3660	1022313	SH		SOLE		
SALLY BEAUTY HLDGS INC COM	COM	79546E104	14093	1579920	SH		SOLE		
SANDISK CORP COM	COM	80004C101	554	16000	SH		SOLE		
SARA LEE CORP COM	COM	803111103	21879	1570668	SH		SOLE		
SCHEIN HENRY INC COM	COM	806407102	20474	347601	SH		SOLE		
SCHIFF NUTRITION INTL INC COM	COM	806693107	17659	2158805	SH		SOLE		
SCHLUMBERGER	COM	806857108	1652	26029	SH		SOLE		
SCHWAB CHARLES CORP NEW	COM	808513105	1724	92240	SH		SOLE		
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1617	34000	SH		SOLE		
SCRIPPS E W CO OHIO CL A	COM	811054402	5357	633966	SH		SOLE		
SCRIPPS NETWORKS INTERAC	COM	811065101	71089	1602917	SH		SOLE		
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	125	125000	SH		SOLE		
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	596	126500	SH		SOLE		
SECTOR SPDR TR SHS BEN INT-FIN	MUTUAL FUNDS	81369Y605	1834	115000	SH		SOLE		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	54938	1890511	SH		SOLE		
SIEMENS AG SPONSORED ADR	COM	826197501	1444	14440	SH		SOLE		
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	5826	1146792	SH		SOLE		
SIRIUS XM RADIO INC COM	COM	82967N108	593	680800	SH		SOLE		
SJW CORP COM	COM	784305104	9831	386741	SH		SOLE		
SKILLSOFT PUB LTD CO SPONSORED	COM	830928107	1806	175000	SH		SOLE		
SKYLINE CORP	COM	830830105	12436	668600	SH		SOLE		
SL INDS INC COM	COM	784413106	13002	1436730	SH		SOLE		
SLM CORP COM	COM	78442P106	10330	825100	SH		SOLE		
SMART BALANCE INC COM	COM	83169Y108	907	140000	SH		SOLE		
SMITH A O CORP COM	COM	831865209	789	15000	SH		SOLE		
SMITH INTL INC COM	COM	832110100	1220	28500	SH		SOLE		
SMUCKER J M CO COM NEW	COM	832696405	1306	21680	SH		SOLE		
SONESTA INTL HOTELS CORP CL A	COM	835438409	7179	508496	SH		SOLE		
SONOCO PRODS CO COM	COM	835495102	1540	50000	SH		SOLE		
SORL AUTO PTS INC COM	COM	78461U101	125	13500	SH		SOLE		
SOUTH JERSEY INDS INC COM	COM	838518108	252	6000	SH		SOLE		
SOUTHERN UN CO NEW COM	COM	844030106	3956	155942	SH		SOLE		
SOUTHWEST GAS CORP	COM	844895102	50760	1696524	SH		SOLE		
SOUTHWEST WATER CO	COM	845331107	230	22000	SH		SOLE		
SOUTHWESTERN ENERGY CO COM	COM	845467109	1671	41045	SH		SOLE		
SPARTAN MTRS INC COM	COM	846819100	1624	290000	SH		SOLE		
SPDR GOLD TRUST GOLD SHS	COM	78463V107	632	5800	SH		SOLE		
SPECTRA ENERGY CORP COM	COM	847560109	6805	302023	SH		SOLE		
SPRINT NEXTEL CORP	COM	852061100	52774	13887927	SH		SOLE		
PORTVUE-SEC13F.LNP									
			GAMCO ASSET MGT. INC.						
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ST JUDE MEDICAL CENTER INC	COM	790849103	5099	124215	SH		SOLE	
ST. JOE COMPANY	COM	790148100	340	10500	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	404	40000	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	16496	1662875	SH		SOLE	
STANDEX INTL CORP	COM	854231107	3067	119000	SH		SOLE	

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STAPLES INC	COM	855030102	234	10000	SH	SOLE
STARBUCKS CORP COM	COM	855244109	692	28500	SH	SOLE
STARRETT L S CO CL A	COM	855668109	1229	118700	SH	SOLE
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	2938	63000	SH	SOLE
STATE STREET CORP	COM	857477103	3087	68380	SH	SOLE
STATOIL ASA SPONSORED ADR	COM	85771P102	478	20500	SH	SOLE
STEAK N SHAKE COMPANY COM NEW	COM	857873202	34595	90737	SH	SOLE
STERLING BANCORP COM	COM	859158107	8739	869515	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	1250	200000	SH	SOLE
STONERIDGE INC	COM	86183P102	3585	362500	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	3629	178569	SH	SOLE
STRYKER CORP	COM	863667101	1345	23509	SH	SOLE
SUNCOR ENERGY INC	COM	867224107	394	12100	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	8834	549400	SH	SOLE
SUPERVALU INC COMMON	COM	868536103	528	31654	SH	SOLE
SURMODICS INC COM	COM	868873100	1039	49600	SH	SOLE
SWS GROUP INC	COM	78503N107	11200	971400	SH	SOLE
SYCAMORE NETWORKS INC COM NEW	COM	871206405	2649	131750	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	328	30000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	1727	31105	SH	SOLE
SYSCO CORPORATION	COM	871829107	2657	90079	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	7425	135069	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	13523	1370495	SH	SOLE
TARGET CORP COM	COM	87612E106	500	9500	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	2243	445019	SH	SOLE
TECHWELL INC COM	COM	87874D101	206	11000	SH	SOLE
TECO ENERGY INC COM	COM	872375100	2124	133656	SH	SOLE
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	1138	16000	SH	SOLE
TELEPHONE & DATA SYS INC SPL C	COM	879433860	59184	1983367	SH	SOLE
TELEPHONE & DATA SYSTEM INC.	COM	879433100	113038	3339388	SH	SOLE
TENARIS S A SPONSORED ADR	COM	88031M109	1846	43000	SH	SOLE
TENNANT CO	COM	880345103	14338	523490	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	24608	1040525	SH	SOLE
TEREX CORP NEW COM	COM	880779103	2226	98000	SH	SOLE
TERRA INDS INC	COM	880915103	1716	37500	SH	SOLE
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	2865	45420	SH	SOLE
TEXAS INDS INC COM	COM	882491103	3838	112320	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	16881	689865	SH	SOLE
TEXTRON INC	COM	883203101	23996	1130300	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
THE SCOTTS MIRACLE GRO CO	COM	810186106	4255	91800	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	977	19000	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	94656	2412243	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	1158	24380	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	11943	224031	SH		SOLE	
TIME WARNER INC COM	COM	887317303	111159	3554823	SH		SOLE	
TIVO INC	COM	888706108	10989	641500	SH		SOLE	
TOLL BROS INC COM	COM	889478103	333	16000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	34429	1273738	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	11523	198500	SH		SOLE	
TRANS LUX CORP	COM	893247106	117	131100	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	902	122700	SH		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	12072	139755	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	668	12387	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	41534	2431726	SH		SOLE	

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TRIDENT MICROSYSTEMS INC COM	COM	895919108	1027	590000	SH	SOLE
TRIMBLE NAV LTD COM	COM	896239100	465	16200	SH	SOLE
TWIN DISC INC COM	COM	901476101	367	30000	SH	SOLE
TYCO ELECTRONICS LTD	COM	H8912P106	7130	259479	SH	SOLE
TYCO INTERNATIONAL LTD SHS	COM	H89128104	21530	562871	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	4748	253370	SH	SOLE
U S BANCORP	COM	902973304	577	22300	SH	SOLE
ULTRA PETROLEUM CORP COM	COM	903914109	952	20410	SH	SOLE
UNDER ARMOUR INC CL A	COM	904311107	632	21485	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	801	130000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	6401	203594	SH	SOLE
UNITED GUARDIAN INC COM	COM	910571108	2410	189726	SH	SOLE
UNITED NAT FOODS INC COM	COM	911163103	1688	60000	SH	SOLE
UNITED RENTALS INC COM	COM	911363109	750	80000	SH	SOLE
UNITED STATES CELLULAR CORP	COM	911684108	123217	2977702	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	3808	51734	SH	SOLE
UNITEDHEALTH GROUP INC COM	COM	91324P102	20873	638900	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	5176	226800	SH	SOLE
VALLEY NATL BANCORP COM	COM	919794107	538	35000	SH	SOLE
VALMONT INDS INC	COM	920253101	837	10100	SH	SOLE
VALUECLICK INC COM	COM	92046N102	3967	391600	SH	SOLE
VANGUARD SCOTTSDALE FDS SHRT-T	ETF/ISHARE - EQU	92206C409	250	3280	SH	SOLE
VARIAN INC COM	COM	922206107	39113	755360	SH	SOLE
VARIAN MED SYS INC COM	COM	92220P105	812	14668	SH	SOLE
VASCULAR SOLUTIONS INC COM	COM	92231M109	3883	431971	SH	SOLE
VERISIGN INC COM	COM	92343E102	211	8091	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	18981	611909	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	140671	3835077	SH	SOLE
VIACOM INC NEW CL B	COM	92553P201	15476	450156	SH	SOLE
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VILLAGE SUPER MKT INC CL A NEW	COM	927107409	3627	129387	SH		SOLE	
VIMPEL COMMUNICATIONS ADR	COM	68370R109	7870	427500	SH		SOLE	
VISA INC-CLASS A SHRS	COM	92826C839	4519	49642	SH		SOLE	
W D 40 COMPANY	COM	929236107	1313	40000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	30133	836100	SH		SOLE	
WAL MART STORES INC	COM	931142103	14466	260175	SH		SOLE	
WALGREEN COMPANY	COM	931422109	21780	587232	SH		SOLE	
WALTER INDS INC COM	COM	93317Q105	212	2300	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	311	45000	SH		SOLE	
WASTE CONNECTIONS INC COM	COM	941053100	509	15000	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	48745	1415757	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	564	57000	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	1671	40000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	81766	2632514	SH		SOLE	
WCA WASTE CORP COM	COM	92926K103	509	100000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	31996	2017400	SH		SOLE	
WEIS MKTS INC	COM	948849104	2945	81000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	41012	1317853	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	602	120310	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	56738	2544306	SH		SOLE	
WESTERN SIZZLIN CORP DEL COM N	COM	959542200	127	14100	SH		SOLE	
WESTWOOD HLDGS GROUP INC COM	COM	961765104	34839	946700	SH		SOLE	
WHITE ELECTRONICS DESIGNS COCO	COM	963801105	70	10000	SH		SOLE	
WHX CORP	COM	929248607	1465	598125	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	3993	241000	SH		SOLE	

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WINDSTREAM CORP COM	COM	97381W104	1229	112846	SH	SOLE
WINN DIXIE STORES INC COM NEW	COM	974280307	6882	551000	SH	SOLE
WINNEBAGO INDS INC COM	COM	974637100	146	10000	SH	SOLE
WOLVERINE WORLD WIDE INC COM	COM	978097103	4277	146674	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	14968	468030	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	780	45060	SH	SOLE
WRIGHT MED GROUP INC COM	COM	98235T107	320	18000	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	288	11198	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	16478	217300	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	2327	109776	SH	SOLE
XEROX CORP	COM	984121103	414	42500	SH	SOLE
XTO ENERGY INC COM	COM	98385X106	3609	76500	SH	SOLE
YAHOO INC.	COM	984332106	5670	343010	SH	SOLE
YORK WTR CO COM	COM	987184108	688	50000	SH	SOLE
YOUBET COM INC COM	COM	987413101	647	220000	SH	SOLE
YOUNG INNOVATIONS INC COM	COM	987520103	7087	251672	SH	SOLE
YUM BRANDS INC COM	COM	988498101	690	18000	SH	SOLE
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	12092	408500	SH	SOLE
ZENITH NATL INS CORP COM	COM	989390109	11852	309300	SH	SOLE
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ZEP INC	COM	98944B108	50694	2316929	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	26559	448625	SH		SOLE	
ZORAN CORP COM	COM	98975F101	1087	101000	SH		SOLE	
ZYGO CORP COM	COM	989855101	3074	333000	SH		SOLE	

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GABELLI FUNDS, LLC

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	377	150000	SH		SOLE	
3 COM CORP	COM	885535104	28226	3680000	SH		SOLE	
3M CO.	COM	88579Y101	418	5000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	489	30000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	44693	1729600	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	371	27000	SH		SOLE	
AAR CORP COM	COM	000361105	621	25000	SH		SOLE	
AARON'S INC	COM	002535300	6401	235750	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	14742	675000	SH		SOLE	
ABBOTT LABS	COM	002824100	22742	431700	SH		SOLE	
ABOVENET INC COM	COM	00374N107	2602	51300	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	603	78700	SH		SOLE	
ACTIVISION BLIZZARD,INC	COM	00507V109	940	78000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	2026	48000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	48	14750	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	8489	240000	SH		SOLE	
AES CORP COM	COM	00130H105	13310	1210000	SH		SOLE	
AES TR III TR P CV SC 6.75	CONVERTIBLE PREF	00808N202	271	6000	SH		SOLE	
AETNA INC (B:AET) COM	COM	00817Y108	1369	39000	SH		SOLE	
AFLAC INC COM	COM	001055102	9121	168000	SH		SOLE	
AGL RES INC COM	COM	001204106	2377	61500	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	75262	1351931	SH		SOLE	
AIR PRODS & CHEMS INC COM	COM	009158106	592	8000	SH		SOLE	
AIRGAS INC COM	COM	009363102	1559	24500	SH		SOLE	
AIXTRON AKTIENGESELLSCHAFT SPO	COM	009606104	464	13000	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	943	30000	SH		SOLE	
AKAMI TECH 1% 12/15/2033 CV	CONVERTIBLE BOND	00971TAE1	204	100000	PRN		SOLE	
ALBANY INTL CORP NEW CL A	COM	012348108	732	34000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	5286	124000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	9144	349670	SH		SOLE	
ALCATEL LUCENT ADR SPONS 1/5SH	COM	013904305	69	22000	SH		SOLE	
ALCOA 5.250% 03/15/14	CONVERTIBLE BOND	013817AT8	466	200000	PRN		SOLE	
ALCOA INC COM	COM	013817101	17102	1201000	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	19064	118000	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	1122	58000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	9500	32669	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	32223	1401000	SH		SOLE	
ALLERGAN INC	COM	018490102	12510	191514	SH		SOLE	
ALLETE INC COM NEW	COM	018522300	5692	170000	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	11773	384000	SH		SOLE	
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	1097	34000	SH		SOLE	
ALLIANCE ONE INTL INC COM	COM	018772103	61	12000	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	5155	155000	SH		SOLE	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
ALLIED DEFENSE GROUP INC COM	COM	019118108	671	93000	SH		SOLE		
ALLSTATE CORP COM	COM	020002101	226	7000	SH		SOLE		
ALTRIA GROUP INC COM	COM	02209S103	2052	100000	SH		SOLE		
AMAZON.COM INC	COM	023135106	2892	21300	SH		SOLE		
AMEDISYS INC COM	COM	023436108	828	15000	SH		SOLE		
AMEREN CORP COM	COM	023608102	8711	334000	SH		SOLE		
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	19965	396600	SH		SOLE		
AMERICAN DAIRY INC COM	COM	025334103	4788	250000	SH		SOLE		
AMERICAN ELECTRIC POWER	COM	025537101	21978	643000	SH		SOLE		
AMERICAN EXPRESS CO	COM	025816109	86275	2091000	SH		SOLE		
AMERICAN STS WTR CO COM	COM	029899101	972	28000	SH		SOLE		
AMERICAN SUPERCONDUCTOR CORPCO	COM	030111108	347	12000	SH		SOLE		
AMERICAN TOWER SYSTEMS CL A	COM	029912201	490	11500	SH		SOLE		
AMERICAN WATER WORKS CO INC	COM	030420103	11180	513800	SH		SOLE		
AMERIPRISE FINL INC COM	COM	03076C106	1043	23000	SH		SOLE		
AMERISOURCEBERGEN CORP COM	COM	03073E105	521	18000	SH		SOLE		
AMETEK INC NEW COM	COM	031100100	49545	1195000	SH		SOLE		
AMGEN INC	COM	031162100	4907	82000	SH		SOLE		
AMICAS INC	COM	001712108	14378	2388400	SH		SOLE		
AMPCO PITTSBURGH CORP	COM	032037103	8960	361000	SH		SOLE		
AMPHENOL CORP NEW CL A	COM	032095101	565	13400	SH		SOLE		
AMR CORP	COM	001765106	4172	458000	SH		SOLE		
AMTECH SYS INC COM PAR \$0.01N	COM	032332504	353	35000	SH		SOLE		
ANADARKO PETE CORP COM	COM	032511107	25927	356000	SH		SOLE		
ANGIODYNAMICS INC COM	COM	03475V101	3280	210000	SH		SOLE		
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	36527	962500	SH		SOLE		
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	586	310000	SH		SOLE		
ANIXTER INTL INC COM	COM	035290105	515	11000	SH		SOLE		
ANTE4 INC	COM	03665E109	89	75000	SH		SOLE		
AOL INC COM	COM	00184X105	3402	134577	SH		SOLE		
APACHE CORP	COM	037411105	27557	271500	SH		SOLE		
APPLE INC	COM	037833100	30832	131200	SH		SOLE		
APPLIED MATLS INC COM	COM	038222105	350	26000	SH		SOLE		
AQUA AMERICA INC	COM	03836W103	4261	242532	SH		SOLE		
ARCH CHEMICALS INC COM	COM	03937R102	1204	35000	SH		SOLE		
ARCHER DANIELS MIDLAND	COM	039483102	30634	1060000	SH		SOLE		
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	3772	115729	SH		SOLE		
ARTESIAN RES CORP COM CL A	COM	043113208	543	30750	SH		SOLE		
ARTHROCARE CORP COM	COM	043136100	7371	248000	SH		SOLE		
ARTIO GLOBAL INVESTORS INC	COM	04315B107	17553	709500	SH		SOLE		
ASCENT MEDIA CORP COM SER A	COM	043632108	1141	41858	SH		SOLE		
ASHLAND INC NEW COM	COM	044209104	15145	287000	SH		SOLE		
ASTORIA FINL CORP COM	COM	046265104	145	10000	SH		SOLE		
ASTRONICS CORP COM	COM	046433108	98	10000	SH		SOLE		
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ATLANTIC TELE NETWORK INC COM	COM	049079205	2876	64000	SH		SOLE	
ATLAS AMERICA INC COM	COM	049298102	467	15000	SH		SOLE	
ATMOS ENERGY CORP COM	COM	049560105	5343	187000	SH		SOLE	

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ATRICURE INC COM	COM	04963C209	90	15200	SH	SOLE
AUTOMATIC DATA PROCESSING	COM	053015103	889	20000	SH	SOLE
AUTONATION INC	COM	05329W102	8136	450000	SH	SOLE
AUTOZONE INC	COM	053332102	3721	21500	SH	SOLE
AVISTA CORP COM	COM	05379B107	5416	261500	SH	SOLE
AVON PRODUCTS INC	COM	054303102	8400	248000	SH	SOLE
BADGER METER INC COM	COM	056525108	1926	50000	SH	SOLE
BAKER HUGHES INC	COM	057224107	2951	63000	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	30369	812000	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	732	610000	SH	SOLE
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	3291	248000	SH	SOLE
BANK OF AMERICA	COM	060505104	20543	1150876	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	47680	1544038	SH	SOLE
BARNES GROUP INC COM	COM	067806109	233	12000	SH	SOLE
BARRICK GOLD (R:ABX.N B:ABX US)	COM	067901108	59573	1553803	SH	SOLE
BASSETT FURNITURE INDS	COM	070203104	68	12000	SH	SOLE
BAXTER INTL INC COM	COM	071813109	29740	511000	SH	SOLE
BCE INC	COM	05534B760	37744	1286000	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	496	119600	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	17573	223200	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	2100	48000	SH	SOLE
BEL FUSE INC CL A	COM	077347201	5721	308900	SH	SOLE
BELDEN CDT INC	COM	077454106	1043	38000	SH	SOLE
BELL MICROPRODUCTS INC COM	COM	078137106	3632	522600	SH	SOLE
BELO CORP	COM	080555105	1194	175000	SH	SOLE
BERKSHIRE HATHAWAY INC-CL A	COM	084670108	42386	348	SH	SOLE
BEST BUY INC COM	COM	086516101	1361	32000	SH	SOLE
BHP BILLITON LTD SPONSORED ADR	COM	088606108	9277	115500	SH	SOLE
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	761	50000	SH	SOLE
BIO RAD LABS INC CL A	COM	090572207	704	6800	SH	SOLE
BIOGEN IDEC INC	COM	09062X103	6600	115000	SH	SOLE
BIOLASE TECHNOLOGY INC COM	COM	090911108	107	55000	SH	SOLE
BJ SVCS CO COM	COM	055482103	7683	359000	SH	SOLE
BLACK HILLS CORP COM	COM	092113109	31078	1024000	SH	SOLE
BLACKROCK INC CL A	COM	09247X101	5008	23000	SH	SOLE
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	1806	129000	SH	SOLE
BOEING CO	COM	097023105	36232	499000	SH	SOLE
BON-TON STORES INC COM	COM	09776J101	4138	309000	SH	SOLE
BORG WARNER INC	COM	099724106	18250	478000	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	2456	47000	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	11617	1609000	SH	SOLE
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BOWNE & CO INC COM	COM	103043105	10141	908700	SH		SOLE	
BOYD GAMING CORP	COM	103304101	3478	352000	SH		SOLE	
BP PLC SPONS ADR	COM	055622104	48561	850900	SH		SOLE	
BPW ACQUISITION CORP COM	COM	055637102	3797	305000	SH		SOLE	
BPW ACQUISITION CORP WT EXP 02	WARRANT AND RIGH	055637110	1224	742000	SH		SOLE	
BRASIL TELECOM SA SPONS ADR PF	COM	10553M101	1722	90202	SH		SOLE	
BRASIL TELECOM SA-ADR	COM	10553M200	425	50231	SH		SOLE	
BRINKS CO COM	COM	109696104	2188	77520	SH		SOLE	
BRINKS HOME SEC HLDGS INC COM	COM	109699108	15149	356020	SH		SOLE	
BRISTOL MYERS SQUIBB CO	COM	110122108	18698	700292	SH		SOLE	
BROADRIDGE FINL SOLUTIONS INCO	COM	11133T103	299	14000	SH		SOLE	
BROOKFIELD ASSET MANAGEMENT I	COM	112585104	1113	43075	SH		SOLE	
BROWN FORMAN CORP CL B	COM	115637209	6896	116000	SH		SOLE	

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BROWN-FORMAN CORP CLASS A	COM	115637100	31846	507100	SH	SOLE
BRUKER BIOSCIENCES CORP	COM	116794108	293	20000	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	4415	195600	SH	SOLE
BT GROUP PLC SPON ADR	COM	05577E101	2423	129500	SH	SOLE
BWAY HOLDING COMPANY COM	COM	12429T104	205	10200	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	173023	7167500	SH	SOLE
CADIZ INC	COM	127537207	192	15000	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	359	25000	SH	SOLE
CALIFORNIA WTR SVC GROUP COM	COM	130788102	1042	27700	SH	SOLE
CALLON PETE CO DEL COM	COM	13123X102	590	110000	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	80	20000	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	5529	129000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	18135	513000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	761	105000	SH	SOLE
CAPSTONE TURBINE CORP COM	COM	14067D102	178	140000	SH	SOLE
CAREER EDUCATION CORP	COM	141665109	1709	54000	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	1248	90000	SH	SOLE
CARPENTER TECHNOLOGY CORP COM	COM	144285103	366	10000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	5495	175000	SH	SOLE
CATERPILLAR INC	COM	149123101	10433	166000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	3755	110000	SH	SOLE
CBS CORP CLASS A	COM	124857103	25887	1857000	SH	SOLE
CBS CORP NEW CL B	COM	124857202	558	40000	SH	SOLE
CEDAR FAIR L P DEPOSITARY UNIT	OIL & GAS PARTNE	150185106	119	10000	SH	SOLE
CELGENE CORP	COM	151020104	4709	76000	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	7228	202000	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	3973	197000	SH	SOLE
CENTURYTEL INC	COM	156700106	6330	178500	SH	SOLE
CEPHALON INC COM	COM	156708109	2779	41000	SH	SOLE
CEPHALON - B 0% 6/15/2033 SERI	CONVERTIBLE BOND	156708AL3	240	200000	PRN	SOLE
CEPHEID COM	COM	15670R107	3496	200000	SH	SOLE
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CH ENERGY GROUP, INC.	COM	12541M102	24929	610400	SH		SOLE	
CHECK POINT SOFTWARE TECH	COM	M22465104	351	10000	SH		SOLE	
CHEESECAKE FACTORY INC	COM	163072101	1894	70000	SH		SOLE	
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	457	500000	PRN		SOLE	
CHEMED CORPORATION	COM	16359R103	12730	234100	SH		SOLE	
CHESAPEAKE ENERGY CORP 2.250%	CONVERTIBLE BOND	165167CB1	1086	1500000	PRN		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	7317	309500	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	3518	118050	SH		SOLE	
CHEVRON CORP	COM	166764100	63470	837000	SH		SOLE	
CHINA AUTOMOTIVE SYS INC COM	COM	16936R105	1710	74022	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS	COM	16949D101	278	30000	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS WAR	WARRANT AND RIGH	G2112E145	31	35000	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	5495	114200	SH		SOLE	
CHINA TELECOM CORP LTD SPONS A	COM	169426103	245	5000	SH		SOLE	
CHINA UNICOM ADR	COM	16945R104	1193	107000	SH		SOLE	
CHINA WIND SYSTEMS INC	COM	16945F209	121	25000	SH		SOLE	
CHINA YUCHAI INTL LTD ORD	COM	G21082105	667	38000	SH		SOLE	
CHORDIANT SOFTWARE INC COM	COM	170404305	5008	983806	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	19220	287085	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	4665	124400	SH		SOLE	
CIGNA CORP	COM	125509109	585	16000	SH		SOLE	
CINCINNATI BELL	COM	171871106	21117	6192600	SH		SOLE	
CINCINNATI BELL PFD CVT 6.75%	CONVERTIBLE PREF	171871403	5897	151000	SH		SOLE	

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CIRCOR INTL INC COM	COM	17273K109	29474	887500	SH	SOLE
CISCO SYS INC	COM	17275R102	14022	538700	SH	SOLE
CITIGROUP INC.	COM	172967101	13325	3290000	SH	SOLE
CKE RESTAURANTS INC COM	COM	12561E105	155	14000	SH	SOLE
CLARCOR INC	COM	179895107	27178	788000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	12817	1208000	SH	SOLE
CLEARWIRE CORP RIGHTS	WARRANT AND RIGH	18538Q139	16	89000	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	18538Q105	543	75800	SH	SOLE
CLECO CORP NEW COM	COM	12561W105	1659	62500	SH	SOLE
CLOROX CO	COM	189054109	3464	54000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	6322	20000	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	4568	295500	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	13307	748000	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	38407	1249000	SH	SOLE
CNX GAS CORP COM	COM	12618H309	33762	887300	SH	SOLE
COACH INC	COM	189754104	2016	51000	SH	SOLE
COCA COLA CO	COM	191216100	82940	1508000	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	3231	116800	SH	SOLE
COCA-COLA FEMSA S A DE C V ADR	COM	191241108	1063	16000	SH	SOLE
COCA-COLA HELLENIC BOTTLING SP	COM	1912EP104	441	16500	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	1265	50700	SH	SOLE
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COLDWATER CREEK INC COM	COM	193068103	6773	976000	SH		SOLE	
COLGATE PALMOLIVE CO	COM	194162103	6565	77000	SH		SOLE	
COMCAST CORP CL A SPL	COM	20030N200	4090	227600	SH		SOLE	
COMCAST CORP NEW COM CL A	COM	20030N101	4048	215000	SH		SOLE	
COMMUNICATIONS SYS	COM	203900105	2069	160000	SH		SOLE	
COMPANIA DE MINAS BUENAVENTURA	FOREIGN COMMON S	204448104	14965	483200	SH		SOLE	
COMPUCREDIT CVT 3.625% 05/30/2	CONVERTIBLE BOND	20478NAB6	240	400000	PRN		SOLE	
CONAGRA INC	COM	205887102	5891	235000	SH		SOLE	
CONMED CORP COM	COM	207410101	2333	98000	SH		SOLE	
CONNECTICUT WTR SVC INC COM	COM	207797101	1140	49000	SH		SOLE	
CONOCOPHILLIPS COM	COM	20825C104	69850	1365050	SH		SOLE	
CONSOL ENERGY INC COM	COM	20854P109	6399	150000	SH		SOLE	
CONSOLIDATED EDISON INC COM	COM	209115104	22181	498000	SH		SOLE	
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	183	13500	SH		SOLE	
CONSTELLATION BRANDS COM	COM	21036P108	14623	889500	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	34759	990000	SH		SOLE	
CONTINUCARE CORP COM	COM	212172100	595	160000	SH		SOLE	
COOPER CAMERON 2.500% 06/15/26	CONVERTIBLE BOND	13342BAB1	269	200000	PRN		SOLE	
COOPER COS INC COM NEW	COM	216648402	1944	50000	SH		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	44680	932000	SH		SOLE	
COPART INC COM	COM	217204106	3133	88000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	1099	330000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	3360	191000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	26965	778000	SH		SOLE	
CORNING INC	COM	219350105	41208	2039000	SH		SOLE	
CORUS ENTMT INC CL B NON VTG	COM	220874101	1700	87000	SH		SOLE	
COSAN LTD SHS A	COM	G25343107	160	17000	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	27962	468300	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	2499	150000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	21822	434000	SH		SOLE	
CRANE CO	COM	224399105	46008	1296000	SH		SOLE	
CREE INC COM	COM	225447101	702	10000	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	8438	313000	SH		SOLE	

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CROWN MEDIA HLDGS INC CL A	COM	228411104	781	407000	SH	SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	6073	298000	SH	SOLE
CTS CORP	COM	126501105	6509	691000	SH	SOLE
CUMMINS ENGINE INC	COM	231021106	3500	56500	SH	SOLE
CURTISS WRIGHT CORP	COM	231561101	47857	1375200	SH	SOLE
CUTERA INC COM	COM	232109108	3837	370000	SH	SOLE
CVS/CAREMARK CORP	COM	126650100	39192	1072000	SH	SOLE
CYNOSURE INC CL A	COM	232577205	135	12000	SH	SOLE
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	1188	103000	SH	SOLE
CYTEC INDS INC COM	COM	232820100	514	11000	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	16276	1370000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	MA
DANAHER CORP 0.0% 1/22/2021	CONVERTIBLE BOND	235851AF9	223	200000	PRN		SOLE	
DANAHER CORP SHS BEN INT	COM	235851102	1358	17000	SH		SOLE	
DEAN FOODS (B:DF)	COM	242370104	15847	1010000	SH		SOLE	
DEERE & CO.	COM	244199105	98876	1662900	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	7592	520000	SH		SOLE	
DELTA NAT GAS INC COM	COM	247748106	2311	78000	SH		SOLE	
DENBURY RES INC COM NEW	COM	247916208	383	22725	SH		SOLE	
DENNYS CORP COM	COM	24869P104	963	250108	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	384	11000	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	38896	506000	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	36437	2699000	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	36768	570672	SH		SOLE	
DEXCOM INC COM	COM	252131107	955	98000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	54432	807000	SH		SOLE	
DIAMOND FOODS INC COM	COM	252603105	883	21000	SH		SOLE	
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	16057	180800	SH		SOLE	
DIEBOLD INC COM	COM	253651103	38941	1226100	SH		SOLE	
DIEDRICH COFFEE INC COM NEW	COM	253675201	8352	240000	SH		SOLE	
DIGITAL ALLY INC COM	COM	25382P109	39	21000	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	132738	3926002	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	10803	725000	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	29049	859685	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	24125	820300	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	25255	1213000	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	768	22000	SH		SOLE	
DOLE FOOD CO INC NEW COM	COM	256603101	237	20000	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	13772	335000	SH		SOLE	
DONALDSON INC	COM	257651109	30772	682000	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	717	181000	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1166	566000	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	8723	295000	SH		SOLE	
DPL INC COM	COM	233293109	30045	1105000	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	37997	1080380	SH		SOLE	
DREAMWORKS ANIMATION SKG-A	COM	26153C103	2364	60000	SH		SOLE	
DREW INDS INC COM NEW	COM	26168L205	330	15000	SH		SOLE	
DTE ENERGY CO COM	COM	233331107	2408	54000	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	10762	289000	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	435	26000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	19143	1173000	SH		SOLE	
DUN & BRADSTREET CORP	COM	26483E100	1265	17000	SH		SOLE	
DYNEGY INC DEL CL A	COM	26817G102	45	35810	SH		SOLE	
E M C CORP MASS COM	COM	268648102	631	35000	SH		SOLE	
EASTERN CO COM	COM	276317104	135	10000	SH		SOLE	

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EASTMAN KODAK COM 277461109 15286 2640000 SH SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
EATON CORP	COM	278058102	5114	67500	SH		SOLE	
EBAY INC	COM	278642103	1348	50000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	8715	429740	SH		SOLE	
ECOLAB INC	COM	278865100	8526	194000	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1530	478150	SH		SOLE	
EDISON INTL COM	COM	281020107	11789	345000	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	38861	3585000	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	33722	1637000	SH		SOLE	
EL PASO ENERGY CAP TR I PFD CO	CONVERTIBLE PEF	283678209	4800	129300	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	1754	94000	SH		SOLE	
EMBRAER-EMPRESA BRASIL AERONAD	COM	29081M102	599	25000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	4128	82000	SH		SOLE	
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PEF	291525202	237	15266	SH		SOLE	
EMPIRE DIST ELEC CO COM	COM	291641108	5532	307000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	1301	98000	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	95	20000	SH		SOLE	
ENERGEN CORP COM	COM	29265N108	1349	29000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	30878	492000	SH		SOLE	
ENERGY RECOVERY INC	COM	29270J100	189	30000	SH		SOLE	
ENERSIS S A	COM	29274F104	580	29000	SH		SOLE	
ENI S P A ADR SPONSORED	COM	26874R108	7884	168000	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	453	90000	SH		SOLE	
ENTERGY CORP NEW COM	COM	29364G103	488	6000	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	13569	146000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	2235	198000	SH		SOLE	
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	252	38225	SH		SOLE	
EXACTECH INC COM	COM	30064E109	4584	218600	SH		SOLE	
EXELON CORP	COM	30161N101	13581	310000	SH		SOLE	
EXPRESS SCRIPTS INC COM	COM	302182100	611	6000	SH		SOLE	
EXPRESSJET HOLDINGS INC COM NE	COM	30218U306	56	14800	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	59713	891500	SH		SOLE	
FACET BIOTECH CORP SHS	COM	30303Q103	12213	452500	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	383	110000	SH		SOLE	
FARMER BROS CO	COM	307675108	1818	97000	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	6334	345000	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	210	200300	SH		SOLE	
FEDERAL NATL MTG ASSN PFD CNV	CONVERTIBLE PEF	313586745	48	30000	SH		SOLE	
FEDERAL SIGNAL CORP COM	COM	313855108	1297	144000	SH		SOLE	
FEDERATED INVESTORS INC-CL B	COM	314211103	871	33000	SH		SOLE	
FERRO CORP	COM	315405100	18380	2091000	SH		SOLE	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	5914	6050000	PRN		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	9592	409200	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	725	48909	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	203	35360	SH		SOLE	

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FIRSTENERGY CORP COM	COM	337932107	9421	241000	SH		SOLE	

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FISHER COMMUNICATIONS INC COM	COM	337756209	6549	464500	SH	SOLE
FLIR SYS INC COM	COM	302445101	2254	80000	SH	SOLE
FLOWERS FOODS INC COM	COM	343498101	17318	700000	SH	SOLE
FLOWERVE CORP COM	COM	34354P105	87279	791500	SH	SOLE
FLUSHING FINL CORP COM	COM	343873105	2431	192000	SH	SOLE
FMC CORP COM NEW	COM	302491303	803	13260	SH	SOLE
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	19725	415000	SH	SOLE
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	4022	320000	SH	SOLE
FORTRESS INVESTMENT GROUP CL A	COM	34958B106	219	55000	SH	SOLE
FORTUNE BRANDS INC	COM	349631101	22557	465000	SH	SOLE
FOSTER WHEELER AGR	COM	H27178104	506	18640	SH	SOLE
FPL GROUP INC COM	COM	302571104	46687	966000	SH	SOLE
FRANCE TELECOM SPONSORED ADR	COM	35177Q105	3532	147000	SH	SOLE
FRANKLIN ELEC INC	COM	353514102	5908	197000	SH	SOLE
FREEMONT MCMORAN COPPER&GOLD C	COM	35671D857	76196	912092	SH	SOLE
FREEMONT-MCMORAN COPPER 6.75%	CONVERTIBLE PREF	35671D782	6364	54920	SH	SOLE
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	4	24000	SH	SOLE
FULLER H B CO COM	COM	359694106	13168	567350	SH	SOLE
FURMANITE CORPORATION	COM	361086101	2595	500000	SH	SOLE
GARDNER DENVER INC	COM	365558105	5461	124000	SH	SOLE
GATX CORP	COM	361448103	41230	1439100	SH	SOLE
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	602	4200	SH	SOLE
GAYLORD ENTERTAINMENT CO	COM	367905106	32874	1122370	SH	SOLE
GENCORP INC	COM	368682100	13565	2355000	SH	SOLE
GENCORP INC 2.250% 01/15/24	CONVERTIBLE BOND	368682AL4	2820	3000000	PRN	SOLE
GENERAL COMMUNICATIONS INC CL	COM	369385109	329	57000	SH	SOLE
GENERAL DYNAMICS CORP COM	COM	369550108	386	5000	SH	SOLE
GENERAL ELEC CO	COM	369604103	40313	2215000	SH	SOLE
GENERAL MILLS INC	COM	370334104	52243	738000	SH	SOLE
GENOPTIX INC	COM	37243V100	1349	38000	SH	SOLE
GENUINE PARTS CO	COM	372460105	66486	1574000	SH	SOLE
GENZYME CORP	COM	372917104	518	10000	SH	SOLE
GEOMET INC DEL COM	COM	37250U201	45	50000	SH	SOLE
GERBER SCIENTIFIC INSTR	COM	373730100	3538	569700	SH	SOLE
GILEAD SCIENCES INC COM	COM	375558103	6425	141300	SH	SOLE
GLAXOSMITHKLINE PLC ADR (B:GSK	COM	37733W105	588	15276	SH	SOLE
GLOBAL SOURCES LTD COM	COM	G39300101	2240	344147	SH	SOLE
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	49556	3926749	SH	SOLE
GOLDCORP INC (US)	COM	380956409	34704	932408	SH	SOLE
GOLDMAN SACHS GR	COM	38141G104	2730	16000	SH	SOLE
GOODRICH B F CO COM	COM	382388106	705	10000	SH	SOLE
GOOGLE INC-CL A	COM	38259P508	25294	44600	SH	SOLE
GORMAN RUPP CO	COM	383082104	8777	345000	SH	SOLE
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GP STRATEGIES CORP COM	COM	36225V104	1003	119931	SH		SOLE	
GRACO INC COM	COM	384109104	4611	144100	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	19712	1442000	SH		SOLE	
GRAPHIC PACKAGING HLDG CO COM	COM	388689101	51	14000	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	851	370000	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	54	23000	SH		SOLE	
GREAT ATLA & PAC 5.125% 6/15/2	CONVERTIBLE BOND	390064AJ2	15984	16500000	PRN		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	8667	1130000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	43658	2351000	SH		SOLE	
GREATBATCH INC	COM	39153L106	848	40000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	936	85000	SH		SOLE	

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GREIF INC CL A	COM	397624107	37768	687700	SH	SOLE
GREIF INC CL B	COM	397624206	6572	126800	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	15525	534417	SH	SOLE
GRIFFON CORP COM	COM	398433102	17090	1371594	SH	SOLE
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	46450	2209800	SH	SOLE
GSE SYS INC COM	COM	36227K106	208	38419	SH	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	410	10000	SH	SOLE
H R BLOCK INC	COM	093671105	8366	470000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	5886	338642	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	55394	1838500	SH	SOLE
HANESBRANDS INC COM	COM	410345102	3199	115000	SH	SOLE
HANSEN NAT CORP COM	COM	411310105	521	12000	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	1881	67000	SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	8350	178500	SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	11946	1260100	SH	SOLE
HARTE HANKS INC	COM	416196103	231	18000	SH	SOLE
HAWAIIAN ELEC INDS INC COM	COM	419870100	12976	578000	SH	SOLE
HAWKINS INC COM	COM	420261109	3509	145000	SH	SOLE
HEADWATERS INC COM	COM	42210P102	230	50000	SH	SOLE
HEALTHWAYS INC COM	COM	422245100	402	25000	SH	SOLE
HECKMANN CORP COM	COM	422680108	58	10000	SH	SOLE
HEELYS INC COM	COM	42279M107	107	45000	SH	SOLE
HEICO CORP NEW COM	COM	422806109	206	4000	SH	SOLE
HEINZ, H J COMPANY	COM	423074103	23033	505000	SH	SOLE
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	1723	274300	SH	SOLE
HERLEY INDS INC COM	COM	427398102	10779	735300	SH	SOLE
HERSHEY COMPANY (THE)	COM	427866108	27056	632000	SH	SOLE
HESKA CORP COM	COM	42805E108	33	40000	SH	SOLE
HESS CORP	COM	42809H107	19046	304500	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	1037	117400	SH	SOLE
HOLOGIC INC COM	COM	436440101	278	15000	SH	SOLE
HOME DEPOT INC	COM	437076102	3559	110000	SH	SOLE
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	1277	39000	SH	SOLE
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HONEYWELL INT'L INC	COM	438516106	78000	1723000	SH		SOLE	
HOOPER HOLMES INC COM	COM	439104100	56	64000	SH		SOLE	
HORSEHEAD HLDG CORP COM	COM	440694305	497	42000	SH		SOLE	
HOSPIRA INC COM	COM	441060100	6571	116000	SH		SOLE	
HOST HOTELS & RESORTS INC	COM	44107P104	270	18422	SH		SOLE	
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	4005	79000	SH		SOLE	
HSN INC COM	COM	404303109	4740	161000	SH		SOLE	
HUANENG PWR INTL INC SPON ADR	COM	443304100	3079	132500	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	1275	90000	SH		SOLE	
HUDSON VALLEY HOLDING CORP COM	COM	444172100	485	20000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	11387	945000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	7757	340500	SH		SOLE	
IAMGOLD CORP (USD) COM	COM	450913108	10907	825000	SH		SOLE	
IBERO-AMERICA FUND INC	MUTUAL FUNDS	45082X103	72	11000	SH		SOLE	
ICO HLDGS INC COM	COM	449293109	663	82000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	965	28000	SH		SOLE	
IDEX CORP	COM	45167R104	39852	1204000	SH		SOLE	
IMAX CORP COM	COM	45245E109	423	23500	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	2476	71000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	13653	908400	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	878	33000	SH		SOLE	

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INSPIRE PHARMACEUTICALS INC CO	COM	457733103	131	21000	SH	SOLE
INTEGRYS ENERGY GROUP INC	COM	45822P105	37217	785500	SH	SOLE
INTEL CORP	COM	458140100	51445	2308000	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	1405	87000	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	2176	68000	SH	SOLE
INTERMEC INC	COM	458786100	10295	726000	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	39475	307800	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	7583	411000	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	9844	400000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	1214	53000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	412	16000	SH	SOLE
INTERPUBLIC 4.250% 03/15/23	CONVERTIBLE BOND	460690BA7	3728	3550000	PRN	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	27539	3310000	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1718	118000	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	20021	420000	SH	SOLE
INTREPID POTASH INC COM	COM	46121Y102	303	10000	SH	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	2493	64000	SH	SOLE
INVESCO LTD	COM	G491BT108	2739	125000	SH	SOLE
INVITEL HLDGS A/S ADS	COM	46186X106	96	22000	SH	SOLE
IRIS INTL INC COM	COM	46270W105	1470	144000	SH	SOLE
ITRON INC	COM	465741106	239	3300	SH	SOLE
ITT EDUCATIONAL SVCS INC COM	COM	45068B109	900	8000	SH	SOLE
ITT INDUSTRIES	COM	450911102	70229	1310000	SH	SOLE
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IVANHOE MINES LTD COM	COM	46579N103	8951	514140	SH		SOLE	
J & J SNACK FOODS CORP	COM	466032109	1087	25000	SH		SOLE	
J.P. MORGAN CHASE & CO	COM	46625H100	45078	1007325	SH		SOLE	
JA SOLAR HOLD CO 4.500% 05/15/	CONVERTIBLE BOND	466090AA5	249	300000	PRN		SOLE	
JANUS CAP GROUP INC COM	COM	47102X105	15776	1104000	SH		SOLE	
JANUS CAPITAL 3.250% 07/15/14	CONVERTIBLE BOND	47102XAG0	2500	2000000	PRN		SOLE	
JARDEN CORPORATION	COM	471109108	266	8000	SH		SOLE	
JOHNSON CONTROLS	COM	478366107	24578	745000	SH		SOLE	
JOHNSON CTRLS 6.500% 09/30/12	CONVERTIBLE BOND	478366AS6	503	200000	PRN		SOLE	
JOHNSON & JOHNSON	COM	478160104	40294	618000	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	4785	1139200	SH		SOLE	
JOY GLOBAL INC COM	COM	481165108	2660	47000	SH		SOLE	
KAMAN CORP	COM	483548103	23002	919719	SH		SOLE	
KANSAS CITY SOUTHERN	COM	485170302	1121	31000	SH		SOLE	
KAR AUCTION SVCS INC COM	COM	48238T109	264	17500	SH		SOLE	
KBW INC	COM	482423100	968	36000	SH		SOLE	
KEITHLEY INSTRS INC COM	COM	487584104	182	27500	SH		SOLE	
KELLOGG CO	COM	487836108	5984	112000	SH		SOLE	
KEY ENERGY SVCS INC COM	COM	492914106	669	70000	SH		SOLE	
KID BRANDS, INC. COM	COM	49375T100	121	14000	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	31251	497000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1308	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	2582	54000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	118	10000	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	42715	2499400	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	1217	38000	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	7438	458000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	72223	2388326	SH		SOLE	
KROGER CO	COM	501044101	2772	128000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	208	10000	SH		SOLE	
KYOCERA CORP ADR	COM	501556203	972	10000	SH		SOLE	

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K-TRON INTL INC	COM	482730108	15672	104500	SH	SOLE
L 3 COMMUNICATIONS	COM	502424104	367	4000	SH	SOLE
LABORATORY CORP AMER HLDGS COM	COM	50540R409	3104	41000	SH	SOLE
LACLEDE GROUP INC	COM	505597104	6002	178000	SH	SOLE
LAKES ENTERTAINMENT INC COM	COM	51206P109	267	116000	SH	SOLE
LAMAR ADVERTISING CO CL A	COM	512815101	790	23000	SH	SOLE
LANDAUER INC	COM	51476K103	11348	174000	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	19627	928000	SH	SOLE
LAWSON SOFTWARE INC NEW COM	COM	52078P102	89	13410	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	4941	185000	SH	SOLE
LEAR CORP COM NEW	COM	521865204	317	4000	SH	SOLE
LEGG MASON INC COM	COM	524901105	46073	1607000	SH	SOLE
LENDER PROCESSING SVCS INC COM	COM	52602E102	1284	34000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
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FORM 13F INFORMATION TABLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
LEUCADIA NATL CORP COM	COM	527288104	5984	241200	SH		SOLE	
LEVEL 3 COMM INC 2.875% 7/15/2	CONVERTIBLE BOND	52729NBA7	246	250000	PRN		SOLE	
LIBERTY GLOBAL INC COM SER A	COM	530555101	33952	1164350	SH		SOLE	
LIBERTY GLOBAL INC COM SER C	COM	530555309	17324	599645	SH		SOLE	
LIBERTY MEDIA CORP NEW LIB STA	COM	53071M708	10453	191200	SH		SOLE	
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	14777	965800	SH		SOLE	
LIBERTY MEDIA-CAP SER A	COM	53071M302	27568	758000	SH		SOLE	
LIFE TECHNOLOGIES CORP COM	COM	53217V109	10977	210000	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	2976	250700	SH		SOLE	
LILLY, ELI AND COMPANY	COM	532457108	23289	643000	SH		SOLE	
LIN TV CORP CL A	COM	532774106	5250	913000	SH		SOLE	
LINDSAY CORP	COM	535555106	2940	71000	SH		SOLE	
LITTELFUSE INC	COM	537008104	1520	40000	SH		SOLE	
LIVE NATION INC	COM	538034109	506	34910	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	1664	20000	SH		SOLE	
LODGIAN INC COM PAR \$.01	COM	54021P403	51	20000	SH		SOLE	
LOEWS CORP	COM	540424108	7642	205000	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	8721	1425000	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	34945	441500	SH		SOLE	
M G M MIRAGE INC COM	COM	552953101	11760	980000	SH		SOLE	
M & T BK CORP COM	COM	55261F104	14844	187000	SH		SOLE	
MACQUARIE INFRASTRUCTURE COMPA	COM	55608B105	1136	82200	SH		SOLE	
MACROVISION CORP 2.625% 08/15/	CONVERTIBLE BOND	555904AB7	410	300000	PRN		SOLE	
MACY'S INC	COM	55616P104	30522	1402000	SH		SOLE	
MADISON SQUARE GARDEN A	COM	55826P100	38065	1751725	SH		SOLE	
MAGNETEK INC COM	COM	559424106	1478	880000	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	1322	30000	SH		SOLE	
MANITOWOC CO COM	COM	563571108	2652	204000	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	22306	705000	SH		SOLE	
MARCUS CORP COM	COM	566330106	1559	120000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	2040	340000	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	20147	825000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	949	170000	SH		SOLE	
MARTIN MARIETTA MTLs INC COM	COM	573284106	585	7000	SH		SOLE	
MASSEY ENERGY CORP COM	COM	576206106	523	10000	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	28880	113700	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	101	20000	SH		SOLE	
MATTEL INC	COM	577081102	864	38000	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	1136	32000	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	16506	463000	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	460	7000	SH		SOLE	

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MDS INC COM COM 55269P302 406 50000 SH SOLE
 MEAD JOHNSON COM 582839106 18234 350446 SH SOLE
 MEDCO HEALTH SOLUTIONS INC COM COM 58405U102 7102 110000 SH SOLE
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MEDIA GENERAL CL A	COM	584404107	15544	1875000	SH		SOLE	
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	232	39000	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	565	256900	SH		SOLE	
MEDTRONIC INC COM	COM	585055106	540	12000	SH		SOLE	
MELCO PBL ENTERTAINMENT-ADR	COM	585464100	432	90000	SH		SOLE	
MEMC ELECTRONICS	COM	552715104	276	18000	SH		SOLE	
MENTOR GRAPHICS CORP COM	COM	587200106	569	71000	SH		SOLE	
MERCK & COMPANY	COM	58933Y105	22770	609650	SH		SOLE	
MEREDITH CORP	COM	589433101	10289	299000	SH		SOLE	
MET PRO CORP COM	COM	590876306	1470	150001	SH		SOLE	
METHODE ELECTRS INC CL A	COM	591520200	891	90000	SH		SOLE	
METROPCS COMMUNICATIONS INC	COM	591708102	71	10000	SH		SOLE	
MGE ENERGY INC	COM	55277P104	13932	394000	SH		SOLE	
MGP INGREDIENTS INC COM	COM	55302G103	538	70000	SH		SOLE	
MICROSOFT CORP	COM	594918104	41046	1401500	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1735	88000	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	8798	780000	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	1613	28000	SH		SOLE	
MIDDLESEX WTR CO COM	COM	596680108	2035	119333	SH		SOLE	
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	25212	282800	SH		SOLE	
MILLIPORE CORP	COM	601073109	68017	644100	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	1908	175732	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	7	74535	SH		SOLE	
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	5	38363	SH		SOLE	
MKS INSTRS INC COM	COM	55306N104	395	20187	SH		SOLE	
MOBILE TELESYSTEMS OJSC ADR SP	COM	607409109	527	9500	SH		SOLE	
MODINE MFG CO	COM	607828100	10206	908000	SH		SOLE	
MOLEX INC CL A	COM	608554200	777	44000	SH		SOLE	
MONEYGRAM INTL INC COM	COM	60935Y109	57	15000	SH		SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	536	15000	SH		SOLE	
MONSANTO CO NEW COM	COM	61166W101	23930	335058	SH		SOLE	
MONSTER WORLDWIDE INC COM	COM	611742107	3405	205000	SH		SOLE	
MOODYS CORP COM	COM	615369105	3511	118000	SH		SOLE	
MOOG INC CL A	COM	615394202	3188	90000	SH		SOLE	
MOOG INC CL B	COM	615394301	572	16100	SH		SOLE	
MORGAN STANLEY	COM	617446448	9783	334000	SH		SOLE	
MORNINGSTAR INC COM	COM	617700109	481	10000	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	8386	138000	SH		SOLE	
MOSY INC	COM	619718109	144	36000	SH		SOLE	
MOTOROLA INC	COM	620076109	2780	396000	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	451	40000	SH		SOLE	
MUELLER INDS INC COM	COM	624756102	3911	146000	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	234	49009	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	24106	429000	SH		SOLE	
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MVC CAP COM	COM	553829102	1330	98000	SH	SOLE
MWI VETERINARY SUPPLY INC	COM	55402X105	1616	40000	SH	SOLE
MYERS INDS INC	COM	628464109	15056	1436600	SH	SOLE
MYLAN LABS INC COM	COM	628530107	908	40000	SH	SOLE
NABORS INDS INC 0.940% 05/15/1	CONVERTIBLE BOND	629568AP1	1981	2000000	PRN	SOLE
NABORS INDUSTRIES LTD SHS	COM	G6359F103	4024	205000	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	2497	285000	SH	SOLE
NATHANS FAMOUS INC NEW COM	COM	632347100	1859	120000	SH	SOLE
NATIONAL FUEL GAS CO N J COM	COM	636180101	73914	1462200	SH	SOLE
NATIONAL GRID PLC	COM	636274300	2675	54877	SH	SOLE
NATIONAL PRESTO INDS INC	COM	637215104	8835	74300	SH	SOLE
NAVISTAR INTL CORP 3% 10/15/20	CONVERTIBLE BOND	63934EAL2	672	600000	PRN	SOLE
NAVISTAR INTL CORP COM	COM	63934E108	38110	852000	SH	SOLE
NCR CORP NEW COM	COM	62886E108	9356	678000	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	7543	597700	SH	SOLE
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1588	125695	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	COM	649445103	3209	194000	SH	SOLE
NEW YORK TIMES CO CLASS A	COM	650111107	501	45000	SH	SOLE
NEWMARKET CORP COM	COM	651587107	978	9500	SH	SOLE
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	6795	5250000	PRN	SOLE
NEWMONT MINING CORP HOLDING CO	COM	651639106	113924	2236871	SH	SOLE
NEWS CORP CL A	COM	65248E104	83780	5814000	SH	SOLE
NEWS CORP CL B	COM	65248E203	1531	90016	SH	SOLE
NEXEN INC COM	COM	65334H102	2718	110000	SH	SOLE
NEXTWAVE WIRELESS INC COM	COM	65337Y102	9	20000	SH	SOLE
NICOR INC COM	COM	654086107	14127	337000	SH	SOLE
NIKE INC CL B	COM	654106103	3675	50000	SH	SOLE
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	347	16500	SH	SOLE
NISOURCE INC	COM	65473P105	8770	555086	SH	SOLE
NOBILITY HOMES INC COM	COM	654892108	747	76300	SH	SOLE
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	12964	310000	SH	SOLE
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	389	25000	SH	SOLE
NORDSON CORP COM	COM	655663102	204	3000	SH	SOLE
NORTHEAST UTILS COM	COM	664397106	35324	1278000	SH	SOLE
NORTHERN DYNASTY MINERALS LTCO	COM	66510M204	1774	185000	SH	SOLE
NORTHERN TRUST CORP	COM	665859104	8289	150000	SH	SOLE
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	5705	87000	SH	SOLE
NORTHWESTERN CORP COM NEW	COM	668074305	22113	824800	SH	SOLE
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	13146	243000	SH	SOLE
NOVELL INC	COM	670006105	123	20500	SH	SOLE
NOVO-NORDISK A S ADR	COM	670100205	848	11000	SH	SOLE
NRG ENERGY INC COM NEW	COM	629377508	9760	467000	SH	SOLE
NSTAR COM	COM	67019E107	42008	1186000	SH	SOLE
NV ENERGY INC COM	COM	67073Y106	432	35000	SH	SOLE
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NYSE EURONEXT COM	COM	629491101	2369	80000	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	41426	993200	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	40495	479000	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	10984	173000	SH		SOLE	
OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	4336	271000	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	4980	275000	SH		SOLE	
OGE ENERGY CORP COM	COM	670837103	34949	897500	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	2712	140300	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	3757	191500	SH		SOLE	

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OMNICARE INC COM	COM	681904108	707	25000	SH	SOLE
OMNOVA SOLUTIONS INC COM	COM	682129101	10794	1375000	SH	SOLE
ONEOK INC NEW COM	COM	682680103	28623	627000	SH	SOLE
OPKO HEALTH INC COM	COM	68375N103	198	100000	SH	SOLE
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	3786	267000	SH	SOLE
ORMAT TECHNOLOGIES INC	COM	686688102	2828	100500	SH	SOLE
ORTHOFIX INTL N V ORD	COM	N6748L102	3802	104500	SH	SOLE
OSI PHARMACEUTICALS INC COM	COM	671040103	3037	51000	SH	SOLE
OTTER TAIL CORPORATION COM	COM	689648103	8213	374000	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	217	33000	SH	SOLE
OWENS ILL INC COM NEW	COM	690768403	4620	130000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	5497	118500	SH	SOLE
PACCAR INC	COM	693718108	13565	313000	SH	SOLE
PACTIV CORP COM	COM	695257105	4507	179000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	2727	435000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	3261	300000	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	8766	305000	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	2998	343000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	777	12000	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	3276	105500	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	9085	198800	SH	SOLE
PENFORD CORP COM	COM	707051108	615	60000	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	4032	145000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	8835	375800	SH	SOLE
PENTAIR INC COM	COM	709631105	1888	53000	SH	SOLE
PENWEST PHARMACEUTICALS CO COM	COM	709754105	518	150000	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	4623	460000	SH	SOLE
PEPCO HLDGS INC COM	COM	713291102	4725	275500	SH	SOLE
PEPSICO INC	COM	713448108	52300	790515	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	30216	679000	SH	SOLE
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	8393	212000	SH	SOLE
PETROCHINA CO LTD SPONSORED AD	COM	71646E100	3634	31000	SH	SOLE
PFIZER INC	COM	717081103	33702	1965115	SH	SOLE
PG&E CORP COM	COM	69331C108	3775	89000	SH	SOLE
PHH CORP COM NEW	COM	693320202	424	18000	SH	SOLE
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PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	2531	3750000	PRN		SOLE	
PHILIP MORRIS INTL INC COM	COM	718172109	4825	92500	SH		SOLE	
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	5786	108600	SH		SOLE	
PHOENIX COS INC NEW COM	COM	71902E109	278	115000	SH		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	3558	129000	SH		SOLE	
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	248	39000	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	7299	749400	SH		SOLE	
PINNACLE WEST CAP CORP COM	COM	723484101	15847	420000	SH		SOLE	
PLANTRONICS	COM	727493108	375	12000	SH		SOLE	
PLATO LEARNING INC COM	COM	72764Y100	758	136300	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	18895	316500	SH		SOLE	
PNM RES INC	COM	69349H107	29759	2375000	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	1998	23500	SH		SOLE	
POLYONE CORP COM	COM	73179P106	113	11000	SH		SOLE	
POPULAR INC COM	COM	733174106	312	107137	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	3666	330000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	10383	87000	SH		SOLE	
PPL CORP COM	COM	69351T106	1391	50200	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	71262	562400	SH		SOLE	

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PRIMEDIA INC COM NEW	COM	74157K846	633	184000	SH	SOLE
PRIVATEBANCORP INC COM	COM	742962103	137	10000	SH	SOLE
PROCTER & GAMBLE COMPANY	COM	742718109	68110	1076500	SH	SOLE
PROGRESS ENERGY INC COM	COM	743263105	28142	715000	SH	SOLE
PROLOGIS SH BEN INT	COM	743410102	475	36000	SH	SOLE
PROSHARES TR PSHS ULTRA FINL	COM	74347R743	1698	250000	SH	SOLE
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	584	12000	SH	SOLE
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	464	9000	SH	SOLE
PROVIDENCE SERV 6.500% 05/15/1	CONVERTIBLE BOND	743815AB8	253	300000	PRN	SOLE
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1624	141200	SH	SOLE
PSS WORLD MED INC COM	COM	69366A100	1034	44000	SH	SOLE
PT INDOSAT TBK SPONSORED ADR	COM	744383100	426	14000	SH	SOLE
PT TELEKOMUNIKASI INDONESIA (B	COM	715684106	764	21360	SH	SOLE
PUBLIC SVC ENTERPRISES COM	COM	744573106	14087	477200	SH	SOLE
QUAKER CHEM CORP COM	COM	747316107	624	23000	SH	SOLE
QUALCOMM INC COM	COM	747525103	18001	429000	SH	SOLE
QUIDEL CORP COM	COM	74838J101	3926	270000	SH	SOLE
QWEST COMMUNICATIONS INTL.	COM	749121109	15832	3033000	SH	SOLE
RALCORP HOLDINGS INC	COM	751028101	18233	269000	SH	SOLE
RANDGOLD RES LTD ADR	COM	752344309	95408	1241807	SH	SOLE
RAYONIER INC COM	COM	754907103	1135	24984	SH	SOLE
RAYTHEON COMPANY	COM	755111507	571	10000	SH	SOLE
RCN CORP COM NEW	COM	749361200	2785	184700	SH	SOLE
REGAL BELOIT CORP COM	COM	758750103	475	8000	SH	SOLE
REGAL ENTERTAINMENT GROUP	COM	758766109	633	36000	SH	SOLE
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REPSOL YPF S A ADR SPONSORED	COM	76026T205	7205	303000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	38045	1311000	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	3306	44700	SH		SOLE	
RGC RES INC COM	COM	74955L103	281	9000	SH		SOLE	
RINO INTERNATIONAL CORPORATICO	COM	766883102	202	8500	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	21116	89200	SH		SOLE	
RISKMETRICS GROUP INC COM	COM	767735103	701	31000	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	3180	133500	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	688	53700	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	46102	818000	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	3630	58000	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	2662	100000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	95103	2786500	SH		SOLE	
ROLLINS INC	COM	775711104	51934	2395500	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	966	1400000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	1851	32000	SH		SOLE	
ROSTELECOM LONG DISTANCE & ISP	COM	778529107	465	16300	SH		SOLE	
ROVI CORP COM	COM	779376102	1058	28500	SH		SOLE	
ROWAN COS INC	COM	779382100	30085	1033500	SH		SOLE	
ROYAL BK CDA MONTREAL QUE COM	COM	780087102	2801	48000	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	22681	392000	SH		SOLE	
ROYAL GOLD INC COM	COM	780287108	16921	366174	SH		SOLE	
ROYCE VALUE TR INC	COM	780910105	1320	111420	SH		SOLE	
RPC INC. COMMON	COM	749660106	18234	1638300	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	628	145000	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	3444	280000	SH		SOLE	
S1 CORP	COM	78463B101	59	10000	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	19018	765000	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	2119	592000	SH		SOLE	

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SALLY BEAUTY HLDGS INC COM	COM	79546E104	8592	963196	SH	SOLE
SANDERS MORRIS HARRIS GROUP CO	COM	80000Q104	72	11600	SH	SOLE
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	12197	14100000	PRN	SOLE
SANDISK CORP COM	COM	80004C101	3602	104000	SH	SOLE
SARA LEE CORP COM	COM	803111103	30235	2170500	SH	SOLE
SASOL LTD ADR SPONSORED	COM	803866300	6240	151200	SH	SOLE
SAUER INC	COM	804137107	664	50000	SH	SOLE
SCANA CORP NEW COM	COM	80589M102	11634	309500	SH	SOLE
SCHEIN HENRY INC COM	COM	806407102	8682	147400	SH	SOLE
SCHIFF NUTRITION INTL INC COM	COM	806693107	6765	827000	SH	SOLE
SCHLUMBERGER	COM	806857108	10611	167200	SH	SOLE
SCHULMAN A INC COM	COM	808194104	1346	55000	SH	SOLE
SCHWAB CHARLES CORP NEW	COM	808513105	4803	257000	SH	SOLE
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1141	24000	SH	SOLE
SCRIPPS E W CO OHIO CL A	COM	811054402	4462	528001	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SCRIPPS NETWORKS INTERAC	COM	811065101	24703	557000	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	464	22000	SH		SOLE	
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	250	249500	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	1929	409500	SH		SOLE	
SEMPRA ENERGY COM	COM	816851109	9381	188000	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	26793	922000	SH		SOLE	
SHAW COMMUNICATIONS CL B NON V	COM	82028K200	12021	605000	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	1805	96000	SH		SOLE	
SINCLAIR BROAD 6.000% 09/15/12	CONVERTIBLE BOND	829226AV1	15350	16200000	PRN		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	1575	310000	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	392	450000	SH		SOLE	
SJW CORP COM	COM	784305104	14810	582600	SH		SOLE	
SK TELECOM LTD SPONSORED ADR (	COM	78440P108	2841	164600	SH		SOLE	
SKILLSOFT PUB LTD CO SPONSORED	COM	830928107	5459	529000	SH		SOLE	
SKYLINE CORP	COM	830830105	5933	319000	SH		SOLE	
SL INDS INC COM	COM	784413106	1828	202000	SH		SOLE	
SLM CORP COM	COM	78442P106	9553	763000	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	1367	211000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	631	12000	SH		SOLE	
SMITH INTL INC COM	COM	832110100	343	8000	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	6273	104100	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	2386	169000	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	1540	50000	SH		SOLE	
SONY CORP-ADR (B:SNE US)	COM	835699307	1916	50000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	1294	140000	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	4409	105000	SH		SOLE	
SOUTHERN CO	COM	842587107	13927	420000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	35873	1414000	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	41738	1395000	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	565	54101	SH		SOLE	
SOUTHWESTERN ENERGY CO COM	COM	845467109	9610	236000	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	450	80375	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	41117	1825000	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	44639	11747000	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	16642	405400	SH		SOLE	
ST. JOE COMPANY	COM	790148100	20057	620000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1212	120002	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	8866	893800	SH		SOLE	
STANDEX INTL CORP	COM	854231107	1855	72000	SH		SOLE	

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STARRETT L S CO CL A	COM	855668109	1970	190300	SH	SOLE
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	10307	221000	SH	SOLE
STATE STREET CORP	COM	857477103	14264	316000	SH	SOLE
STATOIL ASA SPONSORED ADR	COM	85771P102	21426	918400	SH	SOLE
STEAK N SHAKE COMPANY COM NEW	COM	857873202	7511	19700	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
STERLING BANCORP COM	COM	859158107	3869	385000	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	938	150000	SH		SOLE	
STILLWATER MINING	COM	86074Q102	676	52100	SH		SOLE	
STONERIDGE INC	COM	86183P102	1830	185000	SH		SOLE	
STR HLDGS INC COM	COM	78478V100	494	21000	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	3824	188200	SH		SOLE	
STRYKER CORP	COM	863667101	6082	106300	SH		SOLE	
STUDENT LN CORP COM	COM	863902102	284	8000	SH		SOLE	
SUNCOR ENERGY INC	COM	867224107	17035	523500	SH		SOLE	
SUNOCO INC COM	COM	86764P109	4902	165000	SH		SOLE	
SUNTRUST BANKS INC	COM	867914103	1393	52000	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	6947	432000	SH		SOLE	
SUPERVALU INC COMMON	COM	868536103	6689	401000	SH		SOLE	
SWS GROUP INC	COM	78503N107	5511	478000	SH		SOLE	
SYCAMORE NETWORKS INC COM NEW	COM	871206405	1810	90000	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	153	14000	SH		SOLE	
SYNGENTA AG ADR SPONSORED	COM	87160A100	3331	60000	SH		SOLE	
T ROWE PRICE GROUP INC	COM	74144T108	21988	400000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	12201	1236500	SH		SOLE	
TD AMERITRADE HLDG CORP COM	COM	87236Y108	1906	100000	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	1068	212000	SH		SOLE	
TECHNITROL INC COM	COM	878555101	66	12500	SH		SOLE	
TECHWELL INC COM	COM	87874D101	4948	264600	SH		SOLE	
TECO ENERGY INC COM	COM	872375100	4846	305000	SH		SOLE	
TEEKAY SHIPPING CORP COM	COM	Y8564W103	250	11000	SH		SOLE	
TELE NORTE LESTE PARTICIPACO A	COM	879246106	5335	302096	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	3935	210000	SH		SOLE	
TELECOM ITALIA SPA ADR	COM	87927Y102	4589	320000	SH		SOLE	
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	293	38000	SH		SOLE	
TELEFLEX INC	COM	879369106	320	5000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	35031	492695	SH		SOLE	
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	5975	383000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	36354	1218300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	57234	1690800	SH		SOLE	
TELMEX INTERNACIONAL SAB DE SP	COM	879690105	7731	401000	SH		SOLE	
TELUS CORP NON VTG SHS	COM	87971M202	5162	144100	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	719	25000	SH		SOLE	
TENARIS S A SPONSORED ADR	COM	88031M109	22071	514000	SH		SOLE	
TENET HEALTHCARE CORP COM	COM	88033G100	5834	1020000	SH		SOLE	
TENNANT CO	COM	880345103	8354	305000	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	15174	641600	SH		SOLE	
TEREX CORP NEW COM	COM	880779103	2294	101000	SH		SOLE	
TERRA INDS INC	COM	880915103	2196	48000	SH		SOLE	
TESORO PETE CORP COM	COM	881609101	6311	454000	SH		SOLE	
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TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	16464	261000	SH		SOLE	
TEXAS INDS INC COM	COM	882491103	396	11600	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	23638	966000	SH		SOLE	
TEXTRON INC	COM	883203101	20548	967880	SH		SOLE	
THE SCOTTS MIRACLE GRO CO	COM	810186106	742	16000	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	1157	22500	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	51012	1300000	SH		SOLE	
THOR INDS INC COM	COM	885160101	816	27000	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	151	19000	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	2346	49400	SH		SOLE	
TIM PARTICIPACOES SA-ADR	COM	88706P106	2014	72566	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	13754	258000	SH		SOLE	
TIME WARNER INC COM	COM	887317303	52198	1669266	SH		SOLE	
TIVO INC	COM	888706108	13430	784000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	17781	657836	SH		SOLE	
TOTAL SA ADR (B:TOT US)	COM	89151E109	13636	235018	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	9694	167000	SH		SOLE	
TRANS LUX CORP	COM	893247106	378	424600	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	330	44850	SH		SOLE	
TRANSOCEAN INC 1.625% 12/15/20	CONVERTIBLE BOND	893830AU3	298	300000	PRN		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	30039	347751	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	19203	356000	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	3331	195000	SH		SOLE	
TREE COM INC COM	COM	894675107	777	84886	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	609	350000	SH		SOLE	
TRIMBLE NAV LTD COM	COM	896239100	2585	90000	SH		SOLE	
TRIMERIS INC COM	COM	896263100	50	20000	SH		SOLE	
TRINITY INDS INC	COM	896522109	3713	186000	SH		SOLE	
TURKCELL ILETISIM HIZMETLERISP	COM	900111204	4804	319000	SH		SOLE	
TW TELECOM INC	COM	87311L104	3314	182500	SH		SOLE	
TWIN DISC INC COM	COM	901476101	635	52000	SH		SOLE	
TYCO ELECTRONICS LTD	COM	H8912P106	15286	556250	SH		SOLE	
TYCO INTERNATIONAL LTD SHS	COM	H89128104	29720	777000	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	5528	295000	SH		SOLE	
TYSON FOODS INC	COM	902494103	13884	725000	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	1879	68331	SH		SOLE	
ULTRA PETROLEUM CORP COM	COM	903914109	6281	134700	SH		SOLE	
UNDER ARMOUR INC CL A	COM	904311107	2215	75300	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	2352	78000	SH		SOLE	
UNION DRILLING INC COM	COM	90653P105	154	25000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	16550	526400	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	610	48000	SH		SOLE	
UNITED NAT FOODS INC COM	COM	911163103	1969	70000	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	563	60000	SH		SOLE	

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UNITED STATES CELLULAR CORP	COM	911684108	35810	865400	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	11630	158000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	15159	464000	SH		SOLE	
UNITIL CORP	COM	913259107	1872	80500	SH		SOLE	
UNITRIN INC	COM	913275103	1655	59000	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	4655	204000	SH		SOLE	
URANIUM RES INC COM PAR \$0.001	COM	916901507	25	35000	SH		SOLE	

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UTILITIES HOLDRS TR DEP RCPT	COM	918019100	2830	30000	SH	SOLE
VALE S A ADR	COM	91912E105	7272	225900	SH	SOLE
VALERO ENERGY CORP COM	COM	91913Y100	5932	301100	SH	SOLE
VALMONT INDS INC	COM	920253101	3139	37900	SH	SOLE
VALUE LINE INC	COM	920437100	376	16300	SH	SOLE
VALUECLICK INC COM	COM	92046N102	1266	125000	SH	SOLE
VARIAN INC COM	COM	922206107	43521	840500	SH	SOLE
VARIAN MED SYS INC COM	COM	92220P105	5754	104000	SH	SOLE
VASCULAR SOLUTIONS INC COM	COM	92231M109	1456	162000	SH	SOLE
VECTREN INC.	COM	92240G101	14436	584000	SH	SOLE
VEECO INSTRS INC DEL COM	COM	922417100	739	17000	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	78877	2542784	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	77076	2101300	SH	SOLE
VIACOM INC NEW CL B	COM	92553P201	825	24000	SH	SOLE
VIASAT INC COM	COM	92552V100	242	7000	SH	SOLE
VICOR CORP COM	COM	925815102	1312	95000	SH	SOLE
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	1811	64600	SH	SOLE
VIMPEL COMMUNICATIONS ADR	COM	68370R109	29677	1612000	SH	SOLE
VISA INC-CLASS A SHRS	COM	92826C839	11015	121000	SH	SOLE
VIVO PARTICIPACOES S A SPON AD	COM	92855S200	6757	249230	SH	SOLE
VODAFONE GROUP PLC-ADR	COM	92857W209	8342	357875	SH	SOLE
W D 40 COMPANY	COM	929236107	722	22000	SH	SOLE
WADDELL & REED FINL INC CL A	COM	930059100	46131	1280000	SH	SOLE
WAL MART STORES INC	COM	931142103	23686	426000	SH	SOLE
WALGREEN COMPANY	COM	931422109	32639	880000	SH	SOLE
WASHINGTON POST CO CL B	COM	939640108	355	800	SH	SOLE
WASTE MGMT INC DEL COM	COM	94106L109	44725	1299000	SH	SOLE
WATSCO INC CL B	COM	942622101	448	7875	SH	SOLE
WATSON PHARMACEUTICALS INC COM	COM	942683103	7184	172000	SH	SOLE
WATTS WATER TECHNOLOGIES	COM	942749102	25873	833000	SH	SOLE
WAUSAU PAPER CORP	COM	943315101	342	40000	SH	SOLE
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	33396	2105700	SH	SOLE
WEBSTER FINL CORP WATERBURY CO	COM	947890109	175	10000	SH	SOLE
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	460	18000	SH	SOLE
WEIS MKTS INC	COM	948849104	2182	60000	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	64418	2070000	SH	SOLE
WENDYS/ARBYS GROUP INC	COM	950587105	840	168000	SH	SOLE

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WESTAR ENERGY INC	COM	95709T100	46942	2105000	SH		SOLE	
WHITE ELECTRONICS DESIGNS COCO	COM	963801105	977	139500	SH		SOLE	
WHOLE FOODS MKT INC COM	COM	966837106	11170	309000	SH		SOLE	
WHX CORP	COM	929248607	1150	469500	SH		SOLE	
WILEY JOHN & SONS INC CL B	COM	968223305	554	12800	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	35	10000	SH		SOLE	
WILLIAMS COS INC	COM	969457100	6024	260800	SH		SOLE	
WILLIS GROUP HOLDINGS PUBLIC L	COM	G96666105	703	22464	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	6993	422000	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	1614	72000	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	764	70169	SH		SOLE	
WINN DIXIE STORES INC COM NEW	COM	974280307	4434	355000	SH		SOLE	
WISCONSIN ENERGY CORP COM	COM	976657106	20258	410000	SH		SOLE	
WOLVERINE WORLD WIDE INC COM	COM	978097103	3120	107000	SH		SOLE	
WONDER AUTO TECHNOLOGY INC COM	COM	978166106	487	46000	SH		SOLE	
WOODWARD GOVERNOR CO COM	COM	980745103	2335	73000	SH		SOLE	
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1713	99000	SH		SOLE	

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WRIGHT MED GROUP INC COM	COM	98235T107	1599	90000	SH	SOLE
WRIGHT MEDICAL 2.625% 12/01/14	CONVERTIBLE BOND	98235TAA5	367	400000	PRN	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	515	20000	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	7052	93000	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	12614	595000	SH	SOLE
XEROX CORP	COM	984121103	3023	310000	SH	SOLE
XTO ENERGY INC COM	COM	98385X106	4718	100000	SH	SOLE
YAHOO INC.	COM	984332106	21365	1292500	SH	SOLE
YAMANA GOLD INC COM	COM	98462Y100	13665	1387300	SH	SOLE
YORK WTR CO COM	COM	987184108	1279	93000	SH	SOLE
YOUBET COM INC COM	COM	987413101	944	320966	SH	SOLE
YOUNG INNOVATIONS INC COM	COM	987520103	408	14500	SH	SOLE
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	5210	176000	SH	SOLE
ZENITH NATL INS CORP COM	COM	989390109	18459	481700	SH	SOLE
ZEP INC	COM	98944B108	16060	734000	SH	SOLE
ZIMMER HLDGS INC COM	COM	98956P102	8643	146000	SH	SOLE
ZORAN CORP COM	COM	98975F101	2862	266000	SH	SOLE
ZYGO CORP COM	COM	989855101	1315	142500	SH	SOLE
ZYMOGENETICS INC COM	COM	98985T109	115	20000	SH	SOLE

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
3 COM CORP	COM	885535104	11854	1545471	SH		SOLE	
AES CORP COM	COM	00130H105	277	25200	SH		SOLE	
AIRGAS INC COM	COM	009363102	1043	16400	SH		SOLE	
AIRVANA INC COM	COM	00950V101	1024	133662	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	2407	14900	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	863	37500	SH		SOLE	
ALLIED DEFENSE GROUP INC COM	COM	019118108	684	94825	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	123	34800	SH		SOLE	
AMICAS INC	COM	001712108	4001	664682	SH		SOLE	
AMKOR TECHNOLOGY INC COM	COM	031652100	316	44600	SH		SOLE	
ARENA PHARMACEUTICALS INC COM	COM	040047102	31	10000	SH		SOLE	
BANK OF AMERICA	COM	060505104	1941	108729	SH		SOLE	
BEAZER HOMES USA INC COM	COM	07556Q105	152	33400	SH		SOLE	
BELL MICROPRODUCTS INC COM	COM	078137106	1546	222500	SH		SOLE	
BELO CORP	COM	080555105	270	39600	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	20	10000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	12605	589000	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	238	33000	SH		SOLE	
BOWNE & CO INC COM	COM	103043105	2897	259600	SH		SOLE	
BPW ACQUISITION CORP COM	COM	055637102	396	31785	SH		SOLE	
BRINKS HOME SEC HLDGS INC COM	COM	109699108	9084	213500	SH		SOLE	
CABLEVISION SYS NY GROUP A	COM	12686C109	229	9500	SH		SOLE	
CARNIVAL CORP CL A	COM	143658300	4355	112000	SH		SOLE	
CBS CORP CLASS A	COM	124857103	164	11750	SH		SOLE	
CEDAR FAIR L P DEPOSITARY UNIT	OIL & GAS PARTNE	150185106	476	39900	SH		SOLE	
CENTRAL EUROPEAN 3.000% 03/15/	CONVERTIBLE BOND	153435AA0	938	1050000	PRN		SOLE	

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CEPHALON INC COM	COM	156708109	366	5400	SH	SOLE
CF INDS HLDGS INC COM	COM	125269100	465	5100	SH	SOLE
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	525	575000	PRN	SOLE
CHINA HYDROELECTRIC CP-ADS WAR	WARRANT AND RIGH	G2112E145	13	15000	SH	SOLE
CHINA WIND SYSTEMS INC	COM	16945F209	72	15000	SH	SOLE
CHIPOTLE MEXICAN GRILL INC CL	COM	169656105	879	7800	SH	SOLE
CHIQUITA BRANDS INTL INC COM	COM	170032809	332	21100	SH	SOLE
CHORDIANT SOFTWARE INC COM	COM	170404305	382	75000	SH	SOLE
CIENA CORP 0.25% 5/1/2013	CONVERTIBLE BOND	171779AB7	425	500000	PRN	SOLE
CKE RESTAURANTS INC COM	COM	12561E105	1074	97000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	149	14000	SH	SOLE
CMED 3 1/2 11/15/2011	CONVERTIBLE BOND	169483AB0	794	1000000	PRN	SOLE
CNX GAS CORP COM	COM	12618H309	7705	202500	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	863	48000	SH	SOLE
COMSYS IT PARTNERS INC COM	COM	20581E104	8263	472734	SH	SOLE
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	90	31600	SH	SOLE
CRUCELL N V SPONSORED ADR	COM	228769105	402	19725	SH	SOLE

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
CUTERA INC COM	COM	232109108	104	10000	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	116	10300	SH		SOLE	
DELTA PETE CORP COM NEW	COM	247907207	299	212200	SH		SOLE	
DELUXE CORP	COM	248019101	388	20000	SH		SOLE	
DIEDRICH COFFEE INC COM NEW	COM	253675201	1523	43777	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	237	7000	SH		SOLE	
FACET BIOTECH CORP SHS	COM	30303Q103	11516	426671	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	286	6300	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	146	11600	SH		SOLE	
GREIF INC CL B	COM	397624206	3213	62000	SH		SOLE	
HARDINGE INC COM	COM	412324303	249	27651	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	95	10000	SH		SOLE	
HEADWATERS INC COM	COM	42210P102	64	14000	SH		SOLE	
HORNBECK OFFSHORE SVCS INC NCO	COM	440543106	477	25700	SH		SOLE	
HORSEHEAD HLDG CORP COM	COM	440694305	201	17000	SH		SOLE	
HUTCHISON TELECOMM INTL LTD SP	COM	44841T107	423	103700	SH		SOLE	
ICO HLDGS INC COM	COM	449293109	415	51331	SH		SOLE	
IOWA TELECOMM SERVICES INC COM	COM	462594201	167	10000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	253	5300	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	189	11067	SH		SOLE	
K-TRON INTL INC	COM	482730108	10368	69132	SH		SOLE	
LEAR CORP COM NEW	COM	521865204	476	6000	SH		SOLE	
LIBERTY ACQUISITION HLDGS	COM	53015Y107	1505	152337	SH		SOLE	
LUCENT TECH 2.750% 06/15/25	CONVERTIBLE BOND	549463AH0	870	1000000	PRN		SOLE	
MAXTOR CORP 6.8% 4/30/10	CONVERTIBLE BOND	577729AC0	3015	3000000	PRN		SOLE	
MDS INC COM	COM	55269P302	171	21100	SH		SOLE	
MEDTRONIC INC 1.500% 04/15/11	CONVERTIBLE BOND	585055AL0	2012	2000000	PRN		SOLE	
MICRON TECH 1.875% 06/01/14	CONVERTIBLE BOND	595112AH6	973	1000000	PRN		SOLE	
MILLIPORE CORP	COM	601073109	12429	117700	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	303	6000	SH		SOLE	
NEUROMETRIX INC COM	COM	641255104	21	11200	SH		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	204	4000	SH		SOLE	
NEWS CORP CL A	COM	65248E104	173	12000	SH		SOLE	
NOVELL INC	COM	670006105	705	117500	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	391	18700	SH		SOLE	
OFFICE DEPOT INC	COM	676220106	394	49400	SH		SOLE	
OSI PHARMACEUTICALS INC COM	COM	671040103	744	12500	SH		SOLE	

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PENNICHUCK CORP COM NEW	COM	708254206	206	8783	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	404	40200	SH	SOLE
PLATO LEARNING INC COM	COM	72764Y100	1375	247296	SH	SOLE
PORTEC RAIL PRODS INC COM	COM	736212101	1848	159053	SH	SOLE
QUICKSILVER RESOURCES INC COM	COM	74837R104	193	13700	SH	SOLE
QUIKSILVER INC COM	COM	74838C106	282	59700	SH	SOLE
QWEST COMMUNICATIONS INTL.	COM	749121109	162	31000	SH	SOLE

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GABELLI SECURITIES, INC.

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RANDGOLD RES LTD ADR	COM	752344309	230	3000	SH		SOLE	
RCN CORP COM NEW	COM	749361200	1030	68300	SH		SOLE	
RISKMETRICS GROUP INC COM	COM	767735103	4599	203400	SH		SOLE	
RITE AID CORP COM	COM	767754104	196	130600	SH		SOLE	
RRI ENERGY INC COM	COM	74971X107	103	27800	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	1362	1575000	PRN		SOLE	
SAUER INC	COM	804137107	1030	77550	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	698	148180	SH		SOLE	
SILICON STORAGE TECHN INC COM	COM	827057100	126	41298	SH		SOLE	
SKILLSOFT PUB LTD CO SPONSORED	COM	830928107	4379	424350	SH		SOLE	
SMITH INTL INC COM	COM	832110100	5631	131500	SH		SOLE	
SOLTA MEDICAL INC	COM	83438K103	46	21500	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	1477	141500	SH		SOLE	
SPORT SUPPLY GROUP INC DEL COM	COM	84916A104	442	32851	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	315	83000	SH		SOLE	
SWITCH & DATA FACILITIES COMCO	COM	871043105	2213	124600	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	118	12000	SH		SOLE	
TECHWELL INC COM	COM	87874D101	3815	203993	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	1420	47600	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	372	11000	SH		SOLE	
TELMEX INTERNACIONAL SAB DE SP	COM	879690105	559	29000	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	230	8000	SH		SOLE	
TERRA INDS INC	COM	880915103	10955	239400	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	208	8500	SH		SOLE	
TIME WARNER INC COM	COM	887317303	532	16999	SH		SOLE	
TRINITY INDS INC	COM	896522109	519	26000	SH		SOLE	
U S CONCRETE INC COM	COM	90333L102	18	47000	SH		SOLE	
UNITED RENTALS INC 4.000% 01/1	CONVERTIBLE BOND	911363AL3	1132	1050000	PRN		SOLE	
VARIAN INC COM	COM	922206107	10705	206739	SH		SOLE	
VERSO PAPER CORP COM	COM	92531L108	153	50400	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	403	11000	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	99	10000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	2540	81628	SH		SOLE	
WHITE ELECTRONICS DESIGNS COCO	COM	963801105	2183	311895	SH		SOLE	
WHX CORP	COM	929248607	35	14239	SH		SOLE	
XTO ENERGY INC COM	COM	98385X106	12550	266000	SH		SOLE	
YAHOO INC.	COM	984332106	321	19400	SH		SOLE	
YINGLI GREEN 0% 12/15/2012	CONVERTIBLE BOND	98584BAA1	1109	1000000	PRN		SOLE	
YOUBET COM INC COM	COM	987413101	889	302291	SH		SOLE	
ZENITH NATL INS CORP COM	COM	989390109	2012	52500	SH		SOLE	
ZYGO CORP COM	COM	989855101	114	12400	SH		SOLE	

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TETON ADVISORS, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
1 800 FLOWERS COM INC CL A	COM	68243Q106	533	212200	SH		SOLE		
A123 SYSTEMS INC	COM	03739T108	330	24000	SH		SOLE		
ADAMS GOLF INC COM NEW	COM	006228209	59	18000	SH		SOLE		
ADAPTEC INC COM	COM	00651F108	1631	498700	SH		SOLE		
ADVANCED ANALOGIC TECHNOLOGICO	COM	00752J108	52	15000	SH		SOLE		
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	851	27087	SH		SOLE		
ALLIS CHALMERS ENERGY INC COM	COM	019645506	148	41800	SH		SOLE		
AMERICAN EAGLE OUTFITTERS INCO	COM	02553E106	708	38207	SH		SOLE		
AMICAS INC	COM	001712108	3900	647800	SH		SOLE		
AMPCO PITTSBURGH CORP	COM	032037103	1162	46800	SH		SOLE		
AMTECH SYS INC COM PAR \$0.01N	COM	032332504	277	27476	SH		SOLE		
ANGIODYNAMICS INC COM	COM	03475V101	1104	70671	SH		SOLE		
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	352	18000	SH		SOLE		
ARCH CHEMICALS INC COM	COM	03937R102	683	19857	SH		SOLE		
ARTHROCARE CORP COM	COM	043136100	398	13400	SH		SOLE		
ASCENT MEDIA CORP COM SER A	COM	043632108	29	1050	SH		SOLE		
ATLANTIC TELE NETWORK INC COM	COM	049079205	539	12000	SH		SOLE		
ATLAS AIR WORLDWIDE HLDGS INCO	COM	049164205	388	7308	SH		SOLE		
AVNET INC	COM	053807103	702	23393	SH		SOLE		
BALDWIN TECHNOLOGY INC CL A	COM	058264102	204	170000	SH		SOLE		
BALLANTYNE STRONG INC COM	COM	058516105	407	75400	SH		SOLE		
BEASLEY BROADCAST GRP INC.	COM	074014101	292	70400	SH		SOLE		
BEL FUSE INC CL A	COM	077347201	1358	73300	SH		SOLE		
BELL MICROPRODUCTS INC COM	COM	078137106	695	100000	SH		SOLE		
BELO CORP	COM	080555105	1183	173500	SH		SOLE		
BERKSHIRE BANCORP INC DEL COM	COM	084597202	101	16100	SH		SOLE		
BIOLASE TECHNOLOGY INC COM	COM	090911108	611	313500	SH		SOLE		
BOSTON BEER INC CL A	COM	100557107	1035	19800	SH		SOLE		
BOWNE & CO INC COM	COM	103043105	2678	240000	SH		SOLE		
BRIGHAM EXPLORATION CO COM	COM	109178103	357	22400	SH		SOLE		
BROOKS AUTOMATION COM	COM	114340102	216	24504	SH		SOLE		
BRUSH ENGINEERED MATLS INC COM	COM	117421107	1681	74500	SH		SOLE		
BTU INTL INC COM	COM	056032105	505	82650	SH		SOLE		
BUCYRUS INTL INC NEW CL A	COM	118759109	708	10735	SH		SOLE		
CADIZ INC	COM	127537207	281	22000	SH		SOLE		
CAMBIUM LEARNING GRP INC COM	COM	13201A107	290	72607	SH		SOLE		
CANTEL MEDICAL CORP COM	COM	138098108	337	17000	SH		SOLE		
CANTERBURY PK HLDG CORP	COM	13811E101	160	22000	SH		SOLE		
CAPSTONE TURBINE CORP COM	COM	14067D102	25	20000	SH		SOLE		
CASELLA WASTE SYS INC CL A	COM	147448104	762	151700	SH		SOLE		
CAVCO INDUSTRIES	COM	149568107	410	12000	SH		SOLE		
CENVEO INC COM	COM	15670S105	143	16500	SH		SOLE		
CEPHEID COM	COM	15670R107	1093	62500	SH		SOLE		
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CHASE CORP	COM	16150R104	512	40600	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	909	30500	SH		SOLE	
CHORDIANT SOFTWARE INC COM	COM	170404305	1018	200000	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	1079	32500	SH		SOLE	
CLARIENT INC COM	COM	180489106	374	142700	SH		SOLE	

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COHEN & STEERS INC COM	COM	19247A100	749	30000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	937	135000	SH	SOLE
COMMSCOPE INC COM	COM	203372107	487	17384	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	252	19500	SH	SOLE
COMPUTER TASK GROUP INC COM	COM	205477102	355	49000	SH	SOLE
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	543	40000	SH	SOLE
CONTINUCARE CORP COM	COM	212172100	1873	503600	SH	SOLE
CORE MOLDING TECH COM	COM	218683100	769	231000	SH	SOLE
COWEN GROUP INC NEW CL A	COM	223622101	57	10000	SH	SOLE
CROWN MEDIA HLDGS INC CL A	COM	228411104	100	51900	SH	SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	265	13000	SH	SOLE
CTS CORP	COM	126501105	1729	183500	SH	SOLE
CUTERA INC COM	COM	232109108	778	75000	SH	SOLE
CYNOSURE INC CL A	COM	232577205	688	61200	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	1188	100000	SH	SOLE
DAWSON GEOPHYSICAL CO COM	COM	239359102	497	17000	SH	SOLE
DELTA NAT GAS INC COM	COM	247748106	474	16000	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	1014	256000	SH	SOLE
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	453	220000	SH	SOLE
DXP ENTERPRISES INC NEW COM NE	COM	233377407	290	22686	SH	SOLE
EDGAR ONLINE INC	COM	279765101	128	69650	SH	SOLE
EDGEWATER TECHNOLOGY INC COM	COM	280358102	951	297043	SH	SOLE
EDWARDS LIFESCIENCES CORP COM	COM	28176E108	212	2145	SH	SOLE
ELECTRO SCIENTIFIC INDS INC CO	COM	285229100	369	28800	SH	SOLE
ENERGY RECOVERY INC	COM	29270J100	221	35000	SH	SOLE
ENTEGRIS INC COM	COM	29362U104	272	53990	SH	SOLE
ENTERCOM COMMUNICATIONS CORPCL	COM	293639100	877	73800	SH	SOLE
ENTROPIC COMMUNICATIONS INC CO	COM	29384R105	100	19614	SH	SOLE
EPOCH HOLDING CORP	COM	29428R103	3734	330705	SH	SOLE
ESTERLINE TECHNOLOGIES CORP CO	COM	297425100	258	5211	SH	SOLE
EXACTECH INC COM	COM	30064E109	1411	67300	SH	SOLE
FAIR ISAAC & CO INC COM	COM	303250104	613	24187	SH	SOLE
FARO TECHNOLOGIES INC COM	COM	311642102	238	9248	SH	SOLE
FEDERAL MOGUL CORP CL A	COM	313549404	402	21900	SH	SOLE
FEDERAL SIGNAL CORP COM	COM	313855108	265	29381	SH	SOLE
FERRO CORP	COM	315405100	5067	576469	SH	SOLE
FIRST NIAGARA FINL GP INC COM	COM	33582V108	356	25000	SH	SOLE
FISHER COMMUNICATIONS INC COM	COM	337756209	1344	95314	SH	SOLE
FLOW INTL CORP COM	COM	343468104	537	178400	SH	SOLE
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FLUSHING FINL CORP COM	COM	343873105	852	67300	SH		SOLE	
FORMFACTOR INC COM	COM	346375108	540	30424	SH		SOLE	
FULL HOUSE RESORTS INC COM	COM	359678109	43	15000	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	830	160000	SH		SOLE	
GENCORP INC	COM	368682100	3679	638800	SH		SOLE	
GENERAL MILLS INC	COM	370334104	266	3761	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	1213	195370	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	1188	182500	SH		SOLE	
GP STRATEGIES CORP COM	COM	36225V104	401	47970	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	253	18500	SH		SOLE	
GRAHAM CORP COM	COM	384556106	626	34800	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	1396	606800	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	463	60300	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	726	25000	SH		SOLE	
GRIFFON CORP COM	COM	398433102	2147	172288	SH		SOLE	

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GSE SYS INC COM	COM	36227K106	211	39000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	556	32000	SH	SOLE
HARMONIC INC COM	COM	413160102	66	10400	SH	SOLE
HAWKINS INC COM	COM	420261109	871	36000	SH	SOLE
HEELYS INC COM	COM	42279M107	138	58000	SH	SOLE
HERLEY INDS INC COM	COM	427398102	3065	209100	SH	SOLE
HESKA CORP COM	COM	42805E108	24	28700	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	486	55000	SH	SOLE
HUDSON VALLEY HOLDING CORP COM	COM	444172100	1007	41500	SH	SOLE
ICO HLDGS INC COM	COM	449293109	129	16000	SH	SOLE
IDEX CORP	COM	45167R104	730	22056	SH	SOLE
IMAX CORP COM	COM	45245E109	887	49300	SH	SOLE
INGLES MKTS INC CL A	COM	457030104	1338	89000	SH	SOLE
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	261	41500	SH	SOLE
INTEGRATED DEVICE TECH INC COM	COM	458118106	239	39057	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	884	38594	SH	SOLE
INTRICON CORP COM	COM	46121H109	616	157900	SH	SOLE
IRIS INTL INC COM	COM	46270W105	2821	276300	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	4363	1038900	SH	SOLE
KAMAN CORP	COM	483548103	2928	117080	SH	SOLE
KBW INC	COM	482423100	606	22527	SH	SOLE
KEITHLEY INSTRS INC COM	COM	487584104	847	128300	SH	SOLE
KEY TECHNOLOGY INC COM	COM	493143101	415	30200	SH	SOLE
KRAFT FOODS INC CL A COM	COM	50075N104	212	7000	SH	SOLE
LAKELAND INDS INC COM	COM	511795106	130	15300	SH	SOLE
LAWSON SOFTWARE INC NEW COM	COM	52078P102	124	18726	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	401	15000	SH	SOLE
LECROY CORP COM	COM	52324W109	1179	236786	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	1404	118300	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
LIN TV CORP CL A	COM	532774106	633	110000	SH		SOLE	
LINDSAY CORP	COM	535555106	248	6000	SH		SOLE	
LITTELFUSE INC	COM	537008104	390	10253	SH		SOLE	
LYDALL INC COM	COM	550819106	222	28312	SH		SOLE	
MAGMA DESIGN AUTOMATION COM	COM	559181102	277	106692	SH		SOLE	
MAGNETEK INC COM	COM	559424106	735	437500	SH		SOLE	
MANITOWOC CO COM	COM	563571108	267	20500	SH		SOLE	
MARCUS CORP COM	COM	566330106	364	28000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	438	73000	SH		SOLE	
MARINEMAX INC COM	COM	567908108	108	10000	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	51	10000	SH		SOLE	
MEADOWBROOK INS GROUP INC COM	COM	58319P108	220	27900	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	3731	450000	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	258	117400	SH		SOLE	
MERCURY COMPUTER SYS INC COM	COM	589378108	668	48653	SH		SOLE	
MESA LABS INC COM	COM	59064R109	454	17500	SH		SOLE	
MET PRO CORP COM	COM	590876306	735	75000	SH		SOLE	
METHODE ELECTRS INC CL A	COM	591520200	743	75000	SH		SOLE	
MGE ENERGY INC	COM	55277P104	1117	31600	SH		SOLE	
MGP INGREDIENTS INC COM	COM	55302G103	115	15000	SH		SOLE	
MICROSEMI CORP COM	COM	595137100	296	17084	SH		SOLE	
MICROTUNE INC.	COM	59514P109	281	102800	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1085	55000	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	2152	190800	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	852	14800	SH		SOLE	

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MINE SAFETY APPLIANCES CO COM	COM	602720104	502	17969	SH	SOLE
MODINE MFG CO	COM	607828100	942	83800	SH	SOLE
MOLEX INC	COM	608554101	729	34929	SH	SOLE
MORGANS HOTEL GROUP CO COM	COM	61748W108	295	46000	SH	SOLE
MOSY INC	COM	619718109	279	69500	SH	SOLE
MVC CAP COM	COM	553829102	449	33100	SH	SOLE
MYERS INDS INC	COM	628464109	586	55900	SH	SOLE
NARA BANCORP INC COM	COM	63080P105	360	41100	SH	SOLE
NATHANS FAMOUS INC NEW COM	COM	632347100	1646	106277	SH	SOLE
NCR CORP NEW COM	COM	62886E108	226	16400	SH	SOLE
NEOGEN CORP COM	COM	640491106	2359	94000	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	131	10386	SH	SOLE
NEW YORK CMNTY BANCORP INC COM	COM	649445103	183	11055	SH	SOLE
NEWPORT CORP COM	COM	651824104	1154	92558	SH	SOLE
NOBILITY HOMES INC COM	COM	654892108	245	25000	SH	SOLE
NORTH AMERN GALVANZNG & CTNGCO	COM	65686Y109	127	22918	SH	SOLE
OIL DRI CORP AMER COM	COM	677864100	1146	59300	SH	SOLE
OMNICELL INC COM	COM	68213N109	155	11054	SH	SOLE
OMNOVA SOLUTIONS INC COM	COM	682129101	2041	260000	SH	SOLE
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ON SEMICONDUCTOR CORP COM	COM	682189105	588	73503	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	88	44300	SH		SOLE	
ORITANI FINL CORP COM	COM	686323106	402	25000	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	709	19500	SH		SOLE	
OUTDOOR HLDGS INC (NEW)	COM	690027206	66	10000	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	494	78800	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	185	17000	SH		SOLE	
PARAMETRIC TECHNOLOGY CORP COM	COM	699173209	794	43972	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	1269	44141	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	87	10000	SH		SOLE	
PC GROUP INC	COM	70455G107	10	22550	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	1846	78500	SH		SOLE	
PERICOM SEMICONDUCTOR CORP COM	COM	713831105	820	76600	SH		SOLE	
PERRIGO CO	COM	714290103	741	12621	SH		SOLE	
PETROHAWK ENERGY CORP COM	COM	716495106	633	31200	SH		SOLE	
PHOENIX TECHNOLOGIES LTD COM	COM	719153108	478	148792	SH		SOLE	
PINNACLE ENTMT INC COM	COM	723456109	245	25200	SH		SOLE	
PLATO LEARNING INC COM	COM	72764Y100	1463	263087	SH		SOLE	
PREFORMED LINE PRODS CO COM	COM	740444104	297	7788	SH		SOLE	
PRIDE INTL INC COM	COM	74153Q102	719	23877	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	688	200000	SH		SOLE	
PRINCETON REVIEW INC COM	COM	742352107	132	37700	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	771	67000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	343	45000	SH		SOLE	
QLOGIC CORP COM	COM	747277101	831	40921	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	320	22000	SH		SOLE	
READING INTERNATIONAL INC CL B	COM	755408200	259	28200	SH		SOLE	
READING INTL INC CL A	COM	755408101	344	80500	SH		SOLE	
RGC RES INC COM	COM	74955L103	522	16700	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	1746	136205	SH		SOLE	
RPC INC. COMMON	COM	749660106	445	40000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	162	37415	SH		SOLE	
RUSH ENTERPRISES INC CL A	COM	781846209	355	26900	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	482	39200	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	494	138000	SH		SOLE	

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SCHAWK INC CL A	COM	806373106	366	20200	SH	SOLE
SCHIFF NUTRITION INTL INC COM	COM	806693107	1478	180665	SH	SOLE
SCRIPPS E W CO OHIO CL A	COM	811054402	1014	120000	SH	SOLE
SEALED AIR CORP NEW	COM	81211K100	223	10571	SH	SOLE
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	212	45000	SH	SOLE
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	338	18000	SH	SOLE
SILICON IMAGE INC COM	COM	82705T102	56	18400	SH	SOLE
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	254	50000	SH	SOLE
SJW CORP COM	COM	784305104	1050	41300	SH	SOLE
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SKYLINE CORP	COM	830830105	266	14300	SH		SOLE	
SL INDS INC COM	COM	784413106	1648	182100	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	2005	142000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1389	137500	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	2113	213000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	927	89600	SH		SOLE	
STEAK N SHAKE COMPANY COM NEW	COM	857873202	5559	14579	SH		SOLE	
STEC INC COM	COM	784774101	152	12700	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	180	28800	SH		SOLE	
STONERIDGE INC	COM	86183P102	2050	207300	SH		SOLE	
STRATEGIC DIAGNOSTICS INC COM	COM	862700101	406	213900	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	1782	87700	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	1312	81600	SH		SOLE	
SVB FINL GROUP COM	COM	78486Q101	739	15831	SH		SOLE	
SWS GROUP INC	COM	78503N107	655	56800	SH		SOLE	
SYCAMORE NETWORKS INC COM NEW	COM	871206405	318	15830	SH		SOLE	
SYMMETRICOM INC COM	COM	871543104	441	75650	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	1050	96100	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	682	135300	SH		SOLE	
TECHNITROL INC COM	COM	878555101	1243	235400	SH		SOLE	
TELEFLEX INC	COM	879369106	710	11082	SH		SOLE	
TENNANT CO	COM	880345103	1252	45724	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	946	40000	SH		SOLE	
TERADATA CORP DEL COM	COM	88076W103	596	20621	SH		SOLE	
TESCO CORP COM	COM	88157K101	792	67900	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	601	75500	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	698	14697	SH		SOLE	
TORO CO COM	COM	891092108	765	15567	SH		SOLE	
TRANS LUX CORP	COM	893247106	29	33000	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	2212	301000	SH		SOLE	
TREE COM INC COM	COM	894675107	92	10000	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	39	22300	SH		SOLE	
TTM TECHNOLOGIES INC COM	COM	87305R109	208	23404	SH		SOLE	
TWIN DISC INC COM	COM	901476101	1002	82000	SH		SOLE	
U S ENERGY CORP WYO COM	COM	911805109	121	20300	SH		SOLE	
ULTRA CLEAN HLDGS INC COM	COM	90385V107	1542	180825	SH		SOLE	
ULTRALIFE BATTERIES INC COM	COM	903899102	401	100000	SH		SOLE	
ULTRATECH INC COM	COM	904034105	687	50550	SH		SOLE	
UMPQUA HLDGS CORP COM	COM	904214103	184	13908	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	1008	79400	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	265	11600	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	241	15688	SH		SOLE	
VALSPAR CORP COM	COM	920355104	213	7217	SH		SOLE	
VARIAN SEMICONDUCTOR EQUIPTMCO	COM	922207105	423	12777	SH		SOLE	
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VASCULAR SOLUTIONS INC COM	COM	92231M109	500	55600	SH		SOLE	
VICOR CORP COM	COM	925815102	772	55900	SH		SOLE	
VISHAY INTERTECHNOLOGY INC	COM	928298108	462	45113	SH		SOLE	
WABASH NATL CORP COM	COM	929566107	3232	461000	SH		SOLE	
WABCO HLDGS INC COM	COM	92927K102	205	6835	SH		SOLE	
WASHINGTON TR BANCORP COM	COM	940610108	281	15093	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	188	10768	SH		SOLE	
WESTERN SIZZLIN CORP DEL COM N	COM	959542200	153	17000	SH		SOLE	
WESTFIELD FINANCIAL INC NEW CO	COM	96008P104	301	32750	SH		SOLE	
WET SEAL INC/THE-CLASS A	COM	961840105	304	63900	SH		SOLE	
WHITNEY HLDG CORP	COM	966612103	722	52339	SH		SOLE	
WHX CORP	COM	929248607	561	228800	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	60	17000	SH		SOLE	
WILLIAMS SONOMA INC COM	COM	969904101	763	29025	SH		SOLE	
WILSHIRE BANCORP INC COM	COM	97186T108	420	38100	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	587	53875	SH		SOLE	
WINNEBAGO INDS INC COM	COM	974637100	263	18000	SH		SOLE	
YORK WTR CO COM	COM	987184108	138	10000	SH		SOLE	
YOUBET COM INC COM	COM	987413101	2268	771300	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	549	19500	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	774	26149	SH		SOLE	
ZEP INC	COM	98944B108	2881	131650	SH		SOLE	
ZORAN CORP COM	COM	98975F101	799	74300	SH		SOLE	
ZYGO CORP COM	COM	989855101	892	96600	SH		SOLE	