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

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:42 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

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	968	470000	SH		SOLE	
3M CO.	COM	88579Y101	948	12000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	1184	80000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	12119	500976	SH		SOLE	
AAR CORP COM	COM	000361105	1256	75000	SH		SOLE	
AARON RENTS INC COM	COM	002535201	230	13500	SH		SOLE	
AARON'S INC	COM	002535300	7389	546935	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	4094	236924	SH		SOLE	
ABBOTT LABS	COM	002824100	5149	110060	SH		SOLE	
ABOVENET INC COM	COM	00374N107	1651	35000	SH		SOLE	
ABRAXIS BIOSCIENCE INC NEW COM	COM	00383Y102	297	4000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	810	162378	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	734	70000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	728	20020	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	2066	78170	SH		SOLE	
AES CORP COM	COM	00130H105	3922	424425	SH		SOLE	
AGL RES INC COM	COM	001204106	2876	80300	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	4512	74230	SH		SOLE	
AIR PRODS & CHEMS INC COM	COM	009158106	2320	35800	SH		SOLE	
AIRGAS INC COM	COM	009363102	933	15000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	1231	31000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	32208	1188930	SH		SOLE	
ALCOA INC COM	COM	013817101	12724	1264810	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	7113	48000	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	967	65000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	1008	3437	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	17340	838506	SH		SOLE	
ALLERGAN INC	COM	018490102	9902	169964	SH		SOLE	
ALLETE INC COM NEW	COM	018522300	1152	33650	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	6643	257100	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	847	26680	SH		SOLE	
AMAZON.COM INC	COM	023135106	355	3250	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	2755	58000	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	3669	230000	SH		SOLE	
AMERICAN DENTAL PARTNERS INC	COM	025353103	242	20000	SH		SOLE	
AMERICAN DG ENERGY INC COM	COM	025398108	1016	326600	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	242	7500	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	158769	3999229	SH		SOLE	
AMERICAN ITALIAN PASTA CO.	COM	027070101	5789	109500	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	1436	69700	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	2533	70107	SH		SOLE	

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AMETEK INC NEW COM	COM	031100100	107529	2678182	SH	SOLE
AMGEN INC	COM	031162100	539	10250	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	23339	1120447	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	6355	176100	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	3880	263060	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	798	323250	SH	SOLE
ANIXTER INTL INC COM	COM	035290105	256	6000	SH	SOLE
AOL INC COM	COM	00184X105	4838	232716	SH	SOLE
APACHE CORP	COM	037411105	1829	21722	SH	SOLE
APPLE INC	COM	037833100	7111	28270	SH	SOLE
APPLIED MATLS INC COM	COM	038222105	750	62390	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	2514	81780	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	41924	1623692	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	2447	80000	SH	SOLE
ARGON ST INC COM	COM	040149106	2195	64000	SH	SOLE
ARTHROCARE CORP COM	COM	043136100	13661	445700	SH	SOLE
ARTIO GLOBAL INVESTORS INC	COM	04315B107	2839	180400	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	30978	1226363	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	12661	272749	SH	SOLE
ASTEC INDS INC COM	COM	046224101	1192	43000	SH	SOLE
ASTRONICS CORP COM	COM	046433108	164	10000	SH	SOLE
ATS MED INC COM	COM	002083103	357	90000	SH	SOLE
AUTONATION INC	COM	05329W102	55709	2856877	SH	SOLE
AUTOZONE INC	COM	053332102	11207	58000	SH	SOLE
AVON PRODUCTS INC	COM	054303102	2019	76200	SH	SOLE
BADGER METER INC COM	COM	056525108	2853	73750	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	27000	748350	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1191	1009147	SH	SOLE
BANK OF AMERICA	COM	060505104	7544	525015	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	104967	4251399	SH	SOLE
BARNES GROUP INC COM	COM	067806109	1144	69790	SH	SOLE
BARNES & NOBLES	COM	067774109	993	77000	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	2207	48600	SH	SOLE
BAXTER INTL INC COM	COM	071813109	21245	522771	SH	SOLE
BCE INC	COM	05534B760	10385	354800	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	5820	1195028	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	2765	40885	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	4679	126200	SH	SOLE
BEL FUSE INC CL A	COM	077347201	1663	100153	SH	SOLE
BELDEN CDT INC	COM	077454106	2244	102000	SH	SOLE
BELL MICROPRODUCTS INC COM	COM	078137106	9004	1290000	SH	SOLE
BELO CORP	COM	080555105	3261	573121	SH	SOLE
BERKSHIRE HATHAWAY INC DEL CL	COM	084670702	10380	130250	SH	SOLE
BERKSHIRE HATHAWAY INC-CL A	COM	084670108	3600	30	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 08/02/10 10:42 A.M.						

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BEST BUY INC COM	COM	086516101	1178	34800	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	1564	119000	SH		SOLE	
BIGLARI HOLDINGS INC	COM	08986R101	27101	94461	SH		SOLE	
BIO RAD LABS INC CL A	COM	090572207	285	3300	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	585	12329	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	216	143000	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	20641	725000	SH		SOLE	
BLACKROCK INC CL A	COM	09247X101	561	3910	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	348	36400	SH		SOLE	

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BOEING CO	COM	097023105	41673	664118	SH	SOLE
BON-TON STORES INC COM	COM	09776J101	5075	520500	SH	SOLE
BORG WARNER INC	COM	099724106	48787	1306552	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	10266	152200	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	11579	1996300	SH	SOLE
BOWNE & CO INC COM	COM	103043105	7441	663200	SH	SOLE
BOYD GAMING CORP	COM	103304101	16338	1924350	SH	SOLE
BRINKS CO COM	COM	109696104	2588	136000	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	16921	678461	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	4624	80798	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	32763	562940	SH	SOLE
BRUNSWICK CORP	COM	117043109	534	43000	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	7532	377000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	251630	10480227	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	974	105000	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	1098	305073	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	8400	258304	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	30341	846808	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	3067	403577	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	848	140000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	497	130000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	10592	303500	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	17381	494048	SH	SOLE
CBS CORP CLASS A	COM	124857103	38093	2934754	SH	SOLE
CBS CORP NEW CL B	COM	124857202	9440	730061	SH	SOLE
CELGENE CORP	COM	151020104	808	15890	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	298	9441	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	1530	77500	SH	SOLE
CENTURYLINK, INC.	COM	156700106	9558	286949	SH	SOLE
CEPHALON INC COM	COM	156708109	868	15300	SH	SOLE
CEPHEID COM	COM	15670R107	4069	254000	SH	SOLE
CH ENERGY GROUP, INC.	COM	12541M102	29632	755141	SH	SOLE
CHEESECAKE FACTORY INC	COM	163072101	1990	89400	SH	SOLE
CHEMED CORPORATION	COM	16359R103	40761	745985	SH	SOLE
CHESAPEAKE ENERGY CORP COM	COM	165167107	1755	83780	SH	SOLE
PORTVUE-SEC13F.LNP						
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RUN DATE: 08/02/10 10:42 A.M.						

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CHESAPEAKE UTILS CORP COM	COM	165303108	1429	45501	SH		SOLE	
CHEVRON CORP	COM	166764100	13779	203052	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	2866	58000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	17579	280330	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	21804	664742	SH		SOLE	
CINCINNATI BELL	COM	171871106	26985	8965259	SH		SOLE	
CINEDIGM DIGITAL CINEMA CORPOR	COM	172407108	39	30000	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	36392	1422663	SH		SOLE	
CISCO SYS INC	COM	17275R102	4393	206155	SH		SOLE	
CITIGROUP INC.	COM	172967101	1395	370900	SH		SOLE	
CKE RESTAURANTS INC COM	COM	12561E105	6697	534500	SH		SOLE	
CLARCOR INC	COM	179895107	71774	2020677	SH		SOLE	
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	15671	1805400	SH		SOLE	
CLEARWIRE CORP-CLASS A	COM	18538Q105	1321	181402	SH		SOLE	
CME GROUP INC COM	COM	12572Q105	2266	8050	SH		SOLE	
CMS ENERGY CORP COM	COM	125896100	1526	104175	SH		SOLE	
CNA SURETY CORP COM	COM	12612L108	15908	989900	SH		SOLE	
CNH GLOBAL NV COM	COM	N20935206	78457	3463880	SH		SOLE	
COACH INC	COM	189754104	298	8158	SH		SOLE	

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COBALT INTL ENERGY INC COM	COM	19075F106	224	30000	SH	SOLE
COCA COLA CO	COM	191216100	92124	1838063	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	13289	513900	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	12388	597300	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	3659	1089000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	2213	28100	SH	SOLE
COLLECTIVE BRANDS INC COM	COM	19421W100	205	13000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	1129	68725	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	2206	127013	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	3101	297637	SH	SOLE
CONAGRA INC	COM	205887102	956	41000	SH	SOLE
CONMED CORP COM	COM	207410101	1839	98700	SH	SOLE
CONOCOPHILLIPS COM	COM	20825C104	11090	225907	SH	SOLE
CONSTELLATION BRANDS COM	COM	21036P108	9924	635365	SH	SOLE
CONSTELLATION ENERGY GROUP ICO	COM	210371100	5215	161706	SH	SOLE
CONTINUACARE CORP COM	COM	212172100	268	80000	SH	SOLE
COOPER COS INC COM NEW	COM	216648402	5571	140000	SH	SOLE
COOPER INDUSTRIES PLC SHS	COM	G24140108	51333	1166657	SH	SOLE
COPART INC COM	COM	217204106	1629	45500	SH	SOLE
CORE MOLDING TECH COM	COM	218683100	2345	430300	SH	SOLE
CORINTHIAN COLLEGES INC COM	COM	218868107	2256	229000	SH	SOLE
CORN PRODS INTL INC COM	COM	219023108	30445	1004801	SH	SOLE
CORNING INC	COM	219350105	8420	521356	SH	SOLE
COSTCO WHSL CORP NEW COM	COM	22160K105	6628	120891	SH	SOLE
COVANTA HOLDING CORP	COM	22282E102	4031	243000	SH	SOLE

PORTVUE-SEC13F.LNP

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COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	6336	157700	SH		SOLE	
CRANE CO	COM	224399105	112666	3729433	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	245	9800	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	514	291789	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	6782	370200	SH		SOLE	
CTS CORP	COM	126501105	32551	3522883	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	784	12045	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	70865	2440266	SH		SOLE	
CUTERA INC COM	COM	232109108	3813	414000	SH		SOLE	
CVS/CAREMARK CORP	COM	126650100	32239	1099541	SH		SOLE	
CYBERSOURCE CORP	COM	23251J106	88500	3466500	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	172	16000	SH		SOLE	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	4207	419000	SH		SOLE	
CYTEC INDS INC COM	COM	232820100	240	6000	SH		SOLE	
C&D TECHNOLOGIES INC COM	COM	124661109	10	11290	SH		SOLE	
DAIMLER AG-REGISTERED SHARES	COM	D1668R123	1254	24800	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	14929	1492900	SH		SOLE	
DEAN FOODS (B:DF)	COM	242370104	3228	320600	SH		SOLE	
DEERE & CO.	COM	244199105	105516	1895037	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	28224	1961350	SH		SOLE	
DENNYS CORP COM	COM	24869P104	1552	597000	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	8055	269300	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	3240	57700	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	6415	538649	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	13503	221658	SH		SOLE	
DEXCOM INC COM	COM	252131107	936	81000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	37373	595682	SH		SOLE	
DIAMOND FOODS INC COM	COM	252603105	288	7000	SH		SOLE	
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	995	16000	SH		SOLE	

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DIEBOLD INC COM	COM	253651103	107240	3935405	SH	SOLE
DIRECTV-CLASS A	COM	25490A101	253862	7484131	SH	SOLE
DISCOVER FINANCIAL	COM	254709108	2695	192768	SH	SOLE
DISCOVERY COMMS NEW SER A	COM	25470F104	36185	1013300	SH	SOLE
DISCOVERY COMMS NEW SER C	COM	25470F302	29473	952887	SH	SOLE
DISH NETWORK CORPORATION	COM	25470M109	43233	2381960	SH	SOLE
DISNEY WALT PRODTNS	COM	254687106	7104	225513	SH	SOLE
DOMINION RES INC VA NEW COM	COM	25746U109	5261	135800	SH	SOLE
DONALDSON INC	COM	257651109	58750	1377500	SH	SOLE
DOUBLE-TAKE SOFTWARE INC COM	COM	258598101	2921	278500	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	509	175965	SH	SOLE
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1550	851900	SH	SOLE
DOW CHEMICAL CORP	COM	260543103	303	12780	SH	SOLE
DPL INC COM	COM	233293109	11341	474512	SH	SOLE
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	103051	2756113	SH	SOLE
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DU PONT E I DE NEMOURS CO	COM	263534109	3960	114490	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	442	35000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	3741	233838	SH		SOLE	
DYNCORP INTL INC CL A	COM	26817C101	12043	687400	SH		SOLE	
E M C CORP MASS COM	COM	268648102	1325	72400	SH		SOLE	
EASTMAN KODAK	COM	277461109	2137	492500	SH		SOLE	
EATON CORP	COM	278058102	1486	22705	SH		SOLE	
EATON VANCE CORP COM	COM	278265103	773	28000	SH		SOLE	
EBAY INC	COM	278642103	529	27000	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	7839	410856	SH		SOLE	
ECOLAB INC	COM	278865100	46395	1033056	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	3083	1063210	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	24062	2165805	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	40190	2076994	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	1743	121068	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	160	11000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	1611	36866	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	198	90000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	1349	147000	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	47	14000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	61672	1226579	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	398	100170	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	1254	12745	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	6302	513639	SH		SOLE	
EV3 INC COM	COM	26928A200	11967	534000	SH		SOLE	
EXACTECH INC COM	COM	30064E109	9821	574994	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	13184	231022	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	282	107000	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	14254	1094750	SH		SOLE	
FERRO CORP	COM	315405100	46491	6308165	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	234	35686	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	1133	32151	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	31760	1886002	SH		SOLE	
FLIR SYS INC COM	COM	302445101	625	21490	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	29654	1213846	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	123289	1453875	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	2651	216800	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	11702	271200	SH		SOLE	
FORD CAP TRUST 6.5% 01/15/32	CONVERTIBLE PREF	345395206	2472	56100	SH		SOLE	

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FORD MTR CO DEL COM PAR \$0.01 COM 345370860 5731 568522 SH SOLE  
 FORTUNE BRANDS INC COM 349631101 57006 1454981 SH SOLE  
 FRANKLIN ELEC INC COM 353514102 5845 202800 SH SOLE  
 FRANKLIN RES INC COM 354613101 793 9200 SH SOLE  
 FREEPORT MCMORAN COPPER&GOLD C COM 35671D857 16279 275316 SH SOLE  
 PORTVUE-SEC13F.LNP GAMCO ASSET MGT. INC.  
 RUN DATE: 08/02/10 10:42 A.M.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	2	15000	SH		SOLE	
FULLER H B CO COM	COM	359694106	9131	480850	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	6460	1627110	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	6866	1220333	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	25029	2085741	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	2987	665229	SH		SOLE	
GABELLI GLB GLD NAT RES & INCO	MUTUAL FUNDS	36244N109	162	10308	SH		SOLE	
GABELLI GBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	2841	429155	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	16927	1285234	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME	MUTUAL FUNDS	36242L105	3153	171491	SH		SOLE	
GABELLI HLTHCARE & WELLNESS	MUTUAL FUNDS	36246K103	475	77181	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	2024	253657	SH		SOLE	
GARDNER DENVER INC	COM	365558105	1427	32000	SH		SOLE	
GATX CORP	COM	361448103	89017	3336451	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	89455	4049561	SH		SOLE	
GENCORP INC	COM	368682100	20392	4655684	SH		SOLE	
GENERAL ELEC CO	COM	369604103	21235	1472609	SH		SOLE	
GENERAL MILLS INC	COM	370334104	105915	2981838	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2298	120000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	92878	2354326	SH		SOLE	
GENZYME CORP	COM	372917104	1536	30250	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	7128	1332363	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	1352	39450	SH		SOLE	
GLG PARTNERS INC COM	COM	37929X107	876	200000	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	1788	228016	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	827	6300	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	6997	15726	SH		SOLE	
GORMAN RUPP CO	COM	383082104	8785	350716	SH		SOLE	
GRACO INC COM	COM	384109104	7018	248950	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	85163	5825126	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	3333	1382908	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	110	45500	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	11665	2991000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	32308	1898256	SH		SOLE	
GREATBATCH INC	COM	39153L106	3213	144000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	1456	130000	SH		SOLE	
GREIF INC CL A	COM	397624107	60245	1084708	SH		SOLE	
GREIF INC CL B	COM	397624206	374	7100	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	24352	958743	SH		SOLE	
GRIFFON CORP COM	COM	398433102	59736	5401040	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	36892	2119018	SH		SOLE	
GSE SYS INC COM	COM	36227K106	202	49869	SH		SOLE	
GYRODYNE CO AMER INC COM	COM	403820103	282	6000	SH		SOLE	
H R BLOCK INC	COM	093671105	1803	114909	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
RUN DATE: 08/02/10 10:42 A.M.								

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

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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
HAIN CELESTIAL GROUP INC	COM	405217100	3469	172000	SH		SOLE	
HALLIBURTON COMPANY	COM	406216101	28383	1156145	SH		SOLE	
HANESBRANDS INC COM	COM	410345102	2119	88062	SH		SOLE	
HARLEY DAVIDSON INC	COM	412822108	276	12400	SH		SOLE	
HARMAN INTL INDS INC NEW COM	COM	413086109	5829	195000	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	549	24100	SH		SOLE	
HAWK CORP CL A	COM	420089104	27418	1077320	SH		SOLE	
HAWKINS INC COM	COM	420261109	5853	243070	SH		SOLE	
HEALTHTRONICS INC COM	COM	42222L107	116	24100	SH		SOLE	
HEELYS INC COM	COM	42279M107	44	18000	SH		SOLE	
HEICO CORP NEW COM	COM	422806109	1266	35250	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	46316	1071636	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	38181	2677458	SH		SOLE	
HERSHEY COMPANY (THE)	COM	427866108	41838	872891	SH		SOLE	
HESKA CORP COM NEW RESTRICTED	COM	42805E207	89	144000	SH		SOLE	
HESS CORP	COM	42809H107	4722	93797	SH		SOLE	
HEWLETT PACKARD CO	COM	428236103	725	16748	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	388	57525	SH		SOLE	
HOME DEPOT INC	COM	437076102	7032	250525	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	108470	2779142	SH		SOLE	
HSN INC COM	COM	404303109	1847	76955	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	295	24045	SH		SOLE	
HUDSON VALLEY HOLDING CORP COM	COM	444172100	694	30000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	8670	1000000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	4045	184132	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	740	23000	SH		SOLE	
IDEX CORP	COM	45167R104	50119	1754238	SH		SOLE	
IMAX CORP COM	COM	45245E109	682	46700	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	458	13280	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	18228	1211189	SH		SOLE	
INNERWORKINGS INC COM	COM	45773Y105	68	10000	SH		SOLE	
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	66	15000	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	1710	83500	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	237	5425	SH		SOLE	
INTEL CORP	COM	458140100	9719	499708	SH		SOLE	
INTERACTIVE DATA CORP COM	COM	45840J107	9547	286000	SH		SOLE	
INTERMEC INC	COM	458786100	56331	5495690	SH		SOLE	
INTERNATIONAL BUSINESS	COM	459200101	12002	97195	SH		SOLE	
INTERNATIONAL GAME TECH	COM	459902102	18360	1169402	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	763	41000	SH		SOLE	
INTERNATIONAL SPEEDWAY A	COM	460335201	618	24000	SH		SOLE	
INTERPUBLIC GROUP COS INC	COM	460690100	10228	1434500	SH		SOLE	
INTERVAL LEISURE GROUP INC COM	COM	46113M108	576	46235	SH		SOLE	
INTL FLAVORS & FRAGRANCES	COM	459506101	46939	1106540	SH		SOLE	

GAMCO ASSET MGT. INC.

RUN DATE: 08/02/10 10:42 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
INTRICON CORP COM	COM	46121H109	240	47000	SH		SOLE	
INVERNESS MED INNOVATIONS INCO	COM	46126P106	627	23500	SH		SOLE	
IRIS INTL INC COM	COM	46270W105	5100	502995	SH		SOLE	
ITT INDUSTRIES	COM	450911102	82203	1829986	SH		SOLE	
J & J SNACK FOODS CORP	COM	466032109	2160	51300	SH		SOLE	
J.P. MORGAN CHASE & CO	COM	46625H100	40370	1102711	SH		SOLE	
JANUS CAP GROUP INC COM	COM	47102X105	36845	4149200	SH		SOLE	

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JAVELIN PHARMACEUTICALS INC CO	COM	471894105	1008	458000	SH	SOLE
JOHNSON CONTROLS	COM	478366107	20928	778876	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	21185	358700	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	20166	5079708	SH	SOLE
JOY GLOBAL INC COM	COM	481165108	789	15750	SH	SOLE
KAMAN CORP	COM	483548103	57435	2596539	SH	SOLE
KAR AUCTION SVCS INC COM	COM	48238T109	1856	150000	SH	SOLE
KELLOGG CO	COM	487836108	3815	75850	SH	SOLE
KENSEY NASH CORP COM	COM	490057106	2219	93600	SH	SOLE
KEY ENERGY SVCS INC COM	COM	492914106	826	90000	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	26119	430787	SH	SOLE
KINETIC CONCEPTS INC COM NEW	COM	49460W208	1168	32000	SH	SOLE
KINROSS GOLD CORP COM NO PAR	COM	496902404	561	32800	SH	SOLE
KRAFT FOODS INC CL A COM	COM	50075N104	77048	2751713	SH	SOLE
LAKES ENTERTAINMENT INC COM	COM	51206P109	145	95000	SH	SOLE
LANDAUER INC	COM	51476K103	4366	71720	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	54374	2455900	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	8846	364500	SH	SOLE
LEAR CORP COM NEW	COM	521865204	2021	30525	SH	SOLE
LEGG MASON INC COM	COM	524901105	91931	3279731	SH	SOLE
LGL GROUP INC	COM	50186A108	414	36792	SH	SOLE
LIBERTY GLOBAL INC COM SER A	COM	530555101	33384	1284501	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	22253	856202	SH	SOLE
LIBERTY MEDIA CORP NEW LIB STA	COM	53071M708	22722	438308	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	18672	1778240	SH	SOLE
LIBERTY MEDIA-CAP SER A	COM	53071M302	52391	1250091	SH	SOLE
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3532	74758	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	2683	275505	SH	SOLE
LILLY, ELI AND COMPANY	COM	532457108	5385	160748	SH	SOLE
LIN TV CORP CL A	COM	532774106	21541	3981614	SH	SOLE
LINCOLN ELEC HLDGS INC COM	COM	533900106	1581	31000	SH	SOLE
LINDSAY CORP	COM	535555106	3315	104600	SH	SOLE
LITTELFUSE INC	COM	537008104	3951	125000	SH	SOLE
LIVE NATION INC	COM	538034109	166	15842	SH	SOLE
LOCKHEED MARTIN CORP COM	COM	539830109	1472	19752	SH	SOLE
LOEWS CORP	COM	540424108	476	14300	SH	SOLE
LOWES COS INC COM	COM	548661107	347	17015	SH	SOLE

GAMCO ASSET MGT. INC.

PORTVUE-SEC13F.LNP  
RUN DATE: 08/02/10 10:42 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

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LSI LOGIC CORP COM	COM	502161102	829	180218	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	14988	384400	SH		SOLE	
M & T BK CORP COM	COM	55261F104	12726	149800	SH		SOLE	
MACQUARIE INFRASTRUCTURE COMPA	COM	55608B105	870	68000	SH		SOLE	
MACY'S INC	COM	55616P104	21231	1186105	SH		SOLE	
MADISON SQUARE GARDEN A	COM	55826P100	58289	2963365	SH		SOLE	
MAGNETEK INC COM	COM	559424106	1170	1271773	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	4763	107500	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	402	12919	SH		SOLE	
MARCUS CORP COM	COM	566330106	1769	187000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	4055	716412	SH		SOLE	
MARINER ENERGY INC COM	COM	56845T305	1339	62320	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	1833	81300	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	1697	345000	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	8550	42850	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	466	101200	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	694	23700	SH		SOLE	



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MCCORMICK & CO INC COM VTG	COM	579780107	381	10000	SH	SOLE
MCGRAW HILL COMPANIES, INC.	COM	580645109	4791	170250	SH	SOLE
MCKESSON HBOC INC.	COM	58155Q103	302	4500	SH	SOLE
MEAD JOHNSON	COM	582839106	14241	284141	SH	SOLE
MEDALLION FINANCIAL CORP	COM	583928106	1369	207400	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	40759	4176143	SH	SOLE
MEDICAL NUTRITION USA INC COM	COM	58461X107	40	10000	SH	SOLE
MEDTRONIC INC COM	COM	585055106	472	13000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	1823	206000	SH	SOLE
MERCK & COMPANY	COM	58933Y105	6036	172602	SH	SOLE
MEREDITH CORP	COM	589433101	9476	304413	SH	SOLE
MET PRO CORP COM	COM	590876306	1038	96500	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	1705	175000	SH	SOLE
MF GLOBAL HLDGS LTD COM	COM	55277J108	143	25000	SH	SOLE
MGM RESORTS INTERNATIONAL	COM	552953101	9825	1019160	SH	SOLE
MICROSOFT CORP	COM	594918104	13734	596882	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	5405	260000	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	17047	2222517	SH	SOLE
MIDDLESEX WTR CO COM	COM	596680108	1934	122041	SH	SOLE
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	55014	678594	SH	SOLE
MILLIPORE CORP	COM	601073109	261066	2447880	SH	SOLE
MIRANT CORP NEW COM	COM	60467R100	131	12370	SH	SOLE
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	1	12446	SH	SOLE
MODINE MFG CO	COM	607828100	21123	2750422	SH	SOLE
MONRO MUFFLER BRAKE INC	COM	610236101	1739	44000	SH	SOLE
MONSANTO CO NEW COM	COM	61166W101	6636	143578	SH	SOLE
MONSTER WORLDWIDE INC COM	COM	611742107	641	55000	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 08/02/10 10:42 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

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MOOG INC CL A	COM	615394202	4154	128885	SH		SOLE	
MOOG INC CL B	COM	615394301	1043	32200	SH		SOLE	
MORGAN STANLEY	COM	617446448	29183	1257355	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	538	87400	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	714	18320	SH		SOLE	
MOSY INC	COM	619718109	88	20000	SH		SOLE	
MOTOROLA INC	COM	620076109	250	38300	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	1112	104100	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	319	85854	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	878	17710	SH		SOLE	
MVC CAP COM	COM	553829102	979	75750	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	4252	84600	SH		SOLE	
MYERS INDS INC	COM	628464109	19518	2412575	SH		SOLE	
MYLAN LABS INC COM	COM	628530107	342	20085	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	4885	579500	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	2269	146000	SH		SOLE	
NATIONAL DENTEX CORP COM	COM	63563H109	1747	103700	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	103633	2258788	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	771	8300	SH		SOLE	
NATIONAL-OILWELL INC COM	COM	637071101	473	14300	SH		SOLE	
NAVISTAR INTL CORP 3% 10/15/20	CONVERTIBLE BOND	63934EAL2	312	260000	PRN		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	114253	2322212	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	31664	2612570	SH		SOLE	
NEOGEN CORP COM	COM	640491106	261	10000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	6235	556200	SH		SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	151	13178	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	609	39886	SH		SOLE	

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NEWMARKET CORP COM	COM	651587107	4803	55000	SH	SOLE
NEWMONT MINING CORP HOLDING CO	COM	651639106	19525	316240	SH	SOLE
NEWS CORP CL A	COM	65248E104	90560	7571874	SH	SOLE
NEXTERA ENERGY INC COM	COM	65339F101	19663	403254	SH	SOLE
NICOR INC COM	COM	654086107	2052	50663	SH	SOLE
NIKE INC CL B	COM	654106103	556	8230	SH	SOLE
NISOURCE INC	COM	65473P105	325	22400	SH	SOLE
NOBILITY HOMES INC COM	COM	654892108	1867	207444	SH	SOLE
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	1042	33720	SH	SOLE
NORDSON CORP COM	COM	655663102	1122	20000	SH	SOLE
NORTHEAST UTILS COM	COM	664397106	24305	953877	SH	SOLE
NORTHERN TRUST CORP	COM	665859104	7570	162105	SH	SOLE
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	1231	22609	SH	SOLE
NORTHWESTERN CORP COM NEW	COM	668074305	9332	356200	SH	SOLE
NOVELL INC	COM	670006105	284	50000	SH	SOLE
NOVO-NORDISK A S ADR	COM	670100205	503	6205	SH	SOLE
NRG ENERGY INC COM NEW	COM	629377508	341	16100	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 08/02/10 10:42 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

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NSTAR COM	COM	67019E107	31416	897592	SH		SOLE	
NUTRI SYS INC NEW COM	COM	67069D108	803	35000	SH		SOLE	
NUVASIVE INC COM	COM	670704105	319	9000	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	2878	104152	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	74252	1561222	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	7286	94439	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	15544	346200	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	17464	653600	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	12572	547800	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	1085	60000	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	22698	2906250	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	9596	221868	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	34	15000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	4015	542500	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	2405	85000	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	3681	114850	SH		SOLE	
OTTER TAIL CORPORATION COM	COM	689648103	3711	192000	SH		SOLE	
OWENS & MINOR INC NEW COM	COM	690732102	3418	120450	SH		SOLE	
PACCAR INC	COM	693718108	8888	222913	SH		SOLE	
PACTIV CORP COM	COM	695257105	3640	130700	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	2752	495000	SH		SOLE	
PALM INC NEW COM	COM	696643105	3442	604900	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	1222	109200	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	14441	591600	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	14866	1033102	SH		SOLE	
PATTERSON COMPANIES INC	COM	703395103	13250	464407	SH		SOLE	
PEABODY ENERGY CORP COM	COM	704549104	376	9600	SH		SOLE	
PENFORD CORP COM	COM	707051108	130	20000	SH		SOLE	
PENN NATIONAL GAMING INC COM	COM	707569109	2541	110000	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	7403	334086	SH		SOLE	
PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	6001	528300	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	6999	790000	SH		SOLE	
PEPSICO INC	COM	713448108	25629	420497	SH		SOLE	
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	1157	33700	SH		SOLE	
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	977	32769	SH		SOLE	
PETROQUEST ENERGY INC COM	COM	716748108	149	22000	SH		SOLE	
PFIZER INC	COM	717081103	12014	842475	SH		SOLE	

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PHASE FORWARD INC COM	COM	71721R406	21784	1306000	SH	SOLE
PIEDMONT NAT GAS INC COM	COM	720186105	304	12000	SH	SOLE
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	141	22000	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	10079	1065400	SH	SOLE
PLANTRONICS	COM	727493108	1287	45000	SH	SOLE
PNC FINANCIAL CORP	COM	693475105	3836	67900	SH	SOLE
PNM RES INC	COM	69349H107	41556	3717000	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 08/02/10 10:42 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
POLO RALPH LAUREN CORP	COM	731572103	483	6615	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1260	127000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	1653	19168	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	129718	1260378	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	454	154794	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	25293	421693	SH		SOLE	
PROSHARES TR PSHS ULSH1000	ETF/ISHARE - EQU	74347R461	465	12000	SH		SOLE	
PROSHARES TR ULTRASHT DOW30	MUTUAL FUNDS	74347R867	248	8000	SH		SOLE	
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	837	23600	SH		SOLE	
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	908	20800	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1550	127450	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1227	58000	SH		SOLE	
PSYCHIATRIC SOLUTIONS INC COM	COM	74439H108	1718	52500	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	102	16000	SH		SOLE	
QUALCOMM INC COM	COM	747525103	2527	76950	SH		SOLE	
QUEST DIAGNOSTICS INC COM	COM	74834L100	398	8000	SH		SOLE	
QUESTAR CORP COM	COM	748356102	3548	78000	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	2275	179300	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	530	101000	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	4614	84200	SH		SOLE	
RCN CORP COM NEW	COM	749361200	10666	720200	SH		SOLE	
READING INTL INC CL A	COM	755408101	48	12000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	50192	1688274	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	1362	27645	SH		SOLE	
REVLON INC CL A	COM	761525609	246	22000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	1524	34944	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	7109	327000	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	3809	403114	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	41260	840504	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	721	13570	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	2496	110000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	24263	740627	SH		SOLE	
ROLLINS INC	COM	775711104	59451	2873424	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	194	260000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	3853	68850	SH		SOLE	
ROWAN COS INC	COM	779382100	19603	893500	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	1513	30126	SH		SOLE	
RPC INC. COMMON	COM	749660106	79516	5825352	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	474	161700	SH		SOLE	
RUBIOS RESTAURANTS INC COM	COM	78116B102	263	31000	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	6012	516021	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	2884	146700	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	3948	1064213	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	13278	1619320	SH		SOLE	
PORTVUE-SEC13F.LNP							GAMCO ASSET MGT. INC.	
RUN DATE: 08/02/10 10:42 A.M.								

FORM 13F INFORMATION TABLE

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AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SANDISK CORP COM	COM	80004C101	252	6000	SH		SOLE	
SARA LEE CORP COM	COM	803111103	30082	2133468	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	17908	326201	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	15321	2151805	SH		SOLE	
SCHLUMBERGER	COM	806857108	1440	26029	SH		SOLE	
SCHWAB CHARLES CORP NEW	COM	808513105	1292	91140	SH		SOLE	
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1867	37000	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	4785	643966	SH		SOLE	
SCRIPPS NETWORKS INTERAC	COM	811065101	61812	1532265	SH		SOLE	
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	60	125000	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	395	130000	SH		SOLE	
SECTOR SPDR TR SHS BEN INT-FIN	MUTUAL FUNDS	81369Y605	1395	101000	SH		SOLE	
SENORX INC COM	COM	81724W104	6194	564085	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	48117	1855634	SH		SOLE	
SIEMENS AG SPONSORED ADR	COM	826197501	1364	15240	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	6679	1145592	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	646	680800	SH		SOLE	
SJW CORP COM	COM	784305104	8753	373441	SH		SOLE	
SKYLINE CORP	COM	830830105	11977	665000	SH		SOLE	
SL INDS INC COM	COM	784413106	16881	1406730	SH		SOLE	
SLM CORP COM	COM	78442P106	7669	738100	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	654	160000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	723	15000	SH		SOLE	
SMITH INTL INC COM	COM	832110100	1261	33500	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	1306	21680	SH		SOLE	
SOMANETICS CORP COM NEW	COM	834445405	1829	73300	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	7253	515508	SH		SOLE	
SONICWALL INC COM	COM	835470105	4044	344200	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	2896	95000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	125	15000	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	258	6000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	3402	155642	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	49634	1682524	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	231	22000	SH		SOLE	
SOUTHWESTERN ENERGY CO COM	COM	845467109	2353	60905	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	1218	290000	SH		SOLE	
SPDR GOLD TRUST GOLD SHS	COM	78463V107	827	6800	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	5920	294973	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	57865	13647371	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	3330	92265	SH		SOLE	
ST. JOE COMPANY	COM	790148100	266	11500	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	636	62000	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	13917	1724475	SH		SOLE	
STANDEX INTL CORP	COM	854231107	3017	119000	SH		SOLE	
PORTVUE-SEC13F.LNP								

GAMCO ASSET MGT. INC.

RUN DATE: 08/02/10 10:42 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
STANLEY INC COM	COM	854532108	6224	166500	SH		SOLE	
STAPLES INC	COM	855030102	191	10000	SH		SOLE	
STARBUCKS CORP COM	COM	855244109	693	28500	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	1237	129800	SH		SOLE	
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	2610	63000	SH		SOLE	

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STATE STREET CORP	COM	857477103	2563	75780	SH	SOLE
STATOIL ASA SPONSORED ADR	COM	85771P102	393	20500	SH	SOLE
STERLING BANCORP COM	COM	859158107	7429	825495	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	1082	200000	SH	SOLE
STONERIDGE INC	COM	86183P102	2713	357500	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	4375	197949	SH	SOLE
STRYKER CORP	COM	863667101	992	19809	SH	SOLE
SUNCOR ENERGY INC	COM	867224107	203	6900	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	7760	577400	SH	SOLE
SUPERVALU INC COMMON	COM	868536103	286	26395	SH	SOLE
SURMODICS INC COM	COM	868873100	264	16100	SH	SOLE
SWS GROUP INC	COM	78503N107	9729	1024100	SH	SOLE
SYBASE INC COM	COM	871130100	101859	1575300	SH	SOLE
SYCAMORE NETWORKS INC COM NEW	COM	871206405	2323	139750	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	308	30000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	594	12950	SH	SOLE
SYSCO CORPORATION	COM	871829107	2574	90079	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	6173	139069	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	12291	1365695	SH	SOLE
TALBOTS INC WARRANTS	WARRANT AND RIGH	874161110	721	330566	SH	SOLE
TALECRIS BIOTHERAPEUTICS	COM	874227101	528	25000	SH	SOLE
TARGET CORP COM	COM	87612E106	467	9500	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	2315	448619	SH	SOLE
TECO ENERGY INC COM	COM	872375100	1972	130856	SH	SOLE
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	888	16000	SH	SOLE
TELEPHONE & DATA SYS INC SPL C	COM	879433860	50890	1917497	SH	SOLE
TELEPHONE & DATA SYSTEM INC.	COM	879433100	100107	3294088	SH	SOLE
TENARIS S A SPONSORED ADR	COM	88031M109	1211	35000	SH	SOLE
TENNANT CO	COM	880345103	17772	525490	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	21513	1021525	SH	SOLE
TEREX CORP NEW COM	COM	880779103	2024	108000	SH	SOLE
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	1074	20655	SH	SOLE
TEXAS INDS INC COM	COM	882491103	3318	112320	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	15923	683965	SH	SOLE
TEXTRON INC	COM	883203101	18757	1105300	SH	SOLE
THE SCOTTS MIRACLE GRO CO	COM	810186106	4130	93000	SH	SOLE
THERMADYNE HLDGS CORP NEW COM	COM	883435307	728	67300	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	2158	44000	SH	SOLE
THOMAS & BETTS CORP	COM	884315102	82869	2388143	SH	SOLE
PORTVUE-SEC13F.LNP						
						GAMCO ASSET MGT. INC.
RUN DATE: 08/02/10 10:42 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
TIFFANY & CO NEW COM	COM	886547108	864	22780	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	12178	233831	SH		SOLE	
TIME WARNER INC COM	COM	887317303	96153	3325949	SH		SOLE	
TIVO INC	COM	888706108	5159	699000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	30077	1271737	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	11920	195500	SH		SOLE	
TRANS LUX CORP	COM	893247106	70	119100	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	881	120700	SH		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	6291	135790	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	610	12387	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	41124	2519826	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	838	590000	SH		SOLE	
TRIMBLE NAV LTD COM	COM	896239100	476	17000	SH		SOLE	
TWIN DISC INC COM	COM	901476101	341	30000	SH		SOLE	
TYCO ELECTRONICS LTD	COM	H8912P106	7198	283604	SH		SOLE	

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TYCO INTERNATIONAL LTD SHS	COM	H89128104	33692	956355	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	4964	319870	SH	SOLE
U S BANCORP	COM	902973304	498	22300	SH	SOLE
ULTRA PETROLEUM CORP COM	COM	903914109	2067	46710	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	694	126000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	6069	201094	SH	SOLE
UNITED GUARDIAN INC COM	COM	910571108	2244	189726	SH	SOLE
UNITED NAT FOODS INC COM	COM	911163103	2480	83000	SH	SOLE
UNITED RENTALS INC COM	COM	911363109	746	80000	SH	SOLE
UNITED STATES CELLULAR CORP	COM	911684108	123162	2992998	SH	SOLE
UNITED TECHNOLOGIES CORP	COM	913017109	3442	53034	SH	SOLE
UNITEDHEALTH GROUP INC COM	COM	91324P102	14669	516500	SH	SOLE
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	5220	220800	SH	SOLE
VALLEY NATL BANCORP COM	COM	919794107	501	36750	SH	SOLE
VALMONT INDS INC	COM	920253101	734	10100	SH	SOLE
VALUECLICK INC COM	COM	92046N102	4026	376600	SH	SOLE
VANGUARD SCOTTSDALE FDS SHRT-T	ETF/ISHARE - EQU	92206C409	251	3280	SH	SOLE
VARIAN MED SYS INC COM	COM	92220P105	694	13268	SH	SOLE
VASCULAR SOLUTIONS INC COM	COM	92231M109	5325	425971	SH	SOLE
VERISIGN INC COM	COM	92343E102	215	8091	SH	SOLE
VERIZON COMMUNICATIONS	COM	92343V104	17252	615709	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	137121	3845222	SH	SOLE
VIACOM INC NEW CL B	COM	92553P201	13529	431256	SH	SOLE
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	3501	133387	SH	SOLE
VIMPELCOM LTD-SPON ADR-W/I	COM	92719A106	6917	427500	SH	SOLE
VIRAGE LOGIC CORP COM	COM	92763R104	262	22000	SH	SOLE
VIRTUAL RADIOLOGIC CORPORATIO	COM	92826B104	1870	109000	SH	SOLE
VISA INC-CLASS A SHRS	COM	92826C839	4248	60042	SH	SOLE
VODAFONE GROUP PLC-ADR	COM	92857W209	864	41808	SH	SOLE
PORTVUE-SEC13F.LNP						GAMCO ASSET MGT. INC.
RUN DATE: 08/02/10 10:42 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
W D 40 COMPANY	COM	929236107	1336	40000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	18316	837100	SH		SOLE	
WAL MART STORES INC	COM	931142103	12026	250175	SH		SOLE	
WALGREEN COMPANY	COM	931422109	13271	497052	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	185	38000	SH		SOLE	
WASTE CONNECTIONS INC COM	COM	941053100	523	15000	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	44313	1416207	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	665	57000	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	1623	40000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	74187	2588511	SH		SOLE	
WCA WASTE CORP COM	COM	92926K103	446	100000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	26678	2030300	SH		SOLE	
WEIS MKTS INC	COM	948849104	2666	81000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	32982	1288361	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	481	120310	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	52304	2420373	SH		SOLE	
WESTWOOD HLDGS GROUP INC COM	COM	961765104	32960	937700	SH		SOLE	
WHX CORP	COM	929248607	2120	497547	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	2520	227200	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	1186	112326	SH		SOLE	
WINN DIXIE STORES INC COM NEW	COM	974280307	5331	553000	SH		SOLE	
WINNEBAGO INDS INC COM	COM	974637100	328	33000	SH		SOLE	
WOLVERINE WORLD WIDE INC COM	COM	978097103	3654	144899	SH		SOLE	
WOODWARD GOVERNOR CO COM	COM	980745103	10167	398250	SH		SOLE	
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	693	44560	SH		SOLE	

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WRIGHT MED GROUP INC COM	COM	98235T107	332	20000	SH	SOLE
WUXI PHARMATECH CAYMAN INC SPO	COM	929352102	12251	767600	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	226	11198	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	15429	202300	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	2135	103576	SH	SOLE
XEROX CORP	COM	984121103	342	42500	SH	SOLE
YAHOO INC.	COM	984332106	4562	329610	SH	SOLE
YORK WTR CO COM	COM	987184108	710	50000	SH	SOLE
YOUNG INNOVATIONS INC COM	COM	987520103	6851	243372	SH	SOLE
YUM BRANDS INC COM	COM	988498101	664	17000	SH	SOLE
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	10922	430500	SH	SOLE
ZEP INC	COM	98944B108	41614	2386143	SH	SOLE
ZIMMER HLDGS INC COM	COM	98956P102	23902	442225	SH	SOLE
ZORAN CORP COM	COM	98975F101	964	101000	SH	SOLE
ZYGO CORP COM	COM	989855101	2735	337200	SH	SOLE

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:50 A.M.

GABELLI FUNDS, LLC

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

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	495	240300	SH		SOLE	
3M CO.	COM	88579Y101	395	5000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	518	35000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	41921	1733000	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	255	27000	SH		SOLE	
AAR CORP COM	COM	000361105	419	25000	SH		SOLE	
AARON'S INC	COM	002535300	4819	356700	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	11491	665000	SH		SOLE	
ABBOTT LABS	COM	002824100	14441	308700	SH		SOLE	
ABOVENET INC COM	COM	00374N107	2637	55900	SH		SOLE	
ABRAXIS BIOSCIENCE INC NEW COM	COM	00383Y102	816	11000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	435	87200	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	923	88000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	1710	47000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	54	14750	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	4440	168000	SH		SOLE	
AES CORP COM	COM	00130H105	11180	1210000	SH		SOLE	
AES TR III TR P CV SC 6.75	CONVERTIBLE PREF	00808N202	260	6000	SH		SOLE	
AETNA INC (B:AET) COM	COM	00817Y108	1029	39000	SH		SOLE	
AFLAC INC COM	COM	001055102	7083	166000	SH		SOLE	
AGL RES INC COM	COM	001204106	2060	57500	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	87957	1447131	SH		SOLE	
AIR PRODS & CHEMS INC COM	COM	009158106	518	8000	SH		SOLE	
AIRGAS INC COM	COM	009363102	2270	36500	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	1055	26000	SH		SOLE	
AKAMI TECH 1% 12/15/2033 CV	CONVERTIBLE BOND	00971TAE1	254	100000	PRN		SOLE	
ALBANY INTL CORP NEW CL A	COM	012348108	599	37000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	5043	127000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	9787	361270	SH		SOLE	
ALCATEL LUCENT ADR SPONS 1/5SH	COM	013904305	46	18000	SH		SOLE	
ALCOA 5.250% 03/15/14	CONVERTIBLE BOND	013817AT8	343	200000	PRN		SOLE	
ALCOA INC COM	COM	013817101	11931	1186000	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	18450	124500	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	833	56000	SH		SOLE	

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ALLEGHANY CORP DEL	COM	017175100	9552	32568	SH	SOLE
ALLEGHENY ENERGY INC COM	COM	017361106	30668	1483000	SH	SOLE
ALLERGAN INC	COM	018490102	11158	191514	SH	SOLE
ALLETE INC COM NEW	COM	018522300	11299	330000	SH	SOLE
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	10439	404000	SH	SOLE
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	1196	34000	SH	SOLE
ALLIANCE ONE INTL INC COM	COM	018772103	43	12000	SH	SOLE
ALLIANT ENERGY CORP COM	COM	018802108	4920	155000	SH	SOLE
ALLIED DEFENSE GROUP INC COM	COM	019118108	299	79000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC

RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
ALTRIA GROUP INC COM	COM	02209S103	2004	100000	SH		SOLE	
AMAZON.COM INC	COM	023135106	1213	11100	SH		SOLE	
AMEDISYS INC COM	COM	023436108	440	10000	SH		SOLE	
AMEREN CORP COM	COM	023608102	8890	374000	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	18316	385600	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	5184	325000	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	21221	657000	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	83092	2093000	SH		SOLE	
AMERICAN ITALIAN PASTA CO.	COM	027070101	7825	148000	SH		SOLE	
AMERICAN STS WTR CO COM	COM	029899101	928	28000	SH		SOLE	
AMERICAN TOWER SYSTEMS CL A	COM	029912201	512	11500	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	10609	515000	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	759	21000	SH		SOLE	
AMERISOURCEBERGEN CORP COM	COM	03073E105	572	18000	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	47779	1190000	SH		SOLE	
AMGEN INC	COM	031162100	4313	82000	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	8394	403000	SH		SOLE	
AMPHENOL CORP NEW CL A	COM	032095101	526	13400	SH		SOLE	
AMR CORP	COM	001765106	3288	485000	SH		SOLE	
ANADARKO PETE CORP COM	COM	032511107	12357	342400	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	3098	210000	SH		SOLE	
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	42424	982500	SH		SOLE	
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	741	300000	SH		SOLE	
ANIXTER INTL INC COM	COM	035290105	469	11000	SH		SOLE	
AOL INC COM	COM	00184X105	3862	185748	SH		SOLE	
APACHE CORP	COM	037411105	23110	274500	SH		SOLE	
APPLE INC	COM	037833100	27039	107500	SH		SOLE	
APPLIED MATLS INC COM	COM	038222105	252	21000	SH		SOLE	
AQUA AMERICA INC	COM	03836W103	5295	299499	SH		SOLE	
ARBITRON INC COM	COM	03875Q108	513	20000	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	1076	35000	SH		SOLE	
ARCHER DANIELS MIDLAND	COM	039483102	26517	1027000	SH		SOLE	
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	3540	115729	SH		SOLE	
ARGON ST INC COM	COM	040149106	1715	50000	SH		SOLE	
ARTESIAN RES CORP COM CL A	COM	043113208	568	30750	SH		SOLE	
ARTHROCARE CORP COM	COM	043136100	7050	230000	SH		SOLE	
ARTIO GLOBAL INVESTORS INC	COM	04315B107	10200	648000	SH		SOLE	
ASCENT MEDIA CORP COM SER A	COM	043632108	1318	52158	SH		SOLE	
ASHLAND INC NEW COM	COM	044209104	13253	285500	SH		SOLE	
ASTEC INDS INC COM	COM	046224101	527	19000	SH		SOLE	
ASTORIA FINL CORP COM	COM	046265104	138	10000	SH		SOLE	
ASTRONICS CORP COM	COM	046433108	164	10000	SH		SOLE	
ATLANTIC TELE NETWORK INC COM	COM	049079205	2742	66400	SH		SOLE	
ATLAS AMERICA INC COM	COM	049298102	1354	50000	SH		SOLE	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	



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RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ATMOS ENERGY CORP COM	COM	049560105	4705	174000	SH		SOLE	
ATS MED INC COM	COM	002083103	1182	297800	SH		SOLE	
AUTOMATIC DATA PROCESSING	COM	053015103	805	20000	SH		SOLE	
AUTONATION INC	COM	05329W102	12675	650000	SH		SOLE	
AUTOZONE INC	COM	053332102	4154	21500	SH		SOLE	
AVISTA CORP COM	COM	05379B107	5400	276500	SH		SOLE	
AVON PRODUCTS INC	COM	054303102	6360	240000	SH		SOLE	
BADGER METER INC COM	COM	056525108	1935	50000	SH		SOLE	
BAKER HUGHES INC	COM	057224107	8577	206325	SH		SOLE	
BALDOR ELEC CO COM	COM	057741100	28215	782000	SH		SOLE	
BALDWIN TECHNOLOGY INC CL A	COM	058264102	717	608000	SH		SOLE	
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	2604	248000	SH		SOLE	
BANK OF AMERICA	COM	060505104	16538	1150876	SH		SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	49529	2006038	SH		SOLE	
BARNES GROUP INC COM	COM	067806109	197	12000	SH		SOLE	
BARNES & NOBLES	COM	067774109	387	30000	SH		SOLE	
BARRICK GOLD (R:ABX.N B:ABX US)	COM	067901108	83455	1837803	SH		SOLE	
BASSETT FURNITURE INDS	COM	070203104	51	12000	SH		SOLE	
BAXTER INTL INC COM	COM	071813109	13411	330000	SH		SOLE	
BCE INC	COM	05534B760	44666	1526000	SH		SOLE	
BEASLEY BROADCAST GRP INC.	COM	074014101	637	130800	SH		SOLE	
BECTON DICKINSON & CO COM	COM	075887109	12726	188200	SH		SOLE	
BED BATH & BEYOND INC	COM	075896100	1780	48000	SH		SOLE	
BEL FUSE INC CL A	COM	077347201	5400	325300	SH		SOLE	
BELDEN CDT INC	COM	077454106	836	38000	SH		SOLE	
BELL MICROPRODUCTS INC COM	COM	078137106	12087	1731700	SH		SOLE	
BELO CORP	COM	080555105	996	175000	SH		SOLE	
BERKSHIRE HATHAWAY INC-CL A	COM	084670108	41760	348	SH		SOLE	
BEST BUY INC COM	COM	086516101	1795	53000	SH		SOLE	
BHP BILLITON LTD SPONSORED ADR	COM	088606108	10383	167500	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	894	68000	SH		SOLE	
BIGLARI HOLDINGS INC	COM	08986R101	6082	21200	SH		SOLE	
BIO RAD LABS INC CL A	COM	090572207	588	6800	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	5457	115000	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	76	50000	SH		SOLE	
BIOSPHERE MEDICAL INC COM	COM	09066V103	238	55000	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	30292	1064000	SH		SOLE	
BLACKROCK INC CL A	COM	09247X101	8432	58800	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	1214	127000	SH		SOLE	
BOEING CO	COM	097023105	34262	546000	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	3013	309000	SH		SOLE	
BOOTS & COOTS/INTL WELL CTRLCO	COM	099469504	59	20000	SH		SOLE	
BORG WARNER INC	COM	099724106	17849	478000	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	3170	47000	SH		SOLE	
PORTVUE-SEC13F.LNP								

GABELLI FUNDS, LLC

RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
BOSTON SCIENTIFIC CORP COM	COM	101137107	8833	1523000	SH		SOLE	
BOWNE & CO INC COM	COM	103043105	13015	1160000	SH		SOLE	
BOYD GAMING CORP	COM	103304101	2708	319000	SH		SOLE	

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BP PLC SPONS ADR	COM	055622104	18971	656900	SH	SOLE
BRASIL TELECOM SA SPONS ADR PF	COM	10553M101	1858	92514	SH	SOLE
BRASIL TELECOM SA-ADR	COM	10553M200	439	50791	SH	SOLE
BRINKS CO COM	COM	109696104	1856	97520	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	24266	972987	SH	SOLE
BROADRIDGE FINL SOLUTIONS INCO	COM	11133T103	267	14000	SH	SOLE
BROOKFIELD ASSET MANAGEMENT I	COM	112585104	1037	43075	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	6567	114750	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	29513	507100	SH	SOLE
BRUKER BIOSCIENCES CORP	COM	116794108	243	20000	SH	SOLE
BRUNSWICK CORP	COM	117043109	249	20000	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	4196	210000	SH	SOLE
BT GROUP PLC SPON ADR	COM	05577E101	1979	103000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	165561	6895500	SH	SOLE
CADIZ INC	COM	127537207	181	15000	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	232	25000	SH	SOLE
CALIFORNIA WTR SVC GROUP COM	COM	130788102	989	27700	SH	SOLE
CALLON PETE CO DEL COM	COM	13123X102	693	110000	SH	SOLE
CAMBIUM LEARNING GRP INC COM	COM	13201A107	90	25000	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	4195	129000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	17557	490000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	790	104000	SH	SOLE
CAPSTONE TURBINE CORP COM	COM	14067D102	137	140000	SH	SOLE
CAREER EDUCATION CORP	COM	141665109	1243	54000	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	545	90000	SH	SOLE
CARPENTER TECHNOLOGY CORP COM	COM	144285103	328	10000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	10330	296000	SH	SOLE
CATERPILLAR INC	COM	149123101	9671	161000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	3870	110000	SH	SOLE
CBS CORP CLASS A	COM	124857103	23766	1831000	SH	SOLE
CBS CORP NEW CL B	COM	124857202	672	52000	SH	SOLE
CEDAR FAIR L P DEPOSITARY UNIT	OIL & GAS PARTNE	150185106	123	10000	SH	SOLE
CELGENE CORP	COM	151020104	2287	45000	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	6369	202000	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	4461	226000	SH	SOLE
CENTURYLINK, INC.	COM	156700106	5430	163000	SH	SOLE
CEPHALON INC COM	COM	156708109	1873	33000	SH	SOLE
CEPHEID COM	COM	15670R107	3204	200000	SH	SOLE
CH ENERGY GROUP, INC.	COM	12541M102	25318	645200	SH	SOLE
CHECK POINT SOFTWARE TECH	COM	M22465104	295	10000	SH	SOLE
CHEESECAKE FACTORY INC	COM	163072101	2449	110000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	462	500000	PRN		SOLE	
CHEMED CORPORATION	COM	16359R103	12802	234300	SH		SOLE	
CHESAPEAKE ENERGY CORP 2.250%	CONVERTIBLE BOND	165167CB1	1060	1500000	PRN		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	12157	580274	SH		SOLE	
CHESAPEAKE UTILS CORP COM	COM	165303108	3675	117050	SH		SOLE	
CHEVRON CORP	COM	166764100	60239	887700	SH		SOLE	
CHINA AUTOMOTIVE SYS INC COM	COM	16936R105	1303	74022	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS	COM	16949D101	131	17500	SH		SOLE	
CHINA HYDROELECTRIC CP-ADS WAR	WARRANT AND RIGH	G2112E145	19	27300	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	5386	109000	SH		SOLE	
CHINA TELECOM CORP LTD SPONS A	COM	169426103	240	5000	SH		SOLE	
CHINA UNICOM ADR	COM	16945R104	1423	107000	SH		SOLE	
CHINA WIND SYSTEMS INC	COM	16945F209	139	31000	SH		SOLE	

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CHINA YUCHAI INTL LTD ORD	COM	G21082105	586	38000	SH	SOLE
CHURCH & DWIGHT CO	COM	171340102	17815	284085	SH	SOLE
CHURCHILL DOWNS INC COM	COM	171484108	4538	138365	SH	SOLE
CIGNA CORP	COM	125509109	497	16000	SH	SOLE
CINCINNATI BELL	COM	171871106	18931	6289300	SH	SOLE
CIRCOR INTL INC COM	COM	17273K109	22869	894000	SH	SOLE
CISCO SYS INC	COM	17275R102	14484	679700	SH	SOLE
CITIGROUP INC.	COM	172967101	13498	3590000	SH	SOLE
CKE RESTAURANTS INC COM	COM	12561E105	2832	226000	SH	SOLE
CLARCOR INC	COM	179895107	27244	767000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	12569	1448000	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	18538Q105	687	94389	SH	SOLE
CLECO CORP NEW COM	COM	12561W105	1651	62500	SH	SOLE
CLOROX CO	COM	189054109	3357	54000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	5631	20000	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	4183	285500	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	12181	758000	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	27939	1233500	SH	SOLE
COACH INC	COM	189754104	1298	35500	SH	SOLE
COBALT INTL ENERGY INC COM	COM	19075F106	112	15000	SH	SOLE
COCA COLA CO	COM	191216100	76984	1536000	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	4526	175000	SH	SOLE
COCA-COLA FEMSA S A DE C V ADR	COM	191241108	1001	16000	SH	SOLE
COCA-COLA HELLENIC BOTTLING SP	COM	1912EP104	349	16500	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	1058	51000	SH	SOLE
COINSTAR INC COM	COM	19259P300	215	5000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	3347	996000	SH	SOLE
COLGATE PALMOLIVE CO	COM	194162103	6222	79000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	3756	228600	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	3300	190000	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	1667	160000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

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COMPANIA DE MINAS BUENAVENTURA	FOREIGN COMMON S	204448104	16652	433200	SH		SOLE	
COMPUCREDIT CVT 3.625% 05/30/2	CONVERTIBLE BOND	20478NAB6	126	200000	PRN		SOLE	
CONAGRA INC	COM	205887102	5480	235000	SH		SOLE	
CONMED CORP COM	COM	207410101	1826	98000	SH		SOLE	
CONNECTICUT WTR SVC INC COM	COM	207797101	1030	49000	SH		SOLE	
CONOCOPHILLIPS COM	COM	20825C104	67992	1385050	SH		SOLE	
CONSOL ENERGY INC COM	COM	20854P109	5064	150000	SH		SOLE	
CONSOLIDATED EDISON INC COM	COM	209115104	22024	511000	SH		SOLE	
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	154	13500	SH		SOLE	
CONSTELLATION BRANDS COM	COM	21036P108	13457	861500	SH		SOLE	
CONSTELLATION ENERGY GROUP ICO	COM	210371100	35636	1105000	SH		SOLE	
CONTINU CARE CORP COM	COM	212172100	536	160000	SH		SOLE	
COOPER CAMERON 2.500% 06/15/26	CONVERTIBLE BOND	13342BAB1	225	200000	PRN		SOLE	
COOPER COS INC COM NEW	COM	216648402	2984	75000	SH		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	39996	909000	SH		SOLE	
COPART INC COM	COM	217204106	3151	88000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	1799	330000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	1881	191000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	21149	698000	SH		SOLE	
CORNING INC	COM	219350105	30620	1896000	SH		SOLE	
CORUS ENTMT INC CL B NON VTG	COM	220874101	1531	87000	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	24745	451300	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	2571	155000	SH		SOLE	

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COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	17518	436000	SH	SOLE
CRANE CO	COM	224399105	39152	1296000	SH	SOLE
CROWN HOLDINGS INC COM	COM	228368106	7838	313000	SH	SOLE
CROWN MEDIA HLDGS INC CL A	COM	228411104	713	405000	SH	SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	7291	398000	SH	SOLE
CTS CORP	COM	126501105	6422	695000	SH	SOLE
CUMMINS ENGINE INC	COM	231021106	3973	61000	SH	SOLE
CURTISS WRIGHT CORP	COM	231561101	40859	1407000	SH	SOLE
CUTERA INC COM	COM	232109108	3454	375000	SH	SOLE
CVS/CAREMARK CORP	COM	126650100	30493	1040000	SH	SOLE
CYBERSOURCE CORP	COM	23251J106	56217	2202000	SH	SOLE
CYNOSURE INC CL A	COM	232577205	129	12000	SH	SOLE
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	1034	103000	SH	SOLE
CYTEC INDS INC COM	COM	232820100	440	11000	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	13800	1380000	SH	SOLE
DANAHER CORP 0.0% 1/22/2021	CONVERTIBLE BOND	235851AF9	216	200000	PRN	SOLE
DANAHER CORP SHS BEN INT	COM	235851102	1336	36000	SH	SOLE
DEAN FOODS (B:DF)	COM	242370104	8630	857000	SH	SOLE
DEERE & CO.	COM	244199105	92590	1662900	SH	SOLE
DEL MONTE FOODS CO COM	COM	24522P103	6922	481000	SH	SOLE
DELTA NAT GAS INC COM	COM	247748106	2223	78000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
DENBURY RES INC COM NEW	COM	247916208	322	22000	SH		SOLE	
DENNYS CORP COM	COM	24869P104	1170	450108	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	329	11000	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	28614	509500	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	35142	2951000	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	36575	600372	SH		SOLE	
DEXCOM INC COM	COM	252131107	1110	96000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	50443	804000	SH		SOLE	
DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	11412	183500	SH		SOLE	
DIEBOLD INC COM	COM	253651103	33899	1244000	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	110871	3268602	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	10136	725000	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	28497	798000	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	24017	776500	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	22688	1250000	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	693	22000	SH		SOLE	
DOLE FOOD CO INC NEW COM	COM	256603101	522	50000	SH		SOLE	
DOLLAR THRIFTY AUTOMOTIVE GRCO	COM	256743105	2216	52000	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	12823	331000	SH		SOLE	
DONALDSON INC	COM	257651109	28661	672000	SH		SOLE	
DOUBLE-TAKE SOFTWARE INC COM	COM	258598101	1604	152900	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	517	179000	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1030	566000	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	7472	315000	SH		SOLE	
DPL INC COM	COM	233293109	24402	1021000	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	39722	1062380	SH		SOLE	
DREAMWORKS ANIMATION SKG-A	COM	26153C103	1556	54500	SH		SOLE	
DREW INDS INC COM NEW	COM	26168L205	303	15000	SH		SOLE	
DTE ENERGY CO COM	COM	233331107	1870	41000	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	9927	287000	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	442	35000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	17568	1098000	SH		SOLE	
DUN & BRADSTREET CORP	COM	26483E100	1141	17000	SH		SOLE	

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DYNCORP INTL INC CL A	COM	26817C101	12977	740700	SH	SOLE
E M C CORP MASS COM	COM	268648102	494	27000	SH	SOLE
EASTERN CO COM	COM	276317104	147	10000	SH	SOLE
EASTMAN KODAK	COM	277461109	11349	2615000	SH	SOLE
EATON CORP	COM	278058102	9698	148200	SH	SOLE
EBAY INC	COM	278642103	1079	55000	SH	SOLE
ECHOSTAR CORP-A	COM	278768106	9600	503145	SH	SOLE
ECOLAB INC	COM	278865100	8533	190000	SH	SOLE
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1387	478150	SH	SOLE
EDISON INTL COM	COM	281020107	12498	394000	SH	SOLE
EL PASO CORPORATION	COM	28336L109	40274	3625000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
EL PASO ELEC CO COM NEW	COM	283677854	34238	1769400	SH		SOLE	
EL PASO ENERGY CAP TR I PFD CO	CONVERTIBLE PREF	283678209	4699	129300	SH		SOLE	
ELECTRONIC ARTS COM	COM	285512109	1354	94000	SH		SOLE	
EMBRAER-EMPRESA BRASIL AERONAD	COM	29081M102	524	25000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	6379	146000	SH		SOLE	
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PREF	291525202	323	15266	SH		SOLE	
EMPIRE DIST ELEC CO COM	COM	291641108	5913	315000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	900	98000	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	68	20000	SH		SOLE	
ENERGEN CORP COM	COM	29265N108	1286	29000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	24738	492000	SH		SOLE	
ENERGY RECOVERY INC	COM	29270J100	120	30000	SH		SOLE	
ENERSIS S A	COM	29274F104	577	29000	SH		SOLE	
ENI S P A ADR SPONSORED	COM	26874R108	6140	168000	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	802	202100	SH		SOLE	
ENTERGY CORP NEW COM	COM	29364G103	537	7500	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	14264	145000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	2670	217600	SH		SOLE	
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	211	38225	SH		SOLE	
EV3 INC COM	COM	26928A200	41187	1837900	SH		SOLE	
EXACTECH INC COM	COM	30064E109	4084	239124	SH		SOLE	
EXELON CORP	COM	30161N101	13290	350000	SH		SOLE	
EXPRESS SCRIPTS INC COM	COM	302182100	564	12000	SH		SOLE	
EXPRESSJET HOLDINGS INC COM NE	COM	30218U306	45	17300	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	55043	964480	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	290	110000	SH		SOLE	
FARMER BROS CO	COM	307675108	1464	97000	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	4795	368300	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	31	90000	SH		SOLE	
FEDERAL NATL MTG ASSN PFD CNV	CONVERTIBLE PREF	313586745	16	30000	SH		SOLE	
FEDERAL SIGNAL CORP COM	COM	313855108	1353	224000	SH		SOLE	
FEDERATED INVESTORS INC-CL B	COM	314211103	1450	70000	SH		SOLE	
FERRO CORP	COM	315405100	14998	2035000	SH		SOLE	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	5487	5750000	PRN		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	10975	409200	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	921	70909	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	233	35536	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	7962	226000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	7947	471900	SH		SOLE	
FLIR SYS INC COM	COM	302445101	2298	79000	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	16979	695000	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	61276	722600	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	2324	190000	SH		SOLE	

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FMC CORP COM NEW COM 302491303 871 15160 SH SOLE  
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
 RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	17907	415000	SH		SOLE	
FORD CAP TRUST 6.5% 01/15/32	CONVERTIBLE PREF	345395206	5552	126000	SH		SOLE	
FORD MTR CO DEL COM PAR \$0.01	COM	345370860	6250	620000	SH		SOLE	
FORTRESS INVESTMENT GROUP CL A	COM	34958B106	138	48000	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	19668	502000	SH		SOLE	
FOSTER WHEELER AGR	COM	H27178104	393	18640	SH		SOLE	
FRANCE TELECOM SPONSORED ADR	COM	35177Q105	2475	143000	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	5678	197000	SH		SOLE	
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	53396	903031	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	3	24000	SH		SOLE	
FULLER H B CO COM	COM	359694106	10945	576350	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	1993	502000	SH		SOLE	
GARDNER DENVER INC	COM	365558105	5529	124000	SH		SOLE	
GATX CORP	COM	361448103	41213	1544700	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	560	4200	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	24333	1101520	SH		SOLE	
GENCORP INC	COM	368682100	10403	2375000	SH		SOLE	
GENCORP INC 2.250% 01/15/24	CONVERTIBLE BOND	368682AL4	2813	3000000	PRN		SOLE	
GENERAL COMMUNICATIONS INC CL	COM	369385109	433	57000	SH		SOLE	
GENERAL ELEC CO	COM	369604103	36338	2520000	SH		SOLE	
GENERAL MILLS INC	COM	370334104	52392	1475000	SH		SOLE	
GENOPTIX INC	COM	37243V100	654	38000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	62094	1574000	SH		SOLE	
GENZYME CORP	COM	372917104	508	10000	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	2941	549700	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	3901	113800	SH		SOLE	
GLAXOSMITHKLINE PLC ADR (B:GSK	COM	37733W105	520	15276	SH		SOLE	
GLG PARTNERS INC COM	COM	37929X107	876	200000	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	2980	380047	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	52474	3924749	SH		SOLE	
GOLDCORP INC (US)	COM	380956409	40886	932408	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	2100	16000	SH		SOLE	
GOODRICH B F CO COM	COM	382388106	663	10000	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	25318	56900	SH		SOLE	
GORMAN RUPP CO	COM	383082104	9143	365000	SH		SOLE	
GP STRATEGIES CORP COM	COM	36225V104	871	119931	SH		SOLE	
GRACO INC COM	COM	384109104	4229	150000	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	21570	1475350	SH		SOLE	
GRAPHIC PACKAGING HLDG CO COM	COM	388689101	63	20000	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	962	399000	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	51	21000	SH		SOLE	
GREAT ATLA & PAC 5.125% 6/15/2	CONVERTIBLE BOND	390064AJ2	13724	14600000	PRN		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	4294	1101000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	38601	2268000	SH		SOLE	

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
GREATBATCH INC	COM	39153L106	892	40000	SH		SOLE	

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GREEN MTN COFFEE ROASTERS INCO	COM	393122106	1002	39000	SH	SOLE
GREENBRIER COS INC	COM	393657101	952	85000	SH	SOLE
GREIF INC CL A	COM	397624107	27577	496533	SH	SOLE
GREIF INC CL B	COM	397624206	16452	312479	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	13605	535617	SH	SOLE
GRIFFON CORP COM	COM	398433102	15130	1367994	SH	SOLE
GRUPO TELEVISIVA SA DE CV ADR (B	COM	40049J206	38455	2208800	SH	SOLE
GSE SYS INC COM	COM	36227K106	156	38419	SH	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	494	10500	SH	SOLE
H R BLOCK INC	COM	093671105	7390	471000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	9964	494000	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	47639	1940500	SH	SOLE
HANESBRANDS INC COM	COM	410345102	2767	115000	SH	SOLE
HANSEN NAT CORP COM	COM	411310105	469	12000	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	1489	67000	SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	9490	317500	SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	14757	1396100	SH	SOLE
HARTE HANKS INC	COM	416196103	188	18000	SH	SOLE
HAWAIIAN ELEC INDS INC COM	COM	419870100	13509	593000	SH	SOLE
HAWKINS INC COM	COM	420261109	3227	134000	SH	SOLE
HEADWATERS INC COM	COM	42210P102	142	50000	SH	SOLE
HEALTHTRONICS INC COM	COM	42222L107	2096	434000	SH	SOLE
HEALTHWAYS INC COM	COM	422245100	298	25000	SH	SOLE
HEELYS INC COM	COM	42279M107	91	37000	SH	SOLE
HEINZ, H J COMPANY	COM	423074103	21437	496000	SH	SOLE
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	1041	278300	SH	SOLE
HERLEY INDS INC COM	COM	427398102	10457	733300	SH	SOLE
HERSHEY COMPANY (THE)	COM	427866108	27656	577000	SH	SOLE
HESKA CORP COM NEW RESTRICTED	COM	42805E207	25	40000	SH	SOLE
HESS CORP	COM	42809H107	17106	339800	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	792	117400	SH	SOLE
HOLOGIC INC COM	COM	436440101	209	15000	SH	SOLE
HOME DEPOT INC	COM	437076102	2807	100000	SH	SOLE
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	1132	29000	SH	SOLE
HONEYWELL INT'L INC	COM	438516106	67171	1721000	SH	SOLE
HOOPER HOLMES INC COM	COM	439104100	34	60300	SH	SOLE
HORSEHEAD HLDG CORP COM	COM	440694305	85	11300	SH	SOLE
HOSPIRA INC COM	COM	441060100	6607	115000	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	194	14422	SH	SOLE
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	3738	82000	SH	SOLE
HSN INC COM	COM	404303109	4512	188000	SH	SOLE
HUANENG PWR INTL INC SPON ADR	COM	443304100	3353	142500	SH	SOLE
HUDSON CITY BANCORP INC COM	COM	443683107	1103	90000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
HUDSON VALLEY HOLDING CORP	COM	444172100	231	10000	SH		SOLE	
HUNTSMAN CORP	COM	447011107	8367	965000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	7481	340500	SH		SOLE	
IAMGOLD CORP (USD) COM	COM	450913108	12818	725000	SH		SOLE	
IBERO-AMERICA FUND INC	MUTUAL FUNDS	45082X103	57	11000	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	836	26000	SH		SOLE	
IDEX CORP	COM	45167R104	34398	1204000	SH		SOLE	
IMAX CORP COM	COM	45245E109	343	23500	SH		SOLE	
IMMUCOR INC COM	COM	452526106	459	24100	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	2449	71000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	14057	934000	SH		SOLE	

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INSITUFORM TECHNOLOGIES INC CL COM		457667103	676	33000	SH	SOLE
INSPIRE PHARMACEUTICALS INC CO COM		457733103	105	21000	SH	SOLE
INTEGRYS ENERGY GROUP INC	COM	45822P105	34358	785500	SH	SOLE
INTEL CORP	COM	458140100	48372	2487000	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	1610	97000	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	9380	281000	SH	SOLE
INTERMEC INC	COM	458786100	7749	756000	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	41403	335300	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	6421	409000	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	9052	400000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	893	48000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	412	16000	SH	SOLE
INTERPUBLIC 4.250% 03/15/23	CONVERTIBLE BOND	460690BA7	3441	3400000	PRN	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	23279	3265000	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1469	118000	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	19556	461000	SH	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	1706	64000	SH	SOLE
INVESCO LTD	COM	G491BT108	2104	125000	SH	SOLE
IRIS INTL INC COM	COM	46270W105	2322	229000	SH	SOLE
ITRON INC	COM	465741106	247	4000	SH	SOLE
ITT EDUCATIONAL SVCS INC COM	COM	45068B109	706	8500	SH	SOLE
ITT INDUSTRIES	COM	450911102	57498	1280000	SH	SOLE
IVANHOE MINES LTD COM	COM	46579N103	10030	769140	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	1053	25000	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	36878	1007325	SH	SOLE
JA SOLAR HOLD CO 4.500% 05/15/	CONVERTIBLE BOND	466090AA5	261	300000	PRN	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	11606	1307000	SH	SOLE
JANUS CAPITAL 3.250% 07/15/14	CONVERTIBLE BOND	47102XAG0	2015	2000000	PRN	SOLE
JARDEN CORPORATION	COM	471109108	215	8000	SH	SOLE
JAVELIN PHARMACEUTICALS INC CO	COM	471894105	4202	1910000	SH	SOLE
JOHNSON CONTROLS	COM	478366107	23605	878500	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	35554	602000	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	4585	1155000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
JOY GLOBAL INC COM	COM	481165108	3356	67000	SH		SOLE	
KAMAN CORP	COM	483548103	20220	914119	SH		SOLE	
KANSAS CITY SOUTHERN	COM	485170302	1127	31000	SH		SOLE	
KAR AUCTION SVCS INC COM	COM	48238T109	680	55000	SH		SOLE	
KBW INC	COM	482423100	1008	47000	SH		SOLE	
KEITHLEY INSTRS INC COM	COM	487584104	353	40000	SH		SOLE	
KELLOGG CO	COM	487836108	5634	112000	SH		SOLE	
KEY ENERGY SVCS INC COM	COM	492914106	643	70000	SH		SOLE	
KID BRANDS, INC. COM	COM	49375T100	82	11600	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	31528	520000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1301	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	1972	54000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	76	10000	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	45022	2634400	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	1134	38000	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	6028	468000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	66876	2388428	SH		SOLE	
KROGER CO	COM	501044101	1733	88000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	192	10000	SH		SOLE	
KYOCERA CORP ADR	COM	501556203	767	9500	SH		SOLE	
L 3 COMMUNICATIONS	COM	502424104	283	4000	SH		SOLE	



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LABORATORY CORP AMER HLDGS COM COM	50540R409	3014	40000	SH	SOLE
LACLEDE GROUP INC COM	505597104	5897	178000	SH	SOLE
LAKES ENTERTAINMENT INC COM COM	51206P109	177	116000	SH	SOLE
LAMAR ADVERTISING CO CL A COM	512815101	539	22000	SH	SOLE
LANDAUER INC COM	51476K103	10593	174000	SH	SOLE
LAS VEGAS SANDS CORP COM	517834107	21786	984000	SH	SOLE
LAWSON SOFTWARE INC NEW COM COM	52078P102	98	13410	SH	SOLE
LAYNE CHRISTENSEN CO COM COM	521050104	8130	335000	SH	SOLE
LEAR CORP COM NEW COM	521865204	331	5000	SH	SOLE
LEGG MASON INC COM COM	524901105	36916	1317000	SH	SOLE
LENDER PROCESSING SVCS INC COM COM	52602E102	1065	34000	SH	SOLE
LEUCADIA NATL CORP COM COM	527288104	4706	241200	SH	SOLE
LEVEL 3 COMM INC 2.875% 7/15/2 CONVERTIBLE BOND	52729NBA7	247	250000	PRN	SOLE
LEVEL 3 COMMUNICATIONS INC COM COM	52729N100	22	20000	SH	SOLE
LIBERTY GLOBAL INC COM SER A COM	530555101	30776	1184150	SH	SOLE
LIBERTY GLOBAL INC COM SER C COM	530555309	15585	599645	SH	SOLE
LIBERTY MEDIA CORP NEW LIB STA COM	53071M708	9730	187700	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO COM	53071M104	10049	957000	SH	SOLE
LIBERTY MEDIA-CAP SER A COM	53071M302	31139	743000	SH	SOLE
LIFE TECHNOLOGIES CORP COM COM	53217V109	9639	204000	SH	SOLE
LIFEWAY FOODS INC COM COM	531914109	2566	263400	SH	SOLE
LILLY, ELI AND COMPANY COM	532457108	20536	613000	SH	SOLE
LIN TV CORP CL A COM	532774106	4669	863000	SH	SOLE
PORTVUE-SEC13F.LNP	GABELLI FUNDS, LLC				
RUN DATE: 08/02/10 10:50 A.M.					

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
LINCOLN ELEC HLDGS INC COM	COM	533900106	1581	31000	SH		SOLE	
LINDSAY CORP	COM	535555106	2250	71000	SH		SOLE	
LITTELFUSE INC	COM	537008104	1264	40000	SH		SOLE	
LIVE NATION INC	COM	538034109	365	34910	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	1453	19500	SH		SOLE	
LOEWS CORP	COM	540424108	6829	205000	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	6357	1382000	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	34428	883000	SH		SOLE	
M & T BK CORP COM	COM	55261F104	14611	172000	SH		SOLE	
MACQUARIE INFRASTRUCTURE COMPA	COM	55608B105	2008	157000	SH		SOLE	
MACROVISION CORP 2.625% 08/15/	CONVERTIBLE BOND	555904AB7	417	300000	PRN		SOLE	
MACY'S INC	COM	55616P104	25096	1402000	SH		SOLE	
MADISON SQUARE GARDEN A	COM	55826P100	33049	1680150	SH		SOLE	
MAGNETEK INC COM	COM	559424106	810	880000	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	1422	32100	SH		SOLE	
MANITOWOC CO COM	COM	563571108	1865	204000	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	22074	710000	SH		SOLE	
MARCUS CORP COM	COM	566330106	1372	145000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	1924	340000	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	17228	764000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	836	170000	SH		SOLE	
MARTIN MARIETTA MTLs INC COM	COM	573284106	543	6400	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	27435	137500	SH		SOLE	
MATRIX INITIATIVES INC COM	COM	57685L105	92	20000	SH		SOLE	
MATTEL INC	COM	577081102	677	32000	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	937	32000	SH		SOLE	
MCCORMICK & CO INC NON VOTING	COM	579780206	380	10000	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	11734	417000	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	470	7000	SH		SOLE	
MDS INC COM	COM	55269P302	422	50000	SH		SOLE	
MDU RES GROUP INC COM	COM	552690109	541	30000	SH		SOLE	

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MEAD JOHNSON	COM	582839106	18687	372846	SH	SOLE
MEDALLION FINANCIAL CORP	COM	583928106	132	20000	SH	SOLE
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	5591	101500	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	18027	1847000	SH	SOLE
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	316	47000	SH	SOLE
MEDICAL NUTRITION USA INC COM	COM	58461X107	948	240000	SH	SOLE
MEDTRONIC INC COM	COM	585055106	435	12000	SH	SOLE
MELCO PBL ENTERTAINMENT-ADR	COM	585464100	337	90000	SH	SOLE
MEMC ELECTRONICS	COM	552715104	178	18000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	628	71000	SH	SOLE
MERCK & COMPANY	COM	58933Y105	19781	565650	SH	SOLE
MEREDITH CORP	COM	589433101	9277	298000	SH	SOLE
MET PRO CORP COM	COM	590876306	1636	152001	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
METHODE ELECTRS INC CL A	COM	591520200	877	90000	SH		SOLE	
MGE ENERGY INC	COM	55277P104	14488	402000	SH		SOLE	
MGM RESORTS INTERNATIONAL	COM	552953101	6298	653300	SH		SOLE	
MGP INGREDIENTS INC COM	COM	55302G103	464	70000	SH		SOLE	
MICROSOFT CORP	COM	594918104	32145	1397000	SH		SOLE	
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1663	80000	SH		SOLE	
MIDAS GROUP INC COM	COM	595626102	5971	778500	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	1436	27000	SH		SOLE	
MIDDLESEX WTR CO COM	COM	596680108	1891	119333	SH		SOLE	
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	23778	293300	SH		SOLE	
MILLIPORE CORP	COM	601073109	184462	1729600	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	1856	175732	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	5	74535	SH		SOLE	
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	4	38363	SH		SOLE	
MKS INSTRS INC COM	COM	55306N104	378	20187	SH		SOLE	
MOBILE TELESYSTEMS OJSC ADR SP	COM	607409109	455	23750	SH		SOLE	
MODINE MFG CO	COM	607828100	6720	875000	SH		SOLE	
MOLEX INC CL A	COM	608554200	680	44000	SH		SOLE	
MONEYGRAM INTL INC COM	COM	60935Y109	37	15000	SH		SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	593	15000	SH		SOLE	
MONSANTO CO NEW COM	COM	61166W101	18999	411058	SH		SOLE	
MONSTER WORLDWIDE INC COM	COM	611742107	2330	200000	SH		SOLE	
MOODYS CORP COM	COM	615369105	1952	98000	SH		SOLE	
MOOG INC CL A	COM	615394202	2901	90000	SH		SOLE	
MOOG INC CL B	COM	615394301	522	16100	SH		SOLE	
MORGAN STANLEY	COM	617446448	7752	334000	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	5496	141000	SH		SOLE	
MOSY INC	COM	619718109	159	36000	SH		SOLE	
MOTOROLA INC	COM	620076109	2184	335000	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	470	44000	SH		SOLE	
MUELLER INDS INC COM	COM	624756102	3715	151000	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	182	49009	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	22793	460000	SH		SOLE	
MVC CAP COM	COM	553829102	1266	98000	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	2010	40000	SH		SOLE	
MYERS INDS INC	COM	628464109	11828	1462000	SH		SOLE	
MYLAN LABS INC COM	COM	628530107	682	40000	SH		SOLE	
NABORS INDS INC 0.940% 05/15/1	CONVERTIBLE BOND	629568AP1	1959	2000000	PRN		SOLE	
NABORS INDUSTRIES LTD SHS	COM	G6359F103	5727	325000	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	2403	285000	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1896	122000	SH		SOLE	

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NATIONAL DENTEX CORP COM COM 63563H109 7126 422900 SH SOLE  
 NATIONAL FUEL GAS CO N J COM COM 636180101 70518 1537000 SH SOLE  
 NATIONAL GRID PLC COM 636274300 2095 56877 SH SOLE  
 PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
 RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NATIONAL PRESTO INDS INC	COM	637215104	6528	70300	SH		SOLE	
NAVISTAR INTL CORP 3% 10/15/20	CONVERTIBLE BOND	63934EAL2	719	600000	PRN		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	41820	850000	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	8217	678000	SH		SOLE	
NEOGEN CORP COM	COM	640491106	208	8000	SH		SOLE	
NETFLIX COM INC COM	COM	64110L106	217	2000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	6745	601700	SH		SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1440	125695	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2962	194000	SH		SOLE	
NEW YORK TIMES CO CLASS A	COM	650111107	260	30000	SH		SOLE	
NEWMARKET CORP COM	COM	651587107	1834	21000	SH		SOLE	
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	7573	5250000	PRN		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	158213	2562571	SH		SOLE	
NEWS CORP CL A	COM	65248E104	68734	5747000	SH		SOLE	
NEWS CORP CL B	COM	65248E203	1247	90016	SH		SOLE	
NEXEN INC COM	COM	65334H102	2164	110000	SH		SOLE	
NEXTERA ENERGY INC COM	COM	65339F101	49638	1018000	SH		SOLE	
NICOR INC COM	COM	654086107	13244	327000	SH		SOLE	
NIKE INC CL B	COM	654106103	1567	23200	SH		SOLE	
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	325	16000	SH		SOLE	
NISOURCE INC	COM	65473P105	7801	538000	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	698	77500	SH		SOLE	
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	14191	459100	SH		SOLE	
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	204	25000	SH		SOLE	
NORTHEAST UTILS COM	COM	664397106	33965	1333000	SH		SOLE	
NORTHERN DYNASTY MINERALS LTCO	COM	66510M204	1197	185000	SH		SOLE	
NORTHERN TRUST CORP	COM	665859104	5184	111000	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	4355	80000	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	21610	824800	SH		SOLE	
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	12467	258000	SH		SOLE	
NOVELL INC	COM	670006105	114	20000	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	10075	475000	SH		SOLE	
NSTAR COM	COM	67019E107	43960	1256000	SH		SOLE	
NV ENERGY INC COM	COM	67073Y106	413	35000	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	2210	80000	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	46680	981500	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	36569	474000	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	8666	193000	SH		SOLE	
OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	3601	286000	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	13771	515400	SH		SOLE	
OGE ENERGY CORP COM	COM	670837103	32593	891500	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	3220	140300	SH		SOLE	
OIL SVC HOLDRS TR OIL SVC HOLD	MUTUAL FUNDS	678002106	6010	63500	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	3853	213000	SH		SOLE	

PORTVUE-SEC13F.LNP GABELLI FUNDS, LLC  
 RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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OMNICARE INC COM	COM	681904108	593	25000	SH	SOLE
OMNOVA SOLUTIONS INC COM	COM	682129101	10700	1370000	SH	SOLE
ONEOK INC NEW COM	COM	682680103	27031	625000	SH	SOLE
OPKO HEALTH INC COM	COM	68375N103	226	100000	SH	SOLE
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	1976	267000	SH	SOLE
ORMAT TECHNOLOGIES INC	COM	686688102	2744	97000	SH	SOLE
ORTHOFIX INTL N V ORD	COM	N6748L102	2917	91000	SH	SOLE
OTIX GLOBAL INC	COM	68906N200	120	30000	SH	SOLE
OTTER TAIL CORPORATION COM	COM	689648103	8447	437000	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	154	33000	SH	SOLE
OWENS ILL INC COM NEW	COM	690768403	3386	128000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	5045	177750	SH	SOLE
PACCAR INC	COM	693718108	12479	313000	SH	SOLE
PACTIV CORP COM	COM	695257105	4985	179000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	2419	435000	SH	SOLE
PALM INC NEW COM	COM	696643105	4880	857600	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	3637	325000	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	7421	304000	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	4936	343000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	666	12000	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	3010	105500	SH	SOLE
PATTERSON-UTI ENERGY INC COM	COM	703481101	579	45000	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	7779	198800	SH	SOLE
PENFORD CORP COM	COM	707051108	454	70000	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	2772	120000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	8421	380000	SH	SOLE
PENTAIR INC COM	COM	709631105	1707	53000	SH	SOLE
PENWEST PHARMACEUTICALS CO COM	COM	709754105	792	240000	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	4076	460000	SH	SOLE
PEPCO HLDGS INC COM	COM	713291102	4320	275500	SH	SOLE
PEPSICO INC	COM	713448108	46424	761673	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	25191	734000	SH	SOLE
PETROBRAS BRASILEIRO SPON ADR	COM	71654V101	5275	177000	SH	SOLE
PETROCHINA CO LTD SPONSORED AD	COM	71646E100	2392	21800	SH	SOLE
PFIZER INC	COM	717081103	26977	1891790	SH	SOLE
PG&E CORP COM	COM	69331C108	3658	89000	SH	SOLE
PHASE FORWARD INC COM	COM	71721R406	34628	2076000	SH	SOLE
PHH CORP COM NEW	COM	693320202	343	18000	SH	SOLE
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	331	450000	PRN	SOLE
PHILIP MORRIS INTL INC COM	COM	718172109	4240	92500	SH	SOLE
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	5484	107600	SH	SOLE
PHOENIX COS INC NEW COM	COM	71902E109	57	27000	SH	SOLE
PIEDMONT NAT GAS INC COM	COM	720186105	3264	129000	SH	SOLE
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	346	54000	SH	SOLE
PORTVUE-SEC13F.LNP						
						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PINNACLE ENTMT INC COM	COM	723456109	6115	646400	SH		SOLE	
PINNACLE WEST CAP CORP COM	COM	723484101	15926	438000	SH		SOLE	
PLANTRONICS	COM	727493108	343	12000	SH		SOLE	
PNC FINANCIAL CORP	COM	693475105	16894	299000	SH		SOLE	
PNM RES INC	COM	69349H107	26888	2405000	SH		SOLE	
POLO RALPH LAUREN CORP	COM	731572103	948	13000	SH		SOLE	
POPULAR INC COM	COM	733174106	381	142137	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	4008	404000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	10702	124100	SH		SOLE	

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POWER-ONE INC	COM	73930R102	186	27500	SH	SOLE
PPL CORP COM	COM	69351T106	1252	50200	SH	SOLE
PRECISION CASTPARTS CORP	COM	740189105	60280	585700	SH	SOLE
PRG-SCHULTZ INTERNATIONAL INCO	COM	69357C503	49	11800	SH	SOLE
PRIMEDIA INC COM NEW	COM	74157K846	510	174000	SH	SOLE
PRIVATEBANCORP INC COM	COM	742962103	166	15000	SH	SOLE
PROCTER & GAMBLE COMPANY	COM	742718109	60370	1006500	SH	SOLE
PROGRESS ENERGY INC COM	COM	743263105	28474	726000	SH	SOLE
PROLOGIS SH BEN INT	COM	743410102	365	36000	SH	SOLE
PROSHARES TR ULTRSHRT 20YRS	COM	74347R297	426	12000	SH	SOLE
PROSHARES TR ULTRSHRT 7-10Y	COM	74347R313	393	9000	SH	SOLE
PROSHARES TRUST ULTRA FNCLS NE	ETF/ISHARE - EQU	74347X633	1248	25000	SH	SOLE
PROVIDENCE SERV 6.500% 05/15/1	CONVERTIBLE BOND	743815AB8	257	300000	PRN	SOLE
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1826	150100	SH	SOLE
PSS WORLD MED INC COM	COM	69366A100	931	44000	SH	SOLE
PSYCHIATRIC SOLUTIONS INC COM	COM	74439H108	2421	74000	SH	SOLE
PT INDOSAT TBK SPONSORED ADR	COM	744383100	380	14000	SH	SOLE
PT TELEKOMUNIKASI INDONESIA (B	COM	715684106	731	21360	SH	SOLE
PUBLIC SVC ENTERPRISES COM	COM	744573106	14011	447200	SH	SOLE
QUAKER CHEM CORP COM	COM	747316107	677	25000	SH	SOLE
QUALCOMM INC COM	COM	747525103	5616	171000	SH	SOLE
QUIDEL CORP COM	COM	74838J101	3426	270000	SH	SOLE
QWEST COMMUNICATIONS INTL.	COM	749121109	12878	2453000	SH	SOLE
RALCORP HOLDINGS INC	COM	751028101	14358	262000	SH	SOLE
RANDGOLD RES LTD ADR	COM	752344309	106328	1122200	SH	SOLE
RAYONIER INC COM	COM	754907103	1364	30984	SH	SOLE
RAYTHEON COMPANY	COM	755111507	484	10000	SH	SOLE
RCN CORP COM NEW	COM	749361200	10933	738200	SH	SOLE
REGAL BELOIT CORP COM	COM	758750103	307	5500	SH	SOLE
REGAL ENTERTAINMENT GROUP	COM	758766109	469	36000	SH	SOLE
RENESOLA LTD SPONS ADS	COM	75971T103	101	17000	SH	SOLE
REPSOL YPF S A ADR SPONSORED	COM	76026T205	6090	303000	SH	SOLE
REPUBLIC SVCS INC CL A	COM	760759100	43822	1474000	SH	SOLE
RESEARCH IN MOTION LTD COM	COM	760975102	2300	46700	SH	SOLE
RGC RES INC COM	COM	74955L103	295	9500	SH	SOLE
PORTVUE-SEC13F.LNP						
RUN DATE: 08/02/10 10:50 A.M.						

GABELLI FUNDS, LLC

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

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RIO TINTO LTD ADR SPONSORED (B	COM	767204100	17562	402800	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	2902	133500	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	1670	176742	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	39419	803000	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	3082	58000	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	2269	100000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	89812	2741500	SH		SOLE	
ROLLINS INC	COM	775711104	49190	2377500	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	1044	1400000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	1791	32000	SH		SOLE	
ROVI CORP COM	COM	779376102	929	24500	SH		SOLE	
ROWAN COS INC	COM	779382100	22313	1017000	SH		SOLE	
ROYAL BK CDA MONTREAL QUE COM	COM	780087102	2294	48000	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	19485	388000	SH		SOLE	
ROYAL GOLD INC COM	COM	780287108	17576	366174	SH		SOLE	
ROYCE VALUE TR INC	COM	780910105	1178	111420	SH		SOLE	
RPC INC. COMMON	COM	749660106	22222	1628000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	952	325000	SH		SOLE	
RUBICON TECHNOLOGY INC COM	COM	78112T107	745	25000	SH		SOLE	

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RUBIOS RESTAURANTS INC COM	COM	78116B102	398	47000	SH	SOLE
RUSH ENTERPRISES INC CL B	COM	781846308	3379	290000	SH	SOLE
S1 CORP	COM	78463B101	60	10000	SH	SOLE
SAFEWAY INC COM NEW	COM	786514208	15040	765000	SH	SOLE
SALEM COMMUNICATIONS CORP DECL	COM	794093104	2343	631500	SH	SOLE
SALLY BEAUTY HLDGS INC COM	COM	79546E104	7954	970000	SH	SOLE
SANDERS MORRIS HARRIS GROUP CO	COM	80000Q104	64	11600	SH	SOLE
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	13028	14500000	PRN	SOLE
SANDISK CORP COM	COM	80004C101	3366	80000	SH	SOLE
SARA LEE CORP COM	COM	803111103	37682	2672500	SH	SOLE
SASOL LTD ADR SPONSORED	COM	803866300	5333	151200	SH	SOLE
SAUER INC	COM	804137107	489	40000	SH	SOLE
SCANA CORP NEW COM	COM	80589M102	13213	369500	SH	SOLE
SCHEIN HENRY INC COM	COM	806407102	8312	151400	SH	SOLE
SCHIFF NUTRITION INTL INC COM	COM	806693107	5888	827000	SH	SOLE
SCHLUMBERGER	COM	806857108	9198	166200	SH	SOLE
SCHULMAN A INC COM	COM	808194104	1254	66146	SH	SOLE
SCHWAB CHARLES CORP NEW	COM	808513105	4637	327000	SH	SOLE
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1261	25000	SH	SOLE
SCRIPPS E W CO OHIO CL A	COM	811054402	3980	535701	SH	SOLE
SCRIPPS NETWORKS INTERAC	COM	811065101	22268	552000	SH	SOLE
SEALED AIR CORP NEW	COM	81211K100	434	22000	SH	SOLE
SEARCHMEDIA HLDGS LTD WTS	WARRANT AND RIGH	G8005Y114	121	251500	SH	SOLE
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	1218	400500	SH	SOLE
SEMPRA ENERGY COM	COM	816851109	8422	180000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC

RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
SENORX INC COM	COM	81724W104	18749	1707600	SH		SOLE	
SENSIENT TECHNOLOGIES CORP	COM	81725T100	23181	894000	SH		SOLE	
SHAW COMMUNICATIONS CL B NON V	COM	82028K200	10782	598000	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	1703	96000	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	1807	310000	SH		SOLE	
SIRIUS XM RADIO INC COM	COM	82967N108	427	450000	SH		SOLE	
SJW CORP COM	COM	784305104	14078	600600	SH		SOLE	
SK TELECOM LTD SPONSORED ADR (	COM	78440P108	2646	179600	SH		SOLE	
SKYLINE CORP	COM	830830105	5900	327600	SH		SOLE	
SL INDS INC COM	COM	784413106	2364	197000	SH		SOLE	
SLM CORP COM	COM	78442P106	7647	736000	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	879	215000	SH		SOLE	
SMITH A O CORP COM	COM	831865209	1301	27000	SH		SOLE	
SMITH INTL INC COM	COM	832110100	301	8000	SH		SOLE	
SMUCKER J M CO COM NEW	COM	832696405	6269	104100	SH		SOLE	
SOMANETICS CORP COM NEW	COM	834445405	12984	520400	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	2378	169000	SH		SOLE	
SONICWALL INC COM	COM	835470105	2468	210000	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	2438	80000	SH		SOLE	
SONY CORP-ADR (B:SNE US)	COM	835699307	1334	50000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	1290	155000	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	4511	105000	SH		SOLE	
SOUTHERN CO	COM	842587107	14077	423000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	31019	1419000	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	42020	1424400	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	630	60101	SH		SOLE	
SOUTHWESTERN ENERGY CO COM	COM	845467109	11012	285000	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	338	80375	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	36527	1820000	SH		SOLE	

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SPRINT NEXTEL CORP	COM	852061100	49532	11682000	SH	SOLE
ST JUDE MEDICAL CENTER INC	COM	790849103	10156	281400	SH	SOLE
ST. JOE COMPANY	COM	790148100	14359	620000	SH	SOLE
STAMPS.COM INC (NEW)	COM	852857200	1333	130002	SH	SOLE
STANDARD MTR PRODS INC CLASS A	COM	853666105	7213	893800	SH	SOLE
STANDEX INTL CORP	COM	854231107	1775	70000	SH	SOLE
STANLEY INC COM	COM	854532108	15326	410000	SH	SOLE
STARRETT L S CO CL A	COM	855668109	1981	207900	SH	SOLE
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	9139	220600	SH	SOLE
STATE STREET CORP	COM	857477103	11093	328000	SH	SOLE
STATOIL ASA SPONSORED ADR	COM	85771P102	18066	943400	SH	SOLE
STERLING BANCORP COM	COM	859158107	3555	395000	SH	SOLE
STEWART ENTERPRISES INC CL A	COM	860370105	1190	220000	SH	SOLE
STILLWATER MINING	COM	86074Q102	605	52100	SH	SOLE
STONERIDGE INC	COM	86183P102	1366	180000	SH	SOLE

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
STRATTEC SECURITY CORP.	COM	863111100	4210	190500	SH		SOLE	
STRYKER CORP	COM	863667101	4470	89300	SH		SOLE	
STUDENT LN CORP COM	COM	863902102	289	12000	SH		SOLE	
SUNCOR ENERGY INC	COM	867224107	17060	579500	SH		SOLE	
SUNOCO INC COM	COM	86764P109	5216	150000	SH		SOLE	
SUNPOWER CORP COM CL B	COM	867652307	108	10000	SH		SOLE	
SUNTRUST BANKS INC	COM	867914103	1212	52000	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	5806	432000	SH		SOLE	
SUPERVALU INC COMMON	COM	868536103	3339	308000	SH		SOLE	
SWS GROUP INC	COM	78503N107	4560	480000	SH		SOLE	
SYBASE INC COM	COM	871130100	115353	1784000	SH		SOLE	
SYCAMORE NETWORKS INC COM NEW	COM	871206405	1463	88000	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	144	14000	SH		SOLE	
SYNGENTA AG ADR SPONSORED	COM	87160A100	688	15000	SH		SOLE	
T ROWE PRICE GROUP INC	COM	74144T108	17312	390000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	10814	1201500	SH		SOLE	
TALBOTS INC WARRANTS	WARRANT AND RIGH	874161110	916	420002	SH		SOLE	
TALECRIS BIOTHERAPEUTICS	COM	874227101	675	32000	SH		SOLE	
TD AMERITRADE HLDG CORP COM	COM	87236Y108	1530	100000	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	1140	220900	SH		SOLE	
TECHNITROL INC COM	COM	878555101	158	50040	SH		SOLE	
TECO ENERGY INC COM	COM	872375100	4596	305000	SH		SOLE	
TELE NORTE LESTE PARTICIPACO A	COM	879246106	4437	296596	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	3401	207000	SH		SOLE	
TELECOM ITALIA SPA ADR	COM	87927Y102	3854	350000	SH		SOLE	
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	206	32000	SH		SOLE	
TELEFLEX INC	COM	879369106	271	5000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	29181	525495	SH		SOLE	
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	5376	381000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	31989	1205300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	51171	1683800	SH		SOLE	
TELUS CORP NON VTG SHS	COM	87971M202	5216	144100	SH		SOLE	
TENARIS S A SPONSORED ADR	COM	88031M109	17616	509000	SH		SOLE	
TENET HEALTHCARE CORP COM	COM	88033G100	4427	1020000	SH		SOLE	
TENNANT CO	COM	880345103	10045	297000	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	13512	641600	SH		SOLE	
TEREX CORP NEW COM	COM	880779103	2155	115000	SH		SOLE	
TESORO PETE CORP COM	COM	881609101	5298	454000	SH		SOLE	
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	4419	85000	SH		SOLE	

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TEXAS INSTRUMENTS INC	COM	882508104	22465	965000	SH	SOLE
TEXTRON INC	COM	883203101	16425	967880	SH	SOLE
THE SCOTTS MIRACLE GRO CO	COM	810186106	888	20000	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	1153	23500	SH	SOLE
THOMAS & BETTS CORP	COM	884315102	45110	1300000	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
RUN DATE: 08/02/10 10:50 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
THOR INDS INC COM	COM	885160101	641	27000	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	97	16000	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	1494	39400	SH		SOLE	
TIM PARTICIPACOES SA-ADR	COM	88706P106	1874	69066	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	14036	269500	SH		SOLE	
TIME WARNER INC COM	COM	887317303	46560	1610500	SH		SOLE	
TIVO INC	COM	888706108	5771	782000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	15451	653324	SH		SOLE	
TOTAL SA ADR (B:TOT US)	COM	89151E109	12388	277518	SH		SOLE	
TRACTOR SUPPLY CO COM	COM	892356106	9938	163000	SH		SOLE	
TRANS LUX CORP	COM	893247106	195	331000	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	327	44850	SH		SOLE	
TRANSOCEAN INC 1.625% 12/15/20	CONVERTIBLE BOND	893830AU3	3164	3300000	PRN		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	11592	250200	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	17533	356000	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	3182	195000	SH		SOLE	
TREE COM INC COM	COM	894675107	537	84886	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	504	355000	SH		SOLE	
TRIMBLE NAV LTD COM	COM	896239100	2212	79000	SH		SOLE	
TRIMERIS INC COM	COM	896263100	43	20000	SH		SOLE	
TRINITY INDS INC	COM	896522109	3402	192000	SH		SOLE	
TURKCELL ILETISIM HIZMETLERISP	COM	900111204	4543	350000	SH		SOLE	
TW TELECOM INC	COM	87311L104	3836	230000	SH		SOLE	
TWIN DISC INC COM	COM	901476101	591	52000	SH		SOLE	
TYCO ELECTRONICS LTD	COM	H8912P106	14498	571250	SH		SOLE	
TYCO INTERNATIONAL LTD SHS	COM	H89128104	44711	1269124	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	4656	300000	SH		SOLE	
TYSON FOODS INC	COM	902494103	6917	422000	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	1710	68331	SH		SOLE	
ULTRA PETROLEUM CORP COM	COM	903914109	10120	228700	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	2131	78000	SH		SOLE	
UNION DRILLING INC COM	COM	90653P105	138	25000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	16056	532000	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	568	48000	SH		SOLE	
UNITED NAT FOODS INC COM	COM	911163103	2988	100000	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	559	60000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	36599	889400	SH		SOLE	
UNITED STATES OIL FUND LP UNIT	MUTUAL FUNDS	91232N108	2479	73000	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	10256	158000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	11559	407000	SH		SOLE	
UNITIL CORP	COM	913259107	1736	83000	SH		SOLE	
UNITRIN INC	COM	913275103	1510	59000	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	4823	204000	SH		SOLE	
UTILITIES HOLDRS TR DEP RCPT	COM	918019100	2222	25000	SH		SOLE	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	
RUN DATE: 08/02/10 10:50 A.M.								

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10



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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
VALE S A ADR	COM	91912E105	5365	220315	SH		SOLE	
VALERO ENERGY CORP COM	COM	91913Y100	5414	301100	SH		SOLE	
VALMONT INDS INC	COM	920253101	2754	37900	SH		SOLE	
VALUE LINE INC	COM	920437100	308	17000	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	1336	125000	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	3503	67000	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	1563	125000	SH		SOLE	
VECTREN INC.	COM	92240G101	13817	584000	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	72286	2579784	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	75004	2103300	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	753	24000	SH		SOLE	
VIASAT INC COM	COM	92552V100	228	7000	SH		SOLE	
VICOR CORP COM	COM	925815102	1187	95000	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	1706	65000	SH		SOLE	
VIMPELCOM LTD-SPON ADR-W/I	COM	92719A106	30321	1874000	SH		SOLE	
VIRAGE LOGIC CORP COM	COM	92763R104	571	48000	SH		SOLE	
VIRTUAL RADIOLOGIC CORPORATIO	COM	92826B104	1270	74000	SH		SOLE	
VISA INC-CLASS A SHRS	COM	92826C839	8596	121500	SH		SOLE	
VIVO PARTICIPACOES S A SPON AD	COM	92855S200	6849	264230	SH		SOLE	
VODAFONE GROUP PLC-ADR	COM	92857W209	14043	679375	SH		SOLE	
W D 40 COMPANY	COM	929236107	735	22000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	28138	1286000	SH		SOLE	
WAL MART STORES INC	COM	931142103	19853	413000	SH		SOLE	
WALGREEN COMPANY	COM	931422109	19411	727000	SH		SOLE	
WASHINGTON POST CO CL B	COM	939640108	328	800	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	40646	1299000	SH		SOLE	
WATSCO INC CL B	COM	942622101	457	7875	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	6897	170000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	23845	832000	SH		SOLE	
WAUSAU PAPER CORP	COM	943315101	440	65000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	29131	2217000	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	179	10000	SH		SOLE	
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	462	18000	SH		SOLE	
WEIS MKTS INC	COM	948849104	2040	62000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	52864	2065000	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	672	168000	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	45705	2115000	SH		SOLE	
WESTPORT INNOVATIONS INC COM N	COM	960908309	157	10000	SH		SOLE	
WHOLE FOODS MKT INC COM	COM	966837106	10525	292200	SH		SOLE	
WHX CORP	COM	929248607	1851	434500	SH		SOLE	
WILEY JOHN & SONS INC CL B	COM	968223305	494	12800	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	35	10000	SH		SOLE	
WILLIAMS COS INC	COM	969457100	4767	260800	SH		SOLE	
WILLIS GROUP HOLDINGS PUBLIC L	COM	G96666105	675	22464	SH		SOLE	

PORTVUE-SEC13F.LNP

GABELLI FUNDS, LLC

RUN DATE: 08/02/10 10:50 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WILMINGTON TR CORP COM	COM	971807102	4802	433000	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	1282	72000	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	655	62000	SH		SOLE	
WINN DIXIE STORES INC COM NEW	COM	974280307	3422	355000	SH		SOLE	
WINNEBAGO INDS INC COM	COM	974637100	229	23000	SH		SOLE	
WISCONSIN ENERGY CORP COM	COM	976657106	20803	410000	SH		SOLE	
WOLVERINE WORLD WIDE INC COM	COM	978097103	2699	107000	SH		SOLE	

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WONDER AUTO TECHNOLOGY INC COM	COM	978166106	337	46000	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	1787	70000	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1540	99000	SH	SOLE
WRIGHT MED GROUP INC COM	COM	98235T107	1661	100000	SH	SOLE
WRIGHT MEDICAL 2.625% 12/01/14	CONVERTIBLE BOND	98235TAA5	356	400000	PRN	SOLE
WUXI PHARMATECH CAYMAN INC SPO	COM	929352102	11491	720000	SH	SOLE
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	363	18000	SH	SOLE
WYNN RESORTS LTD COM	COM	983134107	7017	92000	SH	SOLE
XCEL ENERGY INC COM	COM	98389B100	12057	585000	SH	SOLE
XEROX CORP	COM	984121103	643	80000	SH	SOLE
YAHOO INC.	COM	984332106	16781	1212500	SH	SOLE
YAMANA GOLD INC COM	COM	98462Y100	14289	1387300	SH	SOLE
YORK WTR CO COM	COM	987184108	2144	151000	SH	SOLE
YOUNG INNOVATIONS INC COM	COM	987520103	408	14500	SH	SOLE
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	4465	176000	SH	SOLE
ZEP INC	COM	98944B108	12888	739000	SH	SOLE
ZHONGPIN INC COM	COM	98952K107	235	20000	SH	SOLE
ZIMMER HLDGS INC COM	COM	98956P102	7891	146000	SH	SOLE
ZORAN CORP COM	COM	98975F101	2538	266000	SH	SOLE
ZYGO CORP COM	COM	989855101	1494	184200	SH	SOLE
ZYMOGENETICS INC COM	COM	98985T109	84	20000	SH	SOLE

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:58 A.M.

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ABRAXIS BIOSCIENCE INC NEW COM	COM	00383Y102	1224	16495	SH		SOLE	
ACTIVE PWR INC COM	COM	00504W100	31	40000	SH		SOLE	
AES CORP COM	COM	00130H105	235	25400	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	213	3500	SH		SOLE	
AIRGAS INC COM	COM	009363102	1362	21900	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	4135	27900	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	1324	64000	SH		SOLE	
ALLIED DEFENSE GROUP INC COM	COM	019118108	224	59130	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	73	35500	SH		SOLE	
ALLSCRIPTS HEALTHCARE SOLUTICO	COM	01988P108	515	32000	SH		SOLE	
AMERICAN ITALIAN PASTA CO.	COM	027070101	8359	158098	SH		SOLE	
AMKOR TECHNOLOGY INC COM	COM	031652100	385	69800	SH		SOLE	
ARCHER DANIELS 0.875% 02/15/14	CONVERTIBLE BOND	039483AW2	949	1000000	PRN		SOLE	
ARENA PHARMACEUTICALS INC COM	COM	040047102	31	10000	SH		SOLE	
ARENA RESOURCES INC COM	COM	040049108	510	16000	SH		SOLE	
ARGON ST INC COM	COM	040149106	1629	47500	SH		SOLE	

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ATS MED INC COM	COM	002083103	2742	690739	SH	SOLE
BANK OF AMERICA	COM	060505104	1562	108729	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	296	12000	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	227	5000	SH	SOLE
BAXTER INTL INC COM	COM	071813109	345	8500	SH	SOLE
BEAZER HOMES USA INC COM	COM	07556Q105	124	34200	SH	SOLE
BELL MICROPRODUC 3.750% 03/05/	CONVERTIBLE BOND	078137AC0	1990	2000000	PRN	SOLE
BELL MICROPRODUCTS INC COM	COM	078137106	3006	430631	SH	SOLE
BELO CORP	COM	080555105	222	39100	SH	SOLE
BIOLASE TECHNOLOGY INC COM	COM	090911108	15	10000	SH	SOLE
BIOSPHERE MEDICAL INC COM	COM	09066V103	771	178379	SH	SOLE
BOOTS & COOTS/INTL WELL CTRLCO	COM	099469504	1370	464300	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	203	35000	SH	SOLE
BOWNE & CO INC COM	COM	103043105	4020	358300	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	228	9500	SH	SOLE
CARDIAC SCIENCE CORP COM	COM	14141A108	30	30700	SH	SOLE
CARNIVAL CORP CL A	COM	143658300	756	25000	SH	SOLE
CASCAL N V COM	COM	N1842P109	67	10000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	1134	32500	SH	SOLE
CBS CORP CLASS A	COM	124857103	153	11750	SH	SOLE
CENTRAL EUROPEAN 3.000% 03/15/	CONVERTIBLE BOND	153435AA0	838	1000000	PRN	SOLE
CEPHALON INC COM	COM	156708109	306	5400	SH	SOLE
CF INDS HLDGS INC COM	COM	125269100	267	4203	SH	SOLE
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	531	575000	PRN	SOLE
CHINA HYDROELECTRIC CP-ADS WAR	WARRANT AND RIGH	G2112E145	17	25000	SH	SOLE
CHINA WIND SYSTEMS INC	COM	16945F209	89	20000	SH	SOLE
CHIPOTLE MEXICAN GRILL INC CL	COM	169656105	1067	7800	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI SECURITIES, INC.
RUN DATE: 08/02/10 10:58 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
CHIQUITA BRANDS INTL INC COM	COM	170032809	373	30667	SH		SOLE	
CIENA CORP 0.25% 5/1/2013	CONVERTIBLE BOND	171779AB7	1615	2000000	PRN		SOLE	
CKE RESTAURANTS INC COM	COM	12561E105	2881	229900	SH		SOLE	
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	122	14000	SH		SOLE	
CMED 3 1/2 11/15/2011	CONVERTIBLE BOND	169483AB0	823	1000000	PRN		SOLE	
COCA COLA ENTERPRISES INC	COM	191219104	750	29000	SH		SOLE	
COMCAST CORP CL A SPL	COM	20030N200	871	53000	SH		SOLE	
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	99	31600	SH		SOLE	
CORNELL CORRECTIONS INC.	COM	219141108	1188	44225	SH		SOLE	
CPI INTERNATIONAL INC COM	COM	12618M100	158	10135	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	361	19725	SH		SOLE	
CUTERA INC COM	COM	232109108	92	10000	SH		SOLE	
CYBERSOURCE CORP	COM	23251J106	14687	575292	SH		SOLE	
DELTA PETE CORP COM NEW	COM	247907207	198	230300	SH		SOLE	
DIGIRAD CORP COM	COM	253827109	21	10000	SH		SOLE	
DIRECTV-CLASS A	COM	25490A101	204	6000	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	1562	50500	SH		SOLE	
DIVX INC COM	COM	255413106	421	55000	SH		SOLE	
DOLLAR THRIFTY AUTOMOTIVE GRCO	COM	256743105	767	18000	SH		SOLE	
DOUBLE-TAKE SOFTWARE INC COM	COM	258598101	1893	180450	SH		SOLE	
DYNCORP INTL INC CL A	COM	26817C101	6131	349939	SH		SOLE	
ECLIPSYS CORPORATION	COM	278856109	919	51500	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	91	41271	SH		SOLE	
EV3 INC COM	COM	26928A200	16845	751686	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	899	15759	SH		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	1472	54900	SH		SOLE	
FORD CAP TRUST 6.5% 01/15/32	CONVERTIBLE PREF	345395206	220	5000	SH		SOLE	

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GENERAL GROWTH PPTYS INC COM	COM	370021107	320	24100	SH	SOLE
GENOPTIX INC	COM	37243V100	267	15500	SH	SOLE
GILEAD SCIENCES INC COM	COM	375558103	456	13300	SH	SOLE
GLG PARTNERS INC COM	COM	37929X107	1859	424500	SH	SOLE
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	155	11600	SH	SOLE
GREIF INC CL B	COM	397624206	3570	67800	SH	SOLE
HARDINGE INC COM	COM	412324303	157	18471	SH	SOLE
HEADWATERS INC COM	COM	42210P102	51	18000	SH	SOLE
HEALTHTRONICS INC COM	COM	42222L107	3872	801716	SH	SOLE
HORSEHEAD HLDG CORP COM	COM	440694305	76	10000	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	6165	184700	SH	SOLE
INVENTIV HEALTH INC COM	COM	46122E105	1119	43712	SH	SOLE
KINROSS GOLD CORP COM NO PAR	COM	496902404	189	11067	SH	SOLE
LIBERTY ACQUISITION HLDGS	COM	53015Y107	2053	206737	SH	SOLE
LIBERTY ACQUISITION HLDGS COWT	WARRANT AND RIGH	53015Y115	51	50000	SH	SOLE
LUCENT TECH 2.750% 06/15/25	CONVERTIBLE BOND	549463AH0	845	1000000	PRN	SOLE
MARINER ENERGY INC COM	COM	56845T305	9462	440500	SH	SOLE

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:58 A.M.

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	MA
MARKET VECTORS ETF TR GOLD MIN	MUTUAL FUNDS	57060U100	229	4400	SH		SOLE	
MAS0 07/20/31	CONVERTIBLE BOND	574599BB1	1284	2500000	PRN		SOLE	
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	216	32200	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	53	13425	SH		SOLE	
MEDTRONIC INC 1.500% 04/15/11	CONVERTIBLE BOND	585055AL0	1994	2000000	PRN		SOLE	
MEE 3 1/4 08/15	CONVERTIBLE BOND	576203AJ2	923	1100000	PRN		SOLE	
MICRON TECH 1.875% 06/01/14	CONVERTIBLE BOND	595112AH6	888	1000000	PRN		SOLE	
MILLIPORE CORP	COM	601073109	21010	197000	SH		SOLE	
NATIONAL DENTEX CORP COM	COM	63563H109	887	52620	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	275	6000	SH		SOLE	
NBTY INC COM	COM	628782104	422	12400	SH		SOLE	
NEUROMETRIX INC COM	COM	641255104	13	11200	SH		SOLE	
NEW YORK TIMES CO CLASS A	COM	650111107	240	27700	SH		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	247	4000	SH		SOLE	
NEWS CORP CL A	COM	65248E104	120	10000	SH		SOLE	
NOVELL INC	COM	670006105	1676	295000	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	310	14600	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	6489	242841	SH		SOLE	
OFFICE DEPOT INC	COM	676220106	245	60700	SH		SOLE	
OMNI ENERGY SERVICES COM NEW	COM	68210T208	268	100200	SH		SOLE	
PALM INC NEW COM	COM	696643105	5535	972687	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	479	54100	SH		SOLE	
PHASE FORWARD INC COM	COM	71721R406	12009	719990	SH		SOLE	
PORTEC RAIL PRODS INC COM	COM	736212101	232	20418	SH		SOLE	
POWER-ONE INC	COM	73930R102	169	25000	SH		SOLE	
PROSHARES TR ULTRASHORT QQQ	MUTUAL FUNDS	74347R875	220	11000	SH		SOLE	
PSYCHIATRIC SOLUTIONS INC COM	COM	74439H108	7185	219600	SH		SOLE	
QQQQ US 07/10 P 42	OPTION - PUT		9	100	SH	PUT	SOLE	
QQQQ US 07/10 P 43	OPTION - PUT		13	100	SH	PUT	SOLE	
QQQQ US 07/10 P 44	OPTION - PUT		19	100	SH	PUT	SOLE	
QQQQ US 07/10 P 45	OPTION - PUT		26	100	SH	PUT	SOLE	
QUICKSILVER RESOURCES INC COM	COM	74837R104	195	17700	SH		SOLE	
QUIKSILVER INC COM	COM	74838C106	232	62800	SH		SOLE	
QUS 3 1/2 11/25	CONVERTIBLE BOND	749121BY4	1107	1000000	PRN		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	2668	508158	SH		SOLE	
RANDGOLD RES LTD ADR	COM	752344309	284	3000	SH		SOLE	
RBCN US 07/10 C 30	OPTION - CALL		15	100	SH	CALL	SOLE	

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RCN CORP COM NEW	COM	749361200	6097	411650	SH	SOLE
RENESOLA LTD SPONS ADS	COM	75971T103	119	20000	SH	SOLE
RRI ENERGY INC COM	COM	74971X107	99	26100	SH	SOLE
RUBICON TECHNOLOGY INC COM	COM	78112T107	298	10000	SH	SOLE
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	1415	1575000	PRN	SOLE
SANTANDER BANCORP COM	COM	802809103	593	46949	SH	SOLE
SAUER INC	COM	804137107	164	13416	SH	SOLE

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:58 A.M.

GABELLI SECURITIES, INC.

FORM 13F INFORMATION TABLE  
 AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	361	118680	SH		SOLE	
SENOX INC COM	COM	81724W104	3306	301054	SH		SOLE	
SMITH INTL INC COM	COM	832110100	9650	256300	SH		SOLE	
SOLTA MEDICAL INC	COM	83438K103	41	21500	SH		SOLE	
SOMANETICS CORP COM NEW	COM	834445405	3878	155414	SH		SOLE	
SONICWALL INC COM	COM	835470105	4129	351396	SH		SOLE	
SOUTH FINL GROUP INC COM	COM	837841105	300	1100481	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	1737	165752	SH		SOLE	
SPDR GOLD TRUST GOLD SHS	COM	78463V107	426	3500	SH		SOLE	
SPORT SUPPLY GROUP INC DEL COM	COM	84916A104	711	52851	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	352	83000	SH		SOLE	
STANLEY INC COM	COM	854532108	7576	202686	SH		SOLE	
SUNPOWER CORP COM CL B	COM	867652307	119	11000	SH		SOLE	
SYBASE INC COM	COM	871130100	19728	305100	SH		SOLE	
SYMYX TECHNOLOGIES COM	COM	87155S108	284	56675	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE CO	COM	874054109	90	10000	SH		SOLE	
TALECRIS BIOTHERAPEUTICS	COM	874227101	317	15000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	1574	59300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	334	11000	SH		SOLE	
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	208	4000	SH		SOLE	
TIME WARNER INC COM	COM	887317303	299	10333	SH		SOLE	
TOFUTTI BRANDS INC COM	COM	88906B105	39	12000	SH		SOLE	
TRANSOCEAN INC 1.5% 12/15/37	CONVERTIBLE BOND	893830AV1	511	575000	PRN		SOLE	
TRINITY INDS INC	COM	896522109	321	18100	SH		SOLE	
VERSO PAPER CORP COM	COM	92531L108	173	75000	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	392	11000	SH		SOLE	
VIRAGE LOGIC CORP COM	COM	92763R104	1296	109013	SH		SOLE	
VIRTUAL RADIOLOGIC CORPORATIO	COM	92826B104	979	57058	SH		SOLE	
WASTE SERVICES INC DEL COM NEW	COM	941075202	117	10000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	2090	81628	SH		SOLE	
WUXI PHARMATECH CAYMAN INC SPO	COM	929352102	3396	212800	SH		SOLE	
YAHOO INC.	COM	984332106	310	22400	SH		SOLE	
YINGLI GREEN 0% 12/15/2012	CONVERTIBLE BOND	98584BAA1	1130	1000000	PRN		SOLE	
YRC WORLDWIDE INC COM	COM	984249102	3	20000	SH		SOLE	
ZYGO CORP COM	COM	989855101	101	12400	SH		SOLE	

PORTVUE-SEC13F.LNP  
 RUN DATE: 08/02/10 10:56 A.M.

TETON ADVISORS, INC.

FORM 13F INFORMATION TABLE

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AS OF DATE: 06/30/10

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	813	394800	SH		SOLE	
A123 SYSTEMS INC	COM	03739T108	255	27000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	66	18000	SH		SOLE	
ADVANCED ANALOGIC TECHNOLOGICO	COM	00752J108	430	134700	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	700	17244	SH		SOLE	
ALLIS CHALMERS ENERGY INC COM	COM	019645506	86	41800	SH		SOLE	
AMERICAN EAGLE OUTFITTERS INCO	COM	02553E106	449	38207	SH		SOLE	
AMERICAN RAILCAR INDS INC COM	COM	02916P103	362	30000	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	2152	103300	SH		SOLE	
AMTECH SYS INC COM PAR \$0.01N	COM	032332504	357	42800	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	1042	70671	SH		SOLE	
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	364	18500	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	610	19857	SH		SOLE	
ARTHROCARE CORP COM	COM	043136100	411	13400	SH		SOLE	
ASCENT MEDIA CORP COM SER A	COM	043632108	27	1050	SH		SOLE	
ASTRONICS CORP COM	COM	046433108	198	12100	SH		SOLE	
ATLANTIC TELE NETWORK INC COM	COM	049079205	933	22600	SH		SOLE	
ATLAS AIR WORLDWIDE HLDGS INCO	COM	049164205	285	6000	SH		SOLE	
ATMI INC COM	COM	00207R101	201	13760	SH		SOLE	
AVNET INC	COM	053807103	564	23393	SH		SOLE	
BALDWIN TECHNOLOGY INC CL A	COM	058264102	204	172500	SH		SOLE	
BALLANTYNE STRONG INC COM	COM	058516105	546	75400	SH		SOLE	
BEASLEY BROADCAST GRP INC.	COM	074014101	431	88400	SH		SOLE	
BEL FUSE INC CL A	COM	077347201	1283	77300	SH		SOLE	
BELL MICROPRODUCTS INC COM	COM	078137106	1691	242200	SH		SOLE	
BELO CORP	COM	080555105	987	173500	SH		SOLE	
BERKSHIRE BANCORP INC DEL COM	COM	084597202	81	16100	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	482	36700	SH		SOLE	
BIGLARI HOLDINGS INC	COM	08986R101	4326	15079	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	514	340500	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	1336	19800	SH		SOLE	
BOWNE & CO INC COM	COM	103043105	2693	240000	SH		SOLE	
BRIGHAM EXPLORATION CO COM	COM	109178103	408	26500	SH		SOLE	
BROOKS AUTOMATION COM	COM	114340102	189	24504	SH		SOLE	
BROWN & BROWN INC COM	COM	115236101	254	13270	SH		SOLE	
BRUSH ENGINEERED MATLS INC COM	COM	117421107	1908	95500	SH		SOLE	
BTU INTL INC COM	COM	056032105	480	82650	SH		SOLE	
BUCYRUS INTL INC NEW CL A	COM	118759109	383	8066	SH		SOLE	
CADIZ INC	COM	127537207	473	39174	SH		SOLE	
CALLAWAY GOLF CO COM	COM	131193104	203	33600	SH		SOLE	
CAMBIUM LEARNING GRP INC COM	COM	13201A107	308	85507	SH		SOLE	
CANTEL MEDICAL CORP COM	COM	138098108	367	22000	SH		SOLE	
CANTERBURY PK HLDG CORP	COM	13811E101	167	22000	SH		SOLE	

PORTVUE-SEC13F.LNP

TETON ADVISORS, INC.

RUN DATE: 08/02/10 10:56 A.M.

FORM 13F INFORMATION TABLE

AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CAPSTONE TURBINE CORP COM	COM	14067D102	20	20000	SH		SOLE	
CARDIONET INC COM	COM	14159L103	219	40000	SH		SOLE	
CARIBOU COFFEE INC COM	COM	142042209	95	10000	SH		SOLE	
CASCADE MICROTECH INC COM	COM	147322101	405	90700	SH		SOLE	
CASELLA WASTE SYS INC CL A	COM	147448104	638	167000	SH		SOLE	

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CAVCO INDUSTRIES	COM	149568107	433	12300	SH	SOLE
CENVEO INC COM	COM	15670S105	79	14500	SH	SOLE
CEPHEID COM	COM	15670R107	1001	62500	SH	SOLE
CHASE CORP	COM	16150R104	728	63700	SH	SOLE
CHESAPEAKE UTILS CORP COM	COM	165303108	1146	36500	SH	SOLE
CHURCHILL DOWNS INC COM	COM	171484108	1559	47540	SH	SOLE
CIRCOR INTL INC COM	COM	17273K109	1292	50500	SH	SOLE
CLARIENT INC COM	COM	180489106	467	151700	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	664	32000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	454	135000	SH	SOLE
COMMSCOPE INC COM	COM	203372107	564	23748	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	468	44900	SH	SOLE
COMPUTER TASK GROUP INC COM	COM	205477102	342	53000	SH	SOLE
COMVERGE INC COM	COM	205859101	367	41000	SH	SOLE
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	455	40000	SH	SOLE
CONTINUCARE CORP COM	COM	212172100	1747	521600	SH	SOLE
CORE MOLDING TECH COM	COM	218683100	1259	231000	SH	SOLE
COWEN GROUP INC NEW CL A	COM	223622101	41	10000	SH	SOLE
CROWN MEDIA HLDGS INC CL A	COM	228411104	91	51900	SH	SOLE
CRUCCELL N V SPONSORED ADR	COM	228769105	311	17000	SH	SOLE
CTS CORP	COM	126501105	1880	203500	SH	SOLE
CUTERA INC COM	COM	232109108	726	78800	SH	SOLE
CYNOSURE INC CL A	COM	232577205	659	61200	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	1000	100000	SH	SOLE
DAWSON GEOPHYSICAL CO COM	COM	239359102	362	17000	SH	SOLE
DELTA NAT GAS INC COM	COM	247748106	513	18000	SH	SOLE
DENNYS CORP COM	COM	24869P104	119	45700	SH	SOLE
DIAMOND MGMT & TECHNOLOGY COCO	COM	25269L106	412	40000	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	740	256000	SH	SOLE
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	400	220000	SH	SOLE
DXP ENTERPRISES INC NEW COM NE	COM	233377407	379	24186	SH	SOLE
EASTERN CO COM	COM	276317104	308	21000	SH	SOLE
EDGAR ONLINE INC	COM	279765101	87	67500	SH	SOLE
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1020	351686	SH	SOLE
EDWARDS LIFESCIENCES CORP COM	COM	28176E108	240	4290	SH	SOLE
ELECTRO SCIENTIFIC INDS INC CO	COM	285229100	591	44205	SH	SOLE
ENERGY RECOVERY INC	COM	29270J100	140	35000	SH	SOLE
ENTEGRIS INC COM	COM	29362U104	556	140090	SH	SOLE
ENTERCOM COMMUNICATIONS CORPCL	COM	293639100	651	73800	SH	SOLE

PORTVUE-SEC13F.LNP

TETON ADVISORS, INC.

RUN DATE: 08/02/10 10:56 A.M.

FORM 13F INFORMATION TABLE

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ENTROPIC COMMUNICATIONS INC CO	COM	29384R105	626	98814	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	4239	345505	SH		SOLE	
ESTERLINE TECHNOLOGIES CORP CO	COM	297425100	247	5211	SH		SOLE	
EXACTECH INC COM	COM	30064E109	1542	90300	SH		SOLE	
FAIR ISAAC & CO INC COM	COM	303250104	611	28047	SH		SOLE	
FAMOUS DAVES AMER INC COM	COM	307068106	380	45500	SH		SOLE	
FEDERAL MOGUL CORP CL A	COM	313549404	285	21900	SH		SOLE	
FEDERAL SIGNAL CORP COM	COM	313855108	479	79381	SH		SOLE	
FERRO CORP	COM	315405100	4249	576469	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	233	17904	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	68	10391	SH		SOLE	
FIRST NIAGARA FINL GP INC COM	COM	33582V108	313	25000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	1816	107814	SH		SOLE	
FLOW INTL CORP COM	COM	343468104	405	171400	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	950	77700	SH		SOLE	

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FORMFACTOR INC COM	COM	346375108	560	51895	SH	SOLE
FULL HOUSE RESORTS INC COM	COM	359678109	47	15000	SH	SOLE
FURMANITE CORPORATION	COM	361086101	791	199200	SH	SOLE
GENCORP INC	COM	368682100	2929	668800	SH	SOLE
GENERAL MILLS INC	COM	370334104	267	7522	SH	SOLE
GENOPTIX INC	COM	37243V100	456	26500	SH	SOLE
GERBER SCIENTIFIC INSTR	COM	373730100	1193	223070	SH	SOLE
GLOBAL SOURCES LTD COM	COM	G39300101	1823	232500	SH	SOLE
GOODRICH PETE CORP COM NEW	COM	382410405	227	18940	SH	SOLE
GP STRATEGIES CORP COM	COM	36225V104	503	69270	SH	SOLE
GRAFTECH INTERNATIONAL	COM	384313102	270	18500	SH	SOLE
GRAHAM CORP COM	COM	384556106	582	38800	SH	SOLE
GRAY TELEVISION, INC	COM	389375106	1462	606800	SH	SOLE
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	293	75100	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	838	33000	SH	SOLE
GRIFFON CORP COM	COM	398433102	2100	189888	SH	SOLE
GSE SYS INC COM	COM	36227K106	184	45300	SH	SOLE
GYRODYNE CO AMER INC COM	COM	403820103	221	4700	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	686	34000	SH	SOLE
HAWKINS INC COM	COM	420261109	867	36000	SH	SOLE
HEADWATERS INC COM	COM	42210P102	346	122000	SH	SOLE
HEELYS INC COM	COM	42279M107	133	54000	SH	SOLE
HERLEY INDS INC COM	COM	427398102	3360	235600	SH	SOLE
HESKA CORP COM NEW RESTRICTED	COM	42805E207	18	28700	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	378	56000	SH	SOLE
HOOPER HOLMES INC COM	COM	439104100	42	73600	SH	SOLE
HOT TOPIC INC	COM	441339108	127	25000	SH	SOLE
HUDSON VALLEY HOLDING CORP COM	COM	444172100	890	38500	SH	SOLE
ICF INTL INC COM	COM	44925C103	536	22400	SH	SOLE
PORTVUE-SEC13F.LNP						TETON ADVISORS, INC.
RUN DATE: 08/02/10 10:56 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
IDEX CORP	COM	45167R104	630	22056	SH		SOLE	
IMAX CORP COM	COM	45245E109	720	49300	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	1731	115000	SH		SOLE	
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	183	41500	SH		SOLE	
INTEGRATED DEVICE TECH INC COM	COM	458118106	193	39057	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	705	37894	SH		SOLE	
INTRICON CORP COM	COM	46121H109	851	166500	SH		SOLE	
IRIS INTL INC COM	COM	46270W105	3072	302975	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	4303	1083900	SH		SOLE	
KAMAN CORP	COM	483548103	2590	117080	SH		SOLE	
KBW INC	COM	482423100	483	22527	SH		SOLE	
KEITHLEY INSTRS INC COM	COM	487584104	1785	202200	SH		SOLE	
KEY TECHNOLOGY INC COM	COM	493143101	603	44671	SH		SOLE	
KID BRANDS, INC. COM	COM	49375T100	391	55600	SH		SOLE	
KRATOS DEFENSE & SEC SOLUTIOCO	COM	50077B207	360	34274	SH		SOLE	
LAKELAND INDS INC COM	COM	511795106	142	15300	SH		SOLE	
LAWSON SOFTWARE INC NEW COM	COM	52078P102	137	18726	SH		SOLE	
LAYNE CHRISTENSEN CO COM	COM	521050104	825	34000	SH		SOLE	
LECROY CORP COM	COM	52324W109	1255	259386	SH		SOLE	
LIFEWAY FOODS INC COM	COM	531914109	1308	134300	SH		SOLE	
LIMONEIRA CO COM	COM	532746104	261	12000	SH		SOLE	
LIN TV CORP CL A	COM	532774106	595	110000	SH		SOLE	
LITTELFUSE INC	COM	537008104	324	10253	SH		SOLE	
LYDALL INC COM	COM	550819106	216	28312	SH		SOLE	
MAGMA DESIGN AUTOMATION COM	COM	559181102	303	106692	SH		SOLE	



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MAGNETEK INC COM	COM	559424106	403	437500	SH	SOLE
MANITOWOC CO COM	COM	563571108	187	20500	SH	SOLE
MARCUS CORP COM	COM	566330106	435	46000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	1149	203000	SH	SOLE
MARINEMAX INC COM	COM	567908108	69	10000	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	46	10000	SH	SOLE
MEADOWBROOK INS GROUP INC COM	COM	58319P108	241	27900	SH	SOLE
MEDALLION FINANCIAL CORP	COM	583928106	277	42000	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	4451	456000	SH	SOLE
MEDICAL NUTRITION USA INC COM	COM	58461X107	477	120700	SH	SOLE
MERCURY COMPUTER SYS INC COM	COM	589378108	571	48653	SH	SOLE
MESA LABS INC COM	COM	59064R109	601	25000	SH	SOLE
MET PRO CORP COM	COM	590876306	858	79700	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	731	75000	SH	SOLE
MGE ENERGY INC	COM	55277P104	1135	31500	SH	SOLE
MGP INGREDIENTS INC COM	COM	55302G103	99	15000	SH	SOLE
MICROSEMI CORP COM	COM	595137100	250	17084	SH	SOLE
MICROTUNE INC.	COM	59514P109	355	166900	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1663	80000	SH	SOLE
PORTVUE-SEC13F.LNP						
TETON ADVISORS, INC.						
RUN DATE: 08/02/10 10:56 A.M.						

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
MIDAS GROUP INC COM	COM	595626102	1479	192800	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	787	14800	SH		SOLE	
MINE SAFETY APPLIANCES CO COM	COM	602720104	502	20269	SH		SOLE	
MODINE MFG CO	COM	607828100	644	83800	SH		SOLE	
MOLEX INC	COM	608554101	624	34229	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	283	46000	SH		SOLE	
MOSY INC	COM	619718109	307	69500	SH		SOLE	
MVC CAP COM	COM	553829102	428	33100	SH		SOLE	
MYERS INDS INC	COM	628464109	1019	126000	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	346	41100	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1675	107777	SH		SOLE	
NATIONAL DENTEX CORP COM	COM	63563H109	1242	73700	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	199	16400	SH		SOLE	
NEOGEN CORP COM	COM	640491106	2449	94000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	116	10386	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	169	11055	SH		SOLE	
NEWPORT CORP COM	COM	651824104	839	92558	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	236	26200	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	1416	61700	SH		SOLE	
OMNICELL INC COM	COM	68213N109	129	11054	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	2031	260000	SH		SOLE	
ON SEMICONDUCTOR CORP COM	COM	682189105	469	73503	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	100	44300	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	561	17500	SH		SOLE	
OTIX GLOBAL INC	COM	68906N200	432	107980	SH		SOLE	
OUTDOOR HLDGS INC (NEW)	COM	690027206	56	12000	SH		SOLE	
PACTIV CORP COM	COM	695257105	204	7320	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	655	117800	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	190	17000	SH		SOLE	
PARAMETRIC TECHNOLOGY CORP COM	COM	699173209	689	43972	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	1248	51141	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	180	12500	SH		SOLE	
PC GROUP INC	COM	70455G107	9	22550	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	1822	82200	SH		SOLE	
PERICOM SEMICONDUCTOR CORP COM	COM	713831105	735	76600	SH		SOLE	

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PERRIGO CO	COM	714290103	351	5944	SH	SOLE
PETROHAWK ENERGY CORP COM	COM	716495106	529	31200	SH	SOLE
PHASE FORWARD INC COM	COM	71721R406	707	42400	SH	SOLE
PHOENIX TECHNOLOGIES LTD COM	COM	719153108	624	215792	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	238	25200	SH	SOLE
PERFORMED LINE PRODS CO COM	COM	740444104	218	7788	SH	SOLE
PRIDE INTL INC COM	COM	74153Q102	533	23877	SH	SOLE
PRIMEDIA INC COM NEW	COM	74157K846	586	200000	SH	SOLE
PRINCETON REVIEW INC COM	COM	742352107	390	168000	SH	SOLE

PORTVUE-SEC13F.LNP  
TETON ADVISORS, INC.  
RUN DATE: 08/02/10 10:56 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PROVIDENCE & WORCESTER RR COCO	COM	743737108	977	80300	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	287	45000	SH		SOLE	
QLOGIC CORP COM	COM	747277101	680	40921	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	324	25500	SH		SOLE	
READING INTERNATIONAL INC CL B	COM	755408200	214	29800	SH		SOLE	
READING INTL INC CL A	COM	755408101	455	114500	SH		SOLE	
RGC RES INC COM	COM	74955L103	518	16700	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	2213	234205	SH		SOLE	
RPC INC. COMMON	COM	749660106	546	40000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	247	84400	SH		SOLE	
RUSH ENTERPRISES INC CL A	COM	781846209	453	33900	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	466	40000	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	719	193800	SH		SOLE	
SANDERS MORRIS HARRIS GROUP CO	COM	80000Q104	392	70600	SH		SOLE	
SCHAWK INC CL A	COM	806373106	377	25200	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	1286	180665	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	892	120000	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	208	10571	SH		SOLE	
SEARCHMEDIA HOLDINGS LTD	COM	G8005Y106	157	51700	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	319	18000	SH		SOLE	
SILICON IMAGE INC COM	COM	82705T102	65	18400	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	292	50000	SH		SOLE	
SJW CORP COM	COM	784305104	1437	61300	SH		SOLE	
SKYLINE CORP	COM	830830105	384	21300	SH		SOLE	
SL INDS INC COM	COM	784413106	2216	184700	SH		SOLE	
SMART BALANCE INC COM	COM	83169Y108	199	48600	SH		SOLE	
SOMANETICS CORP COM NEW	COM	834445405	1200	48100	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	2012	143000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1819	177500	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	1759	218000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	892	93600	SH		SOLE	
STEC INC COM	COM	784774101	160	12700	SH		SOLE	
STEINWAY MUSICAL INSTRS INC OR	COM	858495104	356	20000	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	357	66000	SH		SOLE	
STONERIDGE INC	COM	86183P102	1573	207300	SH		SOLE	
STRATEGIC DIAGNOSTICS INC COM	COM	862700101	387	213900	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	2153	97400	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	882	65600	SH		SOLE	
SVB FINL GROUP COM	COM	78486Q101	653	15831	SH		SOLE	
SWS GROUP INC	COM	78503N107	540	56800	SH		SOLE	
SYCAMORE NETWORKS INC COM NEW	COM	871206405	346	20830	SH		SOLE	
SYMMETRICOM INC COM	COM	871543104	543	106750	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	988	96100	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	1024	198500	SH		SOLE	

PORTVUE-SEC13F.LNP  
TETON ADVISORS, INC.

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RUN DATE: 08/02/10 10:56 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
TECHNITROL INC COM	COM	878555101	956	302400	SH		SOLE	
TELEFLEX INC	COM	879369106	602	11082	SH		SOLE	
TENNANT CO	COM	880345103	2206	65241	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	842	40000	SH		SOLE	
TERADATA CORP DEL COM	COM	88076W103	629	20621	SH		SOLE	
TESCO CORP COM	COM	88157K101	834	67900	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	711	116871	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	482	12705	SH		SOLE	
TITAN MACHY INC COM	COM	88830R101	414	31500	SH		SOLE	
TORO CO COM	COM	891092108	765	15567	SH		SOLE	
TRANS LUX CORP	COM	893247106	30	50500	SH		SOLE	
TRANSACT TECHNOLOGIES INC COM	COM	892918103	2098	287400	SH		SOLE	
TREE COM INC COM	COM	894675107	63	10000	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	32	22300	SH		SOLE	
TTM TECHNOLOGIES INC COM	COM	87305R109	222	23404	SH		SOLE	
TWIN DISC INC COM	COM	901476101	932	82000	SH		SOLE	
U S ENERGY CORP WYO COM	COM	911805109	96	20300	SH		SOLE	
ULTRA CLEAN HLDGS INC COM	COM	90385V107	1466	172064	SH		SOLE	
ULTRALIFE BATTERIES INC COM	COM	903899102	559	130000	SH		SOLE	
ULTRATECH INC COM	COM	904034105	990	60850	SH		SOLE	
UMPQUA HLDGS CORP COM	COM	904214103	160	13908	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	939	79400	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	274	11600	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	224	16471	SH		SOLE	
VALSPAR CORP COM	COM	920355104	217	7217	SH		SOLE	
VARIAN SEMICONDUCTOR EQUIPTMCO	COM	922207105	453	15807	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	758	60600	SH		SOLE	
VICOR CORP COM	COM	925815102	673	53900	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	231	8800	SH		SOLE	
VISHAY INTERTECHNOLOGY INC	COM	928298108	324	41913	SH		SOLE	
WABASH NATL CORP COM	COM	929566107	953	134100	SH		SOLE	
WABCO HLDGS INC COM	COM	92927K102	215	6835	SH		SOLE	
WASHINGTON TR BANCORP COM	COM	940610108	257	15093	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	193	10768	SH		SOLE	
WESTFIELD FINANCIAL INC NEW CO	COM	96008P104	413	49550	SH		SOLE	
WET SEAL INC/THE-CLASS A	COM	961840105	383	104900	SH		SOLE	
WHITNEY HLDG CORP	COM	966612103	363	39239	SH		SOLE	
WHX CORP	COM	929248607	1259	295500	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	60	17000	SH		SOLE	
WILLIAMS SONOMA INC COM	COM	969904101	605	24375	SH		SOLE	
WILSHIRE BANCORP INC COM	COM	97186T108	333	38100	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	400	37875	SH		SOLE	
WINNEBAGO INDS INC COM	COM	974637100	219	22000	SH		SOLE	
YORK WTR CO COM	COM	987184108	405	28500	SH		SOLE	
PORTVUE-SEC13F.LNP								TETON ADVISORS, INC.

RUN DATE: 08/02/10 10:56 A.M.

FORM 13F INFORMATION TABLE  
AS OF DATE: 06/30/10

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YOUNG INNOVATIONS INC COM	COM	987520103	571	20300	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	663	26149	SH		SOLE	
ZEP INC	COM	98944B108	2728	156450	SH		SOLE	

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ZORAN CORP COM	COM	98975F101	723	75800 SH	SOLE
ZYGO CORP COM	COM	989855101	865	106600 SH	SOLE