

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

GAMCO INVESTORS, INC. ET AL
 Form 13F-HR
 November 12, 2009

PORTVUE-SEC13F.LNP
 RUN DATE: 10/23/09 9:52 A.M.

GAMCO ASSET MGT. INC.

FORM 13F INFORMATION TABLE
 AS OF DATE: 09/30/09

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	1134	328566	SH		SOLE	
3 COM CORP	COM	885535104	1569	300000	SH		SOLE	
3M CO.	COM	88579Y101	886	12000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	1022	76000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	8052	298118	SH		SOLE	
AAR CORP COM	COM	000361105	1646	75000	SH		SOLE	
AARON RENTS INC COM	COM	002535201	264	10000	SH		SOLE	
AARON'S INC	COM	002535300	7722	374873	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	5102	254605	SH		SOLE	
ABBOTT LABS	COM	002824100	6478	130950	SH		SOLE	
ABOVENET INC COM	COM	00374N107	1658	34000	SH		SOLE	
ACCESS INTEGRATED TECHNLS ICL	COM	004329108	47	37000	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	1167	161578	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	822	25520	SH		SOLE	
ADAPTEC INC COM	COM	00651F108	150	45000	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	760	22996	SH		SOLE	
AES CORP COM	COM	00130H105	6471	436650	SH		SOLE	
AFFILIATED COMPUTER SVCS INCCL	COM	008190100	3196	59000	SH		SOLE	
AFLAC INC COM	COM	001055102	342	8000	SH		SOLE	
AGL RES INC COM	COM	001204106	3137	88937	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	4262	62819	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	1003	29000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	34280	1238430	SH		SOLE	
ALCOA INC COM	COM	013817101	15581	1187585	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	772	5568	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	2436	171300	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	873	3370	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	23226	875804	SH		SOLE	
ALLERGAN INC	COM	018490102	10966	193192	SH		SOLE	
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	10656	390600	SH		SOLE	
ALLIANCE DATA SYS CORP COM	COM	018581108	385	6300	SH		SOLE	
ALLIANT ENERGY CORP COM	COM	018802108	838	30080	SH		SOLE	
AMAZON.COM INC	COM	023135106	1069	11455	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	2849	65000	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	425	15000	SH		SOLE	
AMERICAN DENTAL PARTNERS INC	COM	025353103	280	20000	SH		SOLE	
AMERICAN DG ENERGY INC	COM	025398108	1365	479000	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	232	7500	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	136008	4012027	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	1276	64000	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	3136	86325	SH		SOLE	

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AMERISOURCEBERGEN CORP COM	COM	03073E105	358	16000	SH	SOLE
AMETEK INC NEW COM	COM	031100100	103045	2951738	SH	SOLE
AMICAS INC	COM	001712108	3908	1085630	SH	SOLE
AMPCO PITTSBURGH CORP	COM	032037103	29361	1104210	SH	SOLE
ANADARKO PETE CORP COM	COM	032511107	6496	103560	SH	SOLE
ANGIODYNAMICS INC COM	COM	03475V101	3811	276560	SH	SOLE
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	245	6000	SH	SOLE
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	764	360250	SH	SOLE
ANIXTER INTL INC COM	COM	035290105	201	5000	SH	SOLE
APACHE CORP	COM	037411105	2028	22080	SH	SOLE
APPLE INC	COM	037833100	5721	30868	SH	SOLE
APPLIED MATLS INC COM	COM	038222105	779	58190	SH	SOLE
AQUA AMERICA INC	COM	03836W103	229	13000	SH	SOLE
ARCH CHEMICALS INC COM	COM	03937R102	2513	83780	SH	SOLE
ARCHER DANIELS MIDLAND	COM	039483102	50122	1715318	SH	SOLE
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	2766	82132	SH	SOLE
ARTHROCARE CORP	COM	043136100	9981	489510	SH	SOLE
ASCENT MEDIA CORP COM SER A	COM	043632108	27921	1090680	SH	SOLE
ASHLAND INC NEW COM	COM	044209104	12310	284815	SH	SOLE
ASPECT MED SYS INC COM	COM	045235108	599	50000	SH	SOLE
AUTONATION INC	COM	05329W102	38743	2142877	SH	SOLE
AUTOZONE INC	COM	053332102	424	2900	SH	SOLE
AVON PRODUCTS INC	COM	054303102	3645	107325	SH	SOLE
BADGER METER INC COM	COM	056525108	3078	79550	SH	SOLE
BAKER HUGHES INC	COM	057224107	256	6000	SH	SOLE
BALDOR ELEC CO COM	COM	057741100	21223	776250	SH	SOLE
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1936	1046725	SH	SOLE
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	203	12564	SH	SOLE
BANK OF AMERICA	COM	060505104	12207	721459	SH	SOLE
BANK OF NEW YORK MELLON CORP	COM	064058100	63933	2205362	SH	SOLE
BARNES GROUP INC COM	COM	067806109	1816	106240	SH	SOLE
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	1800	47500	SH	SOLE
BAXTER INTL INC COM	COM	071813109	11104	194778	SH	SOLE
BCE INC	COM	05534B760	3123	126600	SH	SOLE
BEASLEY BROADCAST GRP INC.	COM	074014101	4172	1168561	SH	SOLE
BECTON DICKINSON & CO COM	COM	075887109	451	6463	SH	SOLE
BED BATH & BEYOND INC	COM	075896100	4944	131700	SH	SOLE
BEL FUSE INC CL A	COM	077347201	437	23600	SH	SOLE
BELDEN CDT INC	COM	077454106	2472	107000	SH	SOLE
BELO CORP	COM	080555105	3860	713531	SH	SOLE
BERKSHIRE HATHAWAY	COM	084670108	3131	31	SH	SOLE
BERKSHIRE HATH/HLD B	COM	084670207	8856	2665	SH	SOLE
BHP BILLITON LTD SPONSORED ADR	COM	088606108	749	11347	SH	SOLE
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	1389	92000	SH	SOLE
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BIO RAD LABS INC CL A	COM	090572207	533	5800	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	606	12000	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	451	199600	SH		SOLE	
BJ SVCS CO COM	COM	055482103	1040	53500	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	7083	281400	SH		SOLE	
BLACKROCK INC CL A	COM	09247X101	740	3414	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	542	38200	SH		SOLE	
BOEING CO	COM	097023105	35588	657220	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	4000	549500	SH		SOLE	

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BORG WARNER INC	COM	099724106	40857	1350200	SH	SOLE
BOSTON BEER INC CL A	COM	100557107	6211	167500	SH	SOLE
BOSTON SCIENTIFIC CORP COM	COM	101137107	13809	1304000	SH	SOLE
BOYD GAMING CORP	COM	103304101	23205	2123050	SH	SOLE
BP PLC SPONS ADR	COM	055622104	780	14658	SH	SOLE
BPW ACQUISITION CORP COM	COM	055637102	2053	210150	SH	SOLE
BPW ACQUISITION CORP WT EXP 02 WARRANT AND RIGH	055637110	319	590000	SH	SOLE	
BRINKS CO COM	COM	109696104	3525	131000	SH	SOLE
BRINKS HOME SEC HLDGS INC COM	COM	109699108	1093	35500	SH	SOLE
BRISTOL MYERS SQUIBB CO	COM	110122108	6941	308220	SH	SOLE
BROWN FORMAN CORP CL B	COM	115637209	4993	103548	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	28964	567140	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	4892	200000	SH	SOLE
BUCKEYE PARTNERS L P UNIT LTD	OIL & GAS PARTNE	118230101	436	9000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	248529	10464396	SH	SOLE
CABOT OIL & GAS CORP COMMON ST	COM	127097103	322	9000	SH	SOLE
CADBURY PLC-SPONS ADR	COM	12721E102	134141	2619434	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	1371	105000	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	3862	1199300	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	10912	288523	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	27135	831841	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	3040	410779	SH	SOLE
CAPITAL ONE FINL CORP COM	COM	14040H105	888	24860	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	1395	138000	SH	SOLE
CASELLA WASTE SYS INC CL A	COM	147448104	382	130000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	3734	119000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	18149	511248	SH	SOLE
CBS CORP CLASS A	COM	124857103	32005	2653854	SH	SOLE
CBS CORP NEW CL B	COM	124857202	1188	98612	SH	SOLE
CELGENE CORP	COM	151020104	674	12064	SH	SOLE
CENTENNIAL COMMUNICATIONS CORP	COM	15133V208	23094	2894004	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	307	9441	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	618	32000	SH	SOLE
CENTURYTEL INC	COM	156700106	11289	335978	SH	SOLE
CENVEO INC COM	COM	15670S105	2423	350200	SH	SOLE
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CEPHALON INC COM	COM	156708109	815	14000	SH		SOLE	
CEPHEID COM	COM	15670R107	2895	219000	SH		SOLE	
CH ENERGY GROUP, INC.	COM	12541M102	31049	700717	SH		SOLE	
CHAMPION ENTERPRISES INC COM	COM	158496109	531	1155196	SH		SOLE	
CHARTERED SEMICONDUCTOR MFG SP	COM	16133R205	744	40000	SH		SOLE	
CHEMED CORPORATION	COM	16359R103	33212	756710	SH		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	1350	47548	SH		SOLE	
CHEVRON CORP	COM	166764100	18465	262177	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	2848	58000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	17642	310930	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	27911	724951	SH		SOLE	
CINCINNATI BELL	COM	171871106	29465	8418532	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	32571	1152563	SH		SOLE	
CISCO SYS INC	COM	17275R102	3959	168188	SH		SOLE	
CITIGROUP INC.	COM	172967101	394	81500	SH		SOLE	
CLARCOR INC	COM	179895107	73553	2345451	SH		SOLE	
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	11458	1636900	SH		SOLE	
CLEARWIRE CORP-CLASS A	COM	18538Q105	1122	138000	SH		SOLE	
CLOUGH GLOBAL OPPORTUNITIES SH	MUTUAL FUNDS	18914E106	127	10000	SH		SOLE	

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CME GROUP INC COM	COM	12572Q105	2019	6550	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	1456	108675	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	14109	870900	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	67290	3939714	SH	SOLE
COACH INC	COM	189754104	408	12383	SH	SOLE
COCA COLA CO	COM	191216100	76804	1430238	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	4380	182500	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	8659	1056000	SH	SOLE
COLLECTIVE BRANDS INC COM	COM	19421W100	225	13000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	849	52775	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	1895	112278	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	3208	274637	SH	SOLE
COMPUCREDIT CVT 5.875% 01/30/3	CONVERTIBLE BOND	20478NAD2	79	200000	PRN	SOLE
CONMED CORP COM	COM	207410101	2231	116400	SH	SOLE
CONOCOPHILLIPS COM	COM	20825C104	9606	212707	SH	SOLE
CONSTELLATION BRANDS COM	COM	21036P108	13680	903000	SH	SOLE
CONSTELLATION ENERGY GROUP ICO	COM	210371100	5898	182206	SH	SOLE
CONTINUCARE CORP COM	COM	212172100	30	10000	SH	SOLE
COOPER COS INC COM NEW	COM	216648402	2527	85000	SH	SOLE
COOPER INDUSTRIES PLC SHS	COM	G24140108	50235	1337110	SH	SOLE
CORE MOLDING TECH COM	COM	218683100	1382	424000	SH	SOLE
CORINTHIAN COLLEGES INC COM	COM	218868107	2561	138000	SH	SOLE
CORN PRODS INTL INC COM	COM	219023108	40533	1421201	SH	SOLE
CORNING INC	COM	219350105	9068	592306	SH	SOLE
COSTCO WHSL CORP NEW COM	COM	22160K105	1421	25206	SH	SOLE

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COVANTA HOLDING CORP	COM	22282E102	4131	243000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	4010	92700	SH		SOLE	
CRANE CO	COM	224399105	96887	3753865	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	280	10300	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	519	332400	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	6260	273500	SH		SOLE	
CTS CORP	COM	126501105	31371	3373233	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	793	17692	SH		SOLE	
CURRENCYSHS JAPANESE YEN TR JA	MUTUAL FUNDS	23130A102	377	3410	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	65538	1920233	SH		SOLE	
CUTERA INC COM	COM	232109108	3231	373500	SH		SOLE	
CVS/CAREMARK CORP	COM	126650100	45593	1275673	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	186	16000	SH		SOLE	
CYPRESS SEMICONDUCTOR CORP COM	COM	232806109	4328	419000	SH		SOLE	
C&D TECHNOLOGIES INC COM	COM	124661109	33	15490	SH		SOLE	
D & E COMMUNICATIONS INC COM	COM	232860106	2319	201799	SH		SOLE	
DAIMLER AG	COM	D1668R123	241	4800	SH		SOLE	
DANA HOLDING CORP COM	COM	235825205	7372	1082500	SH		SOLE	
DEAN FOODS (B:DF)	COM	242370104	8322	467800	SH		SOLE	
DEERE & CO.	COM	244199105	82751	1928040	SH		SOLE	
DEL MONTE FOODS CO COM	COM	24522P103	26430	2282424	SH		SOLE	
DENNYS CORP COM	COM	24869P104	74	28000	SH		SOLE	
DENTSPLY INTL INC NEW COM	COM	249030107	9604	278040	SH		SOLE	
DEUTSCHE BANK AG-REG (B:DB)	COM	D18190898	4506	58700	SH		SOLE	
DEUTSCHE TELEKOM AG-SPON ADR (	COM	251566105	7402	541864	SH		SOLE	
DEVON ENERGY CORP NEW	COM	25179M103	14396	213817	SH		SOLE	
DEXCOM INC COM	COM	252131107	603	76000	SH		SOLE	
DIAGEO PLC SPONSORED ADR (B:DE	COM	25243Q205	36478	593232	SH		SOLE	
DIAMOND FOODS INC COM	COM	252603105	279	8800	SH		SOLE	

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DIAMOND OFFSHORE DRILLNG INCCO	COM	25271C102	955	10000	SH	SOLE
DIEBOLD INC	COM	253651103	132608	4026965	SH	SOLE
DIRECTV GROUP INC	COM	25459L106	104200	3778104	SH	SOLE
DISCOVER FINANCIAL	COM	254709108	3433	211500	SH	SOLE
DISCOVERY COMMS NEW SER A	COM	25470F104	33761	1168600	SH	SOLE
DISCOVERY COMMS NEW SER C	COM	25470F302	28290	1086842	SH	SOLE
DISH NETWORK CORPORATION	COM	25470M109	42672	2215600	SH	SOLE
DISNEY WALT PRODTNS	COM	254687106	7184	261615	SH	SOLE
DOMINION RES INC VA NEW COM	COM	25746U109	5227	151500	SH	SOLE
DONALDSON INC	COM	257651109	47131	1361000	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	1058	185677	SH	SOLE
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	1361	907400	SH	SOLE
DPL INC COM	COM	233293109	17648	676168	SH	SOLE
DR HORTON 2.000% 05/15/14	CONVERTIBLE BOND	23331ABB4	215	190000	PRN	SOLE
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	84193	2928468	SH	SOLE
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DU PONT E I DE NEMOURS CO	COM	263534109	4059	126290	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	460	24000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	4389	278828	SH		SOLE	
E M C CORP MASS COM	COM	268648102	1239	72700	SH		SOLE	
EASTMAN KODAK	COM	277461109	2216	463500	SH		SOLE	
EASTMAN KODAK 3.375% 10/15/33	CONVERTIBLE BOND	277461BE8	360	360000	PRN		SOLE	
EATON VANCE CORP COM	COM	278265103	1064	38000	SH		SOLE	
EHOSTAR CORP-A	COM	278768106	3041	164741	SH		SOLE	
ECOLAB INC	COM	278865100	50278	1087558	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	3292	1119710	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	26379	2556095	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	36241	2051000	SH		SOLE	
ELIZABETH ARDEN INC	COM	28660G106	129	11000	SH		SOLE	
EMERSON ELEC CO	COM	291011104	1066	26591	SH		SOLE	
EMMIS COMMUNICATIONS CORP	COM	291525103	126	150000	SH		SOLE	
EMULEX CORP COM NEW	COM	292475209	3334	324000	SH		SOLE	
ENER1 INC COM NEW	COM	29267A203	97	14000	SH		SOLE	
ENERGIZER HLDGS INC COM	COM	29266R108	81241	1224611	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	486	98255	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	251	3000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	4414	504439	SH		SOLE	
EXACTECH INC COM	COM	30064E109	8155	518094	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	9274	135167	SH		SOLE	
FACET BIOTECH CORP SHS	COM	30303Q103	207	12000	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	547	110000	SH		SOLE	
FERRO CORP	COM	315405100	48726	5474790	SH		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	306	12000	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	111	36158	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	377	2466	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	1868	40851	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	28548	1570311	SH		SOLE	
FLIR SYS INC COM	COM	302445101	861	30790	SH		SOLE	
FLORIDA PUB UTILS CO COM	COM	341135101	2034	167397	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	34231	1302045	SH		SOLE	
FLOWERVE CORP COM	COM	34354P105	171080	1736143	SH		SOLE	
FLUOR CORP NEW COM	COM	343412102	526	10351	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	3344	293300	SH		SOLE	
FMC CORP COM NEW	COM	302491303	528	9390	SH		SOLE	
FMC TECHNOLOGIES INC COM	COM	30249U101	829	15870	SH		SOLE	

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FOMENTO ECONOMICO MEXICANO SAD COM	344419106	13245	348100 SH	SOLE
FORTUNE BRANDS INC COM	349631101	53795	1251620 SH	SOLE
FPL GROUP INC COM	302571104	13817	250165 SH	SOLE
FRANKLIN ELEC INC COM	353514102	5830	203200 SH	SOLE
FREEMONT MCMORAN COPPER&GOLD C COM	35671D857	19843	289214 SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	9	15000	SH		SOLE	
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2462	326479	SH		SOLE	
FULLER H B CO COM	COM	359694106	9945	475850	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	6666	1546672	SH		SOLE	
GABELLI CV SECURITIES FUND	MUTUAL FUNDS	36240B109	6927	1217450	SH		SOLE	
GABELLI DIV&INC TR COM	MUTUAL FUNDS	36242H104	25856	2086851	SH		SOLE	
GABELLI EQUITY TRUST INC	MUTUAL FUNDS	362397101	3324	664853	SH		SOLE	
GABELLI GBL MULTIMEDIA TR COM	MUTUAL FUNDS	36239Q109	2640	421055	SH		SOLE	
GABELLI GLOBAL DEAL FUND	MUTUAL FUNDS	36245G103	18953	1277180	SH		SOLE	
GABELLI GLOBAL UTIL & INCOME CO	MUTUAL FUNDS	36242L105	3053	171491	SH		SOLE	
GABELLI HLTHCARE & WELLNESS	MUTUAL FUNDS	36246K103	243	40836	SH		SOLE	
GABELLI UTIL TR COM	MUTUAL FUNDS	36240A101	1923	259498	SH		SOLE	
GARDNER DENVER INC	COM	365558105	1151	33000	SH		SOLE	
GATX CORP	COM	361448103	91281	3265851	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	339	1300	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	82602	4109569	SH		SOLE	
GENCORP INC	COM	368682100	20443	3813913	SH		SOLE	
GENERAL DYNAMICS CORP COM	COM	369550108	278	4300	SH		SOLE	
GENERAL ELEC CO	COM	369604103	13730	836170	SH		SOLE	
GENERAL MILLS INC	COM	370334104	105772	1642940	SH		SOLE	
GENESIS ENERGY L P UNIT L P IN	OIL & GAS PARTNE	371927104	2639	164000	SH		SOLE	
GENTEK INC COM NEW	COM	37245X203	2135	56133	SH		SOLE	
GENUINE PARTS CO	COM	372460105	94100	2472410	SH		SOLE	
GENZYME CORP	COM	372917104	766	13500	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	8877	1484463	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	1297	27889	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	474	68991	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	2674	14505	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	9372	18901	SH		SOLE	
GORMAN RUPP CO	COM	383082104	8535	342616	SH		SOLE	
GRACO INC COM	COM	384109104	6604	236950	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	89315	6075843	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	3512	1513625	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	122	52475	SH		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	32509	3648630	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	46258	2577068	SH		SOLE	
GREATBATCH INC	COM	39153L106	3460	154000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	1464	125000	SH		SOLE	
GREIF INC CL A	COM	397624107	63575	1154858	SH		SOLE	
GREIF INC CL B	COM	397624206	370	7100	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	27949	873421	SH		SOLE	
GRIFFON CORP COM	COM	398433102	42607	4231048	SH		SOLE	
GRUPO TELEVISIA SA DE CV ADR (B	COM	40049J206	40138	2159118	SH		SOLE	
GSE SYS INC COM	COM	36227K106	340	54701	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
GYRODYNE CO AMER INC COM	COM	403820103	252	6000	SH		SOLE	
H R BLOCK INC	COM	093671105	1266	68890	SH		SOLE	
HAIN CELESTIAL GROUP INC	COM	405217100	882	46000	SH		SOLE	
HALLIBURTON COMPANY	COM	406216101	34004	1253830	SH		SOLE	
HANESBRANDS INC COM	COM	410345102	1885	88062	SH		SOLE	
HARLEY DAVIDSON INC	COM	412822108	493	21440	SH		SOLE	
HARMAN INTL INDS INC NEW COM	COM	413086109	6020	177700	SH		SOLE	
HARMONY GOLD MINING CO LTD ADR	COM	413216300	552	50450	SH		SOLE	
HARRIS CORPORATION	COM	413875105	997	26528	SH		SOLE	
HAWAIIAN ELEC INDS INC COM	COM	419870100	495	27300	SH		SOLE	
HAWK CORP CL A	COM	420089104	13226	964020	SH		SOLE	
HAWKINS INC COM	COM	420261109	7447	318808	SH		SOLE	
HEELYS INC COM	COM	42279M107	89	42000	SH		SOLE	
HEICO CORP NEW COM	COM	422806109	1305	30100	SH		SOLE	
HEINZ, H J COMPANY	COM	423074103	46855	1178749	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	31623	2423214	SH		SOLE	
HERSHEY COMPANY (THE)	COM	427866108	44787	1152531	SH		SOLE	
HESKA CORP COM	COM	42805E108	67	152000	SH		SOLE	
HESS CORP	COM	42809H107	1953	36531	SH		SOLE	
HEWLETT PACKARD CO	COM	428236103	800	16948	SH		SOLE	
HI SHEAR TECHNOLOGY CORP COM	COM	42839Y104	694	36400	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	475	55525	SH		SOLE	
HIGHLANDS ACQUISITION	COM	430880203	980	100000	SH		SOLE	
HOME DEPOT INC	COM	437076102	3475	130460	SH		SOLE	
HONEYWELL INT'L INC	COM	438516106	106507	2866953	SH		SOLE	
HSN INC COM	COM	404303109	440	27040	SH		SOLE	
HUDSON CITY BANCORP INC COM	COM	443683107	316	24045	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	10932	1200000	SH		SOLE	
I2 TECHNOLOGIES INC COM NEW	COM	465754208	305	19000	SH		SOLE	
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	3865	191412	SH		SOLE	
ICU MEDICAL INC	COM	44930G107	1563	42400	SH		SOLE	
IDEATION ACQUISTION CORP-UT	COM	451665202	1153	125000	SH		SOLE	
IDEX CORP	COM	45167R104	52463	1877032	SH		SOLE	
IMAX CORP COM	COM	45245E109	480	51000	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	2901	189000	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	478	15580	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	15061	951403	SH		SOLE	
INNOVATIVE SOLUTIONS & SUPPOCO	COM	45769N105	75	15000	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	1502	78500	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	357	9945	SH		SOLE	
INTEL CORP	COM	458140100	5250	268254	SH		SOLE	
INTERACTIVE DATA CORP COM	COM	45840J107	3434	131000	SH		SOLE	
INTERMEC INC	COM	458786100	63556	4507498	SH		SOLE	
INTERNATIONAL BUSINESS	COM	459200101	7720	64544	SH		SOLE	

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INTERNATIONAL GAME TECH	COM	459902102	28762	1339002	SH		SOLE	
INTERNATIONAL PAPER CO	COM	460146103	871	39160	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	214	11000	SH		SOLE	
INTERNATIONAL SPEEDWAY A	COM	460335201	524	19000	SH		SOLE	
INTERPUBLIC GROUP COS INC	COM	460690100	10404	1383500	SH		SOLE	
INTERVAL LEISURE GROUP INC COM	COM	46113M108	793	63634	SH		SOLE	
INTL FLAVORS & FRAGRANCES	COM	459506101	42970	1132875	SH		SOLE	

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INTRICON CORP COM	COM	46121H109	167	51000	SH	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	961	24809	SH	SOLE
IRIS INTL INC COM	COM	46270W105	120	11000	SH	SOLE
ISHARES TR BARCLYS TIPS B	ETF/ISHARE - EQU	464287176	360	3500	SH	SOLE
ITT INDUSTRIES	COM	450911102	93440	1791752	SH	SOLE
I-FLOW CORP COM NEW	COM	449520303	148	13000	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	2224	51500	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	43518	993115	SH	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	26776	1888300	SH	SOLE
JOHNSON CONTROLS	COM	478366107	19117	747926	SH	SOLE
JOHNSON & JOHNSON	COM	478160104	20215	332000	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	18924	5142508	SH	SOLE
JOY GLOBAL INC COM	COM	481165108	850	17378	SH	SOLE
KAMAN CORP	COM	483548103	57920	2635118	SH	SOLE
KELLOGG CO	COM	487836108	4255	86425	SH	SOLE
KENSEY NASH CORP COM	COM	490057106	3344	115500	SH	SOLE
KEY ENERGY SVCS INC COM	COM	492914106	261	30000	SH	SOLE
KIMBERLY CLARK CORP	COM	494368103	3645	61800	SH	SOLE
KINETIC CONCEPTS INC COM NEW	COM	49460W208	3513	95000	SH	SOLE
KINROSS GOLD CORP COM NO PAR	COM	496902404	673	31000	SH	SOLE
KRAFT FOODS INC CL A COM	COM	50075N104	1658	63118	SH	SOLE
K-TRON INTL INC	COM	482730108	705	7400	SH	SOLE
L 3 COMMUNICATIONS	COM	502424104	830	10329	SH	SOLE
LAKES ENTERTAINMENT INC COM	COM	51206P109	353	105000	SH	SOLE
LANDAUER INC	COM	51476K103	3943	71720	SH	SOLE
LAS VEGAS SANDS CORP	COM	517834107	33624	1996700	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	4881	152300	SH	SOLE
LEE ENTERPRISES INC	COM	523768109	29	10500	SH	SOLE
LEGG MASON INC COM	COM	524901105	102148	3291901	SH	SOLE
LGL GROUP INC	COM	50186A108	106	31292	SH	SOLE
LIBERTY ENTERTAINMENT-A	COM	53071M500	161394	5187834	SH	SOLE
LIBERTY GLOBAL INC COM SER A	COM	530555101	29471	1305777	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	20068	893480	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	21227	1935039	SH	SOLE
LIBERTY MEDIA-CAP SER A	COM	53071M302	21468	1026174	SH	SOLE
LIFE TECHNOLOGIES CORP COM	COM	53217V109	3511	75416	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	2324	211505	SH	SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O
LILLY, ELI AND COMPANY	COM	532457108	5116	154898	SH		SOLE	
LIN TV CORP CL A	COM	532774106	22281	4710664	SH		SOLE	
LINDSAY CORP	COM	535555106	4119	104600	SH		SOLE	
LITTELFUSE INC	COM	537008104	3123	119000	SH		SOLE	
LOCKHEED MARTIN CORP COM	COM	539830109	2385	30540	SH		SOLE	
LOEWS CORP	COM	540424108	332	9700	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	1344	244833	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	10280	193300	SH		SOLE	
M G M MIRAGE INC COM	COM	552953101	20500	1702624	SH		SOLE	
M & T BK CORP COM	COM	55261F104	13430	215500	SH		SOLE	
MACY'S INC	COM	55616P104	18473	1010004	SH		SOLE	
MAGNETEK INC COM	COM	559424106	2088	1338773	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	2513	69900	SH		SOLE	
MARCUS CORP COM	COM	566330106	1177	92000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	3849	696112	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	6917	279700	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	2247	359000	SH		SOLE	

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MARVEL ENTERTAINMENT INC COM	COM	57383T103	2000	40300	SH	SOLE
MASTERCARD INC COM	COM	57636Q104	2753	13618	SH	SOLE
MATRIX INITIATIVES INC COM	COM	57685L105	461	81200	SH	SOLE
MATTHEWS INTL CORP CL A	COM	577128101	814	23000	SH	SOLE
MCCORMICK & CO INC COM VTG	COM	579780107	340	10000	SH	SOLE
MCDERMOTT INTERNATIONAL INC.	COM	580037109	552	21827	SH	SOLE
MCGRAW HILL COMPANIES, INC.	COM	580645109	6754	268645	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	36619	4282939	SH	SOLE
MEDTRONIC INC COM	COM	585055106	478	13000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	2272	244000	SH	SOLE
MERCK & CO INC	COM	589331107	1053	33285	SH	SOLE
MEREDITH CORP	COM	589433101	9758	325913	SH	SOLE
MET PRO CORP COM	COM	590876306	935	96500	SH	SOLE
METAVANTE HLDG CO COM	COM	591407101	690	20000	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	1496	172500	SH	SOLE
MICROSOFT CORP	COM	594918104	5570	216582	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	3367	260000	SH	SOLE
MIDAS GROUP INC COM	COM	595626102	18398	1957200	SH	SOLE
MIDDLESEX WTR CO COM	COM	596680108	1886	125044	SH	SOLE
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	1709	23500	SH	SOLE
MIRANT CORP NEW COM	COM	60467R100	203	12371	SH	SOLE
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	18	12446	SH	SOLE
MODINE MFG CO	COM	607828100	27649	2982606	SH	SOLE
MONRO MUFFLER BRAKE INC	COM	610236101	1272	40000	SH	SOLE
MONSANTO CO NEW COM	COM	61166W101	6629	85647	SH	SOLE
MOOG INC CL A	COM	615394202	4045	137118	SH	SOLE
MOOG INC CL B	COM	615394301	963	32600	SH	SOLE
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MORGAN STANLEY	COM	617446448	28590	925850	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	311	57400	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	826	17178	SH		SOLE	
MOSY INC	COM	619718109	63	25000	SH		SOLE	
MOTOROLA INC	COM	620076109	507	59050	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	997	68600	SH		SOLE	
MSC SOFTWARE CORP COM	COM	553531104	1773	210800	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	460	83906	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	971	16868	SH		SOLE	
MVC CAP COM	COM	553829102	665	75750	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	2405	60200	SH		SOLE	
MYERS INDS INC	COM	628464109	20547	1907775	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	4094	589000	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	2225	151141	SH		SOLE	
NATIONAL DENTEX CORP COM	COM	63563H109	391	46000	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	69604	1519405	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	813	9400	SH		SOLE	
NATIONAL-OILWELL INC COM	COM	637071101	2280	52862	SH		SOLE	
NAVISTAR INTL CORP COM	COM	63934E108	73865	1973942	SH		SOLE	
NCR CORP NEW COM	COM	62886E108	36676	2653870	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	6716	627700	SH		SOLE	
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	156	13000	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	455	39886	SH		SOLE	
NEWMARKET CORP COM	COM	651587107	4652	50000	SH		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	8081	183569	SH		SOLE	
NEWS CORP CL A	COM	65248E104	92513	7735175	SH		SOLE	
NICOR INC COM	COM	654086107	2364	64600	SH		SOLE	

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NIKE INC CL B	COM	654106103	1621	25057	SH	SOLE
NISOURCE INC	COM	65473P105	350	25200	SH	SOLE
NOBILITY HOMES INC COM	COM	654892108	1793	199211	SH	SOLE
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	971	25588	SH	SOLE
NORDSON CORP COM	COM	655663102	1122	20000	SH	SOLE
NORTHEAST UTILS COM	COM	664397106	25825	1087837	SH	SOLE
NORTHERN TRUST CORP	COM	665859104	1749	30079	SH	SOLE
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	1420	27441	SH	SOLE
NORTHWESTERN CORP COM NEW	COM	668074305	8629	353200	SH	SOLE
NRG ENERGY INC COM NEW	COM	629377508	623	22100	SH	SOLE
NSTAR COM	COM	67019E107	30806	968145	SH	SOLE
NUTRI SYS INC NEW COM	COM	67069D108	549	36000	SH	SOLE
NYSE EURONEXT COM	COM	629491101	3798	131452	SH	SOLE
O REILLY AUTOMOTIVE INC COM	COM	686091109	49232	1362259	SH	SOLE
OCCIDENTAL PETE CORP	COM	674599105	4847	61828	SH	SOLE
OCEANEERING INTL INC COM	COM	675232102	20706	364855	SH	SOLE
ODYSSEY HEALTHCARE INC COM	COM	67611V101	6438	515000	SH	SOLE
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ODYSSEY RE HLDGS CORP COM	COM	67612W108	6740	104000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	8197	565300	SH		SOLE	
OMNITURE INC COM	COM	68212S109	11468	534900	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	20845	3216843	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	9192	251018	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	34	15000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	6572	571000	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	4025	98600	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	5447	185350	SH		SOLE	
OSTEOTECH INC COM	COM	688582105	56	12500	SH		SOLE	
OTIX GLOBAL INC	COM	68906N101	29	30000	SH		SOLE	
OTTER TAIL CORPORATION COM	COM	689648103	2393	100000	SH		SOLE	
OWENS & MINOR INC NEW COM	COM	690732102	3634	80300	SH		SOLE	
PACCAR INC	COM	693718108	5247	139128	SH		SOLE	
PACTIV CORP COM	COM	695257105	3579	137400	SH		SOLE	
PAIN THERAPEUTICS INC COM	COM	69562K100	2505	495000	SH		SOLE	
PALM HBR HOMES INC COM	COM	696639103	228	79000	SH		SOLE	
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	1332	82200	SH		SOLE	
PARALLEL PETE CORP DEL COM	COM	699157103	883	278400	SH		SOLE	
PARK ELECTROCHEMICAL CORP COM	COM	700416209	15199	616600	SH		SOLE	
PARK OHIO HLDGS CORP COM	COM	700666100	9219	1057271	SH		SOLE	
PATTERSON COMPANIES INC	COM	703395103	12336	452707	SH		SOLE	
PEABODY ENERGY CORP COM	COM	704549104	715	19200	SH		SOLE	
PENN NATIONAL GAMING INC COM	COM	707569109	2434	88000	SH		SOLE	
PENNICHUCK CORP COM NEW	COM	708254206	6697	307780	SH		SOLE	
PENSKE AUTOMOTIVE GRP INC COM	COM	70959W103	10215	532600	SH		SOLE	
PEP BOYS MANNY MOE & JACK	COM	713278109	8060	825000	SH		SOLE	
PEPSI BOTTLING GROUP INC.	COM	713409100	1093	30000	SH		SOLE	
PEPSIAMERICAS	COM	71343P200	102666	3594751	SH		SOLE	
PEPSICO INC	COM	713448108	11111	189417	SH		SOLE	
PEROT SYSTEMS CORP	COM	714265105	58361	1965000	SH		SOLE	
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	3316	72246	SH		SOLE	
PETROHAWK ENERGY CORP COM	COM	716495106	327	13500	SH		SOLE	
PETROQUEST ENERGY INC COM	COM	716748108	143	22000	SH		SOLE	
PFIZER INC	COM	717081103	1180	71325	SH		SOLE	
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	408	1228000	PRN		SOLE	
PIEDMONT NAT GAS INC COM	COM	720186105	311	13000	SH		SOLE	

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PIER 1 IMPORTS INC SHS BEN INT COM	720279108	85	22000 SH	SOLE
PINNACLE ENTMT INC COM	723456109	15688	1539500 SH	SOLE
PLANTRONICS	727493108	1206	45000 SH	SOLE
PNC FINANCIAL CORP	693475105	9956	204900 SH	SOLE
PNM RES INC	69349H107	39891	3415356 SH	SOLE
POLO RALPH LAUREN CORP	731572103	854	11145 SH	SOLE
PORTUGAL TELECOM ADR (B:PT US) COM	737273102	1347	127000 SH	SOLE
PORTVUE-SEC13F.LNP	GAMCO ASSET MGT. INC.			
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
POTASH CORP SASK INC	COM	73755L107	803	8887	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	129253	1268804	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	427	169335	SH		SOLE	
PRIVATEBANCORP INC COM	COM	742962103	220	9000	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	22828	394126	SH		SOLE	
PROSHARES TR PSHS ULTRA FINL	ETF/ISHARE - EQU	74347R743	526	89000	SH		SOLE	
PROSHARES TR ULTRASHT SP500	COM	74347R883	687	17000	SH		SOLE	
PROSHARES TR ULTRSHRT 20YRS	ETF/ISHARE - EQU	74347R297	779	17700	SH		SOLE	
PROSHARES TR ULTRSHRT 7-10Y	ETF/ISHARE - EQU	74347R313	719	13700	SH		SOLE	
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1138	111400	SH		SOLE	
PSS WORLD MED INC COM	COM	69366A100	1310	60000	SH		SOLE	
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	131	16000	SH		SOLE	
QUALCOMM INC COM	COM	747525103	2061	45814	SH		SOLE	
QUESTAR CORP COM	COM	748356102	3005	80000	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	2642	162800	SH		SOLE	
QWEST COMMUNICATIONS INTL.	COM	749121109	428	112333	SH		SOLE	
RALCORP HOLDINGS INC	COM	751028101	4923	84200	SH		SOLE	
READING INTL INC CL A	COM	755408101	45	11000	SH		SOLE	
REPUBLIC SVCS INC CL A	COM	760759100	37402	1407674	SH		SOLE	
RESEARCH IN MOTION LTD COM	COM	760975102	1761	26034	SH		SOLE	
REVLON INC CL A	COM	761525609	112	23000	SH		SOLE	
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	2664	15642	SH		SOLE	
ROBBINS & MYERS INC	COM	770196103	7664	326400	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	25287	593600	SH		SOLE	
ROCKWELL COLLINS INC COM	COM	774341101	1494	29411	SH		SOLE	
ROCKWOOD HLDGS INC COM	COM	774415103	2139	104000	SH		SOLE	
ROGERS COMMUNICATIONS CL B	COM	775109200	21736	770777	SH		SOLE	
ROLLINS INC	COM	775711104	60250	3196271	SH		SOLE	
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	187	295000	PRN		SOLE	
ROPER INDS INC NEW	COM	776696106	3576	70150	SH		SOLE	
ROVI CORP COM	COM	779376102	1613	48000	SH		SOLE	
ROWAN COS INC	COM	779382100	22440	972700	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	2152	37626	SH		SOLE	
RPC INC. COMMON	COM	749660106	58408	5573327	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	706	162300	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	4850	442121	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	3741	189700	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	2478	1096313	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	10977	1543820	SH		SOLE	
SANDISK CORP COM	COM	80004C101	825	38000	SH		SOLE	
SARA LEE CORP COM	COM	803111103	13691	1229000	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	21176	385658	SH		SOLE	
SCHERING PLOUGH CORP	COM	806605101	26898	952131	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	11447	2197074	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
SCHLUMBERGER	COM	806857108	1715	28774	SH		SOLE		
SCHWAB CHARLES CORP NEW	COM	808513105	2544	132867	SH		SOLE		
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	1196	22000	SH		SOLE		
SCRIPPS E W CO OHIO CL A	COM	811054402	6863	915003	SH		SOLE		
SCRIPPS NETWORKS INTERAC	COM	811065101	66272	1793546	SH		SOLE		
SEACOAST BKG CORP FLA COM	COM	811707306	155	61500	SH		SOLE		
SECTOR SPDR TR SHS BEN INT-FIN	MUTUAL FUNDS	81369Y605	1643	110000	SH		SOLE		
SENSIENT TECHNOLOGIES CORP	COM	81725T100	54750	1971560	SH		SOLE		
SEPRACOR INC	COM	817315104	63981	2793923	SH		SOLE		
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	5335	1490092	SH		SOLE		
SIRIUS XM RADIO INC COM	COM	82967N108	432	680800	SH		SOLE		
SJW CORP COM	COM	784305104	8007	350415	SH		SOLE		
SKYLINE CORP	COM	830830105	13471	597120	SH		SOLE		
SL INDS INC COM	COM	784413106	11050	1381217	SH		SOLE		
SLM CORP COM	COM	78442P106	8100	928900	SH		SOLE		
SMART BALANCE INC COM	COM	83169Y108	921	150000	SH		SOLE		
SMITH A O CORP COM	COM	831865209	267	7000	SH		SOLE		
SMUCKER J M CO COM NEW	COM	832696405	1160	21885	SH		SOLE		
SONESTA INTL HOTELS CORP CL A	COM	835438409	6321	506096	SH		SOLE		
SOUTH JERSEY INDS INC COM	COM	838518108	240	6800	SH		SOLE		
SOUTHERN UN CO NEW COM	COM	844030106	3304	158942	SH		SOLE		
SOUTHWEST GAS CORP	COM	844895102	41184	1609995	SH		SOLE		
SOUTHWESTERN ENERGY CO COM	COM	845467109	469	10997	SH		SOLE		
SPARTAN MTRS INC COM	COM	846819100	1491	290000	SH		SOLE		
SPDR GOLD TRUST GOLD SHS	ETF/ISHARE - EQU	78463V107	563	5700	SH		SOLE		
SPECTRA ENERGY CORP COM	COM	847560109	6468	341497	SH		SOLE		
SPRINT NEXTEL CORP	COM	852061100	49973	12651481	SH		SOLE		
SPSS INC COM	COM	78462K102	17977	359820	SH		SOLE		
ST JUDE MEDICAL CENTER INC	COM	790849103	933	23912	SH		SOLE		
ST. JOE COMPANY	COM	790148100	277	9500	SH		SOLE		
STAMPS.COM INC (NEW)	COM	852857200	185	20000	SH		SOLE		
STANDARD MTR PRODS INC CLASS A	COM	853666105	25449	1674275	SH		SOLE		
STANDEX INTL CORP	COM	854231107	2320	117000	SH		SOLE		
STARRETT L S CO CL A	COM	855668109	1113	107000	SH		SOLE		
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	2147	65000	SH		SOLE		
STATE STREET CORP	COM	857477103	6098	115923	SH		SOLE		
STEAK N SHAKE CO COM	COM	857873103	10834	920500	SH		SOLE		
STERLING BANCORP COM	COM	859158107	7512	1040435	SH		SOLE		
STEWART ENTERPRISES INC CL A	COM	860370105	418	80000	SH		SOLE		
STONERIDGE INC	COM	86183P102	2655	375000	SH		SOLE		
STRATTEC SECURITY CORP.	COM	863111100	2027	144873	SH		SOLE		
STRYKER CORP	COM	863667101	1413	31109	SH		SOLE		
SUN MICROSYSTEMS INC CO	COM	866810203	76511	8417072	SH		SOLE		
SUNCOR ENERGY INC	COM	867224107	480	13900	SH		SOLE		
PORTVUE-SEC13F.LNP									
			GAMCO ASSET MGT. INC.						
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
SUNPOWER CORP COM CL A	COM	867652109	455	15211	SH		SOLE	
SUPERIOR INDS INTL INC	COM	868168105	5583	393200	SH		SOLE	
SUPERVALU INC COMMON	COM	868536103	407	26993	SH		SOLE	
SWS GROUP INC	COM	78503N107	15120	1050000	SH		SOLE	
SYCAMORE NETWORKS	COM	871206108	2249	744600	SH		SOLE	

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SYNERON MEDICAL LTD ORD SHS	COM	M87245102	342	30000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	1818	39574	SH	SOLE
T ROWE PRICE GROUP INC	COM	74144T108	5722	125200	SH	SOLE
TAKE-TWO INTERACTIVE SOFTWARE CO	COM	874054109	14820	1322000	SH	SOLE
TD AMERITRADE HLDG CORP COM	COM	87236Y108	654	33300	SH	SOLE
TECH OPS SEVCON INC	COM	878293109	1428	435519	SH	SOLE
TECO ENERGY INC COM	COM	872375100	2005	142422	SH	SOLE
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	1327	16000	SH	SOLE
TELEPHONE & DATA SYS INC SPL C	COM	879433860	61083	2058036	SH	SOLE
TELEPHONE & DATA SYSTEM INC.	COM	879433100	98340	3171223	SH	SOLE
TENARIS S A SPONSORED ADR	COM	88031M109	1852	52000	SH	SOLE
TENNANT CO	COM	880345103	16143	555490	SH	SOLE
TENNECO AUTOMOTIVE INC COM	COM	880349105	11191	858225	SH	SOLE
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	323	6379	SH	SOLE
TEXAS INSTRUMENTS INC	COM	882508104	12453	525648	SH	SOLE
TEXTRON INC	COM	883203101	22374	1178800	SH	SOLE
THE SCOTTS MIRACLE GRO CO	COM	810186106	3513	81800	SH	SOLE
THOMAS & BETTS CORP	COM	884315102	75338	2504593	SH	SOLE
TICKETMASTER COM	COM	88633P302	192	16413	SH	SOLE
TIFFANY & CO NEW COM	COM	886547108	1951	50641	SH	SOLE
TIME WARNER CABLE INC COM	COM	88732J207	2198	51017	SH	SOLE
TIME WARNER INC COM	COM	887317303	102314	3555035	SH	SOLE
TOLL BROS INC COM	COM	889478103	547	28000	SH	SOLE
TOOTSIE ROLL INDS INC	COM	890516107	29728	1250111	SH	SOLE
TRACTOR SUPPLY CO COM	COM	892356106	9708	200500	SH	SOLE
TRANS LUX CORP	COM	893247106	151	122800	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	668	126100	SH	SOLE
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	10259	119946	SH	SOLE
TRAVELERS COMPANIES INC	COM	89417E109	756	15351	SH	SOLE
TREDEGAR INDS INC	COM	894650100	36674	2529263	SH	SOLE
TRIDENT MICROSYSTEMS INC COM	COM	895919108	1476	570000	SH	SOLE
TRIMBLE NAV LTD COM	COM	896239100	669	27968	SH	SOLE
TYCO ELECTRONICS LTD	COM	H8912P106	6055	271754	SH	SOLE
TYCO INTERNATIONAL LTD SHS	COM	H89128104	21109	612221	SH	SOLE
TYLER TECHNOLOGIES INC COM	COM	902252105	4510	263870	SH	SOLE
UNDER ARMOUR INC CL A	COM	904311107	914	32835	SH	SOLE
UNION DRILLING INC COM	COM	90653P105	917	120000	SH	SOLE
UNISOURCE ENERGY CORP COM	COM	909205106	6356	206700	SH	SOLE
UNITED GUARDIAN INC COM	COM	910571108	1806	191926	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
UNITED RENTALS INC COM	COM	911363109	824	80000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	112828	2887839	SH		SOLE	
UNITED STATES NATL GAS FUND UN	MUTUAL FUNDS	912318102	411	35000	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	1855	30437	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	17937	716350	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	4626	234800	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	637	51817	SH		SOLE	
VALMONT INDS INC	COM	920253101	862	10125	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	5825	441600	SH		SOLE	
VARIAN INC COM	COM	922206107	25428	498000	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	740	17568	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	3584	433371	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	11608	383489	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	99909	3392489	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	9298	331606	SH		SOLE	

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VILLAGE SUPER MKT INC CL A NEW COM		927107409	3863	131087	SH	SOLE
VIMPEL COMMUNICATIONS ADR (B:V COM		68370R109	8069	431500	SH	SOLE
VISA INC-CLASS A SHRS	COM	92826C839	1546	22377	SH	SOLE
W D 40 COMPANY	COM	929236107	1136	40000	SH	SOLE
WADDELL & REED FINL INC CL A	COM	930059100	32581	1145200	SH	SOLE
WAL MART STORES INC	COM	931142103	3936	80175	SH	SOLE
WALGREEN COMPANY	COM	931422109	24050	641852	SH	SOLE
WARNER MUSIC GROUP CORP COM	COM	934550104	498	90000	SH	SOLE
WASTE CONNECTIONS INC COM	COM	941053100	289	10000	SH	SOLE
WASTE MGMT INC DEL COM	COM	94106L109	43461	1457449	SH	SOLE
WASTE SERVICES INC DEL COM NEW COM	COM	941075202	254	55000	SH	SOLE
WATTS WATER TECHNOLOGIES	COM	942749102	84934	2807722	SH	SOLE
WCA WASTE CORP COM	COM	92926K103	386	100000	SH	SOLE
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	14016	676107	SH	SOLE
WEBS INDEX FD INC JAPAN WEBS S MUTUAL FUNDS		464286848	567	57000	SH	SOLE
WEIS MKTS INC	COM	948849104	1901	59500	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	43633	1548354	SH	SOLE
WENDYS/ARBYS GROUP INC	COM	950587105	810	171310	SH	SOLE
WESTAR ENERGY INC	COM	95709T100	55924	2866408	SH	SOLE
WESTWOOD HLDGS GROUP INC COM	COM	961765104	32746	943700	SH	SOLE
WHX CORP	COM	929248607	1311	682996	SH	SOLE
WILMINGTON TR CORP COM	COM	971807102	4651	327500	SH	SOLE
WINDSTREAM CORP COM	COM	97381W104	683	67409	SH	SOLE
WINN DIXIE STORES INC COM NEW	COM	974280307	7459	568500	SH	SOLE
WOLVERINE WORLD WIDE INC COM	COM	978097103	3705	149174	SH	SOLE
WOODWARD GOVERNOR CO COM	COM	980745103	16156	665960	SH	SOLE
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	731	52160	SH	SOLE
WPT ENTERPRISES INC	COM	98211W108	45	45503	SH	SOLE
WYETH (B:WYE)	COM	983024100	60612	1247665	SH	SOLE
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WYNDHAM WORLDWIDE CORP COM	COM	98310W108	209	12798	SH		SOLE	
WYNN RESORTS LTD COM	COM	983134107	17687	249500	SH		SOLE	
XCEL ENERGY INC COM	COM	98389B100	2333	121250	SH		SOLE	
XEROX CORP	COM	984121103	1374	177500	SH		SOLE	
XTO ENERGY INC COM	COM	98385X106	1466	35480	SH		SOLE	
YAHOO INC.	COM	984332106	6091	341980	SH		SOLE	
YORK WTR CO COM	COM	987184108	513	37000	SH		SOLE	
YUBET COM INC COM	COM	987413101	36	17000	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	6983	265422	SH		SOLE	
YUM BRANDS INC COM	COM	988498101	608	18000	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	9361	361000	SH		SOLE	
ZEP INC	COM	98944B108	37715	2320946	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	25134	470225	SH		SOLE	
ZORAN CORP COM	COM	98975F101	1198	104000	SH		SOLE	
ZYGO CORP COM	COM	989855101	2034	300000	SH		SOLE	

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GABELLI FUNDS, LLC

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
1 800 FLOWERS COM INC CL A	COM	68243Q106	352	102000	SH		SOLE	
3M CO.	COM	88579Y101	369	5000	SH		SOLE	
99 CENTS ONLY STORES	COM	65440K106	404	30000	SH		SOLE	
A T & T INC (NEW)	COM	00206R102	43027	1593000	SH		SOLE	
AAR CORP COM	COM	000361105	549	25000	SH		SOLE	
AARON'S INC	COM	002535300	4856	235750	SH		SOLE	
ABB LTD SPONSORED ADR	COM	000375204	15281	762500	SH		SOLE	
ABBOTT LABS	COM	002824100	9780	197700	SH		SOLE	
ABOVENET INC COM	COM	00374N107	2262	46400	SH		SOLE	
ACCO BRANDS CORP COM	COM	00081T108	484	67000	SH		SOLE	
ACTIVISION BLIZZARD, INC	COM	00507V109	966	78000	SH		SOLE	
ACUITY BRANDS INC (B:AYI) COM	COM	00508Y102	1707	53000	SH		SOLE	
ADAMS GOLF INC COM NEW	COM	006228209	48	14750	SH		SOLE	
ADOBE SYSTEMS INC COM	COM	00724F101	3932	119000	SH		SOLE	
AES CORP COM	COM	00130H105	18970	1280000	SH		SOLE	
AES TR III TR P CV SC 6.75	CONVERTIBLE PREF	00808N202	264	6000	SH		SOLE	
AETNA INC (B:AET) COM	COM	00817Y108	1030	37000	SH		SOLE	
AFFILIATED COMPUTER SVCS INCCL	COM	008190100	8884	164000	SH		SOLE	
AFLAC INC COM	COM	001055102	7266	170000	SH		SOLE	
AGL RES INC COM	COM	001204106	2345	66500	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	90338	1331431	SH		SOLE	
AIRGAS INC COM	COM	009363102	919	19000	SH		SOLE	
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	630	32000	SH		SOLE	
ALBANY INTL CORP NEW CL A	COM	012348108	485	25000	SH		SOLE	
ALBEMARLE CORP COM	COM	012653101	4360	126000	SH		SOLE	
ALBERTO CULVER CO NEW COM	COM	013078100	9976	360420	SH		SOLE	
ALCATEL LUCENT ADR SPONS 1/5SH	COM	013904305	126	28000	SH		SOLE	
ALCOA 5.250% 03/15/14	CONVERTIBLE BOND	013817AT8	1061	470000	PRN		SOLE	
ALCOA INC COM	COM	013817101	14406	1098000	SH		SOLE	
ALCON INC COM SHS	COM	H01301102	4257	30700	SH		SOLE	
ALIGN TECHNOLOGY INC COM	COM	016255101	995	70000	SH		SOLE	
ALLEGHANY CORP DEL	COM	017175100	8297	32028	SH		SOLE	
ALLEGHENY ENERGY INC COM	COM	017361106	22118	834000	SH		SOLE	
ALLERGAN INC	COM	018490102	11097	195514	SH		SOLE	

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ALLETE INC COM NEW	COM	018522300	5438	162000	SH	SOLE
ALLIANCE BERNSTEIN HLDGS LP UN	COM	01881G106	8211	301000	SH	SOLE
ALLIANCE HOLDINGS GP LP COM UN	COM	01861G100	494	24000	SH	SOLE
ALLIANCE ONE INTL INC COM	COM	018772103	56	12500	SH	SOLE
ALLIANT ENERGY CORP COM	COM	018802108	4317	155000	SH	SOLE
ALLSTATE CORP COM	COM	020002101	3429	112000	SH	SOLE
ALTRIA GROUP INC COM	COM	02209S103	1460	82000	SH	SOLE
AMAZON.COM INC	COM	023135106	4155	44500	SH	SOLE
AMD 5.750% 08/15/12	CONVERTIBLE BOND	007903AN7	170	200000	PRN	SOLE
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AMEDISYS INC COM	COM	023436108	654	15000	SH		SOLE	
AMEREN CORP COM	COM	023608102	8090	320000	SH		SOLE	
AMERICA MOVIL S A DE C V SPONS	COM	02364W105	17909	408600	SH		SOLE	
AMERICAN DAIRY INC COM	COM	025334103	1417	50000	SH		SOLE	
AMERICAN ELECTRIC POWER	COM	025537101	19555	631000	SH		SOLE	
AMERICAN EXPRESS CO	COM	025816109	71376	2105500	SH		SOLE	
AMERICAN INTERNATIONAL GROUP I	COM	026874784	221	5000	SH		SOLE	
AMERICAN STS WTR CO COM	COM	029899101	1013	28000	SH		SOLE	
AMERICAN TOWER SYSTEMS CL A	COM	029912201	419	11500	SH		SOLE	
AMERICAN WATER WORKS CO INC	COM	030420103	10664	534800	SH		SOLE	
AMERIPRISE FINL INC COM	COM	03076C106	1526	42000	SH		SOLE	
AMERISOURCEBERGEN CORP COM	COM	03073E105	403	18000	SH		SOLE	
AMETEK INC NEW COM	COM	031100100	42416	1215000	SH		SOLE	
AMGEN INC	COM	031162100	5059	84000	SH		SOLE	
AMICAS INC	COM	001712108	1894	526000	SH		SOLE	
AMPCO PITTSBURGH CORP	COM	032037103	9785	368000	SH		SOLE	
AMPHENOL CORP NEW CL A	COM	032095101	505	13400	SH		SOLE	
AMR CORP	COM	001765106	1630	205000	SH		SOLE	
ANADARKO PETE CORP COM	COM	032511107	14052	224000	SH		SOLE	
ANGIODYNAMICS INC COM	COM	03475V101	3376	245000	SH		SOLE	
ANGLOGOLD LTD SPONSORED ADR	COM	035128206	25557	627000	SH		SOLE	
ANIMAL HEALTH INTERNATIONAL	COM	03525N109	689	325000	SH		SOLE	
ANIXTER INTL INC COM	COM	035290105	441	11000	SH		SOLE	
APACHE CORP	COM	037411105	21993	239500	SH		SOLE	
APPLE INC	COM	037833100	25467	137400	SH		SOLE	
APPLIED MATLS INC COM	COM	038222105	368	27500	SH		SOLE	
AQUA AMERICA INC	COM	03836W103	3137	177832	SH		SOLE	
ARCH CHEMICALS INC COM	COM	03937R102	1050	35000	SH		SOLE	
ARCH COAL INC COM	COM	039380100	310	14000	SH		SOLE	
ARCHER DANIELS MIDLAND	COM	039483102	32902	1126000	SH		SOLE	
ARCHER DANIELS MIDLAND 6.25% 6 UNITS		039483201	239	6000	SH		SOLE	
ARGO GROUP INTL HLDGS LTD COM	COM	G0464B107	3965	117729	SH		SOLE	
ARTESIAN RES CORP COM CL A	COM	043113208	517	30750	SH		SOLE	
ARTHROCARE CORP	COM	043136100	5373	263500	SH		SOLE	
ASCENT MEDIA CORP COM SER A	COM	043632108	2856	111558	SH		SOLE	
ASHLAND INC NEW COM	COM	044209104	12620	292000	SH		SOLE	
ASPECT MED SYS INC COM	COM	045235108	1498	125000	SH		SOLE	
ASTORIA FINL CORP COM	COM	046265104	883	80000	SH		SOLE	
ASTRONICS CORP COM	COM	046433108	94	10000	SH		SOLE	
ATLANTIC TELE NETWORK INC COM	COM	049079205	3216	60200	SH		SOLE	
ATMOS ENERGY CORP COM	COM	049560105	6679	237000	SH		SOLE	
ATRICURE INC COM	COM	04963C209	58	12200	SH		SOLE	
AUTONATION INC	COM	05329W102	7594	420000	SH		SOLE	
AUTOZONE INC	COM	053332102	2047	14000	SH		SOLE	
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AVISTA CORP COM	COM	05379B107	5288	261500	SH		SOLE	
AVON PRODUCTS INC	COM	054303102	9339	275000	SH		SOLE	
BADGER METER INC COM	COM	056525108	2012	52000	SH		SOLE	
BAKER HUGHES INC	COM	057224107	3541	83000	SH		SOLE	
BALDOR ELEC CO COM	COM	057741100	22309	816000	SH		SOLE	
BALDWIN TECHNOLOGY INC CL A	COM	058264102	1124	607700	SH		SOLE	
BANCO SANTANDER CENT HISP ADR (	COM	05964H105	4038	250000	SH		SOLE	
BANK FLA CORP NAPLES COM	COM	062128103	201	85000	SH		SOLE	
BANK OF AMERICA	COM	060505104	20826	1230876	SH		SOLE	
BANK OF NEW YORK MELLON CORP	COM	064058100	43501	1500547	SH		SOLE	
BARNES GROUP INC COM	COM	067806109	239	14000	SH		SOLE	
BARRICK GOLD(R:ABX.N B:ABX US)	COM	067901108	56232	1483703	SH		SOLE	
BASSETT FURNITURE INDS	COM	070203104	43	10000	SH		SOLE	
BAXTER INTL INC COM	COM	071813109	17787	312000	SH		SOLE	
BCE INC	COM	05534B760	27680	1122000	SH		SOLE	
BEASLEY BROADCAST GRP INC.	COM	074014101	393	110000	SH		SOLE	
BECTON DICKINSON & CO COM	COM	075887109	12429	178200	SH		SOLE	
BED BATH & BEYOND INC	COM	075896100	1877	50000	SH		SOLE	
BEL FUSE INC CL A	COM	077347201	5554	300075	SH		SOLE	
BELDEN CDT INC	COM	077454106	947	41000	SH		SOLE	
BELO CORP	COM	080555105	1423	263000	SH		SOLE	
BERKSHIRE HATHAWAY	COM	084670108	35148	348	SH		SOLE	
BEST BUY INC COM	COM	086516101	1126	30000	SH		SOLE	
BHP BILLITON LTD SPONSORED ADR	COM	088606108	7129	108000	SH		SOLE	
BIG 5 SPORTING GOODS CORP COM	COM	08915P101	755	50000	SH		SOLE	
BIO RAD LABS INC CL A	COM	090572207	643	7000	SH		SOLE	
BIOGEN IDEC INC	COM	09062X103	5603	110900	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	136	60000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	7325	377000	SH		SOLE	
BLACK HILLS CORP COM	COM	092113109	17997	715000	SH		SOLE	
BLACKROCK INC CL A	COM	09247X101	9735	44900	SH		SOLE	
BLACKSTONE GROUP L P COM UNIT	COM	09253U108	1576	111000	SH		SOLE	
BOEING CO	COM	097023105	27183	502000	SH		SOLE	
BON-TON STORES INC COM	COM	09776J101	2184	300000	SH		SOLE	
BORG WARNER INC	COM	099724106	14313	473000	SH		SOLE	
BOSTON BEER INC CL A	COM	100557107	1854	50000	SH		SOLE	
BOSTON SCIENTIFIC CORP COM	COM	101137107	10971	1036000	SH		SOLE	
BOYD GAMING CORP	COM	103304101	4394	402000	SH		SOLE	
BP PLC SPONS ADR	COM	055622104	43010	808000	SH		SOLE	
BPW ACQUISITION CORP COM	COM	055637102	9330	955000	SH		SOLE	
BPW ACQUISITION CORP WT EXP 02	WARRANT AND RIGH	055637110	408	755000	SH		SOLE	
BRAZIL TELECOM PARTICIPACOES S	COM	105530109	3171	59500	SH		SOLE	
BRINKS CO COM	COM	109696104	1502	55820	SH		SOLE	
BRINKS HOME SEC HLDGS INC COM	COM	109699108	2673	86820	SH		SOLE	
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BRISTOL MYERS SQUIBB CO	COM	110122108	10382	461000	SH		SOLE	
BROADRIDGE FINL SOLUTIONS INCO	COM	11133T103	281	14000	SH		SOLE	
BROOKFIELD ASSET MANAGEMENT I	COM	112585104	1050	43075	SH		SOLE	

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BROWN FORMAN CORP CL B	COM	115637209	5714	118500	SH	SOLE
BROWN-FORMAN CORP CLASS A	COM	115637100	25892	507000	SH	SOLE
BRUKER BIOSCIENCES CORP	COM	116794108	213	20000	SH	SOLE
BRUSH ENGINEERED MATLS INC COM	COM	117421107	1468	60000	SH	SOLE
BT GROUP PLC SPON ADR	COM	05577E101	4162	200000	SH	SOLE
BURLINGTON NORTHN SANTA FE COM	COM	12189T104	639	8000	SH	SOLE
CABLEVISION SYS NY GROUP A	COM	12686C109	176862	7446800	SH	SOLE
CADBURY PLC-SPONS ADR	COM	12721E102	43375	847000	SH	SOLE
CADIZ INC	COM	127537207	164	14000	SH	SOLE
CALAMOS ASSET MANAGEMENT-A	COM	12811R104	327	25000	SH	SOLE
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	2125	660000	SH	SOLE
CALIFORNIA WTR SVC GROUP COM	COM	130788102	1079	27700	SH	SOLE
CALLON PETE CO DEL COM	COM	13123X102	229	125000	SH	SOLE
CAMERON INTERNATIONAL CORP	COM	13342B105	5219	138000	SH	SOLE
CAMPBELL SOUP CO	COM	134429109	16734	513000	SH	SOLE
CANTERBURY PK HLDG CORP	COM	13811E101	807	109000	SH	SOLE
CAPSTONE TURBINE CORP COM	COM	14067D102	185	140000	SH	SOLE
CAREER EDUCATION CORP	COM	141665109	1337	55000	SH	SOLE
CARMIKE CINEMAS INC COM	COM	143436400	829	82000	SH	SOLE
CARPENTER TECHNOLOGY CORP COM	COM	144285103	211	9000	SH	SOLE
CASEYS GEN STORES INC COM	COM	147528103	3891	124000	SH	SOLE
CATERPILLAR INC	COM	149123101	8521	166000	SH	SOLE
CAVCO INDUSTRIES	COM	149568107	3905	110000	SH	SOLE
CBS CORP CLASS A	COM	124857103	22808	1891200	SH	SOLE
CBS CORP NEW CL B	COM	124857202	362	30000	SH	SOLE
CELGENE CORP	COM	151020104	4248	76000	SH	SOLE
CENTENNIAL COMMUNICATIONS CORP	COM	15133V208	27611	3460000	SH	SOLE
CENTRAL EUROPE AND RUSSIA FUND	MUTUAL FUNDS	153436100	6561	202000	SH	SOLE
CENTRAL VT PUB SVC CORP COM	COM	155771108	3185	165000	SH	SOLE
CENTURYTEL INC	COM	156700106	5611	167000	SH	SOLE
CENVEO INC COM	COM	15670S105	1800	260055	SH	SOLE
CEPHALON INC COM	COM	156708109	1252	21500	SH	SOLE
CEPHALON - B 0% 6/15/2033 SERI	CONVERTIBLE BOND	156708AL3	222	200000	PRN	SOLE
CEPHEID COM	COM	15670R107	2710	205000	SH	SOLE
CH ENERGY GROUP, INC.	COM	12541M102	24415	551000	SH	SOLE
CHAMPION ENTERPRISES INC COM	COM	158496109	262	570000	SH	SOLE
CHARTERED SEMICONDUCTOR MFG SP	COM	16133R205	1026	55179	SH	SOLE
CHECK POINT SOFTWARE TECH	COM	M22465104	284	10000	SH	SOLE
CHEESECAKE FACTORY INC	COM	163072101	889	48000	SH	SOLE
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	411	500000	PRN	SOLE
CHEMED CORPORATION	COM	16359R103	10143	231100	SH	SOLE
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CHESAPEAKE ENERGY CORP 2.250%	CONVERTIBLE BOND	165167CB1	1155	1500000	PRN		SOLE	
CHESAPEAKE ENERGY CORP COM	COM	165167107	10295	362500	SH		SOLE	
CHEVRON CORP	COM	166764100	59823	849400	SH		SOLE	
CHINA AUTOMOTIVE SYS INC COM	COM	16936R105	669	72022	SH		SOLE	
CHINA MOBILE LTD	COM	16941M109	5697	116000	SH		SOLE	
CHINA TELECOM CORP LTD SPONS A	COM	169426103	237	5000	SH		SOLE	
CHINA UNICOM ADR	COM	16945R104	1524	107000	SH		SOLE	
CHINA YUCHAI INTL LTD ORD	COM	G21082105	342	38000	SH		SOLE	
CHURCH & DWIGHT CO	COM	171340102	16857	297085	SH		SOLE	
CHURCHILL DOWNS INC COM	COM	171484108	5698	148000	SH		SOLE	
CINCINNATI BELL	COM	171871106	19163	5475000	SH		SOLE	
CIRCOR INTL INC COM	COM	17273K109	24756	876000	SH		SOLE	
CISCO SYS INC	COM	17275R102	11080	470700	SH		SOLE	

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CITIGROUP INC.	COM	172967101	4308	890000	SH	SOLE
CLARCOR INC	COM	179895107	25025	798000	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	6031	861600	SH	SOLE
CLEARWIRE CORP-CLASS A	COM	18538Q105	854	105000	SH	SOLE
CLECO CORP NEW COM	COM	12561W105	1643	65500	SH	SOLE
CLOROX CO	COM	189054109	3353	57000	SH	SOLE
CME GROUP INC COM	COM	12572Q105	6780	22000	SH	SOLE
CMS ENERGY CORP COM	COM	125896100	4362	325500	SH	SOLE
CNA SURETY CORP COM	COM	12612L108	8991	555000	SH	SOLE
CNH GLOBAL NV COM	COM	N20935206	23152	1355500	SH	SOLE
COACH INC	COM	189754104	2601	79000	SH	SOLE
COCA COLA CO	COM	191216100	62561	1165000	SH	SOLE
COCA COLA ENTERPRISES INC	COM	191219104	1606	75000	SH	SOLE
COCA-COLA FEMSA S A DE C V ADR	COM	191241108	481	10000	SH	SOLE
COCA-COLA HELLENIC BOTTLING SP	COM	1912EP104	435	16500	SH	SOLE
COHEN & STEERS INC COM	COM	19247A100	792	33000	SH	SOLE
COLDWATER CREEK INC COM	COM	193068103	7921	966000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	3538	220000	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	3444	204000	SH	SOLE
COMMUNICATIONS SYS	COM	203900105	1869	160000	SH	SOLE
COMPANIA DE MINAS BUENAVENTURA	FOREIGN COMMON S	204448104	15992	454200	SH	SOLE
COMPUCREDIT CVT 3.625% 05/30/3	CONVERTIBLE BOND	20478NAB6	211	400000	PRN	SOLE
CONAGRA INC	COM	205887102	4770	220000	SH	SOLE
CONMED CORP COM	COM	207410101	2032	106000	SH	SOLE
CONNECTICUT WTR SVC INC COM	COM	207797101	1097	49000	SH	SOLE
CONOCOPHILLIPS COM	COM	20825C104	65575	1452050	SH	SOLE
CONSOL ENERGY INC COM	COM	20854P109	6767	150000	SH	SOLE
CONSOLIDATED EDISON INC COM	COM	209115104	20634	504000	SH	SOLE
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	220	13500	SH	SOLE
CONSTELLATION BRANDS COM	COM	21036P108	12809	845500	SH	SOLE
CONSTELLATION ENERGY GROUP ICO	COM	210371100	23954	740000	SH	SOLE
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CONTINU CARE CORP COM	COM	212172100	1072	355000	SH		SOLE	
COOPER CAMERON 2.500% 06/15/26	CONVERTIBLE BOND	13342BAB1	258	200000	PRN		SOLE	
COOPER INDUSTRIES PLC SHS	COM	G24140108	37946	1010000	SH		SOLE	
COPART INC COM	COM	217204106	1926	58000	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	978	300000	SH		SOLE	
CORINTHIAN COLLEGES INC COM	COM	218868107	3545	191000	SH		SOLE	
CORN PRODS INTL INC COM	COM	219023108	21932	769000	SH		SOLE	
CORNING INC	COM	219350105	32365	2114000	SH		SOLE	
CORUS ENTMT INC CL B NON VTG	COM	220874101	1478	87000	SH		SOLE	
COSTCO WHSL CORP NEW COM	COM	22160K105	27869	494300	SH		SOLE	
COVANTA HOLDING CORP	COM	22282E102	2550	150000	SH		SOLE	
COVIDIEN PLC ORDINARY SHARE	COM	G2554F105	18083	418000	SH		SOLE	
CRANE CO	COM	224399105	33063	1281000	SH		SOLE	
CREE INC COM	COM	225447101	221	6000	SH		SOLE	
CROWN HOLDINGS INC COM	COM	228368106	8704	320000	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	632	405000	SH		SOLE	
CRUCCELL N V SPONSORED ADR	COM	228769105	6821	298000	SH		SOLE	
CTS CORP	COM	126501105	6278	675000	SH		SOLE	
CUMMINS ENGINE INC	COM	231021106	3204	71500	SH		SOLE	
CURTISS WRIGHT CORP	COM	231561101	41304	1210200	SH		SOLE	
CUTERA INC COM	COM	232109108	3105	359000	SH		SOLE	
CVS/CAREMARK CORP	COM	126650100	32130	899000	SH		SOLE	
CYNOSURE INC CL A	COM	232577205	140	12000	SH		SOLE	

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CYPRESS SEMICONDUCTOR CORP COM COM	232806109	1064	103000	SH	SOLE
CYTEC INDS INC COM	232820100	357	11000	SH	SOLE
D & E COMMUNICATIONS INC COM	232860106	2091	182000	SH	SOLE
DANA HOLDING CORP COM	235825205	8513	1250000	SH	SOLE
DANAHER CORP 0.0% 1/22/2021	CONVERTIBLE BOND 235851AF9	192	200000	PRN	SOLE
DANAHER CORP SHS BEN INT	235851102	1144	17000	SH	SOLE
DEAN FOODS (B:DF)	242370104	17790	1000000	SH	SOLE
DEERE & CO.	244199105	73561	1713900	SH	SOLE
DEL MONTE FOODS CO COM	24522P103	6601	570000	SH	SOLE
DELTA NAT GAS INC COM	247748106	2022	76300	SH	SOLE
DENBURY RES INC COM NEW	247916208	303	20000	SH	SOLE
DENNY'S CORP COM	24869P104	386	145108	SH	SOLE
DENTSPLY INTL INC NEW COM	249030107	380	11000	SH	SOLE
DEUTSCHE BANK AG-REG (B:DB)	D18190898	36850	480000	SH	SOLE
DEUTSCHE TELEKOM AG-SPON ADR (	251566105	35420	2593000	SH	SOLE
DEVON ENERGY CORP NEW	25179M103	38423	570672	SH	SOLE
DEXCOM INC COM	252131107	793	100000	SH	SOLE
DIAGEO PLC SPONSORED ADR (B:DE	25243Q205	50422	820000	SH	SOLE
DIAMOND FOODS INC COM	252603105	508	16000	SH	SOLE
DIAMOND OFFSHORE DRILLNG INCCO	25271C102	15188	159000	SH	SOLE
DIEBOLD INC COM	253651103	42315	1285000	SH	SOLE
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DIGITAL ALLY INC COM	COM	25382P109	58	23000	SH		SOLE	
DIRECTV GROUP INC	COM	25459L106	61752	2239000	SH		SOLE	
DISCOVER FINANCIAL	COM	254709108	13877	855000	SH		SOLE	
DISCOVERY COMMS NEW SER A	COM	25470F104	26148	905085	SH		SOLE	
DISCOVERY COMMS NEW SER C	COM	25470F302	22271	855585	SH		SOLE	
DISH NETWORK CORPORATION	COM	25470M109	23478	1219000	SH		SOLE	
DISNEY WALT PRODTNS	COM	254687106	1551	56500	SH		SOLE	
DOMINION RES INC VA NEW COM	COM	25746U109	11075	321000	SH		SOLE	
DONALDSON INC	COM	257651109	23825	688000	SH		SOLE	
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	1048	183900	SH		SOLE	
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	878	585000	SH		SOLE	
DOW CHEMICAL CORP	COM	260543103	7560	290000	SH		SOLE	
DPL INC COM	COM	233293109	33539	1285000	SH		SOLE	
DR PEPPER SNAPPLE GROUP INC CO	COM	26138E109	33372	1160780	SH		SOLE	
DREAMWORKS ANIMATION SKG-A	COM	26153C103	2312	65000	SH		SOLE	
DREW INDS INC COM NEW	COM	26168L205	369	17000	SH		SOLE	
DTE ENERGY CO COM	COM	233331107	2495	71000	SH		SOLE	
DU PONT E I DE NEMOURS CO	COM	263534109	9321	290000	SH		SOLE	
DUFF & PHELPS CORP-CL A	COM	26433B107	460	24000	SH		SOLE	
DUKE ENERGY CORP	COM	26441C105	20431	1298000	SH		SOLE	
DUN & BRADSTREET CORP	COM	26483E100	1280	17000	SH		SOLE	
DYNEGY INC DEL CL A	COM	26817G102	91	35810	SH		SOLE	
E M C CORP MASS COM	COM	268648102	596	35000	SH		SOLE	
EASTERN CO COM	COM	276317104	191	12000	SH		SOLE	
EASTMAN KODAK	COM	277461109	10851	2270000	SH		SOLE	
EASTMAN KODAK 3.375% 10/15/33	CONVERTIBLE BOND 277461BE8	4296	4300000	PRN	SOLE			
EBAY INC	COM	278642103	817	34600	SH		SOLE	
ECHOSTAR CORP-A	COM	278768106	4391	237880	SH		SOLE	
ECOLAB INC	COM	278865100	8969	194000	SH		SOLE	
EDGEWATER TECHNOLOGY INC COM	COM	280358102	1318	448150	SH		SOLE	
EDISON INTL COM	COM	281020107	10242	305000	SH		SOLE	
EL PASO CORPORATION	COM	28336L109	37616	3645000	SH		SOLE	
EL PASO ELEC CO COM NEW	COM	283677854	28383	1606300	SH		SOLE	

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EL PASO ENERGY CAP TR I PFD CO	CONVERTIBLE PEF	283678209	4322	129300	SH	SOLE
EMBRAER-EMPRESA BRASIL AERONAD	COM	29081M102	688	30000	SH	SOLE
EMERSON ELEC CO	COM	291011104	4529	113000	SH	SOLE
EMMIS COMMUNICATIONS CORP PFD	CONVERTIBLE PEF	291525202	155	16000	SH	SOLE
EMPIRE DIST ELEC CO COM	COM	291641108	5255	290500	SH	SOLE
EMULEX CORP COM NEW	COM	292475209	1893	184000	SH	SOLE
ENER1 INC COM NEW	COM	29267A203	138	20000	SH	SOLE
ENERGEN CORP COM	COM	29265N108	1250	29000	SH	SOLE
ENERGIZER HLDGS INC COM	COM	29266R108	32639	492000	SH	SOLE
ENERGY RECOVERY INC	COM	29270J100	117	20000	SH	SOLE
ENERSIS S A	COM	29274F104	535	29000	SH	SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	MA
ENI S P A ADR SPONSORED	COM	26874R108	8475	170000	SH		SOLE	
ENTEGRIS INC COM	COM	29362U104	446	90000	SH		SOLE	
ENTERGY CORP NEW COM	COM	29364G103	479	6000	SH		SOLE	
ENVIRONMENTAL PWR CORP COM NEW	COM	29406L201	11	25000	SH		SOLE	
EOG RESOURCES INC	COM	26875P101	8351	100000	SH		SOLE	
EPOCH HOLDING CORP	COM	29428R103	1693	193500	SH		SOLE	
EUROPEAN EQUITY FUND COM	MUTUAL FUNDS	298768102	265	38225	SH		SOLE	
EXACTECH INC COM	COM	30064E109	3236	205600	SH		SOLE	
EXELON CORP	COM	30161N101	8336	168000	SH		SOLE	
EXPRESS SCRIPTS INC COM	COM	302182100	853	11000	SH		SOLE	
EXTERRAN HLDGS INC COM	COM	30225X103	237	10000	SH		SOLE	
EXXON MOBIL CORP	COM	30231G102	60548	882500	SH		SOLE	
FAIRPOINT COMMUNICATIONS INCCO	COM	305560104	8	20000	SH		SOLE	
FALCONSTOR SOFTWARE INC COM	COM	306137100	572	115000	SH		SOLE	
FARMER BROS CO	COM	307675108	1967	95000	SH		SOLE	
FEDERAL NAT MORTGAGE ASSN-FANN	COM	313586109	669	440300	SH		SOLE	
FEDERATED INVESTORS INC-CL B	COM	314211103	396	15000	SH		SOLE	
FERRO CORP	COM	315405100	993	2083000	SH		SOLE	
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	5410	6200000	PRN		SOLE	
FIDELITY NATL INFORMATION SVCO	COM	31620M106	2207	86496	SH		SOLE	
FIDELITY NATL TITLE GROUP INCO	COM	31620R105	738	48909	SH		SOLE	
FIDELITY SOUTHERN CORP	COM	316394105	115	37728	SH		SOLE	
FIRST SOLAR INC COM	COM	336433107	3516	23000	SH		SOLE	
FIRSTENERGY CORP COM	COM	337932107	12207	267000	SH		SOLE	
FISHER COMMUNICATIONS INC COM	COM	337756209	7852	431900	SH		SOLE	
FLIR SYS INC COM	COM	302445101	4503	161000	SH		SOLE	
FLORIDA PUB UTILS CO COM	COM	341135101	5346	440000	SH		SOLE	
FLOWERS FOODS INC COM	COM	343498101	18797	715000	SH		SOLE	
FLOWSERVE CORP COM	COM	34354P105	91445	928000	SH		SOLE	
FLUOR CORP NEW COM	COM	343412102	2049	40300	SH		SOLE	
FLUSHING FINL CORP COM	COM	343873105	3558	312100	SH		SOLE	
FMC CORP COM NEW	COM	302491303	746	13260	SH		SOLE	
FMC TECHNOLOGIES INC COM	COM	30249U101	3615	69200	SH		SOLE	
FOMENTO ECONOMICO MEXICANO SAD	COM	344419106	17693	465000	SH		SOLE	
FORTRESS INVESTMENT GROUP CL A	COM	34958B106	296	57000	SH		SOLE	
FORTUNE BRANDS INC	COM	349631101	19405	451500	SH		SOLE	
FOSTER WHEELER AGR	COM	H27178104	595	18640	SH		SOLE	
FPL GROUP INC COM	COM	302571104	46421	840500	SH		SOLE	
FRANCE TELECOM SPONSORED ADR	COM	35177Q105	4038	150000	SH		SOLE	
FRANKLIN ELEC INC	COM	353514102	5666	197500	SH		SOLE	
FREEMPORT MCMORAN COPPER&GOLD C	COM	35671D857	68651	1000592	SH		SOLE	
FREEMPORT-MCMORAN COPPER 6.75%	CONVERTIBLE PEF	35671D782	5670	55220	SH		SOLE	
FRESENIUS KABI PHARMA-CVR	WARRANT AND RIGH	35802M115	14	24000	SH		SOLE	

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FRONTIER COMMUNICATIONS CORP COM 35906A108 1327 176000 SH SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
FULLER H B CO COM	COM	359694106	9948	476000	SH		SOLE	
FURMANITE CORPORATION	COM	361086101	2155	500000	SH		SOLE	
GARDNER DENVER INC	COM	365558105	4325	124000	SH		SOLE	
GATX CORP	COM	361448103	34001	1216500	SH		SOLE	
GATX CORP \$2.50 CV PFD	CONVERTIBLE PREF	361448202	1094	4200	SH		SOLE	
GAYLORD ENTERTAINMENT CO	COM	367905106	22017	1095370	SH		SOLE	
GENCORP INC	COM	368682100	10854	2025000	SH		SOLE	
GENERAL COMMUNICATIONS INC CL	COM	369385109	515	75000	SH		SOLE	
GENERAL DYNAMICS CORP COM	COM	369550108	388	6000	SH		SOLE	
GENERAL ELEC CO	COM	369604103	37405	2278000	SH		SOLE	
GENERAL MILLS INC	COM	370334104	50410	783000	SH		SOLE	
GENOPTIX INC	COM	37243V100	1012	29091	SH		SOLE	
GENTEK INC COM NEW	COM	37245X203	4108	108000	SH		SOLE	
GENUINE PARTS CO	COM	372460105	61886	1626000	SH		SOLE	
GENZYME CORP	COM	372917104	284	5000	SH		SOLE	
GEOMET INC DEL COM	COM	37250U201	51	30000	SH		SOLE	
GERBER SCIENTIFIC INSTR	COM	373730100	3636	608000	SH		SOLE	
GILEAD SCIENCES INC COM	COM	375558103	7593	163300	SH		SOLE	
GLAXOSMITHKLINE PLC ADR (B:GSK	COM	37733W105	604	15276	SH		SOLE	
GLOBAL SOURCES LTD COM	COM	G39300101	1031	150058	SH		SOLE	
GOLD FIELDS LTD NEW SPON ADR (	COM	38059T106	42743	3101849	SH		SOLE	
GOLDCORP INC (US)	COM	380956409	33778	836708	SH		SOLE	
GOLDMAN SACHS GR	COM	38141G104	15246	82700	SH		SOLE	
GOODRICH B F CO COM	COM	382388106	543	10000	SH		SOLE	
GOOGLE INC-CL A	COM	38259P508	27073	54600	SH		SOLE	
GORMAN RUPP CO	COM	383082104	8345	335000	SH		SOLE	
GP STRATEGIES CORP COM	COM	36225V104	898	119931	SH		SOLE	
GRACO INC COM	COM	384109104	3456	124000	SH		SOLE	
GRAFTECH INTERNATIONAL	COM	384313102	21197	1442000	SH		SOLE	
GRAY TELEVISION, INC	COM	389375106	724	312000	SH		SOLE	
GRAY TELEVISION, INC CL A	COM	389375205	97	42000	SH		SOLE	
GREAT ATLA & PAC 5.125% 6/15/2	CONVERTIBLE BOND	390064AJ2	15766	16500000	PRN		SOLE	
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	11512	1292000	SH		SOLE	
GREAT PLAINS ENERGY INC. (B: G	COM	391164100	49305	2746784	SH		SOLE	
GREATBATCH INC	COM	39153L106	1348	60000	SH		SOLE	
GREENBRIER COS INC	COM	393657101	1171	100000	SH		SOLE	
GREIF INC CL A	COM	397624107	41177	748000	SH		SOLE	
GREIF INC CL B	COM	397624206	3626	69500	SH		SOLE	
GRIFFIN LAND & NUR	COM	398231100	16998	531200	SH		SOLE	
GRIFFON CORP COM	COM	398433102	11196	1111794	SH		SOLE	
GRUPO TELEVISIVA SA DE CV ADR (B	COM	40049J206	40452	2176000	SH		SOLE	
GRUPO TMM S A B ADR	COM	40051D303	90	23000	SH		SOLE	
GSE SYS INC COM	COM	36227K106	239	38419	SH		SOLE	
GY 4% 01/16/24	CONVERTIBLE BOND	368682AJ9	490	500000	PRN		SOLE	
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GYRODYNE CO AMER INC COM	COM	403820103	420	10000	SH		SOLE	

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H R BLOCK INC	COM	093671105	8253	449000	SH	SOLE
HAIN CELESTIAL GROUP INC	COM	405217100	1582	82500	SH	SOLE
HALLIBURTON COMPANY	COM	406216101	53711	1980500	SH	SOLE
HANESBRANDS INC COM	COM	410345102	2354	110000	SH	SOLE
HANSEN NAT CORP COM	COM	411310105	441	12000	SH	SOLE
HARLEY DAVIDSON INC	COM	412822108	1587	69000	SH	SOLE
HARMAN INTL INDS INC NEW COM	COM	413086109	6607	195000	SH	SOLE
HARMONY GOLD MINING CO LTD ADR	COM	413216300	20364	1861426	SH	SOLE
HARRIS CORPORATION	COM	413875105	3670	97600	SH	SOLE
HARTE HANKS INC	COM	416196103	277	20000	SH	SOLE
HAWAIIAN ELEC INDS INC COM	COM	419870100	10636	587000	SH	SOLE
HAWKINS INC COM	COM	420261109	3924	168000	SH	SOLE
HEADWATERS INC COM	COM	42210P102	77	20000	SH	SOLE
HEALTHWAYS INC COM	COM	422245100	260	17000	SH	SOLE
HEELYS INC COM	COM	42279M107	110	52000	SH	SOLE
HEINZ, H J COMPANY	COM	423074103	21107	531000	SH	SOLE
HELLENIC TELECOMMUNICATIONS AD	COM	423325307	2289	273800	SH	SOLE
HERLEY INDS INC COM	COM	427398102	9508	728600	SH	SOLE
HERSHEY COMPANY (THE)	COM	427866108	24832	639000	SH	SOLE
HESKA CORP COM	COM	42805E108	18	40000	SH	SOLE
HESS CORP	COM	42809H107	11948	223500	SH	SOLE
HI SHEAR TECHNOLOGY CORP COM	COM	42839Y104	1863	97700	SH	SOLE
HICKORY TECH CORP COM	COM	429060106	1004	117400	SH	SOLE
HILAND HLDGS GP LP UNIT LP INT	COM	43129M107	48	20000	SH	SOLE
HITACHI LTD ADR (B:HIT US)	COM	433578507	214	7000	SH	SOLE
HOLOGIC INC COM	COM	436440101	245	15000	SH	SOLE
HOME DEPOT INC	COM	437076102	2264	85000	SH	SOLE
HOME DIAGNOSTICS INC DEL COM	COM	437080104	94	13900	SH	SOLE
HOME INNS & HOTELS MANAG-ADR	COM	43713W107	2090	70000	SH	SOLE
HONEYWELL INT'L INC	COM	438516106	65087	1752000	SH	SOLE
HOOPER HOLMES INC COM	COM	439104100	52	53500	SH	SOLE
HORSEHEAD HLDG CORP COM	COM	440694305	176	15000	SH	SOLE
HOSPIRA INC COM	COM	441060100	5709	128000	SH	SOLE
HOST HOTELS & RESORTS INC	COM	44107P104	235	20000	SH	SOLE
HSBC HLDGS PLC ADR SPON NEW	COM	404280406	3728	65000	SH	SOLE
HSN INC COM	COM	404303109	2426	149000	SH	SOLE
HUANENG PWR INTL INC SPON ADR	COM	443304100	2997	112500	SH	SOLE
HUDSON CITY BANCORP INC COM	COM	443683107	1184	90000	SH	SOLE
HUNTINGTON BANCSHARES INC	COM	446150104	141	30000	SH	SOLE
HUNTSMAN CORP COM	COM	447011107	8655	950000	SH	SOLE
IAC INTERACTIVECORP COM PAR \$.	COM	44919P508	7561	374500	SH	SOLE
IAMGOLD CORP (USD) COM	COM	450913108	9050	640000	SH	SOLE
IBASIS INC COM NEW	COM	450732201	72	33900	SH	SOLE
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ICU MEDICAL INC	COM	44930G107	1622	44000	SH		SOLE	
IDEATION ACQUISITION CORP COM	COM	451665103	472	60000	SH		SOLE	
IDEATION ACQUISTION CORP-UT	COM	451665202	2024	219500	SH		SOLE	
IDEX CORP	COM	45167R104	34043	1218000	SH		SOLE	
IMAX CORP COM	COM	45245E109	221	23500	SH		SOLE	
IMS HEALTH INC COM	COM	449934108	2763	180000	SH		SOLE	
INGERSOLL-RAND PLC	COM	G47791101	2178	71000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	12673	800600	SH		SOLE	
INSITUFORM TECHNOLOGIES INC CL	COM	457667103	536	28000	SH		SOLE	
INSPIRE PHARMACEUTICALS INC CO	COM	457733103	110	21000	SH		SOLE	
INTEGRYS ENERGY GROUP INC	COM	45822P105	28371	790500	SH		SOLE	

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INTEL CORP	COM	458140100	47203	2412000	SH	SOLE
INTERACTIVE BROKERS	COM	45841N107	1649	83000	SH	SOLE
INTERACTIVE DATA CORP COM	COM	45840J107	1782	68000	SH	SOLE
INTERMEC INC	COM	458786100	10434	740000	SH	SOLE
INTERNATIONAL BUSINESS	COM	459200101	41541	347300	SH	SOLE
INTERNATIONAL GAME TECH	COM	459902102	8635	402000	SH	SOLE
INTERNATIONAL PAPER CO	COM	460146103	9225	415000	SH	SOLE
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	1072	55000	SH	SOLE
INTERNATIONAL SPEEDWAY A	COM	460335201	441	16000	SH	SOLE
INTERPUBLIC GROUP COS INC	COM	460690100	22560	3000000	SH	SOLE
INTERVAL LEISURE GROUP INC COM	COM	46113M108	1657	133000	SH	SOLE
INTL FLAVORS & FRAGRANCES	COM	459506101	13238	349000	SH	SOLE
INTL GM TECH 2.600% 12/15/2036	CONVERTIBLE BOND	459902AP7	11445	11450000	PRN	SOLE
INVERNESS MED INNOVATIONS INCO	COM	46126P106	2479	64000	SH	SOLE
INVESCO LTD	COM	G491BT108	2845	125000	SH	SOLE
INVITEL HLDGS A/S ADS	COM	46186X106	92	20000	SH	SOLE
ITT INDUSTRIES	COM	450911102	67065	1286000	SH	SOLE
IVANHOE MINES LTD COM	COM	46579N103	5924	463140	SH	SOLE
I-FLOW CORP COM NEW	COM	449520303	478	42000	SH	SOLE
J & J SNACK FOODS CORP	COM	466032109	1080	25000	SH	SOLE
J.P. MORGAN CHASE & CO	COM	46625H100	42932	979726	SH	SOLE
JA SOLAR HOLD CO 4.500% 05/15/	CONVERTIBLE BOND	466090AA5	221	300000	PRN	SOLE
JANUS CAP GROUP INC COM	COM	47102X105	13896	980000	SH	SOLE
JANUS CAPITAL 3.250% 07/15/14	CONVERTIBLE BOND	47102XAG0	2566	2000000	PRN	SOLE
JARDEN CORPORATION	COM	471109108	225	8000	SH	SOLE
JOHNSON CONTROLS	COM	478366107	15553	608500	SH	SOLE
JOHNSON CTRLS 6.500% 09/30/12	CONVERTIBLE BOND	478366AS6	486	200000	PRN	SOLE
JOHNSON & JOHNSON	COM	478160104	36108	593000	SH	SOLE
JOURNAL COMM INC-A	COM	481130102	3202	870000	SH	SOLE
JOY GLOBAL INC COM	COM	481165108	3279	67000	SH	SOLE
KAMAN CORP	COM	483548103	21490	977719	SH	SOLE
KANSAS CITY SOUTHERN	COM	485170302	821	31000	SH	SOLE
KBW INC	COM	482423100	387	12000	SH	SOLE

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KELLOGG CO	COM	487836108	5760	117000	SH		SOLE	
KEY ENERGY SVCS INC COM	COM	492914106	261	30000	SH		SOLE	
KIMBERLY CLARK CORP	COM	494368103	19581	332000	SH		SOLE	
KINDER MORGAN EGY PTNS L P UT	COM	494550106	1080	20000	SH		SOLE	
KINETIC CONCEPTS INC COM NEW	COM	49460W208	2404	65000	SH		SOLE	
KING PHARMACEUTICALS INC COM	COM	495582108	108	10000	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	43571	2007900	SH		SOLE	
KONINKLIJKE PHILIPS ELECTRS SP	COM	500472303	926	38000	SH		SOLE	
KOREA ELEC PWR CO SPONSORED AD	COM	500631106	6568	431000	SH		SOLE	
KRAFT FOODS INC CL A COM	COM	50075N104	27641	1052200	SH		SOLE	
KROGER CO	COM	501044101	2642	128000	SH		SOLE	
KT CORP SPON ADR	COM	48268K101	174	10000	SH		SOLE	
KYOCERA CORP ADR	COM	501556203	918	10000	SH		SOLE	
K-TRON INTL INC	COM	482730108	904	9500	SH		SOLE	
L 3 COMMUNICATIONS	COM	502424104	2948	36700	SH		SOLE	
LABORATORY CORP AMER HLDGS COM	COM	50540R409	2037	31000	SH		SOLE	
LABRANCHE & CO INC COM	COM	505447102	170	50000	SH		SOLE	
LACLEDE GROUP INC	COM	505597104	5724	178000	SH		SOLE	
LAKES ENTERTAINMENT INC COM	COM	51206P109	470	140000	SH		SOLE	
LAMAR ADVERTISING CO CL A	COM	512815101	686	25000	SH		SOLE	
LANDAUER INC	COM	51476K103	9567	174000	SH		SOLE	

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LAS VEGAS SANDS CORP	COM	517834107	15173	901000	SH	SOLE
LAWSON SOFTWARE INC NEW COM	COM	52078P102	115	18410	SH	SOLE
LAYNE CHRISTENSEN CO COM	COM	521050104	1795	56000	SH	SOLE
LEGG MASON INC COM	COM	524901105	46793	1508000	SH	SOLE
LENDER PROCESSING SVCS INC COM	COM	52602E102	1527	40000	SH	SOLE
LEUCADIA NATL CORP COM	COM	527288104	6012	243200	SH	SOLE
LEVEL 3 COMM INC 2.875% 7/15/2	CONVERTIBLE BOND	52729NBA7	241	250000	PRN	SOLE
LIBERTY ENTERTAINMENT-A	COM	53071M500	80575	2590000	SH	SOLE
LIBERTY GLOBAL INC COM SER A	COM	530555101	25935	1149084	SH	SOLE
LIBERTY GLOBAL INC COM SER C	COM	530555309	13498	600963	SH	SOLE
LIBERTY MEDIA HLDG CORP INT CO	COM	53071M104	12122	1105000	SH	SOLE
LIBERTY MEDIA-CAP SER A	COM	53071M302	15154	724400	SH	SOLE
LIFE SCIENCES RESH INC COM	COM	532169109	96	12000	SH	SOLE
LIFE TECHNOLOGIES CORP COM	COM	53217V109	9799	210500	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	2521	229400	SH	SOLE
LILLY, ELI AND COMPANY	COM	532457108	11164	338000	SH	SOLE
LIME ENERGY CO COM NEW	COM	53261U205	56	10000	SH	SOLE
LIN TV CORP CL A	COM	532774106	5458	1154000	SH	SOLE
LINDSAY CORP	COM	535555106	2796	71000	SH	SOLE
LITTELFUSE INC	COM	537008104	1050	40000	SH	SOLE
LO JACK CORP COM	COM	539451104	102	20000	SH	SOLE
LOCKHEED MARTIN CORP COM	COM	539830109	4341	55600	SH	SOLE
LOEWS CORP	COM	540424108	5823	170000	SH	SOLE
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LSI LOGIC CORP COM	COM	502161102	8236	1500100	SH		SOLE	
LUFKIN INDS INC COM	COM	549764108	24037	452000	SH		SOLE	
M G M MIRAGE INC COM	COM	552953101	13316	1106000	SH		SOLE	
M & T BK CORP COM	COM	55261F104	11716	188000	SH		SOLE	
MACROVISION CORP 2.625% 08/15/	CONVERTIBLE BOND	555904AB7	390	300000	PRN		SOLE	
MACY'S INC	COM	55616P104	20905	1143000	SH		SOLE	
MAGNETEK INC COM	COM	559424106	1092	700000	SH		SOLE	
MAINE & MARITIMES CORP	COM	560377103	6417	178500	SH		SOLE	
MANITOWOC CO COM	COM	563571108	1932	204000	SH		SOLE	
MARATHON OIL CORP COM	COM	565849106	23383	733000	SH		SOLE	
MARCUS CORP COM	COM	566330106	921	72000	SH		SOLE	
MARINE PRODS CORP COM	COM	568427108	1880	340000	SH		SOLE	
MARSH & MCLENNAN COS INC COM	COM	571748102	22430	907000	SH		SOLE	
MARTHA STEWART LIVING OMNI	COM	573083102	1127	180000	SH		SOLE	
MARTIN MARIETTA MTLs INC COM	COM	573284106	644	7000	SH		SOLE	
MARVEL ENTERTAINMENT INC COM	COM	57383T103	992	20000	SH		SOLE	
MASSEY ENERGY CORP COM	COM	576206106	279	10000	SH		SOLE	
MASTERCARD INC COM	COM	57636Q104	35073	173500	SH		SOLE	
MATTEL INC	COM	577081102	1255	68000	SH		SOLE	
MATTHEWS INTL CORP CL A	COM	577128101	1132	32000	SH		SOLE	
MCDERMOTT INTERNATIONAL INC.	COM	580037109	2628	104000	SH		SOLE	
MCGRAW HILL COMPANIES, INC.	COM	580645109	12947	515000	SH		SOLE	
MCKESSON HBOC INC.	COM	58155Q103	596	10000	SH		SOLE	
MDS INC COM	COM	55269P302	484	59095	SH		SOLE	
MEAD JOHNSON	COM	582839106	3293	73000	SH		SOLE	
MEDCO HEALTH SOLUTIONS INC COM	COM	58405U102	6858	124000	SH		SOLE	
MEDIA GENERAL CL A	COM	584404107	15946	1865000	SH		SOLE	
MEDIACOM COMMUNICATIONS CORPCL	COM	58446K105	190	33000	SH		SOLE	
MEDICAL ACTION INDS INC COM	COM	58449L100	181	15000	SH		SOLE	
MEDICAL NUTRITION USA INC COM	COM	58461X107	519	259400	SH		SOLE	
MEDTRONIC INC COM	COM	585055106	331	9000	SH		SOLE	

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MELCO PBL ENTERTAINMENT-ADR	COM	585464100	647	93000	SH	SOLE
MENTOR GRAPHICS CORP COM	COM	587200106	726	78000	SH	SOLE
MERCK & CO INC	COM	589331107	9963	315000	SH	SOLE
MEREDITH CORP	COM	589433101	9281	310000	SH	SOLE
MET PRO CORP COM	COM	590876306	1454	150001	SH	SOLE
METAVANTE HLDG CO COM	COM	591407101	9827	285000	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	780	90000	SH	SOLE
METROPCS COMMUNICATIONS INC	COM	591708102	122	13000	SH	SOLE
METROPOLITAN HEALTH NETWORKSCO	COM	592142103	610	280000	SH	SOLE
MGE ENERGY INC	COM	55277P104	14483	397000	SH	SOLE
MGP INGREDIENTS INC COM	COM	55302G103	298	70000	SH	SOLE
MICROSOFT CORP	COM	594918104	34040	1323500	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	1716	132500	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI FUNDS, LLC
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FORM 13F INFORMATION TABLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
MIDAS GROUP INC COM	COM	595626102	7184	764290	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	1623	29500	SH		SOLE	
MIDDLESEX WTR CO COM	COM	596680108	1800	119333	SH		SOLE	
MILLICOM INTL CELLULAR S A SHS	COM	L6388F110	10074	138500	SH		SOLE	
MIRANT CORP NEW COM	COM	60467R100	2759	167932	SH		SOLE	
MIRANT CORP NEW WT A EX 010311	WARRANT AND RIGH	60467R118	115	78016	SH		SOLE	
MIRANT CORP NEW WT B EX 010311	WARRANT AND RIGH	60467R126	74	38363	SH		SOLE	
MKS INSTRS INC COM	COM	55306N104	389	20187	SH		SOLE	
MOBILE TELESYSTEMS OJSC ADR SP	COM	607409109	459	9500	SH		SOLE	
MODINE MFG CO	COM	607828100	9279	1001000	SH		SOLE	
MOLEX INC CL A	COM	608554200	827	44000	SH		SOLE	
MONRO MUFFLER BRAKE INC	COM	610236101	477	15000	SH		SOLE	
MONSANTO CO NEW COM	COM	61166W101	33673	435058	SH		SOLE	
MONSTER WORLDWIDE INC COM	COM	611742107	2709	155000	SH		SOLE	
MOODYS CORP COM	COM	615369105	4460	218000	SH		SOLE	
MOOG INC CL A	COM	615394202	2655	90000	SH		SOLE	
MOOG INC CL B	COM	615394301	476	16100	SH		SOLE	
MORGAN STANLEY	COM	617446448	5250	170000	SH		SOLE	
MORNINGSTAR INC COM	COM	617700109	777	16000	SH		SOLE	
MOSAIC CO/THE	COM	61945A107	6874	143000	SH		SOLE	
MOSY INC	COM	619718109	118	47000	SH		SOLE	
MOTOROLA INC	COM	620076109	4063	473000	SH		SOLE	
MOVADO GROUP INC COM	COM	624580106	523	36000	SH		SOLE	
MSC SOFTWARE CORP COM	COM	553531104	4051	481700	SH		SOLE	
MUELLER INDS INC COM	COM	624756102	3485	146000	SH		SOLE	
MUELLER WATER PRODUCTS INC	COM	624758108	250	45533	SH		SOLE	
MURPHY OIL CORP COM	COM	626717102	20466	355500	SH		SOLE	
MVC CAP COM	COM	553829102	746	85000	SH		SOLE	
MWI VETERINARY SUPPLY INC	COM	55402X105	1598	40000	SH		SOLE	
MYERS INDS INC	COM	628464109	15918	1478000	SH		SOLE	
MYLAN LABS INC COM	COM	628530107	640	40000	SH		SOLE	
M-SYSTEMS FIN NV 1.000% 03/15/	CONVERTIBLE BOND	55375VAB8	296	300000	PRN		SOLE	
NABI BIOPHARMACEUTICALS	COM	629519109	65	18000	SH		SOLE	
NABORS INDS INC 0.940% 05/15/1	CONVERTIBLE BOND	629568AP1	1945	200000	PRN		SOLE	
NABORS INDUSTRIES LTD SHS	COM	G6359F103	6061	290000	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	1981	285000	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1649	112000	SH		SOLE	
NATIONAL FUEL GAS CO N J COM	COM	636180101	53735	1173000	SH		SOLE	
NATIONAL GRID PLC	COM	636274300	2581	52952	SH		SOLE	
NATIONAL PRESTO INDS INC	COM	637215104	6878	79500	SH		SOLE	
NATIONAL-OILWELL INC COM	COM	637071101	6124	142000	SH		SOLE	

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NAVISTAR INTL CORP COM	COM	63934E108	26381	705000	SH	SOLE
NCR CORP NEW COM	COM	62886E108	9259	670000	SH	SOLE
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	7369	688718	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
NEW GERMANY FD COM (B:GF US)	MUTUAL FUNDS	644465106	1486	124000	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	2649	232000	SH		SOLE	
NEW YORK TIMES CO CLASS A	COM	650111107	633	78000	SH		SOLE	
NEWMARKET CORP COM	COM	651587107	326	3500	SH		SOLE	
NEWMONT MINING 1.625% 07/15/17	CONVERTIBLE BOND	651639AJ5	5801	5250000	PRN		SOLE	
NEWMONT MINING CORP HOLDING CO	COM	651639106	104806	2380871	SH		SOLE	
NEWS CORP CL A	COM	65248E104	70971	5934000	SH		SOLE	
NEWS CORP CL B	COM	65248E203	1287	92016	SH		SOLE	
NEXEN INC COM	COM	65334H102	1580	70000	SH		SOLE	
NEXTWAVE WIRELESS INC COM	COM	65337Y102	18	20000	SH		SOLE	
NICOR INC COM	COM	654086107	13063	357000	SH		SOLE	
NIKE INC CL B	COM	654106103	6794	105000	SH		SOLE	
NIPPON TELEG&TEL CORP ADR (B:N	COM	654624105	415	18000	SH		SOLE	
NISOURCE INC	COM	65473P105	7918	570086	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	621	69000	SH		SOLE	
NOBLE CORPORATION BAAR NAMEN -	COM	H5833N103	10970	289000	SH		SOLE	
NOKIA CORP SPONSORED ADR (B:NO	COM	654902204	366	25000	SH		SOLE	
NORTHEAST UTILS COM	COM	664397106	24642	1038000	SH		SOLE	
NORTHERN TRUST CORP	COM	665859104	8840	152000	SH		SOLE	
NORTHROP GRUMMAN CORP (B:NOC)	COM	666807102	6365	123000	SH		SOLE	
NORTHSTAR NEUROSCIENCE INC COM	COM	66704V101	43	550000	SH		SOLE	
NORTHWESTERN CORP COM NEW	COM	668074305	20204	827000	SH		SOLE	
NOVARTIS AG - ADR (B:NVS US)	COM	66987V109	12242	243000	SH		SOLE	
NRG ENERGY INC COM NEW	COM	629377508	14151	502000	SH		SOLE	
NSTAR COM	COM	67019E107	38868	1221500	SH		SOLE	
NV ENERGY INC COM	COM	67073Y106	406	35000	SH		SOLE	
NYSE EURONEXT COM	COM	629491101	2022	70000	SH		SOLE	
O REILLY AUTOMOTIVE INC COM	COM	686091109	35779	990000	SH		SOLE	
OCCIDENTAL PETE CORP	COM	674599105	37867	483000	SH		SOLE	
OCEANEERING INTL INC COM	COM	675232102	12485	220000	SH		SOLE	
OCH ZIFF CAP MGMT GROUP CL A	COM	67551U105	3274	269000	SH		SOLE	
ODYSSEY HEALTHCARE INC COM	COM	67611V101	3313	265000	SH		SOLE	
ODYSSEY RE HLDGS CORP COM	COM	67612W108	13131	202600	SH		SOLE	
OGE ENERGY CORP COM	COM	670837103	30136	911000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	2030	140000	SH		SOLE	
OLIN CORP COM PAR \$1.	COM	680665205	2093	120000	SH		SOLE	
OMNICARE INC COM	COM	681904108	563	25000	SH		SOLE	
OMNITURE INC COM	COM	68212S109	25514	1190000	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	9500	1466000	SH		SOLE	
ONEOK INC NEW COM	COM	682680103	23876	652000	SH		SOLE	
OPENTV CORP CL A	COM	G67543101	21	15000	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	217	95000	SH		SOLE	
ORIENT-EXPRESS HOTELS LTD COM	COM	G67743107	2947	256000	SH		SOLE	
ORMAT TECHNOLOGIES INC	COM	686688102	4715	115500	SH		SOLE	
PORTVUE-SEC13F.LNP							GABELLI FUNDS, LLC	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
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ORTHOFIX INTL N V ORD	COM	N6748L102	4026	137000	SH	SOLE
OTIX GLOBAL INC	COM	68906N101	19	20000	SH	SOLE
OTTER TAIL CORPORATION COM	COM	689648103	4834	202000	SH	SOLE
OUTDOOR HLDGS INC (NEW)	COM	690027206	216	33000	SH	SOLE
OWENS ILL INC COM NEW	COM	690768403	4797	130000	SH	SOLE
OWENS & MINOR INC NEW COM	COM	690732102	5521	122000	SH	SOLE
PACCAR INC	COM	693718108	11615	308000	SH	SOLE
PACTIV CORP COM	COM	695257105	4793	184000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	2201	435000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	4863	300000	SH	SOLE
PARALLEL PETE CORP DEL COM	COM	699157103	2367	746825	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	7789	316000	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	3008	345000	SH	SOLE
PARKER HANNIFIN CORP	COM	701094104	622	12000	SH	SOLE
PATTERSON COMPANIES INC	COM	703395103	2671	98000	SH	SOLE
PEABODY ENERGY CORP COM	COM	704549104	7511	201800	SH	SOLE
PENFORD CORP COM	COM	707051108	430	60000	SH	SOLE
PENN NATIONAL GAMING INC COM	COM	707569109	3264	118000	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	7246	333000	SH	SOLE
PENTAIR INC COM	COM	709631105	1565	53000	SH	SOLE
PENWEST PHARMACEUTICALS CO COM	COM	709754105	324	155000	SH	SOLE
PEP BOYS MANNY MOE & JACK	COM	713278109	4348	445000	SH	SOLE
PEPCO HLDGS INC COM	COM	713291102	4204	282500	SH	SOLE
PEPSI BOTTLING GROUP INC.	COM	713409100	364	10000	SH	SOLE
PEPSIAMERICAS	COM	71343P200	49038	1717000	SH	SOLE
PEPSICO INC	COM	713448108	24672	420600	SH	SOLE
PEROT SYSTEMS CORP	COM	714265105	36977	1245000	SH	SOLE
PETROBRAS BRASILEIRO ADR SPONS	COM	71654V408	35839	780800	SH	SOLE
PETROCHINA CO LTD SPONSORED AD	COM	71646E100	4368	38400	SH	SOLE
PFIZER INC	COM	717081103	14564	880000	SH	SOLE
PG&E CORP COM	COM	69331C108	3604	89000	SH	SOLE
PHH CORP COM NEW	COM	693320202	456	23000	SH	SOLE
PHHM 3.25% 5/15/2024	CONVERTIBLE BOND	696639AB9	1313	3950000	PRN	SOLE
PHILIP MORRIS INTL INC COM	COM	718172109	4362	89500	SH	SOLE
PHILLIPINE LONG DISTANCE TEL S	COM	718252604	6091	118500	SH	SOLE
PHOENIX COS INC NEW COM	COM	71902E109	439	135000	SH	SOLE
PIEDMONT NAT GAS INC COM	COM	720186105	3088	129000	SH	SOLE
PIER 1 IMPORTS INC SHS BEN INT	COM	720279108	182	47000	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	7452	731300	SH	SOLE
PINNACLE WEST CAP CORP COM	COM	723484101	13719	418000	SH	SOLE
PLANTRONICS	COM	727493108	322	12000	SH	SOLE
PLATO LEARNING INC COM	COM	72764Y100	65	15000	SH	SOLE
PNC FINANCIAL CORP	COM	693475105	18075	372000	SH	SOLE
PNM RES INC	COM	69349H107	27798	2380000	SH	SOLE
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POLO RALPH LAUREN CORP	COM	731572103	3525	46000	SH		SOLE	
POPULAR INC COM	COM	733174106	303	107137	SH		SOLE	
PORTUGAL TELECOM ADR (B:PT US)	COM	737273102	1220	115000	SH		SOLE	
POTASH CORP SASK INC	COM	73755L107	5737	63500	SH		SOLE	
PPL CORP COM	COM	69351T106	1523	50200	SH		SOLE	
PRECISION CASTPARTS CORP	COM	740189105	53074	521000	SH		SOLE	
PRIMEDIA INC COM NEW	COM	74157K846	501	199000	SH		SOLE	
PRIVATEBANCORP INC COM	COM	742962103	269	11000	SH		SOLE	
PROCTER & GAMBLE COMPANY	COM	742718109	56501	975500	SH		SOLE	

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PROGRESS ENERGY INC COM	COM	743263105	28436	728000	SH	SOLE
PROLOGIS SH BEN INT	COM	743410102	429	36000	SH	SOLE
PROSHARES TR PSHS ULTRA FINL	ETF/ISHARE - EQU	74347R743	1773	300000	SH	SOLE
PROVIDENCE SERV 6.500% 05/15/1	CONVERTIBLE BOND	743815AB8	203	300000	PRN	SOLE
PROVIDENCE & WORCESTER RR COCO	COM	743737108	1328	130000	SH	SOLE
PRUDENTIAL FINANCIAL INC	COM	744320102	250	5000	SH	SOLE
PSS WORLD MED INC COM	COM	69366A100	961	44000	SH	SOLE
PT INDOSAT TBK SPONSORED ADR	COM	744383100	390	14000	SH	SOLE
PT TELEKOMUNIKASI INDONESIA (B	COM	715684106	763	21360	SH	SOLE
PUBLIC SVC ENTERPRISES COM	COM	744573106	15318	487200	SH	SOLE
QUAKER CHEM CORP COM	COM	747316107	504	23000	SH	SOLE
QUALCOMM INC COM	COM	747525103	12504	278000	SH	SOLE
QUIDEL CORP COM	COM	74838J101	4382	270000	SH	SOLE
QWEST COMMUNICATIONS INTL.	COM	749121109	4915	1290000	SH	SOLE
RALCORP HOLDINGS INC	COM	751028101	15728	269000	SH	SOLE
RANDGOLD RES LTD ADR	COM	752344309	81914	1172207	SH	SOLE
RAYONIER INC COM	COM	754907103	1022	24984	SH	SOLE
RAYTHEON COMPANY	COM	755111507	480	10000	SH	SOLE
RCN CORP COM NEW	COM	749361200	577	62000	SH	SOLE
REGAL ENTERTAINMENT GROUP	COM	758766109	444	36000	SH	SOLE
REPSOL YPF S A ADR SPONSORED	COM	76026T205	8229	303000	SH	SOLE
REPUBLIC SVCS INC CL A	COM	760759100	36752	1383200	SH	SOLE
RESEARCH IN MOTION LTD COM	COM	760975102	9617	142200	SH	SOLE
RGC RES INC COM	COM	74955L103	248	9000	SH	SOLE
RIO TINTO LTD ADR SPONSORED (B	COM	767204100	23841	140000	SH	SOLE
ROBBINS & MYERS INC	COM	770196103	3182	135500	SH	SOLE
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	32120	754000	SH	SOLE
ROCKWELL COLLINS INC COM	COM	774341101	4216	83000	SH	SOLE
ROCKWOOD HLDGS INC COM	COM	774415103	2057	100000	SH	SOLE
ROGERS COMMUNICATIONS CL B	COM	775109200	80948	2870500	SH	SOLE
ROLLINS INC	COM	775711104	45628	2420600	SH	SOLE
ROPER 1.481% 01/15/34	CONVERTIBLE BOND	776696AA4	888	1400000	PRN	SOLE
ROPER INDS INC NEW	COM	776696106	1631	32000	SH	SOLE
ROSTELECOM LONG DISTANCE & ISP	COM	778529107	514	17500	SH	SOLE
ROVI CORP COM	COM	779376102	5611	167000	SH	SOLE
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ROWAN COS INC	COM	779382100	23255	1008000	SH		SOLE	
ROYAL BK CDA MONTREAL QUE COM	COM	780087102	804	15000	SH		SOLE	
ROYAL DUTCH SHELL PLC ADR-A(RD	COM	780259206	23677	414000	SH		SOLE	
ROYAL GOLD INC COM	COM	780287108	14031	307700	SH		SOLE	
ROYCE VALUE TR INC	COM	780910105	1151	111420	SH		SOLE	
RPC INC. COMMON	COM	749660106	16873	1610000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	726	167000	SH		SOLE	
RUSH ENTERPRISES INC CL B	COM	781846308	2194	200000	SH		SOLE	
SAFEWAY INC COM NEW	COM	786514208	14691	745000	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	1422	629000	SH		SOLE	
SALLY BEAUTY HLDGS INC COM	COM	79546E104	6321	889000	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	4589	5900000	PRN		SOLE	
SANDISK CORP COM	COM	80004C101	2778	128000	SH		SOLE	
SARA LEE CORP COM	COM	803111103	25176	2260000	SH		SOLE	
SASOL LTD ADR SPONSORED	COM	803866300	3496	91700	SH		SOLE	
SCANA CORP NEW COM	COM	80589M102	9615	275500	SH		SOLE	
SCHEIN HENRY INC COM	COM	806407102	8204	149400	SH		SOLE	
SCHERING PLOUGH CORP	COM	806605101	30482	1079000	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	4382	841000	SH		SOLE	

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SCHLUMBERGER	COM	806857108	13541	227200	SH	SOLE
SCHULMAN A INC COM	COM	808194104	1156	58000	SH	SOLE
SCHWAB CHARLES CORP NEW	COM	808513105	15665	818000	SH	SOLE
SCHWEITZER-MAUDUIT INTL INC CO	COM	808541106	924	17000	SH	SOLE
SCRIPPS E W CO OHIO CL A	COM	811054402	4750	633333	SH	SOLE
SCRIPPS NETWORKS INTERAC	COM	811065101	21985	595000	SH	SOLE
SEACOAST BKG CORP FLA COM	COM	811707306	83	33000	SH	SOLE
SEALED AIR CORP NEW	COM	81211K100	432	22000	SH	SOLE
SEMPRA ENERGY COM	COM	816851109	9364	188000	SH	SOLE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	26354	949000	SH	SOLE
SEPRACOR INC	COM	817315104	48951	2137600	SH	SOLE
SHAW COMMUNICATIONS CL B NON V	COM	82028K200	11040	613000	SH	SOLE
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	1723	96000	SH	SOLE
SINCLAIR BROAD 4.875% 7/15/201	CONVERTIBLE BOND	829226AU3	1531	1750000	PRN	SOLE
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	1471	411000	SH	SOLE
SIRIUS XM RADIO INC COM	COM	82967N108	286	450000	SH	SOLE
SJW CORP COM	COM	784305104	12378	541700	SH	SOLE
SK TELECOM LTD SPONSORED ADR (	COM	78440P108	2872	164600	SH	SOLE
SKYLINE CORP	COM	830830105	6881	305000	SH	SOLE
SL INDS INC COM	COM	784413106	1662	207800	SH	SOLE
SLM CORP COM	COM	78442P106	8319	954000	SH	SOLE
SMART BALANCE INC COM	COM	83169Y108	1045	170200	SH	SOLE
SMITH A O CORP COM	COM	831865209	457	12000	SH	SOLE
SMUCKER J M CO COM NEW	COM	832696405	5518	104100	SH	SOLE
SOAPSTONE NETWORKS INC COM	COM	833570104	12	21600	SH	SOLE

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
SONESTA INTL HOTELS CORP CL A	COM	835438409	2030	162500	SH		SOLE	
SONOCO PRODS CO COM	COM	835495102	909	33000	SH		SOLE	
SONY CORP-ADR (B:SNE US)	COM	835699307	1460	50000	SH		SOLE	
SORL AUTO PTS INC COM	COM	78461U101	721	140000	SH		SOLE	
SOUTH JERSEY INDS INC COM	COM	838518108	3707	105000	SH		SOLE	
SOUTHERN CO	COM	842587107	12193	385000	SH		SOLE	
SOUTHERN UN CO NEW COM	COM	844030106	29813	1434000	SH		SOLE	
SOUTHWEST GAS CORP	COM	844895102	35454	1386000	SH		SOLE	
SOUTHWEST WATER CO	COM	845331107	123	24901	SH		SOLE	
SOUTHWESTERN ENERGY CO COM	COM	845467109	2902	68000	SH		SOLE	
SP AQUISITION HOLDING-UNITS	COM	78470A203	119	12500	SH		SOLE	
SPAIN FUND INC	MUTUAL FUNDS	846330108	79	11000	SH		SOLE	
SPARTAN MTRS INC COM	COM	846819100	413	80375	SH		SOLE	
SPECTRA ENERGY CORP COM	COM	847560109	35228	1860000	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	43817	11093000	SH		SOLE	
SPSS INC COM	COM	78462K102	59143	1183800	SH		SOLE	
ST JUDE MEDICAL CENTER INC	COM	790849103	8364	214400	SH		SOLE	
ST. JOE COMPANY	COM	790148100	17326	595000	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	902	97502	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	13270	873000	SH		SOLE	
STANDEX INTL CORP	COM	854231107	1428	72000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	1794	172500	SH		SOLE	
STARWOOD HOTELS & RESORTS WRLD	COM	85590A401	7300	221000	SH		SOLE	
STATE STREET CORP	COM	857477103	28330	538600	SH		SOLE	
STATOIL ASA SPONSORED ADR	COM	85771P102	21602	958400	SH		SOLE	
STEAK N SHAKE CO COM	COM	857873103	4096	348000	SH		SOLE	
STERLING BANCORP COM	COM	859158107	2859	396000	SH		SOLE	
STEWART ENTERPRISES INC CL A	COM	860370105	314	60000	SH		SOLE	
STILLWATER MINING	COM	86074Q102	350	52100	SH		SOLE	

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STONERIDGE INC	COM	86183P102	1310	185000	SH	SOLE
STRATTEC SECURITY CORP.	COM	863111100	2308	165000	SH	SOLE
STRYKER CORP	COM	863667101	4466	98300	SH	SOLE
STUDENT LN CORP COM	COM	863902102	278	6000	SH	SOLE
SUN MICROSYSTEMS INC CO	COM	866810203	47877	5267000	SH	SOLE
SUNCOR ENERGY INC	COM	867224107	10921	316000	SH	SOLE
SUNOCO INC COM	COM	86764P109	4979	175000	SH	SOLE
SUNPOWER CORP COM CL A	COM	867652109	3357	112300	SH	SOLE
SUNTRUST BANKS INC	COM	867914103	1173	52000	SH	SOLE
SUPERIOR INDS INTL INC	COM	868168105	5020	353500	SH	SOLE
SUPERVALU INC COMMON	COM	868536103	3946	262000	SH	SOLE
SWS GROUP INC	COM	78503N107	7632	530000	SH	SOLE
SYCAMORE NETWORKS	COM	871206108	1661	550000	SH	SOLE
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	160	14000	SH	SOLE
SYNGENTA AG ADR SPONSORED	COM	87160A100	2757	60000	SH	SOLE
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						GABELLI FUNDS, LLC

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
T ROWE PRICE GROUP INC	COM	74144T108	18371	402000	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	13228	1180000	SH		SOLE	
TD AMERITRADE HLDG CORP COM	COM	87236Y108	1963	100000	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	662	202006	SH		SOLE	
TECO ENERGY INC COM	COM	872375100	4365	310000	SH		SOLE	
TEEKAY SHIPPING CORP COM	COM	Y8564W103	481	22000	SH		SOLE	
TELE CELULAR SUL PARTICIPACOE	COM	88706P106	1539	62566	SH		SOLE	
TELE NORTE LESTE PARTICIPACO A	COM	879246106	5676	302096	SH		SOLE	
TELECOM ARGENTINA SA ADR	COM	879273209	3742	234000	SH		SOLE	
TELECOM ITALIA SPA ADR	COM	87927Y102	6311	360000	SH		SOLE	
TELECOM NEW ZEALAND ADR(R:STVM	COM	879278208	535	55844	SH		SOLE	
TELEFLEX INC	COM	879369106	242	5000	SH		SOLE	
TELEFONICA DE ARGENTINA S A SP	COM	879378404	341	35000	SH		SOLE	
TELEFONICA DE ESPANA SA ADR (B	COM	879382208	39445	475761	SH		SOLE	
TELEFONOS DE MEXICO ADR REP (B	COM	879403780	6906	396000	SH		SOLE	
TELEPHONE & DATA SYS INC SPL C	COM	879433860	36723	1237300	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	52556	1694800	SH		SOLE	
TELMEX INTERNACIONAL SAB DE SP	COM	879690105	5733	411000	SH		SOLE	
TELUS CORP NON VTG SHS	COM	87971M202	4418	142100	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	290	10000	SH		SOLE	
TENARIS S A SPONSORED ADR	COM	88031M109	21657	608000	SH		SOLE	
TENET HEALTHCARE CORP COM	COM	88033G100	5762	980000	SH		SOLE	
TENNANT CO	COM	880345103	9415	324000	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	6729	516000	SH		SOLE	
TESORO PETE CORP COM	COM	881609101	1558	104000	SH		SOLE	
TEVA PHARMACEUTICAL INDS LTDAD	COM	881624209	4828	95500	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	22885	966000	SH		SOLE	
TEXTRON INC	COM	883203101	18354	967000	SH		SOLE	
THE SCOTTS MIRACLE GRO CO	COM	810186106	687	16000	SH		SOLE	
THERMO FISHER SCIENTIFIC INC	COM	883556102	721	16500	SH		SOLE	
THOMAS & BETTS CORP	COM	884315102	39224	1304000	SH		SOLE	
THOR INDS INC COM	COM	885160101	836	27000	SH		SOLE	
TICKETMASTER COM	COM	88633P302	421	36000	SH		SOLE	
TIER TECHNOLOGIES INC CL B	COM	88650Q100	212	25000	SH		SOLE	
TIFFANY & CO NEW COM	COM	886547108	4446	115400	SH		SOLE	
TIME WARNER CABLE INC COM	COM	88732J207	9351	217000	SH		SOLE	
TIME WARNER INC COM	COM	887317303	49426	1717366	SH		SOLE	
TIVO INC	COM	888706108	570	55000	SH		SOLE	
TOOTSIE ROLL INDS INC	COM	890516107	15437	649166	SH		SOLE	

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TOTAL SA ADR (B:TOT US)	COM	89151E109	14223	240018	SH	SOLE
TRACTOR SUPPLY CO COM	COM	892356106	8231	170000	SH	SOLE
TRANS LUX CORP	COM	893247106	773	628400	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	270	50850	SH	SOLE
TRANSOCEAN INC 1.5% 12/15/37	CONVERTIBLE BOND	893830AV1	970	1000000	PRN	SOLE
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TRANSOCEAN INC 1.625% 12/15/20	CONVERTIBLE BOND	893830AU3	784	800000	PRN		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	27006	315751	SH		SOLE	
TRAVELERS COMPANIES INC	COM	89417E109	17674	359000	SH		SOLE	
TREDEGAR INDS INC	COM	894650100	2828	195000	SH		SOLE	
TREE COM INC COM	COM	894675107	641	84886	SH		SOLE	
TRIDENT MICROSYSTEMS INC COM	COM	895919108	907	350000	SH		SOLE	
TRIMBLE NAV LTD COM	COM	896239100	3587	150000	SH		SOLE	
TRINITY INDS INC	COM	896522109	3197	186000	SH		SOLE	
TURKCELL ILETISIM HIZMETLERISP	COM	900111204	3842	215000	SH		SOLE	
TW TELECOM INC	COM	87311L104	2475	184000	SH		SOLE	
TYCO ELECTRONICS LTD	COM	H8912P106	12594	565250	SH		SOLE	
TYCO INTERNATIONAL LTD SHS	COM	H89128104	29067	843000	SH		SOLE	
TYLER TECHNOLOGIES INC COM	COM	902252105	5042	295000	SH		SOLE	
TYSON FOODS INC	COM	902494103	10167	805000	SH		SOLE	
UIL HLDG CORP COM	COM	902748102	2243	84997	SH		SOLE	
UNDER ARMOUR INC CL A	COM	904311107	6799	244300	SH		SOLE	
UNILEVER N V NEW YORK SHS N	COM	904784709	2251	78000	SH		SOLE	
UNION DRILLING INC COM	COM	90653P105	191	25000	SH		SOLE	
UNISOURCE ENERGY CORP COM	COM	909205106	16279	529400	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	452	48000	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	618	60000	SH		SOLE	
UNITED STATES CELLULAR CORP	COM	911684108	32589	834130	SH		SOLE	
UNITED TECHNOLOGIES CORP	COM	913017109	7494	123000	SH		SOLE	
UNITEDHEALTH GROUP INC COM	COM	91324P102	12174	486200	SH		SOLE	
UNITIL CORP	COM	913259107	1639	73000	SH		SOLE	
UNITRIN INC	COM	913275103	1150	59000	SH		SOLE	
UNIVERSAL TECHNICAL INST INCCO	COM	913915104	3940	200000	SH		SOLE	
URANIUM RES INC COM PAR \$0.001	COM	916901507	99	86000	SH		SOLE	
UTILITIES HOLDRS TR DEP RCPT	COM	918019100	8923	95000	SH		SOLE	
VALE S A ADR	COM	91912E105	2727	117900	SH		SOLE	
VALERO ENERGY CORP COM	COM	91913Y100	1476	76100	SH		SOLE	
VALMONT INDS INC	COM	920253101	3271	38400	SH		SOLE	
VALUE LINE INC	COM	920437100	503	16300	SH		SOLE	
VALUECLICK INC COM	COM	92046N102	1847	140000	SH		SOLE	
VARIAN INC COM	COM	922206107	33751	661009	SH		SOLE	
VARIAN MED SYS INC COM	COM	92220P105	3834	91000	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	1340	162000	SH		SOLE	
VECTREN INC.	COM	92240G101	13340	579000	SH		SOLE	
VERIZON COMMUNICATIONS	COM	92343V104	70432	2326784	SH		SOLE	
VIACOM INC NEW CL A	COM	92553P102	62198	2112000	SH		SOLE	
VIACOM INC NEW CL B	COM	92553P201	841	30000	SH		SOLE	
VICOR CORP COM	COM	925815102	540	70000	SH		SOLE	
VILLAGE SUPER MKT INC CL A NEW	COM	927107409	1671	56700	SH		SOLE	
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	29527	1579000	SH		SOLE	
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
VISA INC-CLASS A SHRS	COM	92826C839	9675	140000	SH		SOLE	
VIVO PARTICIPACOE S A SPON AD	COM	92855S200	2291	90739	SH		SOLE	
VODAFONE GROUP PLC-ADR	COM	92857W209	8333	370375	SH		SOLE	
W D 40 COMPANY	COM	929236107	625	22000	SH		SOLE	
WADDELL & REED FINL INC CL A	COM	930059100	38464	1352000	SH		SOLE	
WAL MART STORES INC	COM	931142103	20225	412000	SH		SOLE	
WALGREEN COMPANY	COM	931422109	32786	875000	SH		SOLE	
WARNER MUSIC GROUP CORP COM	COM	934550104	100	18000	SH		SOLE	
WASHINGTON POST CO CL B	COM	939640108	374	800	SH		SOLE	
WASTE MGMT INC DEL COM	COM	94106L109	39601	1328000	SH		SOLE	
WATSCO INC CL B	COM	942622101	419	7875	SH		SOLE	
WATSON PHARMACEUTICALS INC COM	COM	942683103	3517	96000	SH		SOLE	
WATTS WATER TECHNOLOGIES	COM	942749102	25592	846000	SH		SOLE	
WAUSAU PAPER CORP	COM	943315101	400	40000	SH		SOLE	
WEATHERFORD INTERNATIONAL LTD	COM	H27013103	26327	1270000	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	811	65000	SH		SOLE	
WEIGHT WATCHERS INTL INC NEWCO	COM	948626106	412	15000	SH		SOLE	
WEIS MKTS INC	COM	948849104	1757	55000	SH		SOLE	
WELLS FARGO & CO NEW	COM	949746101	60555	2148865	SH		SOLE	
WENDYS/ARBYS GROUP INC	COM	950587105	795	168000	SH		SOLE	
WESTAR ENERGY INC	COM	95709T100	40893	2096000	SH		SOLE	
WHOLE FOODS MKT INC COM	COM	966837106	9391	308000	SH		SOLE	
WHX CORP	COM	929248607	1004	523000	SH		SOLE	
WILEY JOHN & SONS INC CL B	COM	968223305	440	12800	SH		SOLE	
WILLIAMS COS INC	COM	969457100	3588	200800	SH		SOLE	
WILLIS GROUP HOLDINGS LTD SHS	COM	G96655108	634	22464	SH		SOLE	
WILMINGTON TR CORP COM	COM	971807102	6134	432000	SH		SOLE	
WIMM BILL DANN FOODS OJSC SPON	COM	97263M109	1287	18000	SH		SOLE	
WINDSTREAM CORP COM	COM	97381W104	1075	106169	SH		SOLE	
WINN DIXIE STORES INC COM NEW	COM	974280307	4592	350000	SH		SOLE	
WISCONSIN ENERGY CORP COM	COM	976657106	18520	410000	SH		SOLE	
WOLVERINE WORLD WIDE INC COM	COM	978097103	2633	106000	SH		SOLE	
WONDER AUTO TECHNOLOGY INC COM	COM	978166106	552	46000	SH		SOLE	
WOODWARD GOVERNOR CO COM	COM	980745103	2111	87000	SH		SOLE	
WORLD WRESTLING ENTERTAINMENT	COM	98156Q108	1583	113000	SH		SOLE	
WPT ENTERPRISES INC	COM	98211W108	83	85057	SH		SOLE	
WRIGHT MED GROUP INC COM	COM	98235T107	679	38000	SH		SOLE	
WYETH (B:WYE)	COM	983024100	60914	1253900	SH		SOLE	
WYNDHAM WORLDWIDE CORP COM	COM	98310W108	326	20000	SH		SOLE	
WYNN RESORTS LTD COM	COM	983134107	7373	104000	SH		SOLE	
XCEL ENERGY INC COM	COM	98389B100	11833	615000	SH		SOLE	
XEROX CORP	COM	984121103	7353	950000	SH		SOLE	
XTO ENERGY INC COM	COM	98385X106	11497	278250	SH		SOLE	
YAHOO INC.	COM	984332106	25166	1413000	SH		SOLE	

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YAMANA GOLD INC COM	COM	98462Y100	11205	1046200	SH		SOLE	
YORK WTR CO COM	COM	987184108	806	58150	SH		SOLE	
YOUBET COM INC COM	COM	987413101	61	29000	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	381	14500	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	4641	179000	SH		SOLE	
ZEP INC	COM	98944B108	11603	714000	SH		SOLE	
ZIMMER HLDGS INC COM	COM	98956P102	7964	149000	SH		SOLE	

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ZORAN CORP COM	COM	98975F101	3064	266000	SH	SOLE
ZYGO CORP COM	COM	989855101	182	26900	SH	SOLE
ZYMOGENETICS INC COM	COM	98985T109	121	20000	SH	SOLE

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
ABBOTT LABS	COM	002824100	272	5500	SH		SOLE	
AFFILIATED COMPUTER SVCS INCCL	COM	008190100	1679	31000	SH		SOLE	
AGNICO-EAGLE MINES (USD)	COM	008474108	237	3500	SH		SOLE	
AMERICAN DG ENERGY INC	COM	025398108	225	79000	SH		SOLE	
AMKOR TECHNOLOGY INC COM	COM	031652100	416	60500	SH		SOLE	
ARVINMERITOR, INC	COM	043353101	429	54800	SH		SOLE	
ASPECT MED SYS INC COM	COM	045235108	1645	137353	SH		SOLE	
BANK OF AMERICA	COM	060505104	1840	108729	SH		SOLE	
BECTON DICKINSON & CO COM	COM	075887109	384	5500	SH		SOLE	
BELO CORP	COM	080555105	248	45900	SH		SOLE	
BIOLASE TECHNOLOGY INC COM	COM	090911108	23	10000	SH		SOLE	
BJ SVCS CO COM	COM	055482103	3837	197500	SH		SOLE	
BLOCKBUSTER INC-CL B (BBI B)	COM	093679207	112	187400	SH		SOLE	
CABLEVISION SYS NY GROUP A	COM	12686C109	565	23800	SH		SOLE	
CADBURY PLC-SPONS ADR	COM	12721E102	303	5920	SH		SOLE	
CANDELA CORP COM	COM	136907102	280	84740	SH		SOLE	

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CENTENNIAL COMMUNICATIONS CORP	COM	15133V208	7241	907338	SH	SOLE
CF INDS HLDGS INC	COM	125269100	2061	23900	SH	SOLE
CHEMED CORP 1.875% 05/15/14	CONVERTIBLE BOND	16359RAC7	473	575000	PRN	SOLE
CHIPOTLE MEXICAN GRILL INC CL	COM	169656204	1207	14500	SH	SOLE
CHIQUITA BRANDS INTL INC COM	COM	170032809	354	21900	SH	SOLE
CHORDIANT SOFTWARE INC COM	COM	170404305	78	20000	SH	SOLE
CITIZENS BKG CORP MICH COM	COM	174420109	258	338973	SH	SOLE
CLEAR CHANNEL OUTDOOR HLDGS CL	COM	18451C109	84	12000	SH	SOLE
COMCAST CORP CL A SPL	COM	20030N200	756	47000	SH	SOLE
COMCAST CORP NEW COM CL A	COM	20030N101	844	50000	SH	SOLE
CORCEPT THERAPEUTICS INC OC-CO	COM	218352102	54	36000	SH	SOLE
CRUCELL N V SPONSORED ADR	COM	228769105	479	20925	SH	SOLE
CUTERA INC COM	COM	232109108	124	14300	SH	SOLE
CYNOSURE INC CL A	COM	232577205	132	11300	SH	SOLE
D & E COMMUNICATIONS INC COM	COM	232860106	341	29688	SH	SOLE
DELUXE CORP	COM	248019101	595	34800	SH	SOLE
DIEBOLD INC COM	COM	253651103	533	16200	SH	SOLE
DOMTAR CORPORATION	COM	257559203	423	12000	SH	SOLE
EASTMAN KODAK 3.375% 10/15/33	CONVERTIBLE BOND	277461BE8	999	1000000	PRN	SOLE
EMULEX CORP COM NEW	COM	292475209	463	45000	SH	SOLE
ENTRAVISION COMM CORP CL A	COM	29382R107	39	22400	SH	SOLE
ENZON INC COM	COM	293904108	83	10000	SH	SOLE
FERRO CORP 6.500% 08/15/13	CONVERTIBLE BOND	315405AL4	436	500000	PRN	SOLE
GENTEK INC COM NEW	COM	37245X203	2128	55954	SH	SOLE
GEOMET INC DEL COM	COM	37250U201	76	45000	SH	SOLE
GOLD FIELDS LTD NEW SPON ADR (COM	38059T106	160	11600	SH	SOLE
GREIF INC CL B	COM	397624206	3339	64000	SH	SOLE

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HARMONY GOLD MINING CO LTD ADR	COM	413216300	109	10000	SH		SOLE	
HEADWATERS INC COM	COM	42210P102	77	20000	SH		SOLE	
HI SHEAR TECHNOLOGY CORP COM	COM	42839Y104	990	51900	SH		SOLE	
HORSEHEAD HLDG CORP COM	COM	440694305	152	13000	SH		SOLE	
HUNTSMAN CORP COM	COM	447011107	219	24000	SH		SOLE	
IDEATION ACQUISITION CORP COM	COM	451665103	537	68185	SH		SOLE	
INTEL CORP 2.950% 02/15/35	CONVERTIBLE BOND	458140AD2	2250	2500000	PRN		SOLE	
INTELLON CORP COM	COM	45816W504	1649	232603	SH		SOLE	
INTERPUBLIC GROUP COS INC	COM	460690100	462	61400	SH		SOLE	
KINROSS GOLD CORP COM NO PAR	COM	496902404	240	11067	SH		SOLE	
LENNAR CORP COM	COM	526057104	403	28300	SH		SOLE	
LIBERTY ACQUISITION HLDGS	COM	53015Y107	1209	127237	SH		SOLE	
LIBERTY ENTERTAINMENT-A	COM	53071M500	4100	131793	SH		SOLE	
LIBERTY MEDIA-CAP SER A	COM	53071M302	256	12250	SH		SOLE	
LSI LOGIC CORP COM	COM	502161102	63	11400	SH		SOLE	
LUCENT TECH 2.750% 06/15/25	CONVERTIBLE BOND	549463AH0	815	1000000	PRN		SOLE	
MARKET VECTORS GOLD 10/09 15 C	OPTION - CALL		9	100	SH	CALL	SOLE	
MARKET VECTORS SOLAR ENGY 10/0	OPTION - CALL		25	250	SH	CALL	SOLE	
MARVEL ENTERTAINMENT INC COM	COM	57383T103	5136	103500	SH		SOLE	
MAXTOR CORP 6.8% 4/30/10	CONVERTIBLE BOND	577729AC0	1829	1800000	PRN		SOLE	
MDS INC COM	COM	55269P302	784	95700	SH		SOLE	
MEDTRONIC 1.625% 04/15/13	CONVERTIBLE BOND	585055AM8	494	500000	PRN		SOLE	
MEDTRONIC INC 1.500% 04/15/11	CONVERTIBLE BOND	585055AL0	994	1000000	PRN		SOLE	
METAVANTE HLDG CO COM	COM	591407101	5724	166000	SH		SOLE	
MICRON TECH 1.875% 06/01/14	CONVERTIBLE BOND	595112AH6	839	1000000	PRN		SOLE	
MICROSOFT CORP	COM	594918104	381	14800	SH		SOLE	
MSC SOFTWARE CORP COM	COM	553531104	2055	244405	SH		SOLE	

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NATCO GROUP INC	COM	63227W203	4122	93100	SH	SOLE
NATIONAL FUEL GAS CO N J COM	COM	636180101	275	6000	SH	SOLE
NEKTAR THERAPEUTICS COM	COM	640268108	97	10000	SH	SOLE
NEUROMETRIX INC COM	COM	641255104	36	11200	SH	SOLE
NEWS CORP CL A	COM	65248E104	144	12000	SH	SOLE
NORTHSTAR NEUROSCIENCE INC COM	COM	66704V101	29	372855	SH	SOLE
NRG ENERGY INC COM NEW	COM	629377508	226	8000	SH	SOLE
NYFIX INC COM	COM	670712108	635	384687	SH	SOLE
O REILLY AUTOMOTIVE INC COM	COM	686091109	361	10000	SH	SOLE
ODYSSEY RE HLDGS CORP COM	COM	67612W108	7693	118700	SH	SOLE
OMNITURE INC COM	COM	68212S109	4266	198956	SH	SOLE
ON2 TECHNOLOGIES INC COM	COM	68338A107	427	722969	SH	SOLE
OSG AMER L P COM UNIT LPI	COM	671028108	103	10100	SH	SOLE
OTIX GLOBAL INC	COM	68906N101	10	10000	SH	SOLE
PARALLEL PETE CORP DEL COM	COM	699157103	441	139266	SH	SOLE
PEABODY ENERGY 4.750% 12/15/41	CONVERTIBLE BOND	704549AG9	440	500000	PRN	SOLE
PEPSI BOTTLING GROUP INC.	COM	713409100	4515	123900	SH	SOLE
PORTVUE-SEC13F.LNP						GABELLI SECURITIES, INC.
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DISCRETN	O MA
PEPSIAMERICAS	COM	71343P200	628	22000	SH		SOLE	
PEROT SYSTEMS CORP	COM	714265105	10858	365600	SH		SOLE	
PRO-DEX INC COLO COM	COM	74265M106	6	10000	SH		SOLE	
QUICKSILVER RESOURCES INC COM	COM	74837R104	190	13400	SH		SOLE	
QUIKSILVER INC COM	COM	74838C106	182	66300	SH		SOLE	
RANDGOLD RES LTD ADR	COM	752344309	280	4000	SH		SOLE	
RITE AID CORP COM	COM	767754104	213	129600	SH		SOLE	
ROCKWELL AUTOMATION INC (B:ROK	COM	773903109	251	5900	SH		SOLE	
SANDISK CORP 1.000% 05/15/13	CONVERTIBLE BOND	80004CAC5	817	1050000	PRN		SOLE	
SAPPHIRE INDUSTRIALS CORP	COM	80306T109	1339	134941	SH		SOLE	
SCHERING PLOUGH CORP	COM	806605101	8390	297000	SH		SOLE	
SCHERING PLOUGH CORP PFD CONV	PREFERRED STOCKS	806605705	2063	8500	SH		SOLE	
SEPRACOR INC	COM	817315104	13598	593819	SH		SOLE	
SINCLAIR BROAD 4.875% 7/15/201	CONVERTIBLE BOND	829226AU3	438	500000	PRN		SOLE	
SP ACQUISITION HOLDINGS INC CO	COM	78470A104	1152	119059	SH		SOLE	
SPRINT NEXTEL CORP	COM	852061100	328	83000	SH		SOLE	
SPSS INC COM	COM	78462K102	9724	194641	SH		SOLE	
SUN MICROSYSTEMS INC CO	COM	866810203	13094	1440489	SH		SOLE	
SUNAIR ELECTRS INC COM	COM	867017105	121	45000	SH		SOLE	
SYCAMORE NETWORKS	COM	871206108	54	18000	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	178	15600	SH		SOLE	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	157	14000	SH		SOLE	
TELEPHONE & DATA SYSTEM INC.	COM	879433100	341	11000	SH		SOLE	
TELVENT GIT SA SHS	COM	E90215109	261	9000	SH		SOLE	
TEPPCO PARTNERS LP UT L P INT	OIL & GAS PARTNE	872384102	365	10500	SH		SOLE	
TEXAS INSTRUMENTS INC	COM	882508104	201	8500	SH		SOLE	
TICKETMASTER COM	COM	88633P302	191	16322	SH		SOLE	
TIME WARNER INC COM	COM	887317303	518	17999	SH		SOLE	
TM ENTERTAINMENT & MEDIA-U	COM	87260T207	156	20000	SH		SOLE	
TRANSOCEAN LTD ZUG NAMEN AKT	COM	H8817H100	257	3000	SH		SOLE	
TRIAN ACQUISITION I CORP COM	COM	89582E108	1589	163336	SH		SOLE	
TRIPLECROWN ACQUISITION CORP	COM	89677G109	486	50096	SH		SOLE	
TWEEN BRANDS INC COM	COM	901166108	84	10000	SH		SOLE	
U S CONCRETE INC COM	COM	90333L102	81	46800	SH		SOLE	
UNITED REFINING ENERGY CORP	COM	911360105	539	54200	SH		SOLE	
UNITED RENTALS INC COM	COM	911363109	339	32900	SH		SOLE	
VARIAN INC COM	COM	922206107	8350	163531	SH		SOLE	

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VARIAN MED SYS INC COM	COM	92220P105	333	7900	SH	SOLE
VIACOM INC NEW CL A	COM	92553P102	353	12000	SH	SOLE
VIMPEL COMMUNICATIONS ADR (B:V	COM	68370R109	187	10000	SH	SOLE
VIRGIN MOBILE USA INC-A	COM	92769R108	1460	292000	SH	SOLE
VOLTERRA SEMICONDUCTOR CORP CO	COM	928708106	184	10000	SH	SOLE
WASTE MGMT INC DEL COM	COM	94106L109	215	7200	SH	SOLE
WELLS FARGO & CO NEW	COM	949746101	2300	81628	SH	SOLE

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GABELLI SECURITIES, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
WHX CORP	COM	929248607	88	46073	SH		SOLE	
WYETH (B:WYE)	COM	983024100	10445	215000	SH		SOLE	
XEROX CORP	COM	984121103	77	10000	SH		SOLE	
YAHOO INC.	COM	984332106	684	38400	SH		SOLE	

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TETON ADVISORS, INC.

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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA	
1 800 FLOWERS COM INC CL A	COM	68243Q106	500	145000	SH		SOLE		
A T & T INC (NEW)	COM	00206R102	216	8000	SH		SOLE		
ADAMS GOLF INC COM NEW	COM	006228209	59	18000	SH		SOLE		
ADVANCED ANALOGIC TECHNOLOGICO	COM	00752J108	44	11200	SH		SOLE		
AKAMAI TECHNOLOGIES INC COM	COM	00971T101	581	29529	SH		SOLE		
AMERICAN EAGLE OUTFITTERS INCO	COM	02553E106	644	38207	SH		SOLE		
AMICAS INC	COM	001712108	2142	595000	SH		SOLE		
AMPCO PITTSBURGH CORP	COM	032037103	372	14000	SH		SOLE		
ANGIODYNAMICS INC COM	COM	03475V101	1022	74171	SH		SOLE		
APPLIED SIGNAL TECHNOLOGY COM	COM	038237103	442	19000	SH		SOLE		
ARCH CHEMICALS INC COM	COM	03937R102	596	19857	SH		SOLE		
ARTHROCARE CORP	COM	043136100	224	11000	SH		SOLE		
ASCENT MEDIA CORP COM SER A	COM	043632108	1947	76050	SH		SOLE		
ASPECT MED SYS INC COM	COM	045235108	2396	200000	SH		SOLE		
ATLANTIC TELE NETWORK INC COM	COM	049079205	641	12000	SH		SOLE		
ATLAS AIR WORLDWIDE HLDGS INCO	COM	049164205	234	7308	SH		SOLE		
AVNET INC	COM	053807103	608	23393	SH		SOLE		
BALDWIN TECHNOLOGY INC CL A	COM	058264102	315	170000	SH		SOLE		
BEASLEY BROADCAST GRP INC.	COM	074014101	118	33000	SH		SOLE		
BEL FUSE INC CL A	COM	077347201	648	35000	SH		SOLE		
BELO CORP	COM	080555105	978	180800	SH		SOLE		
BERKSHIRE BANCORP INC DEL COM	COM	084597202	110	16100	SH		SOLE		
BIOLASE TECHNOLOGY INC COM	COM	090911108	542	240000	SH		SOLE		
BOSTON BEER INC CL A	COM	100557107	667	18000	SH		SOLE		
BOWNE & CO INC COM	COM	103043105	153	19929	SH		SOLE		
BRIGHAM EXPLORATION CO COM	COM	109178103	228	25100	SH		SOLE		
BROOKS AUTOMATION COM	COM	114340102	189	24504	SH		SOLE		
BRUSH ENGINEERED MATLS INC COM	COM	117421107	1093	44700	SH		SOLE		
BTU INTL INC COM	COM	056032105	507	82650	SH		SOLE		
BUCYRUS INTL INC NEW CL A	COM	118759109	626	17570	SH		SOLE		
CALIFORNIA MICRO DEVICES CORCO	COM	130439102	1046	324850	SH		SOLE		
CANTERBURY PK HLDG CORP	COM	13811E101	148	20000	SH		SOLE		
CAPSTONE TURBINE CORP COM	COM	14067D102	26	20000	SH		SOLE		
CASELLA WASTE SYS INC CL A	COM	147448104	323	110000	SH		SOLE		
CAVCO INDUSTRIES	COM	149568107	359	10100	SH		SOLE		
CENVEO INC COM	COM	15670S105	263	38000	SH		SOLE		
CEPHEID COM	COM	15670R107	820	62000	SH		SOLE		
CHASE CORP	COM	16150R104	501	42800	SH		SOLE		
CIRCOR INTL INC COM	COM	17273K109	565	20000	SH		SOLE		
CLARIENT INC COM	COM	180489106	56	13400	SH		SOLE		
COHEN & STEERS INC COM	COM	19247A100	672	28000	SH		SOLE		
COLDWATER CREEK INC COM	COM	193068103	943	115000	SH		SOLE		
COMMUNICATIONS SYS	COM	203900105	228	19500	SH		SOLE		
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
CONSOLIDATED WATER CO LTD ORD	COM	G23773107	653	40000	SH		SOLE	
CONTINUCARE CORP COM	COM	212172100	1491	493600	SH		SOLE	
CORE MOLDING TECH COM	COM	218683100	505	155000	SH		SOLE	
CROWN MEDIA HLDGS INC CL A	COM	228411104	74	47600	SH		SOLE	
CTS CORP	COM	126501105	1663	178850	SH		SOLE	

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CUTERA INC COM	COM	232109108	649	75000	SH	SOLE
CYNOSURE INC CL A	COM	232577205	713	61200	SH	SOLE
D & E COMMUNICATIONS INC COM	COM	232860106	1264	110000	SH	SOLE
DANA HOLDING CORP COM	COM	235825205	477	70000	SH	SOLE
DAWSON GEOPHYSICAL CO COM	COM	239359102	465	17000	SH	SOLE
DELTA NAT GAS INC COM	COM	247748106	384	14500	SH	SOLE
DISCOVER FINANCIAL	COM	254709108	162	10000	SH	SOLE
DOVER DOWNS GAMING & ENTMT INC	COM	260095104	1459	256000	SH	SOLE
DOVER MOTORSPORTS INC.(B:DVD)	COM	260174107	315	210000	SH	SOLE
EDGAR ONLINE INC	COM	279765101	120	61650	SH	SOLE
EDGEWATER TECHNOLOGY INC COM	COM	280358102	805	273643	SH	SOLE
ENERGY RECOVERY INC	COM	29270J100	117	20000	SH	SOLE
ENTEGRIS INC COM	COM	29362U104	281	56690	SH	SOLE
ENTERCOM COMMUNICATIONS CORPCL	COM	293639100	383	75000	SH	SOLE
EPOCH HOLDING CORP	COM	29428R103	2695	308015	SH	SOLE
ESTERLINE TECHNOLOGIES CORP CO	COM	297425100	204	5211	SH	SOLE
EXACTECH INC COM	COM	30064E109	647	41100	SH	SOLE
FAIR ISAAC & CO INC COM	COM	303250104	520	24187	SH	SOLE
FERRO CORP	COM	315405100	4055	455569	SH	SOLE
FIRST NIAGARA FINL GP INC COM	COM	33582V108	308	25000	SH	SOLE
FISHER COMMUNICATIONS INC COM	COM	337756209	978	53800	SH	SOLE
FLORIDA PUB UTILS CO COM	COM	341135101	1018	83800	SH	SOLE
FLOW INTL CORP COM	COM	343468104	520	199400	SH	SOLE
FLUSHING FINL CORP COM	COM	343873105	684	60000	SH	SOLE
FORMFACTOR INC COM	COM	346375108	257	10736	SH	SOLE
FSI INTL INC COM	COM	302633102	40	34900	SH	SOLE
FULL HOUSE RESORTS INC COM	COM	359678109	41	15000	SH	SOLE
FURMANITE CORPORATION	COM	361086101	647	150000	SH	SOLE
GENCORP INC	COM	368682100	2332	435000	SH	SOLE
GENERAL MILLS INC	COM	370334104	242	3761	SH	SOLE
GERBER SCIENTIFIC INSTR	COM	373730100	1168	195370	SH	SOLE
GLOBAL SOURCES LTD COM	COM	G39300101	824	120000	SH	SOLE
GP STRATEGIES CORP COM	COM	36225V104	135	17970	SH	SOLE
GRAFTECH INTERNATIONAL	COM	384313102	230	15617	SH	SOLE
GRAHAM CORP COM	COM	384556106	244	15700	SH	SOLE
GRAY TELEVISION, INC	COM	389375106	1369	590000	SH	SOLE
GREAT ATLANTIC & PAC TEA INCCO	COM	390064103	537	60300	SH	SOLE
GRIFFIN LAND & NUR	COM	398231100	544	17000	SH	SOLE
GRIFFON CORP COM	COM	398433102	552	54788	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	MA
GSE SYS INC COM	COM	36227K106	243	39000	SH		SOLE	
HAWKINS INC COM	COM	420261109	1168	50000	SH		SOLE	
HEELYS INC COM	COM	42279M107	123	58000	SH		SOLE	
HERLEY INDS INC COM	COM	427398102	2307	176800	SH		SOLE	
HESKA CORP COM	COM	42805E108	13	28700	SH		SOLE	
HICKORY TECH CORP COM	COM	429060106	428	50000	SH		SOLE	
HOME DIAGNOSTICS INC DEL COM	COM	437080104	387	57300	SH		SOLE	
IDEX CORP	COM	45167R104	616	22056	SH		SOLE	
IMAX CORP COM	COM	45245E109	536	57000	SH		SOLE	
INGLES MKTS INC CL A	COM	457030104	1201	75900	SH		SOLE	
INTEGRATED DEVICE TECH INC COM	COM	458118106	264	39057	SH		SOLE	
INTERNATIONAL RECTIFIER CORPCO	COM	460254105	752	38594	SH		SOLE	
INTRICON CORP COM	COM	46121H109	516	157900	SH		SOLE	
I-FLOW CORP COM NEW	COM	449520303	1139	100000	SH		SOLE	
JOURNAL COMM INC-A	COM	481130102	3031	823700	SH		SOLE	

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KAMAN CORP	COM	483548103	2573	117080	SH	SOLE
KBW INC	COM	482423100	613	19027	SH	SOLE
KEY TECHNOLOGY INC COM	COM	493143101	259	23000	SH	SOLE
LAKELAND INDS INC COM	COM	511795106	122	15300	SH	SOLE
LAWSON SOFTWARE INC NEW COM	COM	52078P102	117	18726	SH	SOLE
LECROY CORP COM	COM	52324W109	882	217847	SH	SOLE
LIFEWAY FOODS INC COM	COM	531914109	989	90000	SH	SOLE
LIN TV CORP CL A	COM	532774106	520	110000	SH	SOLE
LINDSAY CORP	COM	535555106	236	6000	SH	SOLE
LITTELFUSE INC	COM	537008104	280	10653	SH	SOLE
LYDALL INC COM	COM	550819106	96	18312	SH	SOLE
MAGMA DESIGN AUTOMATION COM	COM	559181102	259	123892	SH	SOLE
MAGNETEK INC COM	COM	559424106	584	374600	SH	SOLE
MAINE & MARITIMES CORP	COM	560377103	1079	30000	SH	SOLE
MANITOWOC CO COM	COM	563571108	194	20500	SH	SOLE
MARCUS CORP COM	COM	566330106	179	14000	SH	SOLE
MARINE PRODS CORP COM	COM	568427108	221	40000	SH	SOLE
MARINEMAX INC COM	COM	567908108	78	10000	SH	SOLE
MEADOWBROOK INS GROUP INC COM	COM	58319P108	155	20900	SH	SOLE
MEDIA GENERAL CL A	COM	584404107	2907	340000	SH	SOLE
MEDICAL NUTRITION USA INC COM	COM	58461X107	120	59900	SH	SOLE
MERCURY COMPUTER SYS INC COM	COM	589378108	480	48653	SH	SOLE
MERIX CORP COM	COM	590049102	85	28200	SH	SOLE
MET PRO CORP COM	COM	590876306	686	70800	SH	SOLE
METHODE ELECTRS INC CL A	COM	591520200	650	75000	SH	SOLE
MGE ENERGY INC	COM	55277P104	219	6000	SH	SOLE
MGP INGREDIENTS INC COM	COM	55302G103	64	15000	SH	SOLE
MICROSEMI CORP COM	COM	595137100	270	17084	SH	SOLE
MICRUS ENDOVASCULAR CORP COM	COM	59518V102	777	60000	SH	SOLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
MIDAS GROUP INC COM	COM	595626102	1121	119300	SH		SOLE	
MIDDLEBY CORP COM	COM	596278101	888	16143	SH		SOLE	
MINE SAFETY APPLIANCES CO COM	COM	602720104	481	17469	SH		SOLE	
MODINE MFG CO	COM	607828100	769	83000	SH		SOLE	
MOLEX INC	COM	608554101	729	34929	SH		SOLE	
MORGANS HOTEL GROUP CO COM	COM	61748W108	217	40000	SH		SOLE	
MOSY INC	COM	619718109	189	75400	SH		SOLE	
MSC SOFTWARE CORP COM	COM	553531104	673	80000	SH		SOLE	
MVC CAP COM	COM	553829102	281	32000	SH		SOLE	
MYERS INDS INC	COM	628464109	194	18000	SH		SOLE	
NARA BANCORP INC COM	COM	63080P105	215	30900	SH		SOLE	
NATHANS FAMOUS INC NEW COM	COM	632347100	1483	100777	SH		SOLE	
NEOGEN CORP COM	COM	640491106	2099	65000	SH		SOLE	
NEW ALLIANCE BANCSHARES INC CO	COM	650203102	111	10386	SH		SOLE	
NEW YORK CMNTY BANCORP INC COM	COM	649445103	126	11055	SH		SOLE	
NEWPORT CORP COM	COM	651824104	811	92558	SH		SOLE	
NOBILITY HOMES INC COM	COM	654892108	153	17000	SH		SOLE	
NYFIX INC COM	COM	670712108	50	30000	SH		SOLE	
OIL DRI CORP AMER COM	COM	677864100	771	53200	SH		SOLE	
OMNICELL INC COM	COM	68213N109	123	11054	SH		SOLE	
OMNOVA SOLUTIONS INC COM	COM	682129101	1620	250000	SH		SOLE	
ON SEMICONDUCTOR CORP COM	COM	682189105	606	73503	SH		SOLE	
OPKO HEALTH INC COM	COM	68375N103	87	38000	SH		SOLE	
ORITANI FINL CORP COM	COM	686323106	341	25000	SH		SOLE	
ORTHOFIX INTL N V ORD	COM	N6748L102	647	22000	SH		SOLE	

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OTIX GLOBAL INC	COM	68906N101	384	404000	SH	SOLE
PAIN THERAPEUTICS INC COM	COM	69562K100	380	75000	SH	SOLE
PALM HBR HOMES INC COM	COM	696639103	35	12000	SH	SOLE
PALOMAR MED TECHNOLOGIES INCCO	COM	697529303	438	27000	SH	SOLE
PARALLEL PETE CORP DEL COM	COM	699157103	239	75400	SH	SOLE
PARAMETRIC TECHNOLOGY CORP COM	COM	699173209	608	43972	SH	SOLE
PARK ELECTROCHEMICAL CORP COM	COM	700416209	1068	43341	SH	SOLE
PARK OHIO HLDGS CORP COM	COM	700666100	87	10000	SH	SOLE
PC GROUP INC	COM	70455G107	14	22550	SH	SOLE
PENNICHUCK CORP COM NEW	COM	708254206	1190	54700	SH	SOLE
PERICOM SEMICONDUCTOR CORP COM	COM	713831105	751	76600	SH	SOLE
PERRIGO CO	COM	714290103	635	18680	SH	SOLE
PETROHAWK ENERGY CORP COM	COM	716495106	643	26561	SH	SOLE
PHOENIX TECHNOLOGIES LTD COM	COM	719153108	342	93792	SH	SOLE
PINNACLE ENTMT INC COM	COM	723456109	183	18000	SH	SOLE
PREFORMED LINE PRODS CO COM	COM	740444104	312	7788	SH	SOLE
PRIDE INTL INC COM	COM	74153Q102	727	23877	SH	SOLE
PRIMEDIA INC COM NEW	COM	74157K846	504	200000	SH	SOLE
PROVIDENCE & WORCESTER RR COCO	COM	743737108	624	61048	SH	SOLE
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TETON ADVISORS, INC.						
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FORM 13F INFORMATION TABLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	O MA
PZENA INVESTMENT MGMT INC CLAS	COM	74731Q103	368	45000	SH		SOLE	
QLOGIC CORP COM	COM	747277101	704	40921	SH		SOLE	
QUIDEL CORP COM	COM	74838J101	357	22000	SH		SOLE	
READING INTERNATIONAL INC CL B	COM	755408200	129	25100	SH		SOLE	
READING INTL INC CL A	COM	755408101	238	58000	SH		SOLE	
RGC RES INC COM	COM	74955L103	454	16500	SH		SOLE	
ROCHESTER MED CORP COM	COM	771497104	508	42175	SH		SOLE	
RPC INC. COMMON	COM	749660106	419	40000	SH		SOLE	
RTI BIOLOGICS INC COM	COM	74975N105	163	37415	SH		SOLE	
SALEM COMMUNICATIONS CORP DECL	COM	794093104	118	52000	SH		SOLE	
SCHIFF NUTRITION INTL INC COM	COM	806693107	978	187665	SH		SOLE	
SCRIPPS E W CO OHIO CL A	COM	811054402	900	120000	SH		SOLE	
SEALED AIR CORP NEW	COM	81211K100	208	10571	SH		SOLE	
SHENANDOAH TELECOMMUNICATIONCD	COM	82312B106	323	18000	SH		SOLE	
SINCLAIR BROADCAST GROUP INCCL	COM	829226109	179	50000	SH		SOLE	
SJW CORP COM	COM	784305104	377	16500	SH		SOLE	
SL INDS INC COM	COM	784413106	1403	175400	SH		SOLE	
SONESTA INTL HOTELS CORP CL A	COM	835438409	1725	138100	SH		SOLE	
SONOSITE INC COM	COM	83568G104	608	22986	SH		SOLE	
STAMPS.COM INC (NEW)	COM	852857200	1203	130000	SH		SOLE	
STANDARD MTR PRODS INC CLASS A	COM	853666105	3222	212000	SH		SOLE	
STARRETT L S CO CL A	COM	855668109	676	65026	SH		SOLE	
STEAK N SHAKE CO COM	COM	857873103	471	40000	SH		SOLE	
STONERIDGE INC	COM	86183P102	1451	205000	SH		SOLE	
STRATEGIC DIAGNOSTICS INC COM	COM	862700101	376	213900	SH		SOLE	
STRATTEC SECURITY CORP.	COM	863111100	644	46000	SH		SOLE	
SVB FINL GROUP COM	COM	78486Q101	685	15831	SH		SOLE	
SWS GROUP INC	COM	78503N107	792	55000	SH		SOLE	
SYCAMORE NETWORKS	COM	871206108	100	33000	SH		SOLE	
SYMMETRICOM INC COM	COM	871543104	226	43650	SH		SOLE	
SYNERON MEDICAL LTD ORD SHS	COM	M87245102	1097	96100	SH		SOLE	
TECH OPS SEVCON INC	COM	878293109	230	70048	SH		SOLE	
TELEFLEX INC	COM	879369106	535	11082	SH		SOLE	
TENNANT CO	COM	880345103	1387	47724	SH		SOLE	
TENNECO AUTOMOTIVE INC COM	COM	880349105	522	40000	SH		SOLE	

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TERADATA CORP DEL COM	COM	88076W103	567	20621	SH	SOLE
TESCO CORP COM	COM	88157K101	542	67900	SH	SOLE
TIER TECHNOLOGIES INC CL B	COM	88650Q100	640	75500	SH	SOLE
TIFFANY & CO NEW COM	COM	886547108	670	17397	SH	SOLE
TORO CO COM	COM	891092108	619	15567	SH	SOLE
TRANS LUX CORP	COM	893247106	39	32000	SH	SOLE
TRANSACT TECHNOLOGIES INC COM	COM	892918103	1696	320000	SH	SOLE
TREE COM INC COM	COM	894675107	76	10000	SH	SOLE
TTM TECHNOLOGIES INC COM	COM	87305R109	268	23404	SH	SOLE

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FORM 13F INFORMATION TABLE
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NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DCRETN	O MA
U S ENERGY CORP WYO COM	COM	911805109	79	20300	SH		SOLE	
ULTRA CLEAN HLDGS INC COM	COM	90385V107	941	182425	SH		SOLE	
ULTRALIFE BATTERIES INC COM	COM	903899102	283	46700	SH		SOLE	
ULTRATECH INC COM	COM	904034105	621	46950	SH		SOLE	
UMPQUA HLDGS CORP COM	COM	904214103	147	13908	SH		SOLE	
UNITED GUARDIAN INC COM	COM	910571108	715	76000	SH		SOLE	
VALASSIS COMMUNICATIONS INC CO	COM	918866104	179	10000	SH		SOLE	
VALLEY NATL BANCORP COM	COM	919794107	193	15688	SH		SOLE	
VARIAN SEMICONDUCTOR EQUIPTMCO	COM	922207105	203	6190	SH		SOLE	
VASCULAR SOLUTIONS INC COM	COM	92231M109	253	30600	SH		SOLE	
VICOR CORP COM	COM	925815102	400	51750	SH		SOLE	
VISHAY INTERTECHNOLOGY INC	COM	928298108	356	45113	SH		SOLE	
WEBSTER FINL CORP WATERBURY CO	COM	947890109	134	10768	SH		SOLE	
WESTERN SIZZLIN CORP DEL COM N	COM	959542200	186	13600	SH		SOLE	
WHITNEY HLDG CORP	COM	966612103	531	55639	SH		SOLE	
WHX CORP	COM	929248607	211	110000	SH		SOLE	
WILLAMETTE VY VINEYARD INC COM	COM	969136100	71	17000	SH		SOLE	
WILLIAMS SONOMA INC COM	COM	969904101	701	34640	SH		SOLE	
WILSHIRE BANCORP INC COM	COM	97186T108	280	38100	SH		SOLE	
YORK WTR CO COM	COM	987184108	139	10000	SH		SOLE	
YOUBET COM INC COM	COM	987413101	277	132000	SH		SOLE	
YOUNG INNOVATIONS INC COM	COM	987520103	487	18500	SH		SOLE	
ZEBRA TECHNOLOGIES CORP CL A	COM	989207105	691	26649	SH		SOLE	
ZEP INC	COM	98944B108	2139	131650	SH		SOLE	
ZORAN CORP COM	COM	98975F101	856	74300	SH		SOLE	
ZYGO CORP COM	COM	989855101	736	108600	SH		SOLE	