

GAMCO INVESTORS, INC. ET AL  
 Form 4  
 June 05, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
**GAMCO INVESTORS, INC. ET AL [GBL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/03/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman and CEO**

**C/O GAMCO INVESTORS, INC, ONE CORPORATE CENTER**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**RYE, NY 10580**

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Class B Common Stock            | 06/03/2009                           |  | J <sup>(1)</sup>               | 2,000 D   | \$ 0  | 19,979,500 <sup>(2)</sup>                                | I                                 |
| Class A Common Stock            | 06/03/2009                           |  | J <sup>(1)</sup>               | 2,000 A   | \$ 0  | 2,000  | I                                 |
| Class A Common Stock            |                                      |  |                                |   |   | 234,032 <sup>(2)</sup>                                   | D                                 |
| Class B                         |                                      |  |                                |   |   | 10,000   | D                                 |

By: **GGCP, Inc. <sup>(3)</sup>**

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Common  
Stock

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

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SEC 1474  
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

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

## Signatures

/s/ Christopher J. Michailoff, Attorney-In-Fact for MARIO J. GABELLI and GGCP, INC.

06/05/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Edgar Filing: GAMCO INVESTORS, INC. ET AL - Form 4

- GGCP, Inc. ("GGCP") exchanged with the Issuer shares of Class B Common Stock ("Class B Stock") for an equal number of shares of
- (1) Class A Common Stock ("Class A Stock"). These transactions were effected pursuant to Rule 16b-3 under the Securities and Exchange Act of 1934 for the purpose of exempting such acquisition and disposition.
  - (2) Pursuant to a resolution approved by the Issuer's Board of Directors, as of the date of this filing there are 182,994 shares of Class B Stock that may be converted into Class A Stock.
  - (3) Mario J. Gabelli disclaims beneficial ownership of the shares of the Issuer held by GGCP in excess of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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