

MILLIPORE CORP /MA
Form SC 13D
April 13, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Millipore Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

_____601073109_____

(CUSIP Number)

Peter D. Goldstein
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

_____ April 12, 2010 _____

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 601073109

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Funds, LLC I.D. No. 13-4044523
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e) X

- 6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	898,200 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	898,200 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person
 898,200 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)
 1.60%

- 14 Type of reporting person (SEE INSTRUCTIONS)

IA

2

CUSIP No. 601073109

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Asset Management Inc. I.D. No. 13-4044521
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	1,385,280 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	1,563,380 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person
 1,563,380 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)
 2.78%

CUSIP No. 601073109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Securities, Inc. I.D. No. 13-3379374

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00 – Client funds

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

Number Of	: 7	Sole voting power
	:	
Shares	:	140,300 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	140,300 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person
 140,300 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
 0.25%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO, IA

4

CUSIP No. 601073109

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Foundation, Inc. I.D. No. 94-2975159
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 WC
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization
 NV

Number Of	: 7	Sole voting power
	:	
Shares	:	10,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	10,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person
 10,000 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)
 0.02%

- 14 Type of reporting person (SEE INSTRUCTIONS)
 00-Private Foundation

CUSIP No. 601073109

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 MJG Associates, Inc. I.D. No. 06-1304269
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only

- 4 Source of funds (SEE INSTRUCTIONS)
 00-Client Funds

- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization
 Connecticut

Number Of	: 7	Sole voting power
	:	
Shares	:	4,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	4,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person
 4,000 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)
 0.01%

- 14 Type of reporting person (SEE INSTRUCTIONS)

CO

6

CUSIP No. 601073109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GGCP, Inc. I.D.
 No. 13-3056041

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	86,200 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	86,200 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person
 86,200 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
 0.15%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

7

CUSIP No. 601073109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Investors, Inc. I.D.
 No. 13-4007862
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 WC

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	42,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	42,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person
 42,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
 0.07%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

8

CUSIP No. 601073109

- 1 Names of reporting persons
I.R.S. identification nos. of above persons (entities only)
Mario J. Gabelli
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)
- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
00 – Funds of a Private Entity
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
USA

Number Of	: 7	Sole voting power
	:	
Shares	:	110,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	110,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person

110,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.20%

14 Type of reporting person (SEE INSTRUCTIONS)
IN

Item 1. Security and Issuer

The class of equity securities to which this statement on Schedule 13D relates is the Common Stock of Millipore Corporation (the “Issuer”), a Massachusetts corporation with principal offices located at 290 Concord Road, Billerica, Massachusetts 01821.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli (“Mario Gabelli”) and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. (“GGCP”), GAMCO Investors, Inc. (“GBL”), Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), Gabelli Securities, Inc. (“GSI”), Gabelli & Company, Inc. (“Gabelli & Company”), MJG Associates, Inc. (“MJG Associates”), Gabelli Foundation, Inc. (“Foundation”), MJG-IV Limited Partnership (“MJG-IV”), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the “Reporting Persons”.

GGCP makes investments for its own account and is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended (“Advisers Act”). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P and Gabelli International Gold Fund Limited.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (“1934 Act”), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides discretionary managed account services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund, GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The

GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Blue Chip Value Fund, The GAMCO Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Gold, Natural Resources, & Income Trust, The Gabelli Global Deal Fund, Gabelli Enterprise M&A Fund, The Gabelli SRI Green Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the “Funds”), which are registered investment companies.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund and The GAMCO Westwood SmallCap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the majority stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also deemed to be the controlling shareholder of Teton through his control of GGCP and MJG-IV.

The Reporting Persons do not admit that they constitute a group.

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, “Covered Persons”), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(e) - On April 24, 2008, Gabelli Funds settled an administrative proceeding with the Securities and Exchange Commission (“Commission”) regarding frequent trading in shares of a mutual fund it advises, without admitting or denying the findings or allegations of the Commission. The inquiry involved Gabelli Funds’ treatment of one investor who had engaged in frequent trading in one fund (the prospectus of which did not at that time impose limits on frequent trading), and who had subsequently made an investment in a hedge fund managed by an affiliate of Gabelli Funds. The investor was banned from the fund in August 2002, only after certain other investors were banned. The principal terms of the settlement include an administrative cease and desist order from violating Section 206(2) of the Investment Advisers Act of 1940, Section 17(d) of the Investment Company Act of 1940 (“Company Act”), and Rule 17d-1 thereunder, and Section 12(d)(1)(B)(1) of the Company Act, and the payment of \$11 million in disgorgement and prejudgment interest and \$5 million in a civil monetary penalty. Gabelli Funds was also required to retain an independent distribution consultant to develop a plan and oversee distribution to shareholders of the monies paid to the Commission, and to make certain other undertakings.

In September 2008, Gabelli Funds reached agreement in principle with the staff of the Commission, subject to Commission approval, on a previously disclosed matter that had been ongoing for several years involving compliance with Section 19(a) of the Investment Company Act of 1940 and Rule 19a-1 thereunder by two closed-end funds. The agreement was finalized with the Commission on January 12, 2009. The provisions of Section 19(a) and Rule 19a-1 require registered investment companies, when making a distribution in the nature of a dividend from sources other than net investment income, to contemporaneously provide written statements to shareholders that adequately disclose the source or sources of such distribution. While the two funds sent annual statements and provided other materials containing this information, the shareholders did not receive the notices required by Rule 19a-1 with any of the distributions that were made for 2002 and 2003. Gabelli Funds believes that the funds have been in compliance with Section 19(a) and Rule 19a-1 since the beginning of 2004. As part of the settlement, in

which Gabelli Funds neither admits nor denies the findings by the Commission, Gabelli Funds agreed to pay a civil monetary penalty of \$450,000 and to cease and desist from causing violations of Section 19(a) and Rule 19a-1. In connection with the settlement, the Commission noted the remedial actions previously undertaken by Gabelli Funds.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons used an aggregate of approximately \$209,781,271 to purchase the Securities reported as beneficially owned in Item 5. GAMCO and Gabelli Funds used approximately \$73,848,435 and \$94,589,613, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the Securities for such clients. GSI used approximately \$14,742,747 of client funds to purchase the Securities reported by it. Foundation used approximately \$1,057,664 of working capital to purchase the Securities reported by it. GGCP used approximately \$9,120,469 of working capital to purchase the Securities reported by it. Mario Gabelli used approximately \$11,590,717 of funds of a private entity to purchase the Securities reported by it. GBL used approximately \$4,412,663 of working capital to purchase the Securities reported by it. MJG Associates used approximately \$419,963 of client funds to purchase the Securities reported by it.

Item 4. Purpose of Transaction

Each of the Reporting Persons has purchased and holds the Securities reported by it for investment for one or more accounts over which it has shared, sole, or both investment and/or voting power, for its own account, or both. The Reporting Persons are engaged in the business of securities analysis and investment and pursue an investment philosophy of identifying undervalued situations. In pursuing this investment philosophy, the Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). The Reporting Persons do not believe they possess material inside information concerning the Issuer. As a result of these analytical activities one or more of the Reporting Persons may issue analysts reports, participate in interviews or hold discussions with third parties or with management in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder values. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D including, without limitation, such matters as disposing of one or more businesses, selling the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Each of the Reporting Persons intends to adhere to the foregoing investment philosophy with respect to the Issuer. However, none of the Reporting Persons intends to seek control of the Issuer or participate in the management of the Issuer, and any Reporting Person that is registered as an investment company under the 1940 Act will participate in such a transaction only following receipt of an exemption from the SEC under Rule 17d-1 under the 1940 Act, if required, and in accordance with other applicable law. In pursuing this investment philosophy, each Reporting Person will continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities in particular, other developments and other investment opportunities, as well as the investment objectives and diversification requirements of its shareholders or clients and its fiduciary duties to such shareholders or clients. Depending on such assessments, one or more of the Reporting Persons may acquire additional Securities or may determine to sell or otherwise dispose of all or some of its holdings of Securities. Although the Reporting Persons share the same basic investment philosophy and although most portfolio decisions are made by or under the supervision of Mario Gabelli, the investment objectives and diversification requirements of various clients differ from those of other clients so that one or more Reporting Persons may be acquiring Securities while others are disposing of Securities.

With respect to voting of the Securities, the Reporting Persons have adopted general voting policies relating to voting on specified issues affecting corporate governance and shareholder values. Under these policies, the Reporting

Persons generally vote all securities over which they have voting power in favor of cumulative voting, financially reasonable golden parachutes, one share one vote, management cash incentives and pre-emptive rights and against greenmail, poison pills, supermajority voting, blank check preferred stock and super-dilutive stock options. Exceptions may be made when management otherwise demonstrates superior sensitivity to the needs of shareholders. In the event that the aggregate voting position of all joint filers shall exceed 25% of the total voting position of the issuer then the proxy voting committees of each of the Funds shall vote their Fund's shares independently.

Each of the Covered Persons who is not a Reporting Person has purchased the Securities reported herein as beneficially owned by him for investment for his own account or that of one or more members of his immediate family. Each such person may acquire additional Securities or dispose of some or all of the Securities reported herein with respect to him.

Other than as described above, none of the Reporting Persons and none of the Covered Persons who is not a Reporting Person has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number of Securities to which this Schedule 13D relates is 2,854,080 shares, representing 5.08% of the 56,219,890 shares outstanding as reported in the Issuer's most recent Form 10-K/A for the fiscal year ended December 31, 2009. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	1,563,380	2.78%
Gabelli Funds	898,200	1.60%
GSI	140,300	0.25%
Foundation	10,000	0.02%
Mario Gabelli	110,000	0.20%
MJG Associates	4,000	0.01%
GBL	42,000	0.07%
GGCP	86,200	0.15%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by Gabelli & Company. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 178,100 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially

owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(d) The investment advisory clients of, or partnerships managed by, GAMCO, Gabelli Funds, Teton Advisors and MJG Associates have the sole right to receive and, subject to the notice, withdrawal and/or termination provisions of such advisory contracts and partnership arrangements, the sole power to direct the receipt of dividends from, and the proceeds of sale of, any of the Securities beneficially owned by such Reporting Persons on behalf of such clients or partnerships. Except as noted, no such client or partnership has an interest by virtue of such relationship that relates to more than 5% of the Securities.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The powers of disposition and voting of Gabelli Funds, Teton Advisers, GAMCO, GSI and MJG Associates with respect to Securities owned beneficially by them on behalf of their investment advisory clients, and of MJG Associates and GSI with respect to Securities owned beneficially by them on behalf of the partnerships which they directly or indirectly manage, are held pursuant to written agreements with such clients, partnerships and funds.

Item 7. Material to be Filed as an Exhibit

The following Exhibit A is attached hereto. The following Exhibit B is incorporated by reference to Exhibit A in the Amendment No. 2 to Schedule 13D of the Reporting Persons with respect to Lifecore Biomedical, Inc.

Exhibit A: Joint Filing Agreement

Exhibit B: Powers of Attorney to Peter D. Goldstein, Christopher J. Michailoff, and Douglas R. Jamieson from Mario J. Gabelli

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 13, 2010

MARIO J. GABELLI

GGCP, INC.

GABELLI FUNDS, LLC

GAMCO ASSET MANAGEMENT INC

GAMCO INVESTORS, INC.

GABELLI SECURITIES, INC.

MJG ASSOCIATES, INC.

GABELLI FOUNDATION, INC.

By:/s/ Douglas R. Jamieson

Douglas R. Jamieson

Attorney-in-Fact for Mario J. Gabelli, MJG Associates, Inc.,

Gabelli Foundation, Inc. and GGCP, Inc.

President & Chief Operating Officer of the sole member of

Gabelli Funds, LLC

President – GAMCO Asset Management Inc.

President & Chief Operating Officer – GAMCO Investors, Inc.

President – Gabelli Securities, Inc.

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.

Marc J. Gabelli Chairman of The LGL Group, Inc.
2525 Shader Road
Orlando, FL 32804

Matthew R. Gabelli Vice President – Trading
Gabelli & Company, Inc.
One Corporate Center
Rye, NY 10580

Charles C. Baum Secretary & Treasurer
United Holdings Co., Inc.
2545 Wilkens Avenue
Baltimore, MD 21223

Fredric V. Salerno Chairman; Former Vice Chairman and Chief Financial Officer
Verizon Communications

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer

Marc J. Gabelli President
Michael G. Chieco Vice President, Chief Financial Officer, Secretary

Silvio A. Berni Vice President, Assistant Secretary and Controller

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt Former Chairman and Chief Executive Officer
Procter & Gamble Company
900 Adams Crossing
Cincinnati, OH 45202

Raymond C. Avansino Chairman & Chief Executive Officer
E.L. Wiegand Foundation
Reno, NV 89501

Richard L. Bready Chairman and Chief Executive Officer
Nortek, Inc.

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50 Kennedy Plaza
Providence, RI 02903

Mario J. Gabelli	See above
Elisa M. Wilson	Director
Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc.
Robert S. Prather	President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319

Officers:

Mario J. Gabelli	Chairman and Chief Executive Officer
Douglas R. Jamieson	President and Chief Operating Officer
Henry G. Van der Eb	Senior Vice President
Bruce N. Alpert	Senior Vice President
Jeffrey M. Farber	Executive Vice President and Chief Financial Officer
Christopher Michailoff	Acting Secretary

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli	Chief Investment Officer – Value Portfolios
Douglas R. Jamieson	President
Jeffrey M. Farber	Chief Financial Officer

Christopher J. Michailoff General Counsel and Secretary

Gabelli Funds, LLC
Officers:

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Mario J. Gabelli	Chief Investment Officer – Value Portfolios
Bruce N. Alpert	Executive Vice President and Chief Operating Officer
Agnes Mullady	Vice President and President Closed-End Fund Division

Teton Advisors, Inc.
Directors:

Bruce N. Alpert	Chairman
Douglas R. Jamieson	See above
Nicholas F. Galluccio	Chief Executive Officer and President
Alfred W. Fiore	1270 Avenue of the Americas 20th Floor New York, NY 10020
Edward T. Tokar	Beacon Trust Senior Managing Director 333 Main Street Madison, NJ 07940
Howard F. Ward	Portfolio Manager GAMCO Investors, Inc. One Corporate Center Rye, NY 10580
Robert S. Zuccaro	Commonwealth Management Partners, LLLP 140 Greenwich Avenue Greenwich, CT 06430

Officers:

Bruce N. Alpert	See above
Nicholas F. Galluccio	See above
Jeffrey M. Farber	Chief Financial Officer

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
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Douglas G. DeVivo General Partner of ALCE Partners, L.P.
One First Street, Suite 16
Los Altos, CA 94022

Douglas R. Jamieson President

Officers:

Douglas R. Jamieson See above
Christopher J. Michailoff Secretary
Jeffrey M. Farber Chief Financial Officer

Gabelli & Company, Inc.
Directors:

James G. Webster, III Chairman & Interim President
Irene Smolicz Senior Trader
Gabelli & Company, Inc.

Officers:

James G. Webster, III See Above
Bruce N. Alpert Vice President - Mutual Funds
Diane M. LaPointe Treasurer
Douglas R. Jamieson Secretary

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson President

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli General Partner

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-MILLIPORE
CORP

GABELLI FOUNDATION

4/12/10	5,000	106.0200
3/18/10	5,000	105.5128

MARIO J. GABELLI

4/12/10	20,000	105.9300
4/12/10	500	105.9700
4/06/10	500	105.7900
4/06/10	10,000	105.8292
3/19/10	4,000	105.3428
3/11/10	10,000	105.2600
3/11/10	12,000	105.1950
3/10/10	25,000	105.2090
3/08/10	5,000	105.0748
3/05/10	4,000	105.0700
3/04/10	15,000	105.0525
3/01/10	4,000	104.9918

GABELLI SECURITIES, INC.

3/30/10	500	105.5341
3/09/10	500	105.0817
3/04/10	2,700	105.0525
3/04/10	500	105.0439
3/04/10	2,000	105.0525
3/02/10	300	104.8950
3/01/10	700	104.9085

GABELLI ASSOCIATES LIMITED II E

4/12/10	1,000	105.9550
4/08/10	3,000	105.8250
4/07/10	6,100	105.7602
4/06/10	10,000	105.7299

GABELLI ASSOCIATES LIMITED

3/31/10	500-	105.7332
3/30/10	1,000	105.5341

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3/26/10	1,000	105.3800
3/25/10	1,500	105.3950
3/19/10	1,000	105.3186
3/12/10	1,000	105.2833
3/11/10	500	105.2482
3/10/10	500	105.1142
3/09/10	2,800	105.0817
3/08/10	1,500	105.0467
3/05/10	2,500	105.0775
3/04/10	3,500	105.0439
3/03/10	2,000	104.9286
3/02/10	2,000	104.8950
3/01/10	7,400	104.9085
3/01/10	1,500	105.0719

GABELLI ASSOCIATES FUND II

3/26/10	500	105.3800
3/22/10	600	105.2650
3/19/10	500	105.3186
3/17/10	1,000	105.2050
3/17/10	1,000-	105.4377
3/09/10	500	105.0817
3/08/10	1,000	105.0467
3/05/10	500	105.0775
3/04/10	1,000	105.0439
3/03/10	500	104.9286
3/02/10	500	104.8950
3/01/10	500	105.0719
3/01/10	2,000	104.9085

GABELLI ASSOCIATES FUND

3/30/10	1,800	105.5341
3/26/10	2,500	105.3800
3/25/10	3,500	105.3950
3/19/10	2,900	105.3186
3/12/10	2,000	105.2833
3/11/10	2,000	105.2482
3/10/10	700	105.1142
3/09/10	6,700	105.0817
3/08/10	3,500	105.0467
3/05/10	7,000	105.0775
3/04/10	9,000	105.0439
3/03/10	4,500	104.9286
3/02/10	5,200	104.8950
3/01/10	15,900	104.9085
3/01/10	6,000	105.0719

ALCE PARTNERS

3/25/10	1,000	105.5850
3/04/10	1,500	105.0332

MJG ASSOCIATES, INC.

GABELLI INTERNATIONAL LIMITED

3/04/10	2,000	105.0525
3/01/10	1,000	104.9918

GABELLI FUND, LDC		
3/02/10	1,000	104.8660
GAMCO INVESTORS, INC.		
3/26/10	1,000	105.3750
3/12/10	1,000	105.2750
3/09/10	1,000	105.0730
3/08/10	1,000	105.0650
3/05/10	1,500	105.0943
3/05/10	7,000	105.0050
3/04/10	3,500	105.0438
3/04/10	13,000	105.1781
3/03/10	1,000	104.9200
3/02/10	2,000	104.8900
3/01/10	5,000	104.9108
3/01/10	5,000	104.9950
GAMCO ASSET MANAGEMENT INC.		
4/12/10	8,000	105.9100
4/12/10	7,500	105.9581
4/12/10	7,000	105.9594
4/12/10	1,000	105.9595
4/12/10	12,000	105.9694
4/12/10	2,000	105.9760
4/12/10	1,000-	105.8782
4/08/10	5,000-	105.7876
4/08/10	8,000	105.8725
4/08/10	5,000	105.8820
4/08/10	600	105.8700
4/07/10	11,400	105.7700
4/07/10	1,000-	105.8242
4/07/10	400	105.7875
4/06/10	1,000	105.8449
4/06/10	2,500-	105.6862
4/06/10	4,000	105.7600
4/01/10	18,300	105.7469
3/31/10	1,000	105.7673
3/30/10	21,600	105.6885
3/30/10	2,000	105.6600
3/30/10	2,000	105.6100
3/30/10	1,000	105.6898
3/29/10	3,000	105.5133
3/26/10	2,000	105.4800
3/26/10	10,500	105.4235
3/25/10	10,000	105.4599
3/25/10	30,000	105.5789
3/25/10	6,000	105.5730
3/25/10	1,600	105.5644
3/25/10	500	105.5499
3/25/10	18,000	105.4261
3/25/10	10,000	105.6299
3/24/10	1,100	105.3981
3/24/10	14,800	105.4853

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3/24/10	20,000	105.4699
3/24/10	400	105.4348
3/23/10	900	105.3600
3/23/10	6,400	105.4200
3/22/10	5,900	105.3976
3/22/10	10,000	105.4257
3/19/10	3,000	105.4000
3/19/10	46,300	105.3719
3/19/10	1,000	105.4400
3/19/10	500-	105.3087
3/19/10	800	105.4850
3/19/10	2,000	105.3900
3/18/10	8,800	105.4051
3/18/10	10,000	105.4464
3/18/10	2,000	105.4564
3/18/10	1,800	105.3500
3/17/10	700	105.3900
3/17/10	6,000	105.3499
3/17/10	2,000	105.4100
3/17/10	71,000	105.3885
3/16/10	30,000	105.4487
3/16/10	10,000	105.3900
3/16/10	5,000	105.3899
3/16/10	1,000	105.3500
3/16/10	8,000	105.3912
3/16/10	10,000	105.3839
3/16/10	300	105.3565
3/16/10	1,000	105.3499
3/16/10	38,600	105.3916
3/16/10	500	105.3300
3/15/10	2,000	105.3599
3/15/10	800	105.3816
3/15/10	800	105.3900
3/15/10	5,000	105.3749
3/15/10	15,100	105.3668
3/15/10	300	105.3233
3/15/10	27,000	105.3849
3/12/10	500	105.2359
3/12/10	700	105.2714
3/12/10	700	105.2600
3/12/10	2,200	105.2200
3/12/10	300	105.2867
3/12/10	300	105.2900
3/12/10	99,800	105.2933
3/12/10	4,000	105.3047
3/12/10	1,800	105.3200
3/12/10	1,000	105.2670
3/12/10	2,800	105.2447
3/11/10	1,000	105.2500
3/11/10	6,000	105.3000
3/11/10	500-	105.1987

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3/11/10	86,800	105.2442
3/11/10	800	105.2400
3/10/10	5,000	105.1734
3/10/10	4,300	105.2228
3/09/10	2,000	105.1400
3/09/10	10,000	105.1240
3/09/10	2,000	105.1340
3/09/10	25,080	105.1257
3/08/10	25,500	105.0741
3/08/10	800	105.0300
3/08/10	2,000	105.0800
3/05/10	4,000	105.1700
3/05/10	5,000	105.0800
3/05/10	1,500	105.0399
3/05/10	52,400	105.0900
3/05/10	400	105.0704
3/05/10	4,000-	105.1700
3/04/10	79,000	105.0541
3/04/10	18,000	105.0497
3/04/10	2,000	105.0200
3/04/10	3,000	105.0167
3/03/10	8,000	104.9100
3/03/10	74,300	104.9657
3/03/10	1,000	104.9670
3/03/10	15,600	104.9200
3/02/10	600	104.8800
3/02/10	700	104.9501
3/02/10	5,000	104.9459
3/02/10	173,400	104.9378
3/02/10	19,400	104.9359
3/02/10	2,500	104.9300
3/02/10	1,000	104.9248
3/02/10	4,000	104.8451
3/02/10	1,000	104.9182
3/02/10	5,000	104.9140
3/02/10	700	104.9128
3/02/10	800	104.9112
3/02/10	900	104.9099
3/02/10	1,000	104.9090
3/02/10	500	104.9081
3/02/10	2,000	104.9045
3/02/10	500	104.9000
3/02/10	4,000	104.8998
3/02/10	5,000	104.8890
3/02/10	1,000	104.8800
3/02/10	700	104.8682
3/01/10	30,000	105.0435
3/01/10	1,000	104.9850
3/01/10	19,000	104.9844
3/01/10	800	104.9800
3/01/10	10,000	104.9744

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3/01/10	10,000	104.9740
3/01/10	2,500	104.9674
3/01/10	4,000	104.9594
3/01/10	800	104.9500
3/01/10	800	104.9400
3/01/10	2,000	104.9395
3/01/10	30,000	104.9316
3/01/10	60,000	104.9242
3/01/10	2,000	104.9208
3/01/10	137,500	104.9202
3/01/10	500	104.8800
3/01/10	1,500	104.9900
GGCP, INC.		
4/12/10	76,200	105.9047
3/05/10	10,000	105.0530
GABELLI FUNDS, LLC.		
GABELLI MATHERS FUND		
4/06/10	500-	105.7932
3/22/10	500	105.4650
GABELLI UTILITY FUND		
4/12/10	14,300	105.9699
4/09/10	39,100	105.9184
GABELLI SMALL CAP GROWTH FUND		
3/26/10	25,300	105.5069
3/19/10	30,000	105.3893
3/17/10	20,000	105.3900
GABELLI HEALTHCARE & WELLNESS RX TRUST		
4/12/10	8,000	105.9600
3/26/10	4,000	105.4733
3/23/10	3,000	105.4000
3/02/10	8,000	104.9400
GABELLI CONVERTIBLE & INCOME SECURITIES FUND INC.		
3/01/10	4,000	104.9242
GABELLI EQUITY INCOME FUND		
4/12/10	48,500	105.9800
3/11/10	15,800	105.2800
3/04/10	30,000	105.1364
GABELLI DIVIDEND & INCOME TRUST		
4/12/10	16,700	105.9600
4/08/10	68,500	105.8698
4/07/10	54,500	105.8391
3/31/10	900	105.5600
3/30/10	6,100	105.5600
3/09/10	45,000	105.1338
3/01/10	55,000	104.9242
THE GABELLI GLOBAL DEAL FUND		
3/26/10	5,000	105.4700
3/03/10	45,000	105.0300
3/01/10	100,000	104.9242
GABELLI GLOBAL CONVERTIBLE SECURITIES FUND		
4/12/10	5,000	105.9800

3/29/10	7,000	105.5255
3/01/10	12,000	104.9242
GABELLI ENTERPRISE M&A FUND		
3/26/10	2,000	105.4733
3/16/10	2,000	105.4195
3/05/10	10,000	105.0800
3/01/10	50,000	104.9242
GABELLI ABC FUND		
3/25/10	9,100	105.5491
3/24/10	4,400	105.4200
3/03/10	50,000	105.0300
3/02/10	40,000	104.9290
3/01/10	60,000	104.9242

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Entities (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Millipore Corporation, and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this April 13, 2010.

MARIO J. GABELLI
GGCP, INC.
MJG ASSOCIATES, INC.
GABELLI FOUNDATION, INC.
GABELLI FUNDS, LLC
TETON ADVISORS, INC.
GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.

By:/s/ Douglas R.

Jamieson

Douglas R. Jamieson

Attorney-in-Fact for Mario J. Gabelli & MJG

Associates, Inc.

President, Gabelli Securities, Inc.

Director – GGCP, Inc.

Director – Teton Advisors, Inc.

President & Chief Operating Officer of the sole
member of

Gabelli Funds, LLC.

President – GAMCO Asset Management Inc.

President & Chief Operating Officer – GAMCO
Investors, Inc.

