

GAMCO INVESTORS, INC. ET AL  
 Form 4  
 February 10, 2015

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

OMB APPROVAL

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**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)  
**02/09/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & 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 A Common Stock	02/09/2015		G	10,000	D \$ 0 0	D	
Class B Common Stock	02/10/2015		D <sup>(1)</sup>	10,000	D \$ 0 224,942 <sup>(2)</sup>	D	
Class A Common Stock	02/10/2015		A <sup>(1)</sup>	10,000	A \$ 0 10,000	D	
Class A					36,000	I	By: GGCP,



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Mario J. Gabelli exchanged with the Issuer shares of Class B Common Stock ("Class B Stock") for an equal number of shares of Class A Common Stock ("Class A Stock"). These transactions were effected pursuant to Rule 16b-3 under the Securities Act of 1934 for the purpose of exempting such acquisition and disposition.

(1) Pursuant to a resolution approved by the Issuer's Board of Directors, as of the date of this filing, there are 795,086 shares of Class B Stock that can be converted into Class A Stock

These shares of the Issuer's Class B Stock are held by GGCP Holdings, LLC ("Holdings") via GGCP, Inc. ("GGCP"). The Reporting Person may be deemed to have beneficial ownership of the Class B Stock held by Holdings on the basis of (i) his position as the Chief Executive Officer of, a director of, and the controlling shareholder of, GGCP, which is the manager and a majority member of Holdings, and (ii) certain profit interests in Holdings. The Reporting Person disclaims any beneficial ownership of Class B Stock held by Holdings except to the extent 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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