SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934 (Amendment No. 38)

Gray Television, Inc.
(Name of Issuer)

Common Stock No Par Value
(Title of Class of Securities)

389375106
(CUSIP Number)

Peter D. Goldstein
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-7732
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 24, 2009
(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. 389375106

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)

6 Citizenship or Place of Organization
   New York

   Number Of Shares Beneficially Owned:
   7 Sole Voting Power: 810,000 (Item 5)
   8 Shared Voting Power: None
   9 Sole Dispositive Power: 810,000 (Item 5)
   10 Shared Dispositive Power: None

11 Aggregate Amount Beneficially Owned by Each Reporting Person
   810,000 (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)
   1.89%

14 Type of reporting person (SEE INSTRUCTIONS)
   IA
**CUSIP No. 389375106**

1. **Names of Reporting Persons**
   - GAMCO Asset Management Inc.

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

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

<table>
<thead>
<tr>
<th>Number of Shares Beneficially Owned</th>
<th>Sole Voting Power</th>
<th>1,907,599 (Item 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>By Each Reporting Person With</td>
<td>Sole Dispositive Power</td>
<td>2,021,849 (Item 5)</td>
</tr>
<tr>
<td>With</td>
<td>Shared Dispositive Power</td>
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</table>

**Aggregate Amount Beneficially Owned by Each Reporting Person**

2,021,849 (Item 5)

**Percent of Class Represented by Amount in Row (11)**

4.72%

**Type of reporting person (SEE INSTRUCTIONS)**

IA, CO
CUSIP No. 389375106

1 Names of Reporting Persons
L.R.S. Identification No. of above persons (entities only)
Teton Advisors,
Inc.
No. 13-4008049

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
Delaware

<table>
<thead>
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<th>Number Of Shares Beneficially Owned By Each Reporting Person With</th>
<th>Sole Voting Power</th>
<th>Shared Voting Power</th>
<th>Sole Dispositive Power</th>
<th>Shared Dispositive Power</th>
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<tbody>
<tr>
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<td>140,000 (Item 5)</td>
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<td>10</td>
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<td>None</td>
<td>None</td>
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</tbody>
</table>

11 Aggregate amount beneficially owned by each reporting person
140,000 (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)
0.33%

14 Type of reporting person (SEE INSTRUCTIONS)
IA, CO
CUSIP No. 389375106

Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

GGCP, Inc.
No. 13-3056041

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

(a)     

(b)     

3 SEC USE ONLY

Source of funds (SEE INSTRUCTIONS)

None

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

5

Citizenship or Place of Organization

New York

Number of Beneficially Owned Shares by Each Reporting Person

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<thead>
<tr>
<th></th>
<th>Beneficially</th>
<th>Sole Voting Power</th>
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<td>Shares</td>
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<tr>
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<td>: 8</td>
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Percent of Class Represented by Amount in Row (11)

0.00%

Type of Reporting Person (SEE INSTRUCTIONS)

HC, CO
CUSIP No. 389375106

1 Names of Reporting Persons
   I.R.S. Identification Nos. of Above Persons (Entities only)
   GAMCO Investors, Inc.
   I.D. No. 13-4007862

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
   Shares
   Beneficially
   Owned
   By Each
   Reporting
   Person
   : 7
   : None
   : None
   : None
   : None

7 Sole Voting Power

8 Shared Voting Power

9 Sole Dispositive Power

10 Shared Dispositive Power

11 Aggregate Amount Beneficially Owned by Each Reporting Person
   None

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)
   0.00%

14 Type of reporting person (SEE INSTRUCTIONS)
   HC, CO
CUSIP No. 389375106

1 NAMES OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. 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)
   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
   USA

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<tr>
<th>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON</th>
<th>SOLE VOTING POWER</th>
<th>SHARED VOTING POWER</th>
<th>SOLE DISPOSITIVE POWER</th>
<th>SHARED DISPOSITIVE POWER</th>
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<tr>
<td>7</td>
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<tr>
<td>10</td>
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</tr>
</tbody>
</table>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   None

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)
   0.00%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
   IN
Item 1. Security and Issuer
This Amendment No. 38 to Schedule 13D on the Common Stock of Gray Television, Inc., (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on September 26, 1996. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background
This item 2 to Schedule 13D is amended, in pertinent part, as follows:

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 retail investors, including registered investment companies and pension plans, and as general partner of various private investment partnerships. Certain of these entities 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 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 13D 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: GGC, Inc. ("GGC"), GAMCO Investors, Inc. ("GIB"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Management Inc. ("GMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GGS"), Gabelli & Company, Inc. ("Gabelli & Company"), MIG Associates, Inc. ("MIG Associates"), Gabelli Foundation, Inc. ("Foundation"), MIG-IV Limited Partnership ("MIG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GGC 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 GBI, 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 clients, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBI, 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. It is the immediate parent of Gabelli & Company. GSI is the general partner or investment manager of various investment companies engaged in the securities business, including those named below.

Teton Advisors, a wholly-owned subsidiary of the GBL, is a registered investment adviser registered under the Advisers Act and serves as an investment adviser to various mutual funds registered under the Investment Company Act of 1940, as amended ("1940 Act"). Teton Advisors is the Investment Manager of Gabelli International Limited, Gabelli International II Limited and Gabelli Fund, LTD. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, L.P.

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 GGC and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also deemed to be the controlling shareholder of Teton through his control of GGC and MIG-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. GAMCO is a New York 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. GSI and Teton Advisors are a Delaware 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 1 amended hereto and incorporated herein by reference.

(c) - 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 advised without admitting or denying the findings or allegations of the Commission. The inquiry involved Gabelli Funds' treatment of an 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)(ii) of the Company Act, and the payment of $1 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 an 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 Section 19(a) 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 1 hereto.

Item 5. Interest in Securities Of The Issuer
This item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) A description of the aggregate number of securities in which this Schedule 13D relates is 2,971,849 shares, representing 6.942% of the 42,837,106 shares outstanding as reported to the Issuer's most recent Form 10-K for the quarterly period ended December 31, 2008. The Reporting Persons beneficially own those Securities as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Shares of Common Stock</th>
<th>% of Class of Common</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gabelli Funds</td>
<td>810,000</td>
<td>1.88%</td>
</tr>
<tr>
<td>GAMCO</td>
<td>2,021,849</td>
<td>4.72%</td>
</tr>
<tr>
<td>Teton Advisors</td>
<td>140,000</td>
<td>0.33%</td>
</tr>
</tbody>
</table>

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 beneficially owned by Gabelli & Company. GBL and Gabelli Partners 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 itself or as a member of a group, as the case may be.

(c) Each of the Reporting Persons and Covered Persons, as the case may be, has the power and authority to vote or direct the vote and to dispose or to direct the disposition of 111,250 of the reported shares, (ii) with respect to the 180,000 shares of Common Stock held by the Gabelli Asset Fund, the 40,000 shares held by the Gabelli Multimedia Trust Fund, the 440,000 shares held by the Gabelli Small...
Cap Growth Fund, the 110,000 shares held by the Gabelli Equity Trust Fund, and the 40,000 held by the Gabelli Capital Asset Fund, the proxy voting committee of each such Fund has taken and exercises in its sole discretion the entire voting power with respect to the shares held by such Funds, and (iii) the power of Mario Gabelli, GBL and Gabelli Partners 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.

(e) Not applicable.
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 27, 2009

GGCP, INC.
MARIO J. GABELLI

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact

GABELLI FUNDS, LLC
TETON ADVISORS, INC.

By: /s/ Bruce N. Alpert
Bruce N. Alpert
Chief Operating Officer – Gabelli Funds, LLC
Chairman – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.
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) of this Schedule 13D.
GGCP, Inc.

Directors:

Vincent J. Amabile
Business Consultant

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.

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

Charles C. Baum
Secretary & Treasurer

United Holdings Co., Inc.
2545 Wilkens Avenue
Baltimore, MD 21223

Douglas R. Jamieson
See below

Joseph R. Rindler, Jr.
Account Executive for GAMCO Asset Management Inc.

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

Vincent Capurso
Vice President Taxes, Barnes & Noble, Inc.

Vincent S. Tese
Former Director GAMCO Investors, Inc.

Michael Gabelli
Director

John Gabelli
Director

Officers:

Mario J. Gabelli
Chief Executive Officer and Chief Investment Officer

Michael G. Chieco
Chief Financial Officer, Secretary

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.
50 Kennedy Plaza
Providence, RI 02903

Mario J. Gabelli
See above

John D. Gabelli
Director

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:
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

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
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
<table>
<thead>
<tr>
<th>COMMON STOCK-GRAY TV INC – COMMON</th>
</tr>
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<tbody>
<tr>
<td><strong>GAMCO ASSET MANAGEMENT INC.</strong></td>
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(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.