

JAMIESON DOUGLAS R
Form 4
November 24, 2009

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
JAMIESON DOUGLAS R

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)
11/23/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & COO

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 16580

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 11/23/2009 | | M | 5,350 | A \$ 29 | 27,497 ⁽¹⁾ | D |
| Class A Common Stock | 11/23/2009 | | S ⁽²⁾ | 3,900 | D \$ 52.3273 | 23,597 | D |
| Class A Common Stock | 11/24/2009 | | M | 4,084 | A \$ 29 | 27,681 ⁽¹⁾ | D |
| Class A Common Stock | 11/24/2009 | | S ⁽²⁾ | 3,000 | D \$ | 24,681 | D |

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Common Stock 50.5247
 Class B Common Stock 20,000 ⁽⁴⁾ D

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 29 | 11/23/2009 | | M | 5,350 | 05/13/2006 ⁽³⁾ 05/13/2013 | Class A Common Stock | 5,350 |
| Employee Stock Option (Right to Buy) | \$ 29 | 11/24/2009 | | M | 4,084 | 05/13/2006 ⁽³⁾ 05/13/2013 | Class A Common Stock | 4,084 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMIESON DOUGLAS R C/O GAMCO INVESTORS, INC. ONE CORPORATE CENTER RYE, NY 16580 | | | President & COO | |

Signatures

/s/ Douglas R.
Jamieson

11/24/2009

__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).

16,000 of these shares represent restricted stock that was awarded to the Reporting Person on 12/7/2007 pursuant to the Issuer's Stock

- (1) Award and Incentive Plan. Thirty percent of these shares vest after three years from the date of the award and the remaining seventy percent vest five years from the date of the award.
- (2) These shares were acquired contemporaneously upon the cashless exercise and immediate sale through a broker of an employee stock option at an exercise price of \$29.00.
- (3) Seventy-five percent of this employee stock option was exercisable on 5/13/2006, the remaining twenty-five percent of this employee stock option was exercisable on 5/13/2007.
- (4) These securities are convertible into the Issuer's Class A Common Stock pursuant to a resolution of the Issuer's Board of Directors.

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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