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GABELLI DIVIDEND & INCOME TRUST

Form 4

January 19, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

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SECURITIES

obligations may continue. See Instruction

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

1(b).

Value

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GABELLI MARIO J Issuer Symbol GABELLI DIVIDEND & INCOME (Check all applicable) TRUST [GDV] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) C/O GAMCO INVESTORS. 01/14/2010 INC, ONE CORPORATE CENTER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting RYE, NY 10580 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1. Title of 3. 4. Securities Acquired 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or **Following** Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Price (D) Code V Amount Common Shares, Par 01/14/2010 20,000 A P 129,602.5 D Value \$0.001 Common By: Shares, Par **GAMCO** 2,068,556.55 Value Investors. \$0.001 Inc. (1) Common 7,184 I By: Shares, Par Gabelli

Funds,

\$0.001 LLC (2)

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

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SEC 1474 (9-02)

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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)	4. Transa Code (Instr.	5. ctionNumber of 8) Derivati Securitic Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day, we es d	ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
			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 C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580	X						
GAMCO INVESTORS, INC. ET AL ONE CORPORATE CENTER RYE, NY 10580				Owner of Adviser			
GABELLI FUNDS LLC				Adviser			

Signatures

Douglas R. Jamieson as Attorney-in-Fact for Mario J. Gabelli, GAMCO Investors, Inc., and Gabelli Funds, LLC.

01/15/2010

**Signature of Reporting Person

Date

Reporting Owners 2

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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).
- The shares reported reflect the total shares owned by GAMCO Investors, Inc. (GAMCO). Mr. Gabelli and GGCP, Inc. (GGCP) have less
- (1) than a 100% interest in GAMCO and disclaim beneficial ownership of the shares owned by this entity which are in excess of their indirect pecuniary interests.
 - The shares reported reflect the total shares owned by Gabelli Funds, LLC (Gabelli Funds), a wholly owned subsidiary of GAMCO. Mr.
- (2) Gabelli and GGCP have less than a 100% interest in Gabelli Funds and disclaim beneficial ownership of the shares owned by this entity which are in excess of their indirect pecuniary interests.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.