

GABELLI DIVIDEND & INCOME TRUST
Form N-CSRS
September 03, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM N-CSR
CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES**

Investment Company Act file number 811-21423

The Gabelli Dividend & Income Trust

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

Bruce N. Alpert

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: June 30, 2010

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles. A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Reports to Stockholders.

The Report to Shareholders is attached herewith.

**The Gabelli Dividend &
Income Trust**
Semi-Annual Report
June 30, 2010

Mario J. Gabelli, CFA

Barbara G. Marcin, CFA

To Our Shareholders,

The Gabelli Dividend & Income Trust's (the Fund's) Net Asset Value (NAV) total return was (7.7)% during the semi-annual period ended June 30, 2010, compared with returns of (6.6)% and (5.0)% for the Standard & Poor's (S&P) 500 Index and the Dow Jones Industrial Average, respectively. The total return for the Fund's publicly traded shares was (5.9)% during the first half of the year. For the one year period ended June 30, 2010, the Fund's NAV total return was 20.2% and the total return for the Fund's publicly traded shares was 26.0%, compared with returns of 14.4% and 18.9% for the S&P 500 Index and the Dow Jones Industrial Average, respectively. On June 30, 2010, the Fund's NAV per share was \$14.05, while the price of the publicly traded shares closed at \$12.00 on the New York Stock Exchange (NYSE).

Enclosed are the financial statements and the investment portfolio as of June 30, 2010.

Comparative Results

Average Annual Returns through June 30, 2010 (a) (Unaudited)

| | Quarter | Year to Date | 1 Year | 3 Year | 5 Year | Since Inception (11/28/03) |
|--|----------|--------------|--------|----------|---------|----------------------------|
| Gabelli Dividend & Income Trust | | | | | | |
| NAV Total Return (b) | (11.68)% | (7.72)% | 20.24% | (11.24)% | (0.65)% | 2.01% |
| Investment Total Return (c) | (11.64) | (5.93) | 26.00 | (11.28) | (0.69) | (0.15) |
| S&P 500 Index | (11.41) | (6.64) | 14.43 | (9.80) | (0.79) | 1.63 |
| Dow Jones Industrial Average | (9.36) | (5.00) | 18.90 | (7.38) | 1.65 | 2.57 |
| Nasdaq Composite Index | (12.04) | (7.05) | 14.94 | (6.77) | 0.50 | 1.12 |

(a) **Returns represent past performance and do not guarantee future results.** Investment returns and the principal value of an investment will fluctuate. When shares are sold, they may be worth more or

less than their original cost.

Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end.

Performance returns for periods of less than one year are not annualized.

Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The

Dow Jones Industrial Average is an unmanaged index of 30 large capitalization stocks. The S&P 500 and the Nasdaq Composite Indices are unmanaged indicators of stock market performance.

Dividends are considered reinvested except for the Nasdaq Composite Index. You cannot invest directly in an index.

(b) *Total returns and average annual returns reflect changes in the NAV per share and reinvestment of distributions at NAV on the ex-dividend date and are net of expenses. Since inception return is based on an initial NAV of \$19.06.*

(c) *Total returns and average annual returns reflect changes in closing market values on the New York Stock Exchange and reinvestment of distributions. Since inception return is based on an initial offering price of \$20.00.*

We have separated the portfolio managers' commentary from the financial statements and investment portfolio due to corporate governance regulations stipulated by the Sarbanes-Oxley Act of 2002. We have done this to ensure that the content of the portfolio managers' commentary is unrestricted. The financial statements and investment portfolio are mailed separately from the commentary. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at www.gabelli.com/funds.

THE GABELLI DIVIDEND & INCOME TRUST
Summary of Portfolio Holdings (Unaudited)

The following table presents portfolio holdings as a percent of total investments as of June 30, 2010:

| | |
|--|--------|
| Financial Services | 11.6% |
| Food and Beverage | 11.3% |
| Energy and Utilities: Integrated | 10.6% |
| Energy and Utilities: Oil | 9.6% |
| Telecommunications | 6.3% |
| U.S. Government Obligations | 5.9% |
| Health Care | 4.8% |
| Energy and Utilities: Electric | 4.7% |
| Energy and Utilities: Natural Gas | 4.1% |
| Diversified Industrial | 3.9% |
| Consumer Products | 3.6% |
| Energy and Utilities: Services | 3.0% |
| Retail | 2.4% |
| Aerospace | 2.0% |
| Computer Software and Services | 1.8% |
| Cable and Satellite | 1.6% |
| Electronics | 1.4% |
| Specialty Chemicals | 1.2% |
| Equipment and Supplies | 1.2% |
| Automotive: Parts and Accessories | 1.0% |
| Entertainment | 0.9% |
| Energy and Utilities: Water | 0.9% |
| Metals and Mining | 0.8% |
| Environmental Services | 0.7% |
| Business Services | 0.7% |
| Broadcasting | 0.6% |
| Paper and Forest Products | 0.6% |
| Machinery | 0.5% |
| Transportation | 0.5% |
| Energy and Utilities | 0.3% |
| Wireless Communications | 0.3% |
| Computer Hardware | 0.3% |
| Hotels and Gaming | 0.2% |
| Agriculture | 0.2% |
| Automotive | 0.2% |
| Publishing | 0.1% |
| Communications Equipment | 0.1% |
| Consumer Services | 0.1% |
| Real Estate | 0.0% |
| Building and Construction | 0.0% |
| Manufactured Housing and Recreational Vehicles | 0.0% |
| | 100.0% |

The Fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission (the SEC) for the first and third quarters of each fiscal year on Form N-Q, the last of which was filed for the quarter ended March 31, 2010. Shareholders may obtain this information at www.gabelli.com or by calling the Fund at 800-GABELLI (800-422-3554). The Fund's Form N-Q is available on the SEC's website at www.sec.gov and may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

Proxy Voting

The Fund files Form N-PX with its complete proxy voting record for the twelve months ended June 30th, no later than August 31st of each year. A description of the Fund's proxy voting policies, procedures, and how the Fund voted proxies relating to portfolio securities is available without charge, upon request, by (i) calling 800-GABELLI (800-422-3554); (ii) writing to The Gabelli Funds at One Corporate Center, Rye, NY 10580-1422; or (iii) visiting the SEC's website at www.sec.gov.

Shareholder Meeting May 17, 2010 Final Results

The Fund's Annual Meeting of Shareholders was held on May 17, 2010 at the Greenwich Library in Greenwich, Connecticut. At that meeting, common and preferred shareholders, voting together as a single class, elected Mario J. Gabelli, Mario d'Urso, and Michael J. Melarkey as Trustees of the Fund. A total of 74,261,816 votes, 75,098,260 votes, and 75,215,333 votes were cast in favor of each Trustee and a total of 4,400,825 votes, 3,564,381 votes, and 3,447,308 votes were withheld for each Trustee, respectively.

Anthony J. Colavita, James P. Conn, Frank J. Fahrenkopf, Jr., Salvatore M. Salibello, Edward T. Tokar, Anthonie C. van Ekris, and Salvatore J. Zizza continue to serve in their capacities as Trustees of the Fund.

We thank you for your participation and appreciate your continued support.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS
June 30, 2010 (Unaudited)

| Shares | | Cost | Market Value |
|-------------|---|------------|--------------|
| | COMMON STOCKS 91.3% | | |
| | Aerospace 1.9% | | |
| 10,000 | Goodrich Corp. | \$ 281,823 | \$ 662,500 |
| 40,000 | Kaman Corp. | 748,702 | 884,800 |
| 164,000 | Rockwell Automation Inc. | 8,113,655 | 8,050,760 |
| 2,000,000 | Rolls-Royce Group plc | 14,847,048 | 16,808,603 |
| 180,000,000 | Rolls-Royce Group plc, Cl. C | 276,353 | 268,938 |
| 80,000 | The Boeing Co. | 4,856,901 | 5,020,000 |
| | | 29,124,482 | 31,695,601 |
| | Agriculture 0.2% | | |
| 100,000 | Archer-Daniels- Midland Co. | 2,706,857 | 2,582,000 |
| | Automotive 0.1% | | |
| 20,000 | Navistar International Corp. | 458,857 | 984,000 |
| | Automotive: Parts and Accessories 1.0% | | |
| 27,000 | BorgWarner Inc. | 892,619 | 1,008,180 |
| 370,000 | Genuine Parts Co. | 12,454,843 | 14,596,500 |
| | | 13,347,462 | 15,604,680 |
| | Building and Construction 0.0% | | |
| 30,000 | Layne Christensen Co. | 825,175 | 728,100 |
| | Business Services 0.7% | | |
| 165,000 | Diebold Inc. | 5,797,438 | 4,496,250 |
| 120,000 | Intermec Inc. | 2,232,531 | 1,230,000 |
| 34,000 | Lender Processing Services Inc. | 1,146,789 | 1,064,540 |
| 20,000 | MasterCard Inc., Cl. A | 3,089,996 | 3,990,600 |
| 18,000 | PHH Corp. | 360,620 | 342,720 |
| 150,000 | Trans-Lux Corp. (a) | 1,037,132 | 91,500 |
| | | 13,664,506 | 11,215,610 |
| | Cable and Satellite 1.6% | | |
| 475,000 | Cablevision Systems Corp., Cl. A | 10,152,710 | 11,404,750 |
| 16,000 | Cogeco Inc. | 316,415 | 450,895 |
| 10,000 | DIRECTV, Cl. A | 185,853 | 339,200 |
| 235,000 | DISH Network Corp., Cl. A | 5,297,338 | 4,265,250 |
| 50,000 | EchoStar Corp., Cl. A | 1,307,563 | 954,000 |
| 80,000 | Liberty Global Inc., Cl. A | 1,656,034 | 2,079,200 |

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| | | | |
|-----------|--|------------|------------|
| 33,000 | Liberty Global Inc., Cl. C | 730,884 | 857,670 |
| 175,000 | Rogers Communications Inc., Cl. B | 2,249,983 | 5,733,000 |
| | | 21,896,780 | 26,083,965 |
| | Communications Equipment 0.1% | | |
| 30,000 | Thomas & Betts Corp. | 790,716 | 1,041,000 |
| | Computer Hardware 0.1% | | |
| 30,000 | SanDisk Corp. | 287,056 | 1,262,100 |
| | Computer Software and Services 1.8% | | |
| 60,000 | Microsoft Corp. | 1,441,981 | 1,380,600 |
| 415,000 | Sybase Inc. | 26,723,296 | 26,833,900 |
| 90,000 | Yahoo! Inc. | 2,516,109 | 1,244,700 |
| | | 30,681,386 | 29,459,200 |
| | Consumer Products 3.6% | | |
| 185,000 | Alberto-Culver Co. | 6,164,961 | 5,011,650 |
| 20,000 | Altria Group Inc. | 375,937 | 400,800 |
| 45,000 | Avon Products Inc. | 1,171,773 | 1,192,500 |
| 410,000 | Eastman Kodak Co. | 3,211,996 | 1,779,400 |
| 90,000 | Fortune Brands Inc. | 3,659,121 | 3,526,200 |
| 50,000 | Hanesbrands Inc. | 1,118,462 | 1,203,000 |
| 75,000 | Harman International Industries Inc. | 2,964,957 | 2,241,750 |
| 200,000 | Kimberly-Clark Corp. | 13,012,319 | 12,126,000 |
| 25,000 | Philip Morris International Inc. | 1,011,008 | 1,146,000 |
| 1,000,000 | Swedish Match AB | 12,269,968 | 21,969,002 |
| 145,000 | The Procter & Gamble Co. | 7,977,094 | 8,697,100 |
| | | 52,937,596 | 59,293,402 |
| | Consumer Services 0.1% | | |
| 20,000 | Dollar Thrifty Automotive Group Inc. | 831,900 | 852,200 |
| | Diversified Industrial 3.4% | | |
| 100,000 | Bouygues SA | 3,516,295 | 3,903,957 |
| 150,000 | Cooper Industries plc | 4,902,625 | 6,600,000 |
| 490,000 | General Electric Co. | 12,899,470 | 7,065,800 |
| 280,000 | Honeywell International Inc. | 9,789,754 | 10,928,400 |
| 95,000 | ITT Corp. | 4,299,475 | 4,267,400 |
| 128,000 | Owens-Illinois Inc. | 4,480,032 | 3,385,600 |
| 7,000 | Sulzer AG | 690,270 | 657,884 |
| 300,000 | Textron Inc. | 2,689,261 | 5,091,000 |
| 950,000 | Tomkins plc | 4,601,533 | 3,219,184 |
| 275,620 | Tyco International Ltd. | 11,791,057 | 9,710,093 |
| | | 59,659,772 | 54,829,318 |
| | Electronics 1.4% | | |

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| | | | |
|---------|-----------------------|------------|------------|
| 940,000 | Intel Corp. | 19,513,547 | 18,283,000 |
| 200,000 | Tyco Electronics Ltd. | 7,209,682 | 5,076,000 |
| | | 26,723,229 | 23,359,000 |

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (Continued)
June 30, 2010 (Unaudited)

| Shares | | Cost | Market Value |
|---------|---|------------|--------------|
| | COMMON STOCKS (Continued) | | |
| | Energy and Utilities: Electric 4.7% | | |
| 40,000 | Allegheny Energy Inc. | \$ 668,340 | \$ 827,200 |
| 85,000 | ALLETE Inc. | 2,788,153 | 2,910,400 |
| 235,000 | American Electric Power Co. Inc. | 7,356,987 | 7,590,500 |
| 720 | Brookfield Infrastructure Partners LP | 15,120 | 11,426 |
| 300,000 | DPL Inc. | 5,736,577 | 7,170,000 |
| 33,000 | Edison International | 1,407,705 | 1,046,760 |
| 270,000 | Electric Power Development Co. Ltd. | 6,584,683 | 8,593,338 |
| 695,000 | Great Plains Energy Inc. | 19,696,505 | 11,828,900 |
| 365,000 | Integrus Energy Group Inc. | 17,714,399 | 15,965,100 |
| 105,000 | Pepco Holdings Inc. | 1,970,492 | 1,646,400 |
| 230,000 | Pinnacle West Capital Corp. | 8,967,575 | 8,362,800 |
| 100,000 | Southern Co. | 2,893,572 | 3,328,000 |
| 222,000 | UniSource Energy Corp. | 5,628,352 | 6,699,960 |
| | | 81,428,460 | 75,980,784 |
| | Energy and Utilities: Integrated 10.6% | | |
| 12,000 | Alliant Energy Corp. | 305,115 | 380,880 |
| 150,000 | Ameren Corp. | 6,481,368 | 3,565,500 |
| 50,000 | Avista Corp. | 926,534 | 976,500 |
| 55,000 | Black Hills Corp. | 1,514,660 | 1,565,850 |
| 40,000 | CH Energy Group Inc. | 1,728,883 | 1,569,600 |
| 108,000 | Chubu Electric Power Co. Inc. | 2,458,019 | 2,689,770 |
| 150,000 | CONSOL Energy Inc. | 6,316,307 | 5,064,000 |
| 185,000 | Consolidated Edison Inc. | 7,545,477 | 7,973,500 |
| 70,000 | Dominion Resources Inc. | 2,979,664 | 2,711,800 |
| 160,000 | Duke Energy Corp. | 2,228,522 | 2,560,000 |
| 400,000 | Edison SpA | 932,177 | 441,205 |
| 630,000 | El Paso Corp. | 7,874,688 | 6,999,300 |
| 128,000 | Endesa SA | 5,062,086 | 2,738,407 |
| 450,000 | Enel SpA | 2,812,556 | 1,920,490 |
| 60,000 | Exelon Corp. | 3,463,574 | 2,278,200 |
| 125,000 | FirstEnergy Corp. | 4,361,666 | 4,403,750 |
| 116,000 | Hawaiian Electric Industries Inc. | 2,696,298 | 2,642,480 |
| 250,000 | Hera SpA | 552,073 | 413,018 |
| 121,500 | Hokkaido Electric Power Co. Inc. | 2,282,208 | 2,624,724 |
| 121,500 | Hokuriku Electric Power Co. | 2,131,359 | 2,674,196 |
| 8,000 | Iberdrola SA | 65,156 | 45,314 |
| 105,000 | Iberdrola SA, ADR | 5,028,792 | 2,355,150 |
| 308 | Iberdrola SA, I -10 Shares | 1,648 | 1,740 |
| 85,000 | Korea Electric Power Corp., ADR | 1,253,867 | 1,094,800 |

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| | | | |
|---------|---|-------------|-------------|
| 121,500 | Kyushu Electric Power Co. Inc. | 2,374,466 | 2,734,660 |
| 22,000 | Maine & Maritimes Corp. | 626,971 | 974,820 |
| 72,000 | MGE Energy Inc. | 2,324,253 | 2,594,880 |
| 35,102 | National Grid plc, ADR | 1,588,562 | 1,292,807 |
| 220,000 | NextEra Energy Inc. | 7,596,481 | 10,727,200 |
| 235,000 | NiSource Inc. | 4,914,069 | 3,407,500 |
| 530,000 | NSTAR | 12,560,747 | 18,550,000 |
| 400,000 | OGE Energy Corp. | 9,619,180 | 14,624,000 |
| 27,000 | Ormat Technologies Inc. | 405,000 | 763,830 |
| 300,000 | Progress Energy Inc. | 13,460,881 | 11,766,000 |
| 250,000 | Public Service Enterprise Group Inc. | 7,640,220 | 7,832,500 |
| 121,500 | Shikoku Electric Power Co. Inc. | 2,264,565 | 3,484,974 |
| 15,000 | TECO Energy Inc. | 255,758 | 226,050 |
| 121,500 | The Chugoku Electric Power Co. Inc. | 2,194,052 | 2,513,414 |
| 50,000 | The Empire District Electric Co. | 1,081,365 | 938,500 |
| 121,500 | The Kansai Electric Power Co. Inc. | 2,333,021 | 2,969,649 |
| 108,000 | The Tokyo Electric Power Co. Inc. | 2,545,172 | 2,945,066 |
| 121,500 | Tohoku Electric Power Co. Inc. | 2,112,763 | 2,617,853 |
| 200,000 | Vectren Corp. | 5,450,272 | 4,732,000 |
| 450,000 | Westar Energy Inc. | 8,859,242 | 9,724,500 |
| 85,000 | Wisconsin Energy Corp. | 2,690,561 | 4,312,900 |
| 150,000 | Xcel Energy Inc. | 2,485,848 | 3,091,500 |
| | | 166,386,146 | 172,514,777 |
| | Energy and Utilities: Natural Gas 4.1% | | |
| 20,000 | Atmos Energy Corp. | 503,678 | 540,800 |
| 22,000 | Delta Natural Gas Co. Inc. | 554,413 | 643,500 |
| 6,000 | Energen Corp. | 124,550 | 265,980 |
| 160,356 | GDF Suez, Strips | 0 | 196 |
| 20,000 | Kinder Morgan Energy Partners LP | 824,553 | 1,301,200 |
| 350,000 | National Fuel Gas Co. | 9,372,112 | 16,058,000 |
| 190,000 | Nicor Inc. | 6,469,021 | 7,695,000 |
| 200,000 | ONEOK Inc. | 4,976,022 | 8,650,000 |
| 180,000 | Sempra Energy | 5,394,832 | 8,422,200 |
| 35,000 | South Jersey Industries Inc. | 839,202 | 1,503,600 |
| 140,000 | Southern Union Co. | 2,884,173 | 3,060,400 |
| 190,000 | Southwest Gas Corp. | 4,719,351 | 5,605,000 |
| 610,000 | Spectra Energy Corp. | 13,426,444 | 12,242,700 |
| 43,000 | The Laclede Group Inc. | 1,222,566 | 1,424,590 |
| | | 51,310,917 | 67,413,166 |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (Continued)
June 30, 2010 (Unaudited)

| Shares | | Cost | Market Value |
|---------|--|--------------|--------------|
| | COMMON STOCKS (Continued) | | |
| | Energy and Utilities: Oil 9.6% | | |
| 69,000 | Anadarko Petroleum Corp. | \$ 3,075,356 | \$ 2,490,210 |
| 37,000 | Apache Corp. | 1,708,764 | 3,115,030 |
| 44,000 | BG Group plc, ADR | 1,780,065 | 3,286,800 |
| 125,000 | BP plc, ADR | 5,640,601 | 3,610,000 |
| 100,774 | Chesapeake Energy Corp. | 1,945,012 | 2,111,215 |
| 225,000 | Chevron Corp. | 13,416,226 | 15,268,500 |
| 318,000 | ConocoPhillips | 16,968,110 | 15,610,620 |
| 78,000 | Devon Energy Corp. | 3,448,499 | 4,751,760 |
| 168,000 | Eni SpA, ADR | 6,167,620 | 6,140,400 |
| 205,000 | Exxon Mobil Corp. | 9,587,886 | 11,699,350 |
| 36,000 | Hess Corp. | 1,130,043 | 1,812,240 |
| 470,000 | Marathon Oil Corp. | 16,539,721 | 14,612,300 |
| 136,000 | Murphy Oil Corp. | 6,865,210 | 6,738,800 |
| 232,000 | Occidental Petroleum Corp. | 8,756,011 | 17,898,800 |
| 8,000 | PetroChina Co. Ltd., ADR | 584,148 | 877,840 |
| 100,000 | Petroleo Brasileiro SA, ADR | 4,150,271 | 3,432,000 |
| 270,000 | Repsol YPF SA, ADR | 5,719,267 | 5,427,000 |
| 185,000 | Royal Dutch Shell plc, Cl. A, ADR | 8,818,890 | 9,290,700 |
| 775,000 | Statoil ASA, ADR | 11,384,502 | 14,841,250 |
| 150,000 | Sunoco Inc. | 7,207,011 | 5,215,500 |
| 185,000 | Total SA, ADR | 8,118,724 | 8,258,400 |
| | | 143,011,937 | 156,488,715 |
| | Energy and Utilities: Services 3.0% | | |
| 210,000 | ABB Ltd., ADR | 2,290,480 | 3,628,800 |
| 74,000 | Cameron International Corp. | 1,023,207 | 2,406,480 |
| 102,000 | Diamond Offshore Drilling Inc. | 5,683,975 | 6,343,380 |
| 540,000 | Halliburton Co. | 14,272,792 | 13,257,000 |
| 5,000 | Nabors Industries Ltd. | 110,564 | 88,100 |
| 10,000 | Noble Corp. | 254,820 | 309,100 |
| 38,000 | Oceaneering International Inc. | 1,614,498 | 1,706,200 |
| 185,000 | Rowan Companies Inc. | 6,496,511 | 4,058,900 |
| 120,000 | Schlumberger Ltd. | 3,977,835 | 6,640,800 |
| 46,000 | Transocean Ltd. | 3,995,781 | 2,131,180 |
| 650,000 | Weatherford International Ltd. | 12,838,606 | 8,541,000 |
| | | 52,559,069 | 49,110,940 |
| | Energy and Utilities: Water 0.9% | | |
| 11,000 | American States Water Co. | 273,608 | 364,540 |

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|---------|------------------------------------|------------|------------|
| 360,000 | American Water Works Co. Inc. | 7,524,100 | 7,416,000 |
| 74,000 | Aqua America Inc. | 1,237,577 | 1,308,320 |
| 6,000 | Artesian Resources Corp., Cl. A | 113,635 | 110,760 |
| 3,000 | California Water Service Group | 94,710 | 107,100 |
| 11,500 | Connecticut Water Service Inc. | 276,036 | 241,730 |
| 2,000 | Consolidated Water Co. Ltd. | 26,006 | 22,760 |
| 6,000 | Middlesex Water Co. | 111,082 | 95,100 |
| 60,000 | Pennichuck Corp. | 1,362,461 | 1,321,800 |
| 90,000 | SJW Corp. | 1,564,611 | 2,109,600 |
| 25,000 | Southwest Water Co. | 269,611 | 262,000 |
| 12,000 | The York Water Co. | 156,854 | 170,400 |
| 25,000 | United Utilities Group plc, ADR | 662,400 | 390,250 |
| | | 13,672,691 | 13,920,360 |
| | Entertainment 0.9% | | |
| 8,000 | Grupo Televisa SA, ADR | 79,516 | 139,280 |
| 102,900 | Madison Square Garden Inc., Cl. A | 1,939,862 | 2,024,043 |
| 250,000 | Take-Two Interactive Software Inc. | 6,029,665 | 2,250,000 |
| 200,000 | Time Warner Inc. | 6,387,568 | 5,782,000 |
| 210,000 | Vivendi | 6,421,271 | 4,318,076 |
| | | 20,857,882 | 14,513,399 |
| | Environmental Services 0.7% | | |
| 1,250 | Suez Environnement Co. SA | 0 | 20,766 |
| 12,375 | Veolia Environnement | 395,937 | 292,895 |
| 350,000 | Waste Management Inc. | 12,663,686 | 10,951,500 |
| | | 13,059,623 | 11,265,161 |
| | Equipment and Supplies 1.2% | | |
| 95,000 | CIRCOR International Inc. | 1,731,985 | 2,430,100 |
| 57,000 | Lufkin Industries Inc. | 488,572 | 2,222,430 |
| 65,000 | Mueller Industries Inc. | 2,587,485 | 1,599,000 |
| 420,000 | RPC Inc. | 1,866,263 | 5,733,000 |
| 212,000 | Tenaris SA, ADR | 9,805,561 | 7,337,320 |
| | | 16,479,866 | 19,321,850 |
| | Financial Services 11.4% | | |
| 166,000 | Aflac Inc. | 8,808,884 | 7,083,220 |
| 80,000 | AllianceBernstein Holding LP | 1,519,748 | 2,067,200 |
| 450,000 | American Express Co. | 19,430,810 | 17,865,000 |
| 10,000 | Astoria Financial Corp. | 115,083 | 137,600 |
| 590,000 | Bank of America Corp. | 8,787,139 | 8,478,300 |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (Continued)
June 30, 2010 (Unaudited)

| Shares | | Cost | Market Value |
|-----------|---|--------------|--------------|
| | COMMON STOCKS (Continued) | | |
| | Financial Services (Continued) | | |
| 22,000 | BlackRock Inc. | \$ 1,979,991 | \$ 3,154,800 |
| 1,500,000 | Citigroup Inc. | 5,168,000 | 5,640,000 |
| 18,000 | CME Group Inc. | 6,236,837 | 5,067,900 |
| 97,000 | Deutsche Bank AG | 8,289,330 | 5,447,520 |
| 470,000 | Discover Financial Services | 8,054,511 | 6,570,600 |
| 100,909 | Fidelity National Financial Inc., Cl. A | 1,874,684 | 1,310,808 |
| 210,000 | Fidelity National Information Services Inc. | 3,766,920 | 5,632,200 |
| 60,000 | HSBC Holdings plc, ADR | 4,093,300 | 2,735,400 |
| 90,000 | Hudson City Bancorp Inc. | 1,409,172 | 1,101,600 |
| 125,000 | Invesco Ltd. | 3,131,339 | 2,103,750 |
| 485,000 | JPMorgan Chase & Co. | 16,704,832 | 17,755,850 |
| 200,000 | Legg Mason Inc. | 4,847,446 | 5,606,000 |
| 40,000 | M&T Bank Corp. | 2,557,647 | 3,398,000 |
| 78,000 | Moody's Corp. | 2,827,100 | 1,553,760 |
| 110,000 | Morgan Stanley | 3,207,824 | 2,553,100 |
| 90,000 | National Australia Bank Ltd., ADR | 2,148,264 | 1,759,500 |
| 180,000 | New York Community Bancorp Inc. | 3,037,621 | 2,748,600 |
| 240,000 | NewAlliance Bancshares Inc. | 3,442,676 | 2,690,400 |
| 200,000 | PNC Financial Services Group Inc. | 10,426,455 | 11,300,000 |
| 220,000 | SLM Corp. | 4,611,192 | 2,285,800 |
| 46,000 | State Street Corp. | 961,661 | 1,555,720 |
| 130,000 | T. Rowe Price Group Inc. | 4,538,233 | 5,770,700 |
| 525,000 | The Bank of New York Mellon Corp. | 16,938,137 | 12,962,250 |
| 73,000 | The Blackstone Group LP | 1,245,405 | 697,880 |
| 290,000 | The Travelers Companies Inc. | 10,913,064 | 14,282,500 |
| 370,000 | Waddell & Reed Financial Inc., Cl. A | 7,544,611 | 8,095,600 |
| 10,000 | Webster Financial Corp. | 40,182 | 179,400 |
| 530,000 | Wells Fargo & Co. | 15,506,240 | 13,568,000 |
| 19,260 | Willis Group Holdings plc | 556,229 | 578,763 |
| 170,000 | Wilmington Trust Corp. | 5,440,624 | 1,885,300 |
| | | 200,161,191 | 185,623,021 |
| | Food and Beverage 11.3% | | |
| 90,000 | Campbell Soup Co. | 2,793,859 | 3,224,700 |
| 350,000 | China Mengniu Dairy Co. Ltd. | 857,331 | 1,146,156 |
| 235,000 | ConAgra Foods Inc. | 5,617,669 | 5,480,200 |
| 90,000 | Constellation Brands Inc., Cl. A | 1,175,339 | 1,405,800 |
| 300,082 | Danone | 15,096,110 | 16,219,459 |
| 1,900,000 | Davide Campari Milano SpA | 9,573,232 | 9,398,234 |
| 270,000 | Dr. Pepper Snapple Group Inc. | 6,237,449 | 10,095,300 |

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| | | | |
|-----------|-------------------------------------|-------------|-------------|
| 550,000 | General Mills Inc. | 13,425,593 | 19,536,000 |
| 85,000 | H.J. Heinz Co. | 2,971,207 | 3,673,700 |
| 220,000 | ITO EN Ltd. | 5,070,878 | 3,384,041 |
| 1,000 | Kellogg Co. | 35,550 | 50,300 |
| 280,000 | Kikkoman Corp. | 3,555,048 | 2,957,869 |
| 750,000 | Kraft Foods Inc., Cl. A | 22,390,116 | 21,000,000 |
| 150,000 | Morinaga Milk Industry Co. Ltd. | 588,860 | 585,308 |
| 200,000 | NISSIN FOODS HOLDINGS CO. LTD. | 6,829,272 | 7,385,625 |
| 1,300,000 | Parmalat SpA | 4,070,043 | 3,042,702 |
| 339,450 | Parmalat SpA, GDR (b)(c) | 981,615 | 795,841 |
| 60,000 | PepsiCo Inc. | 3,735,000 | 3,657,000 |
| 74,000 | Pernod-Ricard SA | 6,614,422 | 5,789,620 |
| 19,000 | Remy Cointreau SA | 919,900 | 1,018,007 |
| 1,400,000 | Sara Lee Corp. | 21,309,797 | 19,740,000 |
| 310,000 | The Coca-Cola Co. | 13,818,791 | 15,537,200 |
| 345,000 | The Hershey Co. | 14,823,123 | 16,535,850 |
| 440,000 | YAKULT HONSHA Co. Ltd. | 11,809,492 | 12,068,088 |
| | | 174,299,696 | 183,727,000 |
| | Health Care 4.8% | | |
| 37,000 | Abbott Laboratories | 1,730,226 | 1,730,860 |
| 250,000 | Boston Scientific Corp. | 2,367,204 | 1,450,000 |
| 235,000 | Bristol-Myers Squibb Co. | 5,804,179 | 5,860,900 |
| 75,000 | Covidien plc | 3,176,821 | 3,013,500 |
| 120,000 | Eli Lilly & Co. | 5,866,997 | 4,020,000 |
| 50,000 | Johnson & Johnson | 3,244,276 | 2,953,000 |
| 70,000 | Mead Johnson Nutrition Co. | 2,938,339 | 3,508,400 |
| 150,000 | Merck & Co. Inc. | 4,970,269 | 5,245,500 |
| 266,500 | Millipore Corp. | 28,132,518 | 28,422,225 |
| 112,500 | Owens & Minor Inc. | 2,399,108 | 3,192,750 |
| 705,000 | Pfizer Inc. | 13,595,403 | 10,053,300 |
| 26,000 | Schiff Nutrition International Inc. | 145,435 | 185,120 |
| 40,000 | St. Jude Medical Inc. | 1,508,065 | 1,443,600 |
| 60,000 | Watson Pharmaceuticals Inc. | 2,168,271 | 2,434,200 |
| 77,000 | Zimmer Holdings Inc. | 4,894,910 | 4,161,850 |
| | | 82,942,021 | 77,675,205 |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (Continued)
June 30, 2010 (Unaudited)

| Shares | | Cost | Market Value |
|---------|--|------------|--------------|
| | COMMON STOCKS (Continued) | | |
| | Hotels and Gaming 0.2% | | |
| 75,000 | Boyd Gaming Corp. | \$ 577,827 | \$ 636,750 |
| 850,000 | Ladbrokes plc | 7,858,227 | 1,615,419 |
| 60,000 | Las Vegas Sands Corp. | 350,218 | 1,328,400 |
| 16,000 | Pinnacle Entertainment Inc. | 67,635 | 151,360 |
| | | 8,853,907 | 3,731,929 |
| | Machinery 0.5% | | |
| 210,000 | CNH Global NV | 4,740,564 | 4,756,500 |
| 70,000 | Deere & Co. | 3,746,042 | 3,897,600 |
| | | 8,486,606 | 8,654,100 |
| | Manufactured Housing and Recreational Vehicles 0.0% | | |
| 16,000 | Skyline Corp. | 423,697 | 288,160 |
| | Metals and Mining 0.8% | | |
| 16,000 | Agnico-Eagle Mines Ltd. | 766,400 | 972,480 |
| 290,000 | Alcoa Inc. | 6,550,294 | 2,917,400 |
| 20,000 | Alliance Holdings GP LP | 461,803 | 703,200 |
| 6,000 | Arch Coal Inc. | 93,203 | 118,860 |
| 8,000 | BHP Billiton Ltd., ADR | 217,549 | 495,920 |
| 125,000 | Freeport-McMoRan Copper & Gold Inc. | 3,873,850 | 7,391,250 |
| 25,000 | Peabody Energy Corp. | 404,351 | 978,250 |
| | | 12,367,450 | 13,577,360 |
| | Paper and Forest Products 0.6% | | |
| 400,000 | International Paper Co. | 12,286,818 | 9,052,000 |
| | Publishing 0.1% | | |
| 850,000 | Il Sole 24 Ore | 7,042,255 | 1,455,195 |
| | Real Estate 0.0% | | |
| 18,000 | Brookfield Asset Management Inc., Cl. A | 186,196 | 407,160 |
| | Retail 2.1% | | |
| 220,000 | CVS Caremark Corp. | 7,446,352 | 6,450,400 |
| 142,000 | Ingles Markets Inc., Cl. A | 1,615,209 | 2,137,100 |
| 105,000 | Macy's Inc. | 1,203,699 | 1,879,500 |
| 400,000 | Safeway Inc. | 8,456,277 | 7,864,000 |

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| | | | |
|-----------|--|-------------|------------|
| 300,000 | Sally Beauty Holdings Inc. | 3,712,676 | 2,460,000 |
| 4,000 | SUPERVALU Inc. | 64,080 | 43,360 |
| 108,000 | The Great Atlantic & Pacific Tea Co. Inc. | 1,466,490 | 421,200 |
| 35,000 | Wal-Mart Stores Inc. | 1,729,286 | 1,682,450 |
| 330,000 | Walgreen Co. | 12,470,820 | 8,811,000 |
| 75,000 | Whole Foods Market Inc. | 2,367,352 | 2,701,500 |
| | | 40,532,241 | 34,450,510 |
| | Specialty Chemicals 1.2% | | |
| 2,000 | Airgas Inc. | 120,824 | 124,400 |
| 5,000 | Arkema, ADR | 269,656 | 175,300 |
| 100,000 | Ashland Inc. | 3,658,864 | 4,642,000 |
| 158,000 | E. I. du Pont de Nemours and Co. | 6,808,601 | 5,465,220 |
| 390,000 | Ferro Corp. | 4,186,048 | 2,874,300 |
| 100,000 | Olin Corp. | 1,826,860 | 1,809,000 |
| 195,000 | The Dow Chemical Co. | 7,734,300 | 4,625,400 |
| | | 24,605,153 | 19,715,620 |
| | Telecommunications 5.8% | | |
| 610,000 | AT&T Inc. | 16,653,139 | 14,755,900 |
| 300,000 | BCE Inc. | 7,341,781 | 8,781,000 |
| 33,000 | Belgacom SA | 1,028,445 | 1,043,760 |
| 45,000 | Bell Aliant Regional Communications Income Fund (c)(d) | 1,219,425 | 1,074,961 |
| 15,000 | BT Group plc, ADR | 464,724 | 288,150 |
| 32,000 | CenturyLink Inc. | 1,146,892 | 1,065,920 |
| 720,000 | Deutsche Telekom AG, ADR | 12,905,316 | 8,402,400 |
| 55,000 | France Telecom SA, ADR | 1,338,443 | 952,050 |
| 30,000 | Hellenic Telecommunications Organization SA | 577,510 | 227,451 |
| 219,800 | Hellenic Telecommunications Organization SA, ADR | 1,748,090 | 822,052 |
| 215,000 | Portugal Telecom SGPS SA | 2,567,543 | 2,150,631 |
| 2,250,000 | Sprint Nextel Corp. | 18,142,514 | 9,540,000 |
| 80,000 | Telecom Italia SpA, ADR | 1,971,002 | 880,800 |
| 15,000 | Telefonica SA, ADR | 640,361 | 832,950 |
| 165,000 | Telefonos de Mexico SAB de CV, Cl. L, ADR | 1,589,027 | 2,328,150 |
| 110,000 | Telekom Austria AG | 1,691,571 | 1,228,783 |
| 38,000 | Telephone & Data Systems Inc. | 1,230,970 | 1,154,820 |
| 100,000 | Telephone & Data Systems Inc., Special | 3,548,843 | 2,654,000 |
| 125,000 | Telstra Corp. Ltd., ADR | 2,293,602 | 1,711,250 |
| 76,100 | TELUS Corp., Non-Voting | 1,574,712 | 2,754,820 |
| 1,000,000 | Verizon Communications Inc. | 36,248,381 | 28,020,000 |
| 40,000 | VimpelCom Ltd., ADR | 230,241 | 647,200 |
| 175,000 | Vodafone Group plc, ADR | 4,695,005 | 3,617,250 |
| | | 120,847,537 | 94,934,298 |
| | Transportation 0.5% | | |
| 250,000 | GATX Corp. | 7,479,104 | 6,670,000 |
| 27,000 | Kansas City Southern | 453,321 | 981,450 |
| 4,000 | Teekay Corp. | 155,932 | 104,680 |

8,088,357 7,756,130

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (Continued)
June 30, 2010 (Unaudited)

| Shares | | Cost | Market Value |
|---------|---|---------------|---------------|
| | COMMON STOCKS (Continued) | | |
| | Wireless Communications 0.3% | | |
| 110,000 | United States Cellular Corp. | \$ 4,910,278 | \$ 4,526,500 |
| | TOTAL COMMON STOCKS | 1,518,735,768 | 1,485,093,516 |
| | CONVERTIBLE PREFERRED STOCKS 1.1% | | |
| | Automotive 0.1% | | |
| 30,000 | Ford Motor Co. Capital Trust II, 6.500% Cv. Pfd. | 1,280,906 | 1,324,500 |
| | Broadcasting 0.0% | | |
| 15,266 | Emmis Communications Corp., 6.250% Cv. Pfd., Ser. A | 572,710 | 335,699 |
| | Building and Construction 0.0% | | |
| 200 | Fleetwood Capital Trust, 6.000% Cv. Pfd. | 6,210 | 100 |
| | Energy and Utilities 0.3% | | |
| 129,000 | El Paso Energy Capital Trust I, 4.750% Cv. Pfd. | 4,649,004 | 4,687,860 |
| | Financial Services 0.2% | | |
| 1,500 | Doral Financial Corp., 4.750% Cv. Pfd. | 207,335 | 186,000 |
| 80,000 | Newell Financial Trust I, 5.250% Cv. Pfd. | 3,769,250 | 2,820,000 |
| | | 3,976,585 | 3,006,000 |
| | Telecommunications 0.5% | | |
| 55,000 | Cincinnati Bell Inc., 6.750% Cv. Pfd., Ser. B | 2,254,718 | 2,090,000 |
| 103,000 | Crown Castle International Corp., 6.250% Cv. Pfd. | 4,763,875 | 5,793,750 |
| | | 7,018,593 | 7,883,750 |
| | Transportation 0.0% | | |
| 1,500 | GATX Corp., \$2.50 Cv. Pfd., Ser. A (d) | 199,475 | 200,100 |
| | TOTAL CONVERTIBLE PREFERRED STOCKS | 17,703,483 | 17,438,009 |
| | RIGHTS 0.0% | | |
| | Health Care 0.0% | | |
| 6,000 | Fresenius Kabi Pharmaceuticals Holding Inc., CVR, expire 12/31/10 | 0 | 786 |
| | WARRANTS 0.0% | | |

| | | | |
|-------------------------|--|-------------------|-------------------|
| | Food and Beverage 0.0% | | |
| 650 | Parmalat SpA, GDR, expire 12/31/15 (b)(c)(d) | 0 | 435 |
| Principal Amount | | | |
| | CONVERTIBLE CORPORATE BONDS 1.7% | | |
| | Aerospace 0.1% | | |
| \$ 1,500,000 | GenCorp Inc., Sub. Deb. Cv., 4.063%, 12/31/39 (c) | 1,353,018 | 1,248,750 |
| | Automotive: Parts and Accessories 0.0% | | |
| 500,000 | Standard Motor Products Inc., Sub. Deb. Cv., 15.000%, 04/15/11 | 485,351 | 490,365 |
| | Broadcasting 0.6% | | |
| 10,000,000 | Sinclair Broadcast Group Inc., Sub. Deb. Cv., 6.000%, 09/15/12 | 9,020,029 | 9,325,000 |
| | Computer Hardware 0.2% | | |
| 3,000,000 | SanDisk Corp., Cv., 1.000%, 05/15/13 | 2,537,732 | 2,681,250 |
| | Diversified Industrial 0.5% | | |
| 8,800,000 | Griffon Corp., Sub. Deb. Cv., 4.000%, 01/15/17 (c) | 8,800,000 | 8,844,000 |
| | Financial Services 0.0% | | |
| 200,000 | Janus Capital Group Inc., Cv., 3.250%, 07/15/14 | 200,000 | 201,500 |
| | Real Estate 0.0% | | |
| 450,000 | Palm Harbor Homes Inc., Cv., 3.250%, 05/15/24 | 423,109 | 330,750 |
| | Retail 0.3% | | |
| 5,300,000 | The Great Atlantic & Pacific Tea Co. Inc., Cv., 5.125%, 06/15/11 | 5,267,685 | 4,995,250 |
| | TOTAL CONVERTIBLE CORPORATE BONDS | 28,086,924 | 28,116,865 |
| | U.S. GOVERNMENT OBLIGATIONS 5.9% | | |
| | U.S. Treasury Bills 5.4% | | |
| 86,973,000 | U.S. Treasury Bills, 0.051% to 0.463% , 07/01/10 to 12/16/10 | 86,945,151 | 86,943,299 |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
SCHEDULE OF INVESTMENTS (Continued)
June 30, 2010 (Unaudited)

| Principal Amount | | Cost | Market Value |
|---|---|-------------------------|-------------------------|
| | U.S. Treasury Cash Management Bills 0.5% | | |
| \$ 8,620,000 | U.S. Treasury Cash Management Bill, 0.132% , 07/15/10 | \$ 8,619,557 | \$ 8,619,557 |
| | U.S. Treasury Notes 0.0% | | |
| 595,000 | U.S. Treasury Note, 4.125%, 08/15/10 | 597,867 | 597,867 |
| | TOTAL U.S. GOVERNMENT OBLIGATIONS | 96,162,575 | 96,160,723 |
| TOTAL INVESTMENTS 100.0% | | \$ 1,660,688,750 | 1,626,810,334 |
| Other Assets and Liabilities (Net) | | | 578,341 |
| PREFERRED STOCK | | | |
| (5,603,095 preferred shares outstanding) | | | (459,257,875) |
| NET ASSETS COMMON SHARES | | | |
| (83,170,137 common shares outstanding) | | | \$ 1,168,130,800 |
| NET ASSET VALUE PER COMMON SHARE | | | |
| (\$1,168,130,800 ÷ 83,170,137 shares outstanding) | | | \$ 14.05 |

(a) Security considered an affiliated holding because the Fund owns at least 5% of its outstanding shares.

(b) At June 30, 2010, the Fund held investments in restricted and illiquid securities amounting to \$796,276 or

0.05% of total investments, which were valued under methods approved by the Board of Trustees as follows:

| Acquisition | | Acquisition | Acquisition | 06/30/10 |
|--------------------|---|--------------------|--------------------|--------------------------------|
| Shares | Issuer | Date | Cost | Carrying Value Per Unit |
| 339,450 | Parmalat SpA, GDR | 12/02/03 | \$981,615 | \$ 2.3445 |
| 650 | Parmalat SpA, GDR, Warrants expire 12/31/15 | 11/09/05 | | 0.6692 |

(c) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At June 30, 2010, the market value of Rule 144A securities amounted to \$11,963,987 or 0.74% of total investments. Except as noted in (b) these securities are liquid.

(d) Security fair valued under procedures

established by the Board of Trustees. The procedures may include reviewing available financial information about the company and reviewing the valuation of comparable securities and other factors on a regular basis. At June 30, 2010, the market value of fair valued securities amounted to \$1,275,496 or 0.08% of total investments.

Non-income producing security.

Represents annualized yield at date of purchase.

ADR American Depositary Receipt

CVR Contingent Value Right

GDR Global Depositary Receipt

| | % of Market Value | Market Value |
|-----------------------------------|----------------------------------|-------------------------|
| Geographic Diversification | | |
| North America | 81.2% | \$ 1,321,104,356 |

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| | | |
|-------------------|--------|------------------|
| Europe | 14.3 | 231,734,447 |
| Japan | 3.7 | 60,228,575 |
| Asia/Pacific | 0.4 | 7,085,466 |
| Latin America | 0.4 | 6,657,490 |
| Total Investments | 100.0% | \$ 1,626,810,334 |

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
STATEMENT OF ASSETS AND LIABILITIES
June 30, 2010 (Unaudited)

Assets:

| | |
|--|----------------------|
| Investments, at value (cost \$1,659,651,618) | \$ 1,626,718,834 |
| Investments in affiliates, at value (cost \$1,037,132) | 91,500 |
| Foreign currency, at value (cost \$2,781) | 2,777 |
| Cash | 4,448 |
| Receivable for investments sold | 1,365,952 |
| Dividends and interest receivable | 3,574,099 |
| Deferred offering expense | 141,715 |
| Prepaid expense | 22,732 |
| Total Assets | 1,631,922,057 |

Liabilities:

| | |
|---|------------------|
| Payable for investments purchased | 928,644 |
| Distributions payable | 144,644 |
| Payable for investment advisory fees | 1,004,043 |
| Payable for payroll expenses | 36,326 |
| Payable for accounting fees | 7,500 |
| Payable for auction agent fees | 1,961,333 |
| Payable for shareholder communications expenses | 292,707 |
| Other accrued expenses | 158,185 |
| Total Liabilities | 4,533,382 |

Preferred Shares:

| | |
|--|--------------------|
| Series A Cumulative Preferred Shares (5.875%, \$25 liquidation value, \$0.001 par value, 3,200,000 shares authorized with 3,048,019 shares issued and outstanding) | 76,200,475 |
| Series B Cumulative Preferred Shares (Auction Market, \$25,000 liquidation value, \$0.001 par value, 4,000 shares authorized with 3,600 shares issued and outstanding) | 90,000,000 |
| Series C Cumulative Preferred Shares (Auction Market, \$25,000 liquidation value, \$0.001 par value, 4,800 shares authorized with 4,320 shares issued and outstanding) | 108,000,000 |
| Series D Cumulative Preferred Shares (6.000%, \$25 liquidation value, \$0.001 par value, 2,600,000 shares authorized with 2,542,296 shares issued and outstanding) | 63,557,400 |
| Series E Cumulative Preferred Shares (Auction Rate, \$25,000 liquidation value, \$0.001 par value, 5,400 shares authorized with 4,860 shares issued and outstanding) | 121,500,000 |
| Total Preferred Shares | 459,257,875 |

Net Assets Attributable to Common Shareholders \$ 1,168,130,800

Net Assets Attributable to Common Shareholders Consist of:

| | |
|---|------------------|
| Paid-in capital | \$ 1,363,683,850 |
| Accumulated net investment income | 5,243,426 |
| Accumulated net realized loss on investments, swap contracts, and foreign currency transactions | (166,874,339) |

| | |
|--|-------------------------|
| Net unrealized depreciation on investments | (33,878,416) |
| Net unrealized depreciation on foreign currency translations | (43,721) |
| Net Assets | \$ 1,168,130,800 |
| Net Asset Value per Common Share: | |
| (\$1,168,130,800 ÷ 83,170,137 shares outstanding, at \$0.001 par value; unlimited number of shares authorized) | \$ 14.05 |

STATEMENT OF OPERATIONS
For the Six Months Ended June 30, 2010 (Unaudited)

| | |
|--|--------------------|
| Investment Income: | |
| Dividends (net of foreign taxes of \$861,361) | \$ 25,012,068 |
| Interest | 921,100 |
| Total Investment Income | 25,933,168 |
| Expenses: | |
| Investment advisory fees | 8,665,872 |
| Auction agent fees | 391,849 |
| Shareholder communications expenses | 225,816 |
| Custodian fees | 129,245 |
| Payroll expenses | 116,025 |
| Trustees fees | 91,523 |
| Legal and audit fees | 65,277 |
| Accounting fees | 22,500 |
| Shareholder services fees | 19,162 |
| Interest expense | 64 |
| Miscellaneous expenses | 162,781 |
| Total Expenses | 9,890,114 |
| Less: | |
| Advisory fee reduction | (2,277,416) |
| Advisory fee reduction on unsupervised assets (See Note 3) | (3,827) |
| Custodian fee credits | (189) |
| Total Reductions and Credits | (2,281,432) |
| Net Expenses | 7,608,682 |
| Net Investment Income | 18,324,486 |
| Net Realized and Unrealized Gain/(Loss) on Investments, Swap Contracts, and Foreign Currency: | |
| Net realized loss on investments unaffiliated | (2,602,928) |
| Net realized loss on investments affiliated | (331,148) |
| Net realized loss on swap contracts | (1,819,014) |
| Net realized loss on foreign currency transactions | (60,592) |

| | |
|--|-----------------|
| Net realized loss on investments, swap contracts, and foreign currency transactions | (4,813,682) |
| Net change in unrealized appreciation/depreciation: | |
| on investments | (106,690,591) |
| on swap contracts | 1,864,569 |
| on foreign currency translations | (45,101) |
| Net change in unrealized appreciation/depreciation on investments, swap contracts, and foreign currency translations | (104,871,123) |
| Net Realized and Unrealized Gain/(Loss) on Investments, Swap Contracts, and Foreign Currency | (109,684,805) |
| Net Decrease in Net Assets Resulting from Operations | (91,360,319) |
| Total Distributions to Preferred Shareholders | (6,687,915) |
| Net Decrease in Net Assets Attributable to Common Shareholders Resulting from Operations | \$ (98,048,234) |

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO COMMON SHAREHOLDERS

| | Six Months Ended June 30, 2010 (Unaudited) | Year Ended December 31, 2009 |
|--|--|---|
| Operations: | | |
| Net investment income | \$ 18,324,486 | \$ 34,009,983 |
| Net realized loss on investments, swap contracts, and foreign currency transactions | (4,813,682) | (119,259,851) |
| Net change in unrealized appreciation/depreciation on investments, swap contracts, and foreign currency translations | (104,871,123) | 422,770,032 |
| Net Increase/(Decrease) in Net Assets Resulting from Operations | (91,360,319) | 337,520,164 |
| Distributions to Preferred Shareholders: | | |
| Net investment income | (6,687,915)* | (13,549,022) |
| Total Distributions to Preferred Shareholders | (6,687,915) | (13,549,022) |
| Net Increase/(Decrease) in Net Assets Attributable to Common Shareholders Resulting from Operations | (98,048,234) | 323,971,142 |
| Distributions to Common Shareholders: | | |
| Net investment income | (8,398,359)* | (17,201,564) |
| Return of capital | (21,595,780)* | (65,457,086) |
| Total Distributions to Common Shareholders | (29,994,139) | (82,658,650) |
| Fund Share Transactions: | | |
| Net decrease from repurchase of common shares | (4,095,098) | (635,911) |
| Net increase in net assets from repurchase of preferred shares | | 315,833 |
| Net Decrease in Net Assets from Fund Share Transactions | (4,095,098) | (320,078) |
| Net Increase/(Decrease) in Net Assets Attributable to Common Shareholders | (132,137,471) | 240,992,414 |
| Net Assets Attributable to Common Shareholders: | | |
| Beginning of period | 1,300,268,271 | 1,059,275,857 |
| End of period (including undistributed net investment income of \$5,243,426 and \$2,005,214, respectively) | \$ 1,168,130,800 | \$ 1,300,268,271 |

*

Based on year to
date book income.
Amounts are
subject to change
and
recharacterization
at year end.

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
FINANCIAL HIGHLIGHTS

| Selected data for a share of beneficial interest outstanding throughout each period: | Six Months Ended June 30, 2010 (Unaudited) | 2009 | Year Ended December 31, | | | | 2005 |
|--|---|-------------|--------------------------------|-------------|-------------|----------|-------------|
| | | | 2008 | 2007 | 2006 | | |
| Operating Performance: | | | | | | | |
| Net asset value, beginning of period | \$ 15.58 | \$ 12.68 | \$ 23.57 | \$ 23.65 | \$ 20.62 | \$ 20.12 | |
| Net investment income | 0.22 | 0.41 | 0.55 | 0.53 | 0.87 | 0.55 | |
| Net realized and unrealized gain/(loss) on investments, swap contracts, and foreign currency transactions | (1.32) | 3.64 | (9.92) | 1.37 | 4.00 | 1.33 | |
| Total from investment operations | (1.10) | 4.05 | (9.37) | 1.90 | 4.87 | 1.88 | |
| Distributions to Preferred Shareholders: (a) | | | | | | | |
| Net investment income | (0.08)* | (0.16) | (0.27) | (0.10) | (0.12) | (0.06) | |
| Net realized gain | | | (0.00)(g) | (0.23) | (0.19) | (0.10) | |
| Total distributions to preferred shareholders | (0.08) | (0.16) | (0.27) | (0.33) | (0.31) | (0.16) | |
| Net Increase/(Decrease) in Net Assets Attributable to Common Shareholders Resulting from Operations | | | | | | | |
| | (1.18) | 3.89 | (9.64) | 1.57 | 4.56 | 1.72 | |
| Distributions to Common Shareholders: | | | | | | | |
| Net investment income | (0.10)* | (0.21) | (0.29) | (0.51) | (0.61) | (0.48) | |
| Net realized gain on investments | | | (0.00)(g) | (1.15) | (0.93) | (0.72) | |
| Return of capital | (0.26)* | (0.78) | (0.99) | | | | |
| Total distributions to common shareholders | (0.36) | (0.99) | (1.28) | (1.66) | (1.54) | (1.20) | |
| Fund Share Transactions: | | | | | | | |
| Increase in net assets value from repurchase of common shares | 0.01 | 0.00(g) | 0.01 | 0.01 | 0.01 | 0.02 | |
| Increase in net assets value from repurchase of preferred shares | | 0.00(g) | 0.02 | | (0.00)(g) | (0.04) | |

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Offering costs for preferred
shares charged to paid-in capital

| | | | | | | | |
|---|----|---------|----------|----------|----------|----------|----------|
| Total from fund share transactions | | 0.01 | 0.00(g) | 0.03 | 0.01 | 0.01 | (0.02) |
| Net Asset Value Attributable to Common Shareholders, End of Period | \$ | 14.05 | \$ 15.58 | \$ 12.68 | \$ 23.57 | \$ 23.65 | \$ 20.62 |
| NAV total return | | (7.32)% | 35.49% | (41.27)% | 7.75% | 24.09% | 9.47% |
| Market value, end of period | \$ | 12.00 | \$ 13.11 | \$ 10.30 | \$ 20.68 | \$ 21.47 | \$ 17.62 |
| Investment total return | | (5.93)% | 40.35% | (45.63)% | 4.14% | 31.82% | 4.85% |

See accompanying notes to financial statements.

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THE GABELLI DIVIDEND & INCOME TRUST
FINANCIAL HIGHLIGHTS (Continued)

| Selected data for a share of beneficial interest outstanding throughout each period: Ratios and Supplemental Data: | Six Months Ended June 30, 2010 (Unaudited) | Year Ended December 31, | | | | |
|---|---|--------------------------------|--------------|--------------|--------------|--------------|
| | 2009 | 2008 | 2007 | 2006 | 2005 | |
| Net assets including liquidation value of preferred shares, end of period (in 000 s) | \$ 1,627,389 | \$ 1,759,526 | \$ 1,521,400 | \$ 2,475,831 | \$ 2,486,081 | \$ 2,238,155 |
| Net assets attributable to common shares, end of period (in 000 s) | \$ 1,168,131 | \$ 1,300,268 | \$ 1,059,276 | \$ 1,975,831 | \$ 1,986,081 | \$ 1,738,155 |
| Ratio of net investment income to average net assets attributable to common shares before preferred share distributions | 2.85%(f) | 3.18% | 2.94% | 2.17% | 3.91% | 2.75% |
| Ratio of operating expenses to average net assets attributable to common shares before fees waived | 1.54%(f) | 1.66% | 1.48% | | | |
| Ratio of operating expenses to average net assets attributable to common shares net of advisory fee reduction, if any (b) | 1.18%(f) | 1.66% | 1.17% | 1.37% | 1.41% | 1.33% |
| Ratio of operating expenses to average net assets including liquidation value of preferred shares before fees waived | 1.14%(f) | 1.16% | 1.13% | | | |
| Ratio of operating expenses to average net assets including liquidation value of preferred shares net of advisory fee reduction, if any (b) | 0.87%(f) | 1.16% | 0.89% | 1.10% | 1.11% | 1.12% |
| Portfolio turnover rate | 7.1% | 13.3% | 32.0% | 33.8% | 28.8% | 25.6% |
| 5.875% Series A Cumulative Preferred Shares | | | | | | |
| Liquidation value, end of period (in 000 s) | \$ 76,201 | \$ 76,201 | \$ 78,211 | \$ 80,000 | \$ 80,000 | \$ 80,000 |
| Total shares outstanding (in 000 s) | 3,048 | 3,048 | 3,128 | 3,200 | 3,200 | 3,200 |
| Liquidation preference per share | \$ 25.00 | \$ 25.00 | \$ 25.00 | \$ 25.00 | \$ 25.00 | \$ 25.00 |
| Average market value (c) | \$ 24.74 | \$ 23.34 | \$ 22.25 | \$ 23.52 | \$ 23.86 | \$ 24.82 |
| Asset coverage per share | \$ 88.59 | \$ 95.78 | \$ 82.30 | \$ 123.79 | \$ 124.30 | \$ 111.91 |
| Series B Auction Market Cumulative Preferred Shares | | | | | | |
| | \$ 90,000 | \$ 90,000 | \$ 90,000 | \$ 100,000 | \$ 100,000 | \$ 100,000 |

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| | | | | | | |
|--|------------|------------|------------|------------|------------|------------|
| Liquidation value, end of period (in 000 s) | | | | | | |
| Total shares outstanding (in 000 s) | 4 | 4 | 4 | 4 | 4 | 4 |
| Liquidation preference per share | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Average market value (d) | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Asset coverage per share | \$ 88,588 | \$ 95,781 | \$ 82,305 | \$ 123,792 | \$ 124,304 | \$ 111,908 |
| Series C Auction Market | | | | | | |
| Cumulative Preferred Shares | | | | | | |
| Liquidation value, end of period (in 000 s) | \$ 108,000 | \$ 108,000 | \$ 108,000 | \$ 120,000 | \$ 120,000 | \$ 120,000 |
| Total shares outstanding (in 000 s) | 4 | 4 | 4 | 5 | 5 | 5 |
| Liquidation preference per share | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Average market value (d) | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Asset coverage per share | \$ 88,588 | \$ 95,781 | \$ 82,305 | \$ 123,792 | \$ 124,304 | \$ 111,908 |
| 6.000% Series D Cumulative | | | | | | |
| Preferred Shares | | | | | | |
| Liquidation value, end of period (in 000 s) | \$ 63,557 | \$ 63,557 | \$ 64,413 | \$ 65,000 | \$ 65,000 | \$ 65,000 |
| Total shares outstanding (in 000 s) | 2,542 | 2,542 | 2,577 | 2,600 | 2,600 | 2,600 |
| Liquidation preference per share | \$ 25.00 | \$ 25.00 | \$ 25.00 | \$ 25.00 | \$ 25.00 | \$ 25.00 |
| Average market value (c) | \$ 25.18 | \$ 24.44 | \$ 23.99 | \$ 24.41 | \$ 24.37 | \$ 24.72 |
| Asset coverage per share | \$ 88.59 | \$ 95.78 | \$ 82.30 | \$ 123.79 | \$ 124.30 | \$ 111.91 |
| Series E Auction Rate | | | | | | |
| Cumulative Preferred Shares | | | | | | |
| Liquidation value, end of period (in 000 s) | \$ 121,500 | \$ 121,500 | \$ 121,500 | \$ 135,000 | \$ 135,000 | \$ 135,000 |
| Total shares outstanding (in 000 s) | 5 | 5 | 5 | 5 | 5 | 5 |
| Liquidation preference per share | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Average market value (d) | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 | \$ 25,000 |
| Asset coverage per share | \$ 88,588 | \$ 95,781 | \$ 82,305 | \$ 123,792 | \$ 124,304 | \$ 111,908 |
| Asset Coverage (e) | 354% | 383% | 329% | 495% | 497% | 448% |

Based on net asset value per share, adjusted for reinvestment of distributions at prices obtained under the Fund's dividend reinvestment plan. Total return for a period of less than one year is not annualized.

Based on market value per share, adjusted for reinvestment of distributions at prices obtained under the Fund's dividend reinvestment plan. Total return for a period of less than one year is not annualized.

Effective in 2008, a change in accounting policy was adopted with regard to the calculation of the portfolio turnover rate to include cash proceeds due to mergers. Had this policy been adopted retroactively, the portfolio turnover rate for the years ended December 31, 2007, 2006, and 2005, would have been 58.0%, 30.8%, and 39.5%, respectively.

- * Based on year to date book income. Amounts are subject to change and recharacterization at year end.
- (a) Calculated based upon average common shares outstanding on the record dates

throughout the period.

- (b) The ratios include a reduction of expenses for custodian fee credits on cash balances maintained with the custodian (Custodian Fee Credits). Historically, the ratios reflected operating expenses before the reduction for Custodian Fee Credits. If the ratios did not reflect a reduction for Custodian Fee Credits, for the year ended December 31, 2007, the ratios of operating expenses to average net assets attributable to common shares net of fee reduction, would have been 1.38% and the ratios of operating expenses to average net assets including liquidation value of preferred shares net of fee reduction would have been 1.11%. For the six months ended June 30, 2010 and the years ended December 31, 2009, 2008, 2006,

and 2005, the effect of Custodian Fee Credits was minimal.

- (c) Based on weekly prices.
- (d) Based on weekly auction prices. Since February 2008, the weekly auctions have failed. Holders that have submitted orders have not been able to sell any or all of their shares in the auctions.
- (e) Asset coverage is calculated by combining all series of preferred shares.
- (f) Annualized.
- (g) Amount represents less than \$0.005 per share.

See accompanying notes to financial statements.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Unaudited)

1. Organization. The Gabelli Dividend & Income Trust (the Fund) is a non-diversified closed-end management investment company organized as a Delaware statutory trust on November 18, 2003 and registered under the Investment Company Act of 1940, as amended (the 1940 Act). Investment operations commenced on November 28, 2003.

The Fund's investment objective is to provide a high level of total return on its assets with an emphasis on dividends and income. The Fund will attempt to achieve its investment objective by investing, under normal market conditions, at least 80% of its assets in dividend paying securities (such as common and preferred stock) or other income producing securities (such as fixed income debt securities and securities that are convertible into equity securities).

2. Significant Accounting Policies. The Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) has become the exclusive reference of authoritative United States of America (U.S.) generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal laws are also sources of authoritative GAAP for SEC registrants. The ASC has superseded all existing non-SEC accounting and reporting standards. The Fund's financial statements are prepared in accordance with GAAP, which may require the use of management estimates and assumptions. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements.

Security Valuation. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the Board) so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC (the Adviser).

Portfolio securities primarily traded on a foreign market are generally valued at the preceding closing values of such securities on the relevant market, but may be fair valued pursuant to procedures established by the Board if market conditions change significantly after the close of the foreign market but prior to the close of business on the day the securities are being valued. Debt instruments with remaining maturities of sixty days or less that are not credit impaired are valued at amortized cost, unless the Board determines such amount does not reflect the securities' fair value, in which case these securities will be fair valued as determined by the Board. Debt instruments having a maturity greater than sixty days for which market quotations are readily available are valued at the average of the latest bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price. U.S. government obligations with maturities greater than sixty days are normally valued using a model that incorporates market observable data such as reported sales of similar securities, broker quotes, yields, bids, offers, and reference data. Certain securities are valued principally using dealer quotations. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded.

Securities and assets for which market quotations are not readily available are fair valued as determined by the Board. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons with the valuation and changes in valuation of similar securities, including a comparison of foreign securities with the equivalent U.S. dollar value ADR securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

The inputs and valuation techniques used to measure fair value of the Fund's investments are summarized into three levels as described in the hierarchy below:

Level 1 quoted prices in active markets for identical securities;

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and

Level 3 significant unobservable inputs (including the Fund's determinations as to the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments in securities and other financial instruments by inputs used to value the Fund's investments as of June 30, 2010 is as follows:

| | Valuation Inputs | | Total |
|---|-------------------------|-----------------------|-------------------------|
| | Level 1 | Level 2 | |
| | Quoted | Other | Market Value |
| | Prices | Significant | at 6/30/10 |
| | | Observable | |
| | | Inputs | |
| INVESTMENTS IN SECURITIES: | | | |
| ASSETS (Market Value): | | | |
| Common Stocks: | | | |
| Aerospace | \$ 31,426,663 | \$ 268,938 | \$ 31,695,601 |
| Food and Beverage | 182,931,159 | 795,841 | 183,727,000 |
| Telecommunications | 93,859,337 | 1,074,961 | 94,934,298 |
| Other Industries (a) | 1,174,736,617 | | 1,174,736,617 |
| Total Common Stocks | 1,482,953,776 | 2,139,740 | 1,485,093,516 |
| Convertible Preferred Stocks: | | | |
| Transportation | | 200,100 | 200,100 |
| Other Industries (a) | 17,237,909 | | 17,237,909 |
| Total Convertible Preferred Stocks | 17,237,909 | 200,100 | 17,438,009 |
| Rights (a) | 786 | | 786 |
| Warrants (a) | | 435 | 435 |
| Convertible Corporate Bonds | | 28,116,865 | 28,116,865 |
| U.S. Government Obligations | | 96,160,723 | 96,160,723 |
| TOTAL INVESTMENTS IN SECURITIES | | | |
| ASSETS | \$ 1,500,192,471 | \$ 126,617,863 | \$ 1,626,810,334 |

(a) Please refer to the Schedule of Investments for

the industry
classifications
of these
portfolio
holdings.

The Fund did not have significant transfers between Level 1 and Level 2 during the reporting period.

There were no Level 3 investments at June 30, 2010 or December 31, 2009.

In January 2010, the FASB issued amended guidance to improve disclosure about fair value measurements which requires additional disclosures about transfers between Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements in the reconciliation of fair value measurements using significant unobservable inputs (Level 3). It also clarifies existing disclosure requirements relating to the levels of disaggregation of fair value measurement and inputs and valuation techniques used to measure fair value. Disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Management is currently evaluating the implications of this guidance on the Fund's financial statements. The remainder of the amended guidance is effective for financial statements for fiscal years beginning after December 15, 2009 and interim periods within those fiscal years. Management has evaluated the impact of this guidance on the Fund's financial statements and determined that there is no impact as of June 30, 2010.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

Derivative Financial Instruments.

The Fund may engage in various portfolio investment strategies by investing in a number of derivative financial instruments for the purpose of achieving additional return or of hedging the value of the Fund's portfolio, increasing the income of the Fund, hedging or protecting its exposure to interest rate movements and movements in the securities markets, managing risks, protecting the value of its portfolio against uncertainty in the level of future currency exchange rates, or hedging a specific transaction with respect to either the currency in which the transaction is denominated or another currency. Investing in certain derivative financial instruments, including participation in the options, futures, or swap markets, entails certain execution, liquidity, hedging, tax, and securities, interest, credit, or currency market risks. Losses may arise if the Adviser's prediction of movements in the direction of the securities, foreign currency, and interest rate markets is inaccurate. Losses may also arise if the counterparty does not perform its duties under a contract, or that, in the event of default, the Fund may be delayed in or prevented from obtaining payments or other contractual remedies owed to it under derivative contracts. The creditworthiness of the counterparties is closely monitored in order to minimize these risks. Participation in derivative transactions involves investment risks, transaction costs, and potential losses to which the Fund would not be subject absent the use of these strategies. The consequences of these risks, transaction costs, and losses may have a negative impact on the Fund's ability to pay distributions.

The Fund's derivative contracts held at June 30, 2010, if any, are not accounted for as hedging instruments under GAAP.

Options. The Fund may purchase or write call or put options on securities or indices for the purpose of achieving additional return or of hedging the value of the Fund's portfolio. As a writer of put options, the Fund receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instrument underlying the option. The Fund would incur a loss if the price of the underlying financial instrument decreases between the date the option is written and the date on which the option is terminated. The Fund would realize a gain, to the extent of the premium, if the price of the financial instrument increases between those dates. If a written call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether there has been a realized gain or loss. If a written put option is exercised, the premium reduces the cost basis of the security.

As a purchaser of put options, the Fund pays a premium for the right to sell to the seller of the put option the underlying security at a specified price. The seller of the put has the obligation to purchase the underlying security upon exercise at the exercise price. If the price of the underlying security declines, the Fund would realize a gain upon sale or exercise. If the price of the underlying security increases or stays the same, the Fund would realize a loss upon sale or at the expiration date, but only to the extent of the premium paid.

In the case of call options, these exercise prices are referred to as in-the-money, at-the-money, and out-of-the-money, respectively. The Fund may write (a) in-the-money call options when the Adviser expects that the price of the underlying security will remain stable or decline during the option period, (b) covered at-the-money call options when the Adviser expects that the price of the underlying security will remain stable, decline, or advance moderately during the option period, and (c) out-of-the-money call options when the Adviser expects that the premiums received from writing the call option will be greater than the appreciation in the price of the underlying security above the exercise price. By writing a call option, the Fund limits its opportunity to profit from any increase in the market value of the underlying security above the exercise price of the option. Out-of-the-money, at-the-money, and in-the-money put options (the reverse of call options as to the relation of exercise price to market price) may be utilized in the same market environments that such call options are used in equivalent transactions. During the six months ended June 30, 2010 the Fund had no investments in options.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

Swap Agreements. The Fund may enter into equity, contract for difference, and interest rate swap or cap transactions for the purpose of increasing the income of the Fund or hedging or protecting its exposure to interest rate movements and movements in the securities markets. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. In an interest rate swap, the Fund would agree to pay periodically to the other party (which is known as the counterparty) a fixed rate payment in exchange for the counterparty agreeing to pay to the Fund periodically a variable rate payment that is intended to approximate the Fund's variable rate payment obligation on Series B Auction Market Cumulative Preferred Shares (Series B Shares). In an interest rate cap, the Fund would pay a premium to the counterparty and, to the extent that a specified variable rate index exceeds a predetermined fixed rate, would receive from that counterparty payments of the difference based on the notional amount of such cap. Swap and cap transactions introduce additional risk because the Fund would remain obligated to pay preferred share dividends when due in accordance with the Statement of Preferences even if the counterparty defaulted. In a swap, a set of future cash flows is exchanged between two counterparties. One of these cash flow streams will typically be based on a reference interest rate combined with the performance of a notional value of shares of a stock. The other will be based on the performance of the shares of a stock. Depending on the general state of short-term interest rates and the returns on the Fund's portfolio securities at the time a swap transaction reaches its scheduled termination date, there is a risk that the Fund will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favorable as on the expiring transaction.

Unrealized gains related to swaps are reported as an asset and unrealized losses are reported as a liability in the Statement of Assets and Liabilities. The change in the value of swaps, including the accrual of periodic amounts of interest to be paid or received on swaps, is reported as unrealized gain or loss in the Statement of Operations. A realized gain or loss is recorded upon payment or receipt of a periodic payment or termination of swap agreements. The Fund held an interest rate swap agreement through June 2, 2010, with an average monthly notional amount while it was outstanding of approximately \$100,000,000. At June 30, 2010, there were no open interest rate swap agreements.

The Fund held an equity contract for difference swap agreement through January 29, 2010, with an average monthly notional amount while it was outstanding of approximately \$2,638,658. At June 30, 2010, there were no open equity contracts for difference swap agreements.

Futures Contracts. The Fund may engage in futures contracts for the purpose of certain hedging, yield enhancements, and risk management purposes. Upon entering into a futures contract, the Fund is required to deposit with the broker an amount of cash or cash equivalents equal to a certain percentage of the contract amount. This is known as the initial margin. Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are included in unrealized appreciation/depreciation on futures contracts. The Fund recognizes a realized gain or loss when the contract is closed.

There are several risks in connection with the use of futures contracts as a hedging instrument. The change in value of futures contracts primarily corresponds with the value of their underlying instruments, which may not correlate with the change in value of the hedged investments. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market. During the six months ended June 30, 2010, the Fund had no investments in futures contracts.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

Forward Foreign Exchange Contracts. The Fund may engage in forward foreign exchange contracts for the purpose of protecting the value of its portfolio against uncertainty in the level of future currency exchange rates or hedging a specific transaction with respect to either the currency in which the transaction is denominated or another currency as deemed appropriate by the Adviser. Forward foreign exchange contracts are valued at the forward rate and are marked-to-market daily. The change in market value is included in unrealized appreciation/depreciation on foreign currency translations. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

The use of forward foreign exchange contracts does not eliminate fluctuations in the underlying prices of the Fund's portfolio securities, but it does establish a rate of exchange that can be achieved in the future. Although forward foreign exchange contracts limit the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might result should the value of the currency increase. In addition, the Fund could be exposed to risks if the counterparties to the contracts are unable to meet the terms of their contracts. During the six months ended June 30, 2010, the Fund had no investments in forward foreign exchange contracts.

Effect of Derivative Instruments on the Statement of Operations during the six months ended June 30, 2010:

The following table presents the effect of derivatives on the Statement of Operations during the six months ended June 30, 2010, by primary risk exposure:

| Derivative Contracts | Realized Gain or (Loss) on Derivatives Recognized in Income | Change in Unrealized Appreciation or Depreciation on Derivatives Recognized in Income |
|----------------------------|--|---|
| Equity Contracts | \$ 86,333 | \$ (1,575) |
| Interest Rate Contracts | (1,905,347) | 1,866,144 |
| Total | \$ (1,819,014) | \$ 1,864,569 |

Repurchase Agreements. The Fund may enter into repurchase agreements with primary government securities dealers recognized by the Federal Reserve Board, with member banks of the Federal Reserve System, or with other brokers or dealers that meet credit guidelines established by the Adviser and reviewed by the Board. Under the terms of a typical repurchase agreement, the Fund takes possession of an underlying debt obligation subject to an obligation of the seller to repurchase, and the Fund to resell, the obligation at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. It is the policy of the Fund to receive and maintain securities as collateral whose market value is not less than their repurchase price. The Fund will make payment for such securities only upon physical delivery or upon evidence of book entry transfer of the collateral to the account of the custodian. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market on a daily basis to maintain the adequacy of the collateral. If the seller defaults and the value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited. At June 30, 2010, there were no open repurchase agreements.

Securities Sold Short. The Fund may enter into short sale transactions. Short selling involves selling securities that may or may not be owned and, at times, borrowing the same securities for delivery to the purchaser, with an obligation to replace such borrowed securities at a later date. The proceeds received from short sales are recorded as liabilities and the Fund records an unrealized gain or loss to the extent of the difference between the proceeds received and the value of an

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

open short position on the day of determination. The Fund records a realized gain or loss when the short position is closed out. By entering into a short sale, the Fund bears the market risk of an unfavorable change in the price of the security sold short. Dividends on short sales are recorded as an expense by the Fund on the ex-dividend date and interest expense is recorded on the accrual basis. The broker retains collateral for the value of open positions, which is adjusted periodically as the value of the position fluctuates. The Fund did not hold any short positions as of June 30, 2010.

Foreign Currency Translations. The books and records of the Fund are maintained in U.S. dollars. Foreign currencies, investments, and other assets and liabilities are translated into U.S. dollars at the current exchange rates. Purchases and sales of investment securities, income, and expenses are translated at the exchange rate prevailing on the respective dates of such transactions. Unrealized gains and losses that result from changes in foreign exchange rates and/or changes in market prices of securities have been included in unrealized appreciation/depreciation on investments and foreign currency translations. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date on investment securities transactions, foreign currency transactions, and the difference between the amounts of interest and dividends recorded on the books of the Fund and the amounts actually received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial purchase trade date and subsequent sale trade date is included in realized gain/loss on investments.

Foreign Securities. The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the inability to repatriate funds, less complete financial information about companies, and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. issuers.

Foreign Taxes. The Fund may be subject to foreign taxes on income, gains on investments, or currency repatriation, a portion of which may be recoverable. The Fund will accrue such taxes and recoveries as applicable, based upon its current interpretation of tax rules and regulations that exist in the markets in which it invests.

Restricted and Illiquid Securities. The Fund is not subject to an independent limitation on the amount it may invest in securities for which the markets are illiquid. Illiquid securities include securities the disposition of which is subject to substantial legal or contractual restrictions. The sale of illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Securities freely saleable among qualified institutional investors under special rules adopted by the SEC may be treated as liquid if they satisfy liquidity standards established by the Board. The continued liquidity of such securities is not as well assured as that of publicly traded securities, and accordingly the Board will monitor their liquidity. For the restricted and illiquid securities the Fund held as of June 30, 2010, refer to the Schedule of Investments.

Securities Transactions and Investment Income. Securities transactions are accounted for on the trade date with realized gain or loss on investments determined by using the identified cost method. Interest income (including amortization of premium and accretion of discount) is recorded on the accrual basis. Premiums and discounts on debt securities are amortized using the effective yield to maturity method. Dividend income is recorded on the ex-dividend date except for certain dividends which are recorded as soon as the Fund is informed of the dividend.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

Custodian Fee Credits and Interest Expense. When cash balances are maintained in the custody account, the Fund receives credits which are used to offset custodian fees. The gross expenses paid under the custody arrangement are included in custodian fees in the Statement of Operations with the corresponding expense offset, if any, shown as custodian fee credits. When cash balances are overdrawn, the Fund is charged an overdraft fee equal to 2.00% above the federal funds rate on outstanding balances. This amount, if any, would be included in interest expense in the Statement of Operations.

Distributions to Shareholders. Distributions to common shareholders are recorded on the ex-dividend date. Distributions to shareholders are based on income and capital gains as determined in accordance with federal income tax regulations, which may differ from income and capital gains as determined under GAAP. These differences are primarily due to differing treatments of income and gains on various investment securities and foreign currency transactions held by the Fund, timing differences, and differing characterizations of distributions made by the Fund. Distributions from net investment income for federal income tax purposes include net realized gains on foreign currency transactions. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, adjustments are made to the appropriate capital accounts in the period when the differences arise. These reclassifications have no impact on the NAV of the Fund.

Under the Fund's distribution policy, the Fund declares and pays monthly distributions from net investment income, capital gains, and paid-in capital. The actual source of the distribution is determined after the end of the year. Pursuant to this policy, distributions during the year may be made in excess of required distributions. To the extent such distributions are made from current earnings and profits, they are considered ordinary income or long-term capital gains. The Fund's current distribution policy may restrict the Fund's ability to pass through to shareholders all of its net realized long-term capital gains as a Capital Gain Dividend, subject to the maximum federal income tax rate of 15%, and may cause such gains to be treated as ordinary income subject to a maximum federal income tax rate of 35%. The Board will continue to monitor the Fund's distribution level, taking into consideration the Fund's NAV and the financial market environment. The Fund's distribution policy is subject to modification by the Board at any time.

Distributions to shareholders of the Fund's 5.875% Series A Cumulative Preferred Shares, Series B Auction Market Cumulative Preferred Shares, Series C Auction Market Cumulative Preferred Shares, 6.000% Series D Cumulative Preferred Shares, and Series E Auction Rate Cumulative Preferred Shares (Cumulative Preferred Shares) are recorded on a daily basis and are determined as described in Note 5.

The tax character of distributions paid during the year ended December 31, 2009 was as follows:

| | Common | Preferred |
|---|-------------------|-------------------|
| Distributions paid from: | | |
| Ordinary income | | |
| (inclusive of short-term capital gains) | \$ 17,201,564 | \$ 13,549,022 |
| Return of capital | 65,457,086 | |
| Total distributions paid | \$ 82,658,650 | \$ 13,549,022 |

Provision for Income Taxes. The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code). It is the policy of the Fund to comply with the requirements of the Code applicable to regulated investment companies and to distribute substantially all of its net investment company taxable income and net capital gains. Therefore, no provision for federal income taxes is required.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

As of December 31, 2009, the components of accumulated earnings/losses on a tax basis were as follows:

| | |
|---|------------------------|
| Accumulative capital loss carryforwards | \$ (129,734,874) |
| Net unrealized appreciation on investments, swap contracts, and foreign currency translations | 61,445,915 |
| Post-October capital loss deferral | (20,845,593) |
| Other temporary differences* | 28,095 |
| Total | \$ (89,106,457) |

* Other temporary differences are primarily due to income from investments in hybrid securities, adjustments on preferred share class distribution payables, and swap accrual adjustments.

At December 31, 2009, the Fund had net capital loss carryforwards for federal income tax purposes of \$129,734,874, which are available to reduce future required distributions of net capital gains to shareholders. \$22,445,283 of the loss carryforward is available through 2016; and \$107,289,591 is available through 2017.

Under the current tax law, capital losses related to securities and foreign currency realized after October 31 and prior to the Fund's fiscal year end may be treated as occurring on the first day of the following year. For the year ended December 31, 2009, the Fund had deferred capital losses of \$20,845,593.

The following summarizes the tax cost of investments and the related net unrealized appreciation/depreciation at June 30, 2010:

| | Cost | Gross Unrealized Appreciation | Gross Unrealized Depreciation | Net Unrealized Depreciation |
|-------------|-----------------|--|--|--|
| Investments | \$1,671,518,429 | \$160,062,072 | \$(204,770,167) | \$(44,708,095) |

The Fund is required to evaluate tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Income tax and related interest and penalties would be recognized by the Fund as tax expense in the Statement of Operations if the tax positions were deemed not to meet the more-likely-than-not threshold. For the six months ended June 30, 2010, the Fund did not incur any income tax, interest, or penalties. As of June 30, 2010, the Adviser has reviewed all open tax years and concluded that there was no impact to the Fund's net assets or results of operations. Tax years ended December 31, 2007 through December 31, 2009 remain subject to examination by the Internal Revenue Service and state taxing authorities. On an ongoing basis, the Adviser will monitor the Fund's tax positions to determine if adjustments to this conclusion are necessary.

3. Agreements and Transactions with Affiliates. The Fund has entered into an investment advisory agreement (the Advisory Agreement) with the Adviser which provides that the Fund will pay the Adviser a fee, computed weekly and paid monthly, equal on an annual basis to 1.00% of the value of the Fund's average weekly net assets including the liquidation value of preferred shares. In accordance with the Advisory Agreement, the Adviser provides a continuous investment program for the Fund's portfolio and oversees the administration of all aspects of the Fund's business and affairs. The Adviser has agreed to reduce the management fee on the incremental assets attributable to the Preferred Shares if the total return of the NAV of the common shares of the Fund, including distributions and advisory fee subject to reduction, does not exceed the stated dividend rate or corresponding swap rate of each particular series of the Preferred Shares for the year.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

The Fund's total return on the NAV of the common shares is monitored on a monthly basis to assess whether the total return on the NAV of the common shares exceeds the stated dividend rate or corresponding swap rate of each particular series of Preferred Shares for the period. For the six months ended June 30, 2010, the Fund's total return on the NAV of the common shares did not exceed the stated dividend rate or corresponding swap rate of the outstanding Preferred Shares. Thus, advisory fees with respect to the liquidation value of Preferred Share assets were reduced by \$2,277,416.

During the six months ended June 30, 2010, the Fund paid brokerage commissions on security trades of \$198,032 to Gabelli & Company, Inc. (Gabelli & Co.), an affiliate of the Adviser.

The cost of calculating the Fund's NAV per share is a Fund expense pursuant to the Advisory Agreement between the Fund and the Adviser. During the six months ended June 30, 2010, the Fund paid or accrued \$22,500 to the Adviser in connection with the cost of computing the Fund's NAV.

As per the approval of the Board, the Fund compensates officers of the Fund, who are employed by the Fund and are not employed by the Adviser (although the officers may receive incentive based variable compensation from affiliates of the Adviser) and pays its allocated portion of the cost of the Fund's Chief Compliance Officer. For the six months ended June 30, 2010 the Fund paid or accrued \$116,025 in payroll expenses in the Statement of Operations.

The Fund pays each Trustee who is not considered an affiliated person an annual retainer of \$12,000 plus \$1,500 for each Board meeting attended. Each Trustee is reimbursed by the Fund for any out of pocket expenses incurred in attending meetings. All Board committee members receive \$1,000 per meeting attended, the Audit Committee Chairman receives an annual fee of \$3,000, the Proxy Voting Committee Chairman receives an annual fee of \$1,500, the Nominating Committee Chairman receives an annual fee of \$2,000, and the Lead Trustee receives an annual fee of \$1,000. A Trustee may receive a single meeting fee, allocated among the participating funds, for participation in certain meetings held on behalf of multiple funds. Trustees who are directors or employees of the Adviser or an affiliated company receive no compensation or expense reimbursement from the Fund.

There was a reduction in the advisory fee paid to the Adviser relating to certain portfolio holdings, i.e., unsupervised assets, of the Fund with respect to which the Adviser has transferred dispositive and voting control to the Fund's Proxy Voting Committee. During the six months ended June 30, 2010, the Fund's Proxy Voting Committee exercised control and discretion over all rights to vote or consent with respect to such securities and the Adviser reduced its fee with respect to such securities by \$3,827.

4. Portfolio Securities. Purchases and sales of securities for the six months ended June 30, 2010, other than short-term securities and U.S Government obligations, aggregated \$115,527,796 and \$127,656,245, respectively.

5. Capital. The Fund is authorized to issue an unlimited number of common shares of beneficial interest (par value \$0.001). The Board has authorized the repurchase and retirement of its shares on the open market when the shares are trading at a discount of 7.5% or more (or such other percentage as the Board may determine from time to time) from the NAV of the shares. During the six months ended June 30, 2010, the Fund repurchased and retired 298,500 shares of beneficial interest in the open market at a cost of \$4,095,098 and an average discount of approximately 14.73% from its NAV.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

Transactions in shares of beneficial interest were as follows:

| | Six Months Ended | | Year Ended | |
|---|-------------------------|---------------|--------------------------|---------------|
| | June 30, 2010 | | December 31, 2009 | |
| | (Unaudited) | | | |
| | Shares | Amount | Shares | Amount |
| Net decrease from repurchase of common shares | (298,500) | \$(4,095,098) | (60,000) | \$(635,911) |

The Fund's Declaration of Trust, as amended, authorizes the issuance of an unlimited number of shares of \$0.001 par value Cumulative Preferred Shares. The Cumulative Preferred Shares is senior to the common shares and results in the financial leveraging of the common shares. Such leveraging tends to magnify both the risks and opportunities to common shareholders. Dividends on shares of the Cumulative Preferred Shares are cumulative. The Fund is required by the 1940 Act and by the Statements of Preferences to meet certain asset coverage tests with respect to the Cumulative Preferred Shares. If the Fund fails to meet these requirements and does not correct such failure, the Fund may be required to redeem, in part or in full, the 5.875% Series A, Series B Auction Market, Series C Auction Market, 6.000% Series D, and Series E Auction Rate Cumulative Preferred Shares at redemption prices of \$25, \$25,000, \$25,000, \$25, and \$25,000, respectively, per share plus an amount equal to the accumulated and unpaid dividends whether or not declared on such shares in order to meet these requirements. Additionally, failure to meet the foregoing asset coverage requirements could restrict the Fund's ability to pay dividends to common shareholders and could lead to sales of portfolio securities at inopportune times. The income received on the Fund's assets may vary in a manner unrelated to the fixed and variable rates, which could have either a beneficial or detrimental impact on net investment income and gains available to common shareholders.

On October 12, 2004, the Fund received net proceeds of \$77,280,971 (after underwriting discounts of \$2,520,000 and offering expenses of \$199,029) from the public offering of 3,200,000 shares of 5.875% Series A Cumulative Preferred Shares. Commencing October 12, 2009 and thereafter, the Fund, at its option, may redeem the 5.875% Series A Cumulative Preferred Shares in whole or in part at the redemption price at any time. The Board has authorized the repurchase of Series A Cumulative Preferred Shares in the open market at prices less than the \$25 liquidation value per share. During the six months ended June 30, 2010 the Fund did not repurchase any shares of 5.875% Series A Cumulative Preferred Shares. At June 30, 2010, 3,048,019 shares of 5.875% Series A Cumulative Preferred Shares were outstanding and accrued dividends amounted to \$37,306.

On October 12, 2004, the Fund received net proceeds of \$217,488,958 (after underwriting discounts of \$2,200,000 and offering expenses of \$311,042) from the public offering of 4,000 shares of Series B Shares and 4,800 shares of Series C Auction Market Cumulative Preferred Shares (Series C Shares), respectively. The dividend rate, as set by the auction process, which is generally held every seven days, is expected to vary with short-term interest rates. Since February 2008, the number of Series B and Series C Shares subject to bid orders by potential holders has been less than the number of Series B and Series C Shares subject to sell orders. Therefore, the weekly auctions have failed, and the dividend rate since then has been the maximum rate. Holders that have submitted sell orders have not been able to sell any or all of the Series B or Series C Shares for which they have submitted sell orders. The current maximum rate for both Series B and Series C Shares is 125 basis points greater than the seven day Telerate/British Bankers Association LIBOR rate on the day of such auction. The dividend rates of Series B Shares ranged from 1.458% to 1.581% during the six months ended June 30, 2010. The dividend rates of Series C Shares ranged from 1.458% to 1.583% during the six months ended June 30, 2010. Existing shareholders may submit an order to hold, bid, or sell such shares on each auction date. Series B and C Shares shareholders may also trade their shares in the secondary market. The Fund, at its option, may redeem the Series B and C Shares in whole or in part at the redemption price at any time. There were no redemptions of Series B and C Shares during the six months ended June 30, 2010. At June 30, 2010, 3,600 and 4,320 shares of the Series B and C Shares were outstanding with an annualized dividend rate of 1.578% and 1.579% per share and accrued dividends amounted to \$3,945 and \$28,404, respectively.

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

On November 3, 2005, the Fund received net proceeds of \$62,617,239 (after underwriting discounts of \$2,047,500 and offering expenses of \$335,261) from the public offering of 2,600,000 shares of 6.000% Series D Cumulative Preferred Shares. Commencing November 3, 2010 and thereafter, the Fund, at its option, may redeem the 6.000% Series D Cumulative Preferred Shares in whole or in part at the redemption price at any time. The Board has authorized the repurchase of Series D Cumulative Preferred Shares in the open market at prices less than the \$25 liquidation value per share. During the six months ended June 30, 2010 the Fund did not repurchase any shares of 6.00% Series D Cumulative Preferred Shares. At June 30, 2010, 2,542,296 shares of 6.000% Series D Cumulative Preferred Shares were outstanding and accrued dividends amounted to \$31,779.

On November 3, 2005, the Fund received net proceeds of \$133,379,387 (after underwriting discounts of \$1,350,000 and offering expenses of \$270,613) from the public offering of 5,400 shares of Series E Auction Rate Cumulative Preferred Shares (Series E Shares). The dividend rate, as set by the auction process, which is generally held every seven days, is expected to vary with short-term interest rates. Since February 2008 the number of Series E Shares subject to bid orders by potential holders has been less than the number of Series E Shares subject to sell orders. Therefore the weekly auctions have failed, and the dividend rate since then has been the maximum rate. Holders that have submitted sell orders have not been able to sell any or all of the Series E Shares for which they have submitted sell orders. The current maximum rate is 150 basis points greater than the seven day Telerate/British Bankers Association LIBOR rate on the day of such auction. The dividend rates of Series E Shares ranged from 1.708% to 1.831% during the year ended December 31, 2009. Existing shareholders may submit an order to hold, bid, or sell such shares on each auction date. Shareholders of the Series E Shares may also trade their shares in the secondary market. The Fund, at its option, may redeem the Series E Shares in whole or in part at the redemption price at any time. There were no redemptions of Series E Shares during the six months ended June 30, 2010. At June 30, 2010, 4,860 Series E Shares were outstanding with an annualized dividend rate of 1.829% and accrued dividends amounted to \$43,210.

The holders of Cumulative Preferred Shares generally are entitled to one vote per share held on each matter submitted to a vote of shareholders of the Fund and will vote together with holders of common shares as a single class. The holders of Cumulative Preferred Shares voting together as a single class also have the right currently to elect two Trustees and under certain circumstances are entitled to elect a majority of the Board of Trustees. In addition, the affirmative vote of a majority of the votes entitled to be cast by holders of all outstanding shares of the Preferred Shares, voting as a single class, will be required to approve any plan of reorganization adversely affecting the Preferred Shares, and the approval of two-thirds of each class, voting separately, of the Fund's outstanding voting stock must approve the conversion of the Fund from a closed-end to an open-end investment company. The approval of a majority (as defined in the 1940 Act) of the outstanding Preferred Shares and a majority (as defined in the 1940 Act) of the Fund's outstanding voting securities are required to approve certain other actions, including changes in the Fund's investment objectives or fundamental investment policies.

6. Transactions in Securities of Affiliated Issuers. The 1940 Act defines affiliated issuers as those in which the Fund's holdings of an issuer represent 5% or more of the outstanding voting securities of the issuer. A summary of the Fund's transactions in the securities of affiliated issuer during the six months ended June 30, 2010 is set forth below:

| | Beginning Shares | Shares Sold | Ending Shares | Net Change in Unrealized Depreciation | Realized Loss | Value at June 30, 2010 | Percent Owned of Shares Outstanding |
|-----------------|---------------------|----------------|------------------|--|------------------|------------------------------|---|
| Trans-Lux Corp. | 200,000 | (50,000) | 150,000 | \$(13,531) | \$(331,148) | \$91,500 | 6.14% |

THE GABELLI DIVIDEND & INCOME TRUST
NOTES TO FINANCIAL STATEMENTS (Continued) (Unaudited)

7. Indemnifications. The Fund enters into contracts that contain a variety of indemnifications. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these contracts. Management has reviewed the Fund's existing contracts and expects the risk of loss to be remote.

8. Other Matters. On April 24, 2008, the Investment Adviser entered into a settlement with the SEC to resolve an inquiry regarding prior frequent trading activity in shares of the GAMCO Global Growth Fund (the "Global Growth Fund") by one investor who was banned from the Global Growth Fund in August 2002. In an administrative order that was entered in connection with the settlement, the SEC found that the Investment Adviser had willfully violated Section 206(2) of the Investment Advisers Act of 1940, Section 17(d) of the 1940 Act and Rule 17d-1 thereunder, and had willfully aided and abetted and caused violations of Section 12(d)(1)(B)(i) of the 1940 Act. Under the terms of the settlement, the Investment Adviser, while neither admitting nor denying the SEC's findings and allegations, paid \$16 million (which included a \$5 million civil monetary penalty), approximately \$12.8 million of which is in the process of being paid to shareholders of the Global Growth Fund in accordance with a plan developed by an independent distribution consultant and approved by the independent directors of the Global Growth Fund and acceptable to the staff of the SEC, and agreed to cease and desist from future violations of the above referenced federal securities laws. The SEC's order also noted the cooperation that the Investment Adviser gave the staff of the SEC. The settlement will not have a material adverse impact on the Investment Adviser or its ability to fulfill its obligations under the Investment Advisory Agreement. On the same day, the SEC filed a civil action against the Executive Vice President and Chief Operating Officer of the Investment Adviser, alleging violations of certain federal securities laws arising from the same matter. The officer is also an officer of the Fund, the Global Growth Fund, and other funds in the Gabelli/GAMCO fund complex. The officer denied the allegations and is continuing in his positions with the Investment Adviser and the funds. The court dismissed certain claims, finding that the SEC was not entitled to pursue various remedies against the officer while leaving one remedy in the event the SEC were able to prove violations of law. The court, in response to a motion by the SEC, subsequently dismissed the remaining remedy without prejudice against the officer, which would allow the SEC to appeal the court's rulings. The Investment Adviser currently expects that any resolution of the action against the officer will not have a material adverse impact on the Investment Adviser or its ability to fulfill its obligations under the Investment Advisory Agreement.

9. Subsequent Events. Management has evaluated the impact on the Fund of all subsequent events occurring through the date the financial statements were issued and has determined that there were no subsequent events requiring recognition or disclosure in the financial statements.

Certifications

The Fund's Chief Executive Officer has certified to the New York Stock Exchange ("NYSE") that, as of June 30, 2010, he was not aware of any violation by the Fund of applicable NYSE corporate governance listing standards. The Fund reports to the SEC on Form N-CSR which contains certifications by the Fund's principal executive officer and principal financial officer that relate to the Fund's disclosure in such reports and that are required by Rule 30a-2(a) under the 1940 Act.

**THE GABELLI DIVIDEND & INCOME TRUST
AND YOUR PERSONAL PRIVACY**

Who are we?

The Gabelli Dividend & Income Trust (the Fund) is a closed-end management investment company registered with the Securities and Exchange Commission under the Investment Company Act of 1940. We are managed by Gabelli Funds, LLC, which is affiliated with GAMCO Investors, Inc. GAMCO Investors, Inc. is a publicly held company that has subsidiaries that provide investment advisory or brokerage services for a variety of clients.

What kind of non-public information do we collect about you if you become a shareholder?

When you purchase shares of the Fund on the New York Stock Exchange, you have the option of registering directly with our transfer agent in order, for example, to participate in our dividend reinvestment plan.

Information you give us on your application form. This could include your name, address, telephone number, social security number, bank account number, and other information.

Information about your transactions with us. This would include information about the shares that you buy or sell; it may also include information about whether you sell or exercise rights that we have issued from time to time. If we hire someone else to provide services like a transfer agent we will also have information about the transactions that you conduct through them.

What information do we disclose and to whom do we disclose it?

We do not disclose any non-public personal information about our customers or former customers to anyone other than our affiliates, our service providers who need to know such information, and as otherwise permitted by law. If you want to find out what the law permits, you can read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its website, www.sec.gov.

What do we do to protect your personal information?

We restrict access to non-public personal information about you to the people who need to know that information in order to provide services to you or the Fund and to ensure that we are complying with the laws governing the securities business. We maintain physical, electronic, and procedural safeguards to keep your personal information confidential.

TRUSTEES AND OFFICERS
THE GABELLI DIVIDEND & INCOME TRUST
One Corporate Center, Rye, NY 10580-1422

Trustees

Mario J. Gabelli, CFA
Chairman & Chief Executive Officer,
GAMCO Investors, Inc.

Anthony J. Colavita
President,
Anthony J. Colavita, P.C.

James P. Conn
Former Managing Director &
Chief Investment Officer,
Financial Security Assurance Holdings Ltd.

Mario d Urso
Former Italian Senator

Frank J. Fahrenkopf, Jr.
President & Chief Executive Officer,
American Gaming Association

Michael J. Melarkey
Attorney-at-Law,
Avansino, Melarkey, Knobel & Mulligan

Salvatore M. Salibello
Certified Public Accountant,
Salibello & Broder, LLP

Edward T. Tokar
Senior Managing Director,
Beacon Trust Company

Anthonie C. van Ekris
Chairman, BALMAC International, Inc.

Salvatore J. Zizza
Chairman, Zizza & Co., Ltd.

Officers*

Bruce N. Alpert
President & Acting Treasurer

Carter W. Austin
Vice President

Peter D. Goldstein
Chief Compliance Officer & Acting Secretary

Investment Adviser

Gabelli Funds, LLC
 One Corporate Center
 Rye, New York 10580-1422

Custodian

State Street Bank and Trust Company

Counsel

Skadden, Arps, Slate, Meagher & Flom LLP

Transfer Agent and Registrar

Computershare Trust Company, N.A.

Stock Exchange Listing

| | | | |
|---------------------|------------|-----------|-----------|
| | | 5.875% | 6.00% |
| | Common | Preferred | Preferred |
| NYSE Symbol: | GDV | GDV PrA | GDV PrD |
| Shares Outstanding: | 83,170,137 | 3,048,019 | 2,542,296 |

* Agnes Mullady,
 Treasurer and
 Secretary, is on
 a leave of
 absence.

The Net Asset Value per share appears in the Publicly Traded Funds column, under the heading General Equity Funds, in Monday's The Wall Street Journal. It is also listed in Barron's Mutual Funds/Closed End Funds section under the heading General Equity Funds.

The Net Asset Value per share may be obtained each day by calling (914) 921-5070 or visiting www.gabelli.com. For general information about the Gabelli Funds, call **800-GABELLI** (800-422-3554), fax us at 914-921-5118, visit Gabelli Funds Internet homepage at: www.gabelli.com, or e-mail us at: closedend@gabelli.com

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund may, from time to time, purchase its common shares in the open market when the Fund's shares are trading at a discount of 7.5% or more from the net asset value of the shares. The Fund may also, from time to time, purchase its preferred shares in the open market when the preferred shares are trading at a discount to the liquidation value.

**THE GABELLI DIVIDEND & INCOME TRUST One Corporate Center Rye, NY 10580-1422
(914) 921-5070 www.gabelli.com Semi Annual Report June 30, 2010**

Item 2. Code of Ethics.

Not applicable.

Item 3. Audit Committee Financial Expert.

Not applicable.

Item 4. Principal Accountant Fees and Services.

Not applicable.

Item 5. Audit Committee of Listed registrants.

Not applicable.

Item 6. Investments.

(a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the report to shareholders filed under Item 1 of this form.

(b) Not applicable.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not applicable.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.

There has been no change, as of the date of this filing, in any of the portfolio managers identified in response to paragraph (a)(1) of this Item in the registrant's most recently filed annual report on Form N-CSRS.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

REGISTRANT PURCHASES OF EQUITY SECURITIES

| Period | (a) Total Number of Shares (or Units) Purchased | | (b) Average Price Paid per Share (or Unit) | | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs | |
|---|---|---------|--|-----------|---|---------|---|----------------------|
| | Common | N/A | Common | N/A | Common | N/A | Common | |
| Month #1 01/01/10 through 01/31/10 | Common | N/A | Common | N/A | Common | N/A | Common | 83,468,637 |
| | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | 3,048,019 |
| | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | 2,542,296 |
| Month #2 02/01/10 through 02/28/10 | Common | 10,000 | Common | \$12.9735 | Common | 10,000 | Common | 83,468,637 |
| | | | | | | | | 10,000 = 83,458,637 |
| | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | 3,048,019 |
| | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | 2,542,296 |
| Month #3 03/01/10 through 03/31/10 | Common | 163,400 | Common | \$13.5268 | Common | 163,400 | Common | 83,458,637 |
| | | | | | | | | 163,400 = 83,295,237 |
| | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | 3,048,019 |
| | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | 2,542,296 |
| Month #4 04/01/10 through 04/30/10 | Common | 113,100 | Common | \$14.1406 | Common | 113,100 | Common | 83,295,237 |
| | | | | | | | | 113,100 = 83,182,137 |
| | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | 3,048,019 |
| | | | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | 2,542,296 |

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Preferred Series D
N/A

| | | | | | | | | |
|------------------|--------------------|-----|--------------------|-----|--------------------|-----|--------------------|------------|
| Month #5 | Common | N/A | Common | N/A | Common | N/A | Common | 83,182,137 |
| through 05/01/10 | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | 3,048,019 |
| 05/31/10 | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | 2,542,296 |

| Period | (a) Total Number of Shares (or Units) Purchased | | (b) Average Price Paid per Share (or Unit) | | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs | |
|---|---|---------|--|-----------|---|---------|---|------------|
| | Common | 12,000 | Common | \$12.8150 | Common | 12,000 | Common | 83,182,137 |
| Month #6 06/01/10 through 06/30/10 | Common | 12,000 | Common | \$12.8150 | Common | 12,000 | Common | 83,182,137 |
| | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | 3,048,019 |
| | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | 2,542,296 |
| Total | Common | 298,500 | Common | \$13.7189 | Common | 298,500 | N/A | |
| | Preferred Series A | N/A | Preferred Series A | N/A | Preferred Series A | N/A | | |
| | Preferred Series D | N/A | Preferred Series D | N/A | Preferred Series D | N/A | | |

Footnote columns (c) and (d) of the table, by disclosing the following information in the aggregate for all plans or programs publicly announced:

- The date each plan or program was announced The notice of the potential repurchase of common and preferred shares occurs quarterly in the Fund s quarterly report in accordance with Section 23(c) of the Investment Company Act of 1940, as amended.
- The dollar amount (or share or unit amount) approved Any or all common shares outstanding may be repurchased when the Fund s common shares are trading at a discount of 7.5% or more from the net asset value of the shares.

Any or all preferred shares outstanding may be repurchased when the Fund s preferred shares are trading at a discount to the liquidation value of \$25.00.
- The expiration date (if any) of each plan or program The Fund s repurchase plans are ongoing.
- Each plan or program that has expired during the period covered by the table The Fund s repurchase plans are ongoing.
- Each plan or program the registrant has determined to terminate prior to expiration, or under which the registrant does not intend to make further purchases. The Fund s repurchase plans are ongoing.

Item 10. Submission of Matters to a Vote of Security Holders.

On January 15, 2010, the Board of Trustees of The Gabelli Dividend & Income Trust (the Fund) approved and adopted an amendment (the Amendment) to the By-Laws of the Fund. The Amendment was effective as of January 15, 2010. The Amendment sets forth the processes and procedures that shareholders of the Fund must follow, and specifies additional information that shareholders of the Fund must provide, when proposing trustee nominations at any annual or special meeting of shareholders or other business to be considered at an annual meeting of

shareholders.

Item 11. Controls and Procedures.

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b))
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and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).

- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits.

- (a)(1) Not applicable.
 - (a)(2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.
 - (a)(3) Not applicable.
 - (b) Certifications pursuant to Rule 30a-2(b) under the 1940 Act and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant) The Gabelli Dividend & Income Trust

By (Signature /s/ Bruce N. Alpert
and Title)*
Bruce N. Alpert, Principal Executive Officer

Date 9/1/10

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature /s/ Bruce N. Alpert
and Title)*
Bruce N. Alpert, Principal Executive Officer & Principal
Financial Officer

Date 9/1/10

* Print the name
 and title of each
 signing officer
 under his or her
 signature.