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8/11/06

CONFIDENTIAL TREATMENT

NON-PUBLIC

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2005

Check here if Amendment [] : Amendment Number: _____

This Amendment (Check only one.) : [] is a restatement.

[] adds new holdings
entries.

Institutional Investment Manager Filing this Report:

Name: Davidson Kempner Capital Management LLCAddress: 885 Third Avenue, Suite 3300
New York, NY. 10022Form 13F File Number: 28-4666

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

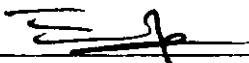
Name: Timothy I. LevartTitle: Chief Operating OfficerPhone: 212-446-4020

PROCESSED

E JAN 11 2007

THOMSON
FINANCIAL

Signature, Place, and Date of Signing:


[Signature]

NY , NY

[City, State]

2/14/06

[Date]

Report Type {Check only one.} :

[X] 13 F HOLDINGS REPORT. {Check here if all holdings of this reporting manager are reported in this report.}

[] 13F NOTICE. {Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager (s).}



CONFIDENTIAL TREATMENT

Form 13 F SUMMARY PAGE

Report Summary:

Number of Other Included Managers 0

Form 13 F Information Table Entry Total: 11

Form 13 F Information Table Value Total: \$593,174
(thousands)

List of Other Included Managers:

Provide a numbered list of the name (s) and Form 13 F file number (s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

{If there are no entries in this list, state "NONE" and omit the column headings and list entries.}

Form 13 F File Number	Name
28 _____	_____
[Repeat as necessary.]	

CONFIDENTIAL TREATMENT

☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager (s).)

List of Other Managers Reporting for this Manager:
[If there are no entries in this list, omit this section.]

Form 13F File Number Name

28- _____
[Repeat as necessary]

CONFIDENTIAL TREATMENT REQUESTED
 FORM 13F INFORMATION TABLE
 REPORT DATE: 12/31/2005
 REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	CUSIP	Value * \$1000.00	Shares/ PRN Amount	SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Sole	Shared	Voting Authority None
INAMED CORP	CS	453235103	21,920.00	250,000.00	SH		SOLE		250,000.00		
RENAL CARE GROUP INC	CS	759930100	100,415.48	2,122,500.00	SH		SOLE		2,122,500.00		
SCIENTIFIC-ATLANTA INC	CS	808655104	66,452.70	1,542,900.00	SH		SOLE		1,542,900.00		
TELEWEST GLOBAL INC	CS	87956T107	41,579.98	1,749,263.00	SH		SOLE		1,749,263.00		
WESTCORP	CS	957907108	24,718.97	371,100.00	SH		SOLE		371,100.00		
			255,087.13								

CONFIDENTIAL TREATMENT REQUESTED
 FORM 13F INFORMATION TABLE
 REPORT DATE: 12/31/2005
 REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	CUSIP	Value		Shares/ PRN Amount	SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Voting Authority	
			* \$1000.00							Sole	Shared None
ALBERTSON INC	CS	013104104	3,629.50		170,000.00	SH		SOLE		170,000.00	
BURLINGTON RESOURCES	CS	122014103	61,081.32		708,600.00	SH		SOLE		708,600.00	
GUIDANT	CS	401698105	219,748.55		3,393,800.00	SH		SOLE		3,393,800.00	
INDEPENDENCE COMMUNITY BANK	CS	453414104	34,670.25		873,306.00	SH		SOLE		873,306.00	
PANAMSAT HOLDING CORP	CS	69831Y105	9,819.60		400,800.00	SH		SOLE		400,800.00	
			328,949.22								

CONFIDENTIAL TREATMENT REQUESTED
 FORM 13F INFORMATION TABLE
 REPORT DATE: 12/31/2005
 REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	CUSIP	Value		Shares/ PRN Amount		SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Voting Authority	
			* \$1000.00		PRN	Amount					Sole	Shared
MAXTOR CORP	CS	577729205	9,137.20		1,316,600.00		SH		SOLE		1,310,100.00	