

NON-PUBLIC

CONFIDENTIAL TREATMENT

13FCUNP 5/8/08

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

Form 13F

Form 13F COVER PAGE



Report for the Calendar Year or Quarter Ended: September 30, 2007

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 LLC
Address: 65 East 55th Street, 19th Floor
New York, NY. 10022



Form 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. Levart
Title: Chief Operating Officer
Phone: 212-446-4020

CONFIDENTIAL TREATMENT EXPIRED

Signature, Place, and Date of Signing:

[Signature] NY, NY 10/31/07
[City, State] [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).}

PROCESSED
SEP 09 2008
THOMSON REUTERS

Form 13 F SUMMARY PAGE

Report Summary:

Number of Other Included Managers 0

Form 13 F Information Table Entry Total: 6

Form 13 F Information Table Value Total: \$ 926,769
(thousands)

List of Other Included Managers: NONE

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.}

[] 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).)

**CONFIDENTIAL TREATMENT REQUESTED
FORM 13F INFORMATION TABLE
REPORT DATE: 9/30/2007**

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	Voting Authority	
									Sole	Shared None
CLEAR CHANNEL COMMUNICATIONS	CS	184502102	334,689.12	8,939,346.00	SH		SOLE		8,939,346.00	
CHECKFREE CORP	CS	162813109	35,197.45	756,609.00	SH		SOLE		756,609.00	
HARRAH'S ENTERTAINMENT	CS	413619107	98,314.18	1,130,958.00	SH		SOLE		1,130,958.00	
INTL SECURITIES EXCHANEG HOL	CS	46031W204	171,047.25	2,573,300.00	SH		SOLE		2,573,300.00	
SLM Corp	CS	78442P106	207,246.24	4,172,463.00	SH		SOLE		4,172,463.00	
			846,494.24							

CONFIDENTIAL TREATMENT REQUESTED UNTIL FEBRUARY 14, 2008

CONFIDENTIAL TREATMENT REQUESTED
 FORM 13F INFORMATION TABLE
 REPORT DATE: 9/30/2007
 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	Voting Authority				
									Sole	Shared	None		
Kyphon Inc	CS	501577100	80,275.10	1,146,951.00	SH		SOLE				1,146,951.00		

CONFIDENTIAL TREATMENT REQUESTED UNTIL MAY 15, 2008

END