

NON-PUBLIC

13FCOMP 8/13/10

CONFIDENTIAL TREATMENT

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, 2009

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 55<sup>th</sup> Street, 19<sup>th</sup> 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

Signature, Place, and Date of Signing:

[Signature]

NY , NY  
[ City, State]

02/12/10  
[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 EXPIRED

RECEIVED  
FEB 16 2010  
OFFICE OF THE SECRETARY

**CONFIDENTIAL TREATMENT**

**Form 13 F SUMMARY PAGE**

**Report Summary:**

Number of Other Included Managers                   0                  

Form 13 F Information Table Entry Total:                   4                  

Form 13 F Information Table Value Total:           \$397,246            
(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: 12/31/2009**

**REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC**

Issuer	Title of Class	CUSIP	Value	Shares/	SH/	PUT/ CALL	Investment Discretion	Other Managers	Voting Authority		
			* \$1000.00	PRN Amount	PRN				Sole	Shared	None
BJ SERVICES CO	CS	055482103	58,465	3,143,300	SH		SOLE		3,143,300		
PEPSI BOTTLING GROUP	CS	713409100	203,603	5,429,416	SH		SOLE		5,429,416		
			262,068								

**CONFIDENTIAL TREATMENT REQUESTED UNTIL MAY 15, 2010**

**CONFIDENTIAL TREATMENT REQUESTED**

**FORM 13F INFORMATION TABLE**

**REPORT DATE: 12/31/2009**

**REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC**

<b>Issuer</b>	<b>Title of Class</b>	<b>CUSIP</b>	<b>Value</b>	<b>Shares/</b>	<b>SH/</b>	<b>PUT/</b>	<b>Investment</b>	<b>Other</b>	<b>Voting Authority</b>		
			<b>* \$1000.00</b>	<b>PRN Amount</b>	<b>PRN</b>	<b>CALL</b>	<b>Discretion</b>	<b>Managers</b>	<b>Sole</b>	<b>Shared</b>	<b>None</b>
XTO ENERGY INC	CS	98385X106	112,382	2,415,250	SH		SOLE		2,415,250		
3COM CORPORATION	CS	885535104	22,796	3,093,454	SH		SOLE		3,093,454		
			135,178								

**CONFIDENTIAL TREATMENT REQUESTED UNTIL AUGUST 14, 2010**