

13FCON P 2/9/2010

NON-PUBLIC

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

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR QUARTER ENDED JUNE 30, 2007

Check here if Amendment

This Amendment (check only one)

is a restatement

adds new holdings entries



10001040

Institutional Investment Manager Filing this Report:

CONFIDENTIAL TREATMENT DENIED

Name: Wynnefield Capital Management, LLC

Address: 450 Seventh Avenue – Suite 509, New York, New York 10123

Form 13F File Number: 28-7006

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: Stephen J. Nelson

Title: Attorney-In-Fact for Joshua H. Landes, Member, General Partner of Wynnefield Capital, Inc.

Phone: (914) 220-1910 for Stephen J. Nelson or (212) 760-0814 for Joshua H. Landes

Signature, Place, and Date of Signing

Wynnefield Capital Management LLC

By: Mr. Joshua H. Landes, Member

By:

Stephen J. Nelson
White Plains, New York
August 13, 2007

Report Type (Check only one):

13F 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).)

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).)

**FORM 13F Summary Page
Report Summary:**

Number of Other Managers: 1
Form 13F Information Table Entry Total: 68
Form 13F Information Table Value Total: \$313,943,000

List of Other Included Managers:

<u>No.</u>	<u>Name</u>	<u>Form 13F File Number</u>
1	Wynnefield Capital, Inc.	28-7006

FORM 13F INFORMATION TABLE

Name of Reporting Manager: WYNNEFIELD CAPITAL MANAGEMENT, LLC
 Name of Manager No. 1: WYNNEFIELD CAPITAL, INC.

(SEC USE ONLY)

1 119
 2 5 6 but report
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 4 11 15 but report
 65 ASK FOR 65

Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:	Column 8:	
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (in thousands)	Shares or Principal Amount	SH/PRN Put/Call	Investment discretion	Other Managers	Voting Authority
								Sole Shared None
Acme Communication Inc.	COM	004631107	13,168	2,633,637	SH	OTHER	Filer + No. 1	Sole 2,633,637
Allied Defense Group Inc.	COM	019118108	4,023	523,205	SH	OTHER	Filer + No. 1	523,205
Avalon Holdings Corp.	CL A	05343P109	116	11,700	SH	OTHER	Filer + No. 1	11,700
Bexil Corp.	COM	088577101	460	13,900	SH	OTHER	Filer + No. 1	13,900
Breeze Eastern Corp.	COM	106764103	18,723	1,300,190	SH	OTHER	Filer + No. 1	1,300,190
Cagles Inc.	CL A	127703106	1,713	217,400	SH	OTHER	Filer + No. 1	217,400
Cal Maine Foods, Inc.	COM NEW	128030202	3,931	240,000	SH	OTHER	Filer + No. 1	240,000
Canadian Superior Energy Inc.	COM	136644101	367	110,900	SH	OTHER	Filer + No. 1	110,900
Capstead Manufacturing Corp.	COM	14067E506	146	15,000	SH	OTHER	Filer + No. 1	15,000
Commercial Vehicle Group Inc.	COM	202608105	5,336	286,717	SH	OTHER	Filer + No. 1	286,717
Community Banks, Inc. Millersburg	COM	203628102	233	7,217	SH	OTHER	Filer + No. 1	7,217
Cornell Companies Inc.	COM	219141108	61,211	2,492,290	SH	OTHER	Filer + No. 1	2,492,290
Cronos Group S A	SHS	L20708100	5,502	348,222	SH	OTHER	Filer + No. 1	348,222
Devcon Intl Corp	COM	251588109	243	75,000	SH	OTHER	Filer + No. 1	75,000
Encorium Group Inc.	COM	29257R109	437	149,165	SH	OTHER	Filer + No. 1	149,165
First Aviation Services Inc.	COM	31865W108	5,413	2,122,634	SH	OTHER	Filer + No. 1	2,122,634
G-III Apparel Group, LTD.	COM	36237H101	2,334	147,834	SH	OTHER	Filer + No. 1	147,834
Gold Fields Ltd. NEW	SPONSORED ADR	38059T106	1,099	70,000	SH	OTHER	Filer + No. 1	70,000
Goldcorp Inc. NEW	COM	380956409	2,142	90,000	SH	OTHER	Filer + No. 1	90,000
Golden Enterprises Inc.	COM	381010107	49	16,200	SH	OTHER	Filer + No. 1	16,200
Goldleaf Financial Solutions	COM NEW	38144H208	2,874	532,304	SH	OTHER	Filer + No. 1	532,304
Gold Reserve, Inc.	CL A	38068N108	140	25,000	SH	OTHER	Filer + No. 1	25,000
TOTAL			129,000	11,428,515				

Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:	Column 8:				
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (in thousands)	Shares or Principal Amount	SH/PRN	Put/Call	Investment discretion	Other Managers	Voting Authority		
4 Halozyme Therapeutics Inc.	COM	40637H109	9	1,000	SH	Put	OTHER	Filer + No. 1	Sole 1,000	Shared	None
4 Halozyme Therapeutics Inc.	COM	40637H109	9,230	1,000,000	SH		OTHER	Filer + No. 1	1,000,000		
1 Hill International Inc.	COM	431466101	737	99,900	SH		OTHER	Filer + No. 1	99,900		
1 I-Many Inc	COM	44973Q103	273	100,000	SH		OTHER	Filer + No. 1	100,000		
1 Imergent, Inc.	COM	45247Q100	2,446	100,000	SH		OTHER	Filer + No. 1	100,000		
2 Internet Commerce Corp.	CL A	46059F109	2,992	901,100	SH		OTHER	Filer + No. 1	901,100		
4 KMG Chemicals Inc.	COM	482564101	3,490	132,100	SH		OTHER	Filer + No. 1	132,100		
1 The Lamson & Sessions Co.	COM	513696104	1,331	50,100	SH		OTHER	Filer + No. 1	50,100		
4 Landec Corp.	COM	514766104	12,047	898,996	SH		OTHER	Filer + No. 1	898,996		
4 Langer Inc.	COM	515707107	207	38,900	SH		OTHER	Filer + No. 1	38,900		
1 Layne Christensen Co.	COM	521050104	21,483	524,880	SH		OTHER	Filer + No. 1	524,880		
1 Liberty Global Inc.	COM SER A	530555101	492	11,995	SH		OTHER	Filer + No. 1	11,995		
1 Liberty Global Inc.	COM SER C	530555309	478	12,165	SH		OTHER	Filer + No. 1	12,165		
1 Life Sciences Research, Inc.	COM	532169109	9,728	625,586	SH		OTHER	Filer + No. 1	625,586		
1 Magellan Health Services, Inc.	COM NEW	559079207	3,714	80,000	SH		OTHER	Filer + No. 1	80,000		
4 2 Mind CTI Ltd.	ORD	M70240102	1,334	478,300	SH		OTHER	Filer + No. 1	478,300		
1 Mountain Province Diamonds Inc.	COM NEW	62426E402	249	50,000	SH		OTHER	Filer + No. 1	50,000		
4 2 Movie Star Inc.	COM	624591103	252	100,000	SH		OTHER	Filer + No. 1	100,000		
1 MVC Capital Inc.	COM	553829102	25,064	1,332,500	SH		OTHER	Filer + No. 1	1,332,500		
1 Napco Security Systems Inc.	COM	630402105	272	43,398	SH		OTHER	Filer + No. 1	43,398		
1 Neomagic Corp.	COM NEW	640497202	101	30,000	SH		OTHER	Filer + No. 1	30,000		
1 Nevada Gold & Casinos Inc.	COM	64126Q206	2,566	1,276,390	SH		OTHER	Filer + No. 1	1,276,390		
1 Nevsun Resources Ltd	COM	64156L101	63	25,000	SH		OTHER	Filer + No. 1	25,000		
1 Newcastle Investment Corp	COM	65105M108	251	10,000	SH		OTHER	Filer + No. 1	10,000		
2 4 Nobel Learning Communities Inc.	COM	654889104	15,861	1,086,400	SH		OTHER	Filer + No. 1	1,086,400		
TOTAL			114,675	9,008,710							

Column 1:	Column 2:	Column 3:	Column 4:	Column 5:	Column 6:	Column 7:	Column 8:				
Name of Issuer	Title of Class	CUSIP Number	Fair Market Value (in thousands)	Shares or Principal Amount	SH/PRN	Put/Call	Investment discretion	Other Managers	Voting Authority		
									Sole	Shared	None
Petrohawk Energy Corp.	COM	716495106	6,820	430,000	SH		OTHER	Filer + No. 1	430,000		
Polymet Mining Corp.	COM	731916102	150	40,870	SH		OTHER	Filer + No. 1	40,870		
Princeton Review Inc.	COM	742352107	3,931	825,800	SH		OTHER	Filer + No. 1	825,800		
Prospect Medical Holdings Inc.	CL A	743494106	2,380	413,900	SH		OTHER	Filer + No. 1	413,900		
Rand Logistics, Inc.	COM	752182105	1,472	229,924	SH		OTHER	Filer + No. 1	229,924		
Rosetta Resources Inc.	COM	777779307	489	22,700	SH		OTHER	Filer + No. 1	22,700		
Rotech Healthcare Inc.	COM	778669101	1,856	1,750,490	SH		OTHER	Filer + No. 1	1,750,490		
Sequa Corporation	CL A	817320104	35,090	313,300	SH		OTHER	Filer + No. 1	313,300		
Sequa Corporation	CL B	817320203	3,225	28,500	SH		OTHER	Filer + No. 1	28,500		
Sirva Inc.	COM	82967Y104	99	50,000	SH		OTHER	Filer + No. 1	50,000		
Summer Infant, Inc.	COM	865646103	206	40,000	SH		OTHER	Filer + No. 1	40,000		
Summer Infant, Inc.	*W EXP 04/20/2000	865646111	505	732,000	SH		OTHER	Filer + No. 1	732,000		
Teamstaff Inc.	COM NEW	87815U204	1,799	2,020,990	SH		OTHER	Filer + No. 1	2,020,990		
Techteam Global Inc.	COM	878311109	5,222	437,000	SH		OTHER	Filer + No. 1	437,000		
Terra Industries Inc.	COM	880915103	2,974	117,000	SH		OTHER	Filer + No. 1	117,000		
Toreador Resources Corporation	COM	891050106	375	25,000	SH		OTHER	Filer + No. 1	25,000		
Unifi Inc.	COM	904677101	367	140,000	SH		OTHER	Filer + No. 1	140,000		
W&T Offshore Inc.	COM	92922P106	210	7,500	SH		OTHER	Filer + No. 1	7,500		
White Electronic Designs Corp.	COM	963801105	2,760	476,720	SH		OTHER	Filer + No. 1	476,720		
Wilshire Enterprises Inc.	COM	971889100	82	15,000	SH		OTHER	Filer + No. 1	15,000		
Winthrop Realty Trust	SH BEN INT	976391102	256	36,991	SH		OTHER	Filer + No. 1	36,991		
TOTAL			<u>70,268</u>	<u>8,153,685</u>							
GRAND TOTAL			<u>313,943</u>	<u>28,590,910</u>							

NON-PUBLIC (SEC RESTRICTED)

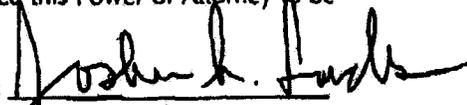
POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Beth N. Lowson and Joseph D. Zargari, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, Suite 712, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of February, 2007.

By:


Joshua H. Landes