

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

13F CONP 2/9/2010

NON-PUBLIC

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR QUARTER ENDED SEPTEMBER 30, 2008

Check here if Amendment

This Amendment (check only one)

is a restatement

adds new holdings entries



Institutional Investment Manager Filing this Report:

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

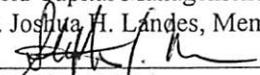
Title: Attorney-In-Fact for Joshua H. Landes, Member, General Partner of Wynnefield Capital, Inc.

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
November 13, 2008

CONFIDENTIAL TREATMENT DENIED

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).)

10001047

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

Number of Other Managers: 1
Form 13F Information Table Entry Total: 50
Form 13F Information Table Value Total: \$316,991,000

List of Other Included Managers:

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

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

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

(SEC USE ONLY)

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	2,717	2,859,626	SH		OTHER	Filer + No. 1	2,859,626		
Allied Defense Group Inc.	COM	019118108	3,192	523,205	SH		OTHER	Filer + No. 1	523,205		
Breeze Eastern Corp.	COM	106764103	13,249	1,261,790	SH		OTHER	Filer + No. 1	1,261,790		
Cagle's Inc.	CL A	127703106	1,013	244,200	SH		OTHER	Filer + No. 1	244,200		
Capital Properties Inc.	COM	140430109	228	10,000	SH		OTHER	Filer + No. 1	10,000		
Core Mark Holding Co. Inc.	COM	218681104	24,395	976,202	SH		OTHER	Filer + No. 1	976,202		
Cornell Companies Inc.	COM	219141108	68,442	2,518,109	SH		OTHER	Filer + No. 1	2,518,109		
Crown Crafts Inc.	COM	228309100	4,863	1,451,725	SH		OTHER	Filer + No. 1	1,451,725		
Dynergy Inc. Del.	CL A	26817G102	3,652	1,020,000	SH		OTHER	Filer + No. 1	1,020,000		
Easylink Services International, Corp.	CL A	277858106	6,456	1,962,400	SH		OTHER	Filer + No. 1	1,962,400		
Eurand NV	SHS	N31010106	12,170	670,141	SH		OTHER	Filer + No. 1	670,141		
Encorium Group Inc.	COM	29257R109	30	99,165	SH		OTHER	Filer + No. 1	99,165		
Federal Signal Corp.	COM	313855108	2,740	200,000	SH		OTHER	Filer + No. 1	200,000		
Fredericks Hollywood Group I	COM	35582T108	127	234,570	SH		OTHER	Filer + No. 1	234,570		
G-III Apparel Group, LTD.	COM	36237H101	9,310	497,600	SH		OTHER	Filer + No. 1	497,600		
Gentek Inc.	COM NEW	37245X203	1,114	43,326	SH		OTHER	Filer + No. 1	43,326		
Goldcorp Inc. NEW	COM	380956409	1,574	50,000	SH		OTHER	Filer + No. 1	50,000		
Golden Enterprises Inc.	COM	381010107	24	16,200	SH		OTHER	Filer + No. 1	16,200		
Halozyme Therapeutics Inc.	COM	40637H109	3,597	490,000	SH		OTHER	Filer + No. 1	490,000		

CONFIDENTIAL TREATMENT REQUESTED

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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
Highland Acquisition Corp.	UNIT 99/99/999	430880203	1,144	127,100	SH		OTHER	Filer + No. 1	127,100		
Hooper Holmes Inc.	COM	439104100	1,066	820,000	SH		OTHER	Filer + No. 1	820,000		
Landec Corp.	COM	514766104	11,170	1,363,913	SH		OTHER	Filer + No. 1	1,363,913		
Langer Inc.	COM	515707107	285	309,898	SH		OTHER	Filer + No. 1	309,898		
MIND C.T.I. Ltd.	ORD	M70240102	657	602,700	SH		OTHER	Filer + No. 1	602,700		
Motorcar Parts America Inc.	COM	620071100	2,495	413,000	SH		OTHER	Filer + No.1	413,000		
MVC Capital Inc.	COM	553829102	37,003	2,426,400	SH		OTHER	Filer + No. 1	2,426,400		
National Coal Corp.	COM NEW	632381208	3,409	651,742	SH		OTHER	Filer + No. 1	651,742		
Nevada Gold & Casinos Inc.	COM	64126Q206	1,488	1,709,792	SH		OTHER	Filer + No. 1	1,709,792		
Nobel Learning Communities Inc.	COM	654889104	19,896	1,271,292	SH		OTHER	Filer + No. 1	1,271,292		
Omega Protein Corp.	COM	68210P107	8,688	738,800	SH		OTHER	Filer + No. 1	738,800		
Outdoor Channel Holdings Inc.	COM NEW	690027206	1,746	198,400	SH		OTHER	Filer + No. 1	198,400		
PHC Inc. Mass.	CL A	693315103	262	110,000	SH		OTHER	Filer + No. 1	110,000		
Pet DRX Corp.	COM	715813101	3,476	1,342,054	SH		OTHER	Filer + No. 1	1,342,054		
Pet DRX Corp.	*W EXP 03/17/201	715813119	308	1,538,500	SH		OTHER	Filer + No. 1	1,538,500		
Pet DRX Corp.	UNIT 03/17/2010	715813200	20	10,000	SH		OTHER	Filer + No. 1	10,000		
Physicians Formula Holdings Inc.	COM	719427106	1,983	333,325	SH		OTHER	Filer + No. 1	333,325		
Pilgrims Pride Corp.	COM	721467108	747	300,100	SH		OTHER	Filer + No. 1	300,100		
Princeton Review Inc.	COM	742352107	5,560	694,968	SH		OTHER	Filer + No. 1	694,968		
Proshares TR	ULTSHR RU20000	74347R834	10,785	150,000	SH		OTHER	Filer + No. 1	150,000		

CONFIDENTIAL TREATMENT REQUESTED

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
Prospect Medical Holdings Inc.	CL A	743494106	1,559	623,700	SH		OTHER	Filer + No. 1	623,700		
Rand Logistics, Inc.	COM	752182105	1,810	358,424	SH		OTHER	Filer + No. 1	358,424		
Rosetta Resources Inc.	COM	777779307	11,842	645,000	SH		OTHER	Filer + No. 1	645,000		
Russ Berrie & Co.	COM	782233100	3,063	399,400	SH		OTHER	Filer + No. 1	399,400		
Summer Infant, Inc.	COM	865646103	8,340	1,878,465	SH		OTHER	Filer + No. 1	1,878,465		
Summer Infant, Inc.	*W EXP 04/20/2000	865646111	160	432,000	SH		OTHER	Filer + No. 1	432,000		
Teamstaff Inc.	COM PAR \$.001	87815U303	2,521	1,020,819	SH		OTHER	Filer + No. 1	1,020,819		
Techteam Global Inc.	COM	878311109	3,243	437,000	SH		OTHER	Filer + No. 1	437,000		
Tetra Technologies Inc. Del.	COM	88162F105	5,540	400,000	SH		OTHER	Filer + No. 1	400,000		
Unifi Inc.	COM	904677101	1,452	300,000	SH		OTHER	Filer + No. 1	300,000		
White Electronic Designs Corp.	COM	963801105	6,380	1,276,001	SH		OTHER	Filer + No. 1	1,276,001		
TOTAL			316,991	38,011,052							