

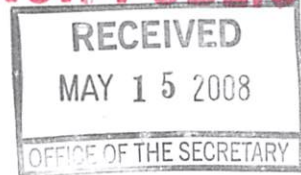
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NON-PUBLIC

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

FORM 13F COVER PAGE

REPORT FOR THE CALENDAR QUARTER ENDED MARCH 31, 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

CONFIDENTIAL TREATMENT DENIED

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

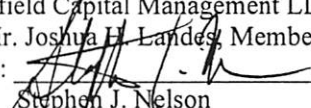
Title: Attorney-In-Fact for Joshua H. Landes, Member, General Partner of Wynnefield Capital, Inc.

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

May 14, 2008

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).)

10001048

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

Number of Other Managers: 1

Form 13F Information Table Entry Total: 79

Form 13F Information Table Value Total: \$200,937,000

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

(SEC USE ONLY)

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

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	3,668	1,816,053	SH		OTHER	Filer + No. 1	1,816,053		
Aircastle Ltd.	COM	G0129K104	113	10,000	SH		OTHER	Filer + No.1	10,000		
Alexco Resource Corp.	COM	01535P106	42	10,000	SH		OTHER	Filer + No. 1	10,000		
Allied Defense Group Inc.	COM	019118108	1,921	325,570	SH		OTHER	Filer + No. 1	325,570		
Angelica Corp.	COM	034663104	4,976	277,361	SH		OTHER	Filer + No. 1	277,361		
Avalon Holdings Corp.	CL A	05343P109	70	11,700	SH		OTHER	Filer + No. 1	11,700		
Biofuel Energy Corp.l	COM	09064Y109	92	20,000	SH		OTHER	Filer + No. 1	20,000		
Breeze Eastern Corp.	COM	106764103	9,153	839,685	SH		OTHER	Filer + No. 1	839,685		
Cagle's Inc.	CL A	127703106	1,078	175,300	SH		OTHER	Filer + No. 1	175,300		
Cal Maine Foods, Inc.	COM NEW	128030202	4,116	123,300	SH		OTHER	Filer + No. 1	123,300		
Canadian Superior Energy Inc.	COM	136644101	343	110,900	SH		OTHER	Filer + No. 1	110,900		
Capstead Mortgage Corp.	COM	14067E506	171	15,000	SH		OTHER	Filer + No. 1	15,000		
Commercial Vehicle Group, Inc.	COM	202608105	1,250	126,147	SH		OTHER	Filer + No. 1	126,147		
Core Mark Holding Co. Inc.	COM	218681104	15,260	530,980	SH		OTHER	Filer + No. 1	530,980		
Cornell Companies Inc.	COM	219141108	36,666	1,632,509	SH		OTHER	Filer + No. 1	1,632,509		
Corriente Resources, Inc.	COM NEW	22027E409	233	50,000	SH		OTHER	Filer _ No. 1	50,000		
Crown Crafts Inc.	COM	228309100	3,971	1,128,190	SH		OTHER	Filer + No. 1	1,128,190		
Devcon Intl Corp.	COM	251588109	181	75,000	SH		OTHER	Filer + No. 1	75,000		
Dynegy Inc. Del.	CL A	26817G102	4,582	580,700	SH		OTHER	Filer + No. 1	580,700		
Easylink Services International, Corp.	CL A	277858106	1,692	585,568	SH		OTHER	Filer + No. 1	585,568		

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
Encorium Group Inc.	COM	29257R109	307	157,675	SH		OTHER	Filer + No. 1	157,675		
Entertainment Dist. Co. Inc.	COM	29382J105	120	235,300	SH		OTHER	Filer + No. 1	235,300		
Eurand N V	SHS	N31010106	6,826	451,177	SH		OTHER	Filer + No. 1	451,177		
Federal Signal Corp.	COM	313855108	1,490	106,700	SH		OTHER	Filer + No. 1	106,700		
G-III Apparel Group, LTD.	COM	36237H101	2,224	165,697	SH		OTHER	Filer + No. 1	165,697		
Gerber Scientific Inc.	COM	373730100	546	61,400	SH		OTHER	Filer + No. 1	61,400		
Gold Fields Ltd. NEW	SPONSORED ADR	38059T106	716	51,800	SH		OTHER	Filer + No. 1	51,800		
Goldcorp Inc. NEW	COM	380956409	1,730	44,650	SH		OTHER	Filer + No. 1	44,650		
Golden Enterprises Inc.	COM	381010107	32	12,530	SH		OTHER	Filer + No. 1	12,530		
Goldleaf Financial Solutions	COM NEW	38144H208	59	27,431	SH		OTHER	Filer + No. 1	27,431		
Gold Reserve, Inc.	CL A	38068N108	115	25,000	SH		OTHER	Filer + No. 1	25,000		
Guaranty Financial Group Inc.	COM	40108N106	212	20,000	SH		OTHER	Filer + No. 1	20,000		
Halozyme Therapeutics Inc.	COM	40637H109	1,812	284,980	SH		OTHER	Filer + No. 1	284,980		
Highland Acquisition Corp.	UNIT 99/99/999	430880203	860	94,700	SH		OTHER	Filer + No. 1	94,700		
Hooper Holmes Inc.	COM	439104100	592	911,300	SH		OTHER	Filer + No. 1	911,300		
I-Many Inc	COM	44973Q103	240	100,000	SH		OTHER	Filer + No. 1	100,000		
Kodiak Oil & Gas Corp.	COM	50015Q100	86	51,449	SH		OTHER	Filer + No. 1	51,449		
Landec Corp.	COM	514766104	3,006	356,571	SH		OTHER	Filer + No. 1	356,571		
Langer Inc.	COM	515707107	401	192,058	SH		OTHER	Filer + No. 1	192,058		
Layne Christensen Co.	COM	521050104	1,884	53,812	SH		OTHER	Filer + No. 1	53,812		
Liberty Global Inc.	COM SER A	530555101	409	11,995	SH		OTHER	Filer + No. 1	11,995		
Liberty Global Inc.	COM SER C	530555309	395	12,165	SH		OTHER	Filer + No. 1	12,165		

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									Sole	Shared	None
Life Sciences Research, Inc.	COM	532169109	3,564	127,290	SH		OTHER	Filer + No. 1	127,290		
Lundin Mining Corp.	COM	550372106	215	31,659	SH		OTHER	Filer + No. 1	31,659		
MAG Silver Corp.	COM	553829102	515	40,400	SH		OTHER	Filer + No. 1	40,400		
MIND C.T.I., Ltd.	ORD	M70240102	343	283,700	SH		OTHER	Filer + No.1	283,700		
Motorcar Parts America Inc.	COM	620071100	1488	247,170	SH		OTHER	Filer + No.1	247,170		
Mountain Province Diamonds Inc.	COM NEW	62426E402	484	100,000	SH		OTHER	Filer + No. 1	100,000		
MVC Capital Inc.	COM	553829102	19,926	1,307,501	SH		OTHER	Filer + No. 1	1,307,501		
Napco Security Systems Inc.	COM	630402105	214	43,398	SH		OTHER	Filer + No. 1	43,398		
Neomagic Corp.	COM NEW	640497202	40	30,000	SH		OTHER	Filer + No. 1	30,000		
Nevada Gold & Casinos Inc.	COM	64126Q206	1,176	933,490	SH		OTHER	Filer + No. 1	933,490		
Nevsun Resources Ltd	COM	64156L101	43	25,000	SH		OTHER	Filer + No. 1	25,000		
Nobel Learning Communities Inc.	COM	654889104	11,907	889,900	SH		OTHER	Filer + No. 1	889,900		
Omega Protein Corp.	COM	68210P107	1,518	111,200	SH		OTHER	Filer + No. 1	111,200		
Outdoor Channel Holdings Inc.	COM NEW	690027206	672	91,400	SH		OTHER	Filer + No. 1	91,400		
PHC Inc. Mass.	CL A	693315103	501	177,100	SH		OTHER	Filer + No. 1	177,100		
Petrohawk Energy Corp.	COM	716495106	6,253	310,000	SH		OTHER	Filer + No. 1	310,000		
Physicians Formula Holdings Inc.	COM	719427106	115	12,919	SH		OTHER	Filer + No. 1	12,919		
Polymet Mining Corp.	COM	731916102	129	40,870	SH		OTHER	Filer + No. 1	40,870		
Princeton Review Inc.	COM	742352107	3,543	450,169	SH		OTHER	Filer + No. 1	450,169		
Proshares TR	ULTSHR RU20000	74347R834	4,419	53,300	SH		OTHER	Filer + No. 1	53,300		

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									Sole	Shared	None
Prospect Medical Holdings Inc.	CL A	743494106	1,545	377,700	SH		OTHER	Filer + No. 1	377,700		
Rand Logistics, Inc.	COM	752182105	797	148,224	SH		OTHER	Filer + No. 1	148,224		
Rosetta Resources Inc.	COM	777779307	7,986	406,000	SH		OTHER	Filer + No. 1	406,000		
Russ Berrie & Co.	COM	782233100	3,109	221,150	SH		OTHER	Filer + No. 1	221,150		
Summer Infant, Inc.	COM	865646103	2,279	576,965	SH		OTHER	Filer + No. 1	576,965		
Summer Infant, Inc.	*W EXP 04/20/2000	865646111	67	257,000	SH		OTHER	Filer + No. 1	257,000		
Teamstaff Inc.	COM NEW	87815U204	1,920	2,823,490	SH		OTHER	Filer + No. 1	2,823,490		
Techteam Global Inc.	COM	878311109	2,357	259,848	SH		OTHER	Filer + No. 1	259,848		
Tetra Technologies Inc. Del.	COM	88162F105	4,790	303,141	SH		OTHER	Filer + No. 1	303,141		
Toreador Resources Corporation	COM	891050106	195	25,000	SH		OTHER	Filer + No. 1	25,000		
TTI Team Telecom International Ltd.	ORD	M88258104	57	30,000	SH		OTHER	Filer + No. 1	30,000		
Unifi Inc.	COM	904677101	1,069	369,800	SH		OTHER	Filer + No. 1	369,800		
United Rentals Inc.	COM	911363109	430	22,800	SH		OTHER	Filer + No. 1	22,800		
Westmoreland Coal Co.	COM	960878106	248	18,200	SH		OTHER	Filer + No. 1	18,200		
White Electronic Designs Corp.	COM	963801105	3,187	724,360	SH		OTHER	Filer + No. 1	724,360		
Wilshire Enterprises Inc.	COM	971889100	44	15,000	SH		OTHER	Filer + No. 1	15,000		
Winthrop Realty Trust	SH BEN INT	976391102	152	36,991	SH		OTHER	Filer + No. 1	36,991		
TOTAL			200,937	23,794,488							