

## 13FCON P 5/16/2011

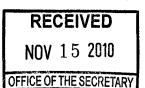
**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549





Form 13F

Form 13F COVER PAGE



Report for	the Calendar Year or Quarte	er Ended:	September 30, 2010	<u>0</u>	
Check here	e if Amendment [ ]: Ame	endment I	Number:		
This Amer	ndment (Check only one.):	[ ]	is a restatement. adds new holdings entries.		LXPIRES
Institutiona	al Investment Manager Filin	g this Rep	port:	Air .	EMI -
Name: Addres:	Davidson Kempner Cap 65 East 55 <sup>th</sup> Street, 19 <sup>th</sup>	oital Man Floor	is a restatement. adds new holdings entries. cort:  nagement LLC	IAI TREATIO	•
Form 13F l	New York, NY. 10022 File Number: 28-4666		"IMPIDEN	•	
The institution	tional investment manager fi	iling this signing t	report and the person	n by whom it is	

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:

11/11/10 [Signature] [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**

## Form 13 F SUMMARY PAGE

Report Summary:
Number of Other Included Managers0_
Form 13 F Information Table Entry Total:13
Form 13 F Information Table Value Total: \$726,425 (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: 09/30/2010** 

REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class CUSIP		Value * \$1000.00		SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Sole	Voting Aut Shared	hority None
ADC Telecommunications Inc	CS	000886309	12,177	962,615	SH		SOLE		962.6	15	
Enterprise GP Holdings LP	CS	293716106	25,091	427,300	SH		SOLE		427,3		
Genzyme Corp	CS	372917104	110,248	1,556,956	SH		SOLE		1,556,9		
McAfee Inc	CS	579064106	80,715	1,707,900	SH		SOLE		1,707,9		
Netezza Corp	CS	64111N101	9,053	335,900	SH		SOLE		335,9		
Pactiv Corp	CS	695257105	38,670	1,172,523	SH		SOLE		1,172,5		
Psychiatric Solutions Inc	CS	74439H108	40,599 316,553	1,210,112	SH		SOLE		1,210,1		

CONFIDENTIAL TREATMENT REQUESTED UNTIL FEBRUARY 14, 2011

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

**REPORT DATE: 09/30/2010** 

REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	f Class CUSIP	Value Shares/ * \$1000.00 PRN Amount				Investment Discretion	Other Managers	Sole	Voting Autho Shared	•
Alberto-Culver Co	CS	013078100	3,776	100,300	SH		SOLE	gers	100,300	Shareu	None

CONFIDENTIAL TREATMENT REQUESTED UNTIL MAY 15, 2011

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

**REPORT DATE: 09/30/2010** 

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	Sole	Voting Aut Shared	hority None
Airgas Inc. Airgas Inc. Alcon Inc. Novartis AG Novartis AG	CS CS CS CS	009363102 009363102 H01301102 66987V109 66987V109	100,596 6,041 279,019 11,609 8,651 405,916	1,480,442 88,900 1,672,877 201,300 150,000	SH SH	PUT CALL PUT	SOLE SOLE SOLE SOLE		1,480,4 88,9 1,672,8 201,3 150,0	00 77 00	

CONFIDENTIAL TREATMENT REQUESTED UNTIL AUGUST 14, 2011