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GABELLI DIVIDEND & INCOME TRUST

Form 8-A12B

November 24, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) or 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

The Gabelli Dividend & Income Trust

(Exact Name of Registrant as Specified in its Charter)

Delaware	80-0080998
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(State of Incorporation or Organization)	(I.R.S. Employer Identification no.)
One Corporate Center	
Rye, New York	10580-1422
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(Address of principal executive offices)	(zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
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Common Shares of Beneficial Interest	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:  
333-108409

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered.

The section captioned "Description of the Shares - Common Shares" in the Registrant's form of Prospectus filed as part of the Registrant's Registration Statement on Form N-2/A (No. 333-108409), dated November 21, 2003, is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits have been filed with the Securities and Exchange Commission:

- (1) Form of Certificate for Common Shares (a)
- (2) Agreement and Declaration of Trust of the Registrant (b)

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- (a) Incorporated by reference to Exhibit EX-99 (D) to the Registrant's Registration Statement on Form N-2, File Nos. 333-1081409 and 811-21423, as filed with the Securities and Exchange Commission on October 27, 2003
  - (b) Incorporated by reference to Exhibit EX-99(A) to the Registrant's Registration Statement on Form N-2, File Nos. 333-1081409 and 811-21423, as filed with the Securities and Exchange Commission on November 24, 2003

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

The Gabelli Dividend & Trust  
(Registrant)

Date: November 24, 2003

By: /s/Bruce N. Alpert

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Name: Bruce N. Alpert  
Title: President