

CONFIDENTIAL TREATMENT

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2008

Check here if Amendment [] : Amendment Number: _____
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings
entries.

Institutional Investment Manager Filing this Report:

Name: Davidson Kempner Capital Management LLC
Address: 65 East 55th Street, 19th Floor
New York, NY. 10022

Form 13F File Number: 28-4666

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: Timothy I. Levart
Title: Chief Operating Officer
Phone: 212-446-4020

Signature, Place, and Date of Signing:

[Signature] NY , NY 5/8/08
[City, State] [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).}



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11/14/08

NON-PUBLIC

CONFIDENTIAL TREATMENT EXPIRED

PROCESSED

FEB 20 2009
THOMSON REUTERS

CONFIDENTIAL TREATMENT

Form 13 F SUMMARY PAGE

Report Summary:

Number of Other Included Managers 0

Form 13 F Information Table Entry Total: 9

Form 13 F Information Table Value Total: \$ 934,900
(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: 3/31/2008
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	Voting Authority Sole Shared None
ACTIVISION INC	CS	004930202	12,637	462,383	SH		SOLE		462,383
BEA SYSTEMS INC	CS	073325102	173,923	9,086,911	SH		SOLE		9,086,911
NAVTEQ CORP	CS	63936L100	201,373	2,961,373	SH		SOLE		2,961,373
SIRIUS SATELLITE RADIO INC	CS	82966U103	5,251	1,836,000	SH		SOLE		1,836,000
TRANE INC	CS	892893108	416,830	9,081,258	SH		SOLE		9,081,258
UAP HOLDING CORP	CS	903441103	12,291	320,006	SH		SOLE		320,006
XM SATELLITE RADIO	CS	983759101	10,102	873,144	SH		SOLE		873,144
			832,407						

CONFIDENTIAL TREATMENT REQUESTED UNTIL AUGUST 14, 2008

CONFIDENTIAL TREATMENT REQUESTED

FORM 13F INFORMATION TABLE

REPORT DATE: 3/31/2008

REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	CUSIP	Value		Shares/ PRN Amount	SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Voting Authority	
			* \$1000.00							Sole	Shared
NYMEX HOLDINGS INC	CS	62948N104	90,673	1,000,470	SH	SOLE	None	1,000,470	None	Sole	Shared

CONFIDENTIAL TREATMENT REQUESTED UNTIL FEBRUARY 14, 2009

CONFIDENTIAL TREATMENT REQUESTED
FORM 13F INFORMATION TABLE
REPORT DATE: 3/31/2008
REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	CUSIP	Value	Shares/ PRN Amount	SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Voting Authority Sole Shared None
NATIONWIDE FINANCIAL SERV - A	CS	638612101	* \$1000.00 11,820	250,000	SH		SOLE		250,000 Sole

CONFIDENTIAL TREATMENT REQUESTED UNTIL NOVEMBER 14, 2008

END