

NON-DIR 17

13FCUNP

CONFIDENTIAL TREATMENT

5/8/08

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

Form 13F

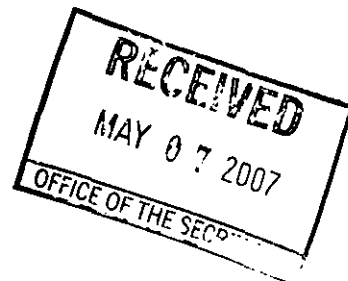
Form 13F COVER PAGE



08015204

Report for the Calendar Year or Quarter Ended: March 31, 2007

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 55<sup>th</sup> Street, 19<sup>th</sup> Floor  
New York, NY. 10022

CONFIDENTIAL TREATMENT EXPIRED

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

PROCESSED  
J SEP 09 2008  
THOMSON REUTERS

Signature, Place, and Date of Signing:

[Signature]

NY, NY  
[ City, State]

5/4/07  
[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 Managers 0

Form 13 F Information Table Entry Total: 12

Form 13 F Information Table Value Total: \$1,078,420  
(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: 3/31/2007  
 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
CLEAR CHANNEL COMMUNICATIONS	SCS	184502102	64,967.66	1,854,100.00	SH		SOLE	1,854,100.00		
HARRAH'S ENTERTAINMENT	CS	413619107	118,032.30	1,397,659.00	SH		SOLE	1,397,659.00		
BIOMET	CS	090613100	260,117.61	6,123,296.00	SH		SOLE	6,123,296.00		
TXU CORP	CS	873168108	96,201.28	1,500,800.00	SH		SOLE	1,500,800.00		
			539,318.86							

CONFIDENTIAL TREATMENT REQUESTED UNTIL FEBRUARY 14, 2008

CONFIDENTIAL TREATMENT REQUESTED  
 FORM 13F INFORMATION TABLE  
 REPORT DATE: 3/31/2007

REPORTING MANAGER: DAVIDSON KEMPNER CAPITAL MANAGEMENT LLC

Issuer	Title of Class	CUSIP	Value * \$1000.00	PRN	Shares/ Amount	SH/ PRN	PUT/ CALL	Investment Discretion	Other Managers	Voting Authority	
										Sole	Shared None
WEBEX COMMUNICATIONS INC	CS	94767L109	12,525.15	220,203.00	SH	SH	SOLE			220,203.00	
RINKER GROUP	CS	76687M101	8,321.04	114,300.00	SH	SH	SOLE			114,300.00	
COMPASS BANCSHARES INC	CS	20449H109	200,645.32	2,918,902.00	SH	SH	SOLE			2,918,902.00	
HUB INTERNATIONAL LIMITED	CS	44332P101	72,827.46	1,747,300.00	SH	SH	SOLE			1,747,300.00	
Vulcan Materials Co	CS	929160109	11,007.36	94,500.00	SH	SH	SOLE			94,500.00	
			305,326.33								

CONFIDENTIAL TREATMENT REQUESTED UNTIL AUGUST 14, 2007

CONFIDENTIAL TREATMENT REQUESTED  
 FORM 13F INFORMATION TABLE  
 REPORT DATE: 3/31/2007  
 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	Shared	Voting Authority
Kindler Morgan	CS	49455PI01	118,786.38	1,115,889.00	SH		SOLE	1,115,889.00			None
SPIRIT FINANCE CORP	CS	848568309	6,041.95	405,500.00	SH		SOLE	405,500.00			None
TRIAD HOSPITALS INC	CS	89579K109	108,946.48	2,085,100.00	SH		SOLE	2,085,100.00			None
			233,774.81								

CONFIDENTIAL TREATMENT REQUESTED UNTIL NOVEMBER 14, 2007

END