

THIS PAPER DOCUMENT IS BEING SUBMITTED PURSUANT  
TO RULE 902(g) OF REGULATION S-T

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Flowserve Corporation  
(Name of Issuer)

Common Stock Par Value \$1.25 Per Share  
(Title of Class and Securities)

34354P105  
(CUSIP Number of Class of Securities)

James E. McKee, Gabelli Funds, Inc.,  
One Corporate Center, Rye, NY 10580-1435 (914) 921-5294  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

November 10, 1998  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule  
13G to report the acquisition that is the subject of this Schedule  
13D, and is filing this schedule because of Sections 240.13d-1(e), or  
240.13d-1(f) or 240.13d-1(g), check the following box [ ].

CUSIP No. 34354P105 13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli Funds, Inc. I.D. No. 13-3056041

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / /

(b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
OO-Funds of investment company clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

	:	(7) SOLE VOTING POWER
	:	450,000 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY	:	None (Item 5)
OWNED BY EACH REPORTING	:	
PERSON WITH	:	(9) SOLE DISPOSITIVE

: POWER  
: 450,000 (Item 5)  
:  
: (10) SHARED DISPOSITIVE  
: POWER  
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
450,000 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ ☒ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
1.17%

(14) TYPE OF REPORTING PERSON\*  
HC, IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34354P105

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
GAMCO Investors, Inc. I.D. No. 13-2951242

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / ☐ /

(b) / ☐ /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
OO-Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ ☒ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON WITH

: (7) SOLE VOTING POWER  
: 1,531,050 (Item 5)  
:  
: (8) SHARED VOTING POWER  
: None  
:  
: (9) SOLE DISPOSITIVE  
: POWER  
: 1,580,050 (Item 5)  
:  
: (10) SHARED DISPOSITIVE  
: POWER  
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,580,050 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ ☐ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
4.11%

(14) TYPE OF REPORTING PERSON\*  
IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34354P105

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli Performance Partnership L.P. I.D. No. 13-3396569

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☐

(b) ☐

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	1,500 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	1,500 (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,500 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\* ☐

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34354P105

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gemini Capital Management Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☐

(b) ☐

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
00-Funds of clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ ☐ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	30,000 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	30,000 (Item 5)
	:	
:	(10) SHARED DISPOSITIVE	
:	POWER	
:	None	

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
30,000 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ ☐ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.08%

(14) TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34354P105

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli International II Limited I.D. No. Foreign  
Corporation

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / ☐ /

(b) / ☐ /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ ☐ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	7,500 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	
	:	

: 7,500 (Item 5)  
:  
: (10) SHARED DISPOSITIVE  
: POWER  
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,500 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*  
☐

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.02%

(14) TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34354P105 13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Marc J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) ☐  
(b) ☐

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
☐

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	None (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*  
☒ x

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 34354P105

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Mario J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☐

(b) ☐

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	None (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\* ☒

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer

The class of equity securities to which this statement on Scheduel 13D relates is the Common Stock, \$1.25 par value per share ("Securities"), of Flowserve Corporation (the "Issuer"), a New York corporation, with principal offices located at 222 W. Las Colinas Blvd., Suite 1500, Irving, Texas 75039.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli"), Marc J. Gabelli ("Marc Gabelli") and various entities which either one directly or indirectly controls or for which either one acts as chief investment officer. These entities, except for Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico

Telephone Company ("Western New Mexico"), Entoleter, Inc. ("Entoleter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone") and Inter-Community Telephone Company ("Inter-Community") (collectively, "Lynch and its affiliates"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, as broker/dealer and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: Gabelli Funds, Inc. ("GFI"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), Gabelli Performance Partnership L.P. ("GPP"), GLI, Inc. ("GLI"), Gabelli Associates Fund ("Gabelli Associates"), Gabelli Associates Limited ("GAL"), Gabelli & Company, Inc. Profit Sharing Plan (the "Plan"), Gabelli International Limited ("GIL"), Gabelli International II Limited ("GIL II"), Gabelli International Gold Fund Limited ("GIGFL"), ALCE Partners, L.P. ("ALCE"), Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), MJG Associates, Inc. ("MJG Associates"), Gemini Capital Management Ltd. ("Gemini"), Gabelli Fund, LDC ("LDC"), Gabelli Foundation, Inc. ("Foundation"), Mario Gabelli, Marc Gabelli, Lynch, Spinnaker, Western New Mexico, Entoleter, Lynch Telecom, Lynch Telephone and Inter-Community. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GAMCO, a wholly-owned subsidiary of GFI, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

GLI, wholly-owned subsidiary of GSI, is a corporation which currently has no active operations.

Gabelli Associates is a New York limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.

GSI, a majority-owned subsidiary of GFI, is a Delaware corporation which as a part of its business regularly purchases and sells securities for its own account. It is the immediate parent of Gabelli & Company.

GFI is the ultimate parent company for a variety of companies engaged in the securities business, each of which is named above. In addition, GFI is an investment adviser registered under the Advisers Act. GFI is an investment adviser which presently provides discretionary advisory services to The

Gabelli Equity Trust Inc., The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible Securities Fund, Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Telecommunications Fund, Gabelli Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The Gabelli Global Convertible Securities Fund, Gabelli Capital Asset Fund, Gabelli International Growth Fund, Inc. and The Gabelli Global Interactive Couch Potato Fund (collectively, the "Funds"), which are registered investment companies.

Gabelli Advisers, Inc. ("Gabelli Advisers"), a Delaware corporation, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitessm Fund.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GFI and its affiliates.

GPP, a New York limited partnership, is a limited partnership whose primary business purpose is investing in securities. MJG Associates is the general partner of GPP, and Mario Gabelli is a portfolio manager for GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL.

GIL II is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL II's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL II. Mario Gabelli is a portfolio manager and Chairman of the Board of Directors of GIL II.

ALCE is a Delaware investment limited partnership that seeks long-term capital appreciation primarily through investments in public and private equity securities. GSI is a general partner of ALCE.

Multimedia Partners is a Delaware investment limited partnership whose objective is to provide long-term capital appreciation by investing primarily in public and private multimedia communications companies. GSI is a general partner of Multimedia Partners.

LDC is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Interests are offered to insurance companies which do not conduct any business in the United States and which are licensed where they do business. MJG Associates is the Investment Manager of LDC. Mario Gabelli is a portfolio manager for LDC.

MJG Associates, a Connecticut corporation, provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates.

Gemini is a corporation whose primary business purpose is to provide advisory services to offshore funds. Marc Gabelli is the President and Chief Investment Officer of Gemini.

The Foundation is a private foundation. Mario Gabelli is the President, a Trustee and the Investment Manager of the Foundation.

Lynch, an Indiana corporation, is a diversified public company traded on the American Stock Exchange. Its subsidiaries are engaged in communications, services, and manufactured products. Spinnaker, a Delaware subsidiary of Lynch, is also a public company and its stock is traded through the NASDAQ System. Spinnaker is a diversified manufacturing firm with major subsidiaries in specialty adhesive-backed materials business.



Another of Lynch's subsidiaries, Western New Mexico, provides telephone services in a service area in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Lynch, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch and Spinnaker actively pursue new business ventures and acquisitions. Lynch and its affiliates make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions (not in the case of Western New Mexico) and are not engaged in the business of investing, reinvesting, or trading in securities. Mario Gabelli is Chairman of Lynch and beneficially owns approximately 23% of the shares of common stock of Lynch.

Mario Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of GFI and the Chief Investment Officer for each of the Reporting Persons other than Gemini. GFI, in turn, is the sole stockholder of GAMCO. GFI is also the majority stockholder of GSI and the largest shareholders of Gabelli Advisers. Gabelli & Company is a wholly-owned subsidiary of GSI. GLI is a wholly-owned subsidiary of GSI. Marc Gabelli is the majority stockholder of Gemini.

The Reporting Persons do not admit that they constitute a group.

GFI, GAMCO, Gabelli & Company and GLI are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580-1434. GPP is a New York limited partnership having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580-1434. GAL and GIL are corporations organized under the laws of the British Virgin Islands having their principal business office at c/o MeesPierson (Cayman) Limited, British American Centre, Dr. Roy's Drive-Phase 3, George Town, Grand Cayman, British West Indies. GIL II is a corporation organized under the laws of the British Virgin Islands having their principal business office at c/o Coutts & Company (Cayman) Limited, West Bay Road, Grand Cayman, British West Indies. Gemini is a Bermuda corporation with its principal business office at c/o Appleby, Spurling & Kempe, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. LDC is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Tremont (Bermuda) Limited, Tremont House, 4 Park Road, Hamilton HM II, Bermuda. The Foundation is a private foundation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is an Indiana corporation having its principal business office at 401 Theodore Fremd Avenue, Rye, NY 10580. Spinnaker is a Delaware corporation having its principal business office at 251 Welton Street, Hamden, CT 06511.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) and (e) - On December 8, 1994, the SEC instituted and simultaneously accepted offers for the settlement of an administrative proceeding against Gabelli & Company and GAMCO. The order instituting the proceeding included a finding, which Gabelli & Company and GAMCO neither admitted nor denied, that they failed to implement and maintain policies and procedures reasonably designed to prevent the misuse of material, nonpublic information by not specifically addressing the special circumstances that arose from their affiliation with Lynch Corporation, a public company. To resolve this matter, Gabelli & Company and GAMCO agreed to cease and desist from violating Section 15(f) of the 1934 Act and Section 204A of the Advisers Act, respectively. They further agreed to each pay a civil penalty in the amount of \$50,000, and to retain, and adopt the recommendations of, an independent consultant regarding their Section 15(f) and Section 204A policies and procedures.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

All Reporting Persons used an aggregate of approximately \$49,768,047 to purchase the Securities reported as beneficially owned in Item 5 below. GAMCO and GFI used approxi-

mately \$37,826,397 and \$10,961,820, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the Securities for such clients. GPP used approximately \$33,555 of the investment funds of the partnership to purchase the Securities reported by it. GIL II used approximately \$ 220,275 of working capital to purchase the Securities reported by it. Gemini used approximately \$726,000 of client funds to purchase the Securities reported by it.

Item 4. Purpose of Transaction

Each of the Reporting Persons, with the exceptions of Lynch and its affiliates, has purchased and holds the Securities reported by it for investment for one or more accounts over which it has shared, sole, or both investment and/or voting power, for its own account, or both.

The Reporting Persons, with the exceptions of Lynch and its affiliates, are engaged in the business of securities analysis and investment and pursue an investment philosophy of identifying undervalued situations. In pursuing this investment philosophy, the Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). The Reporting Persons do not believe they possess material inside information concerning the Issuer. As a result of these analytical activities one or more of the Reporting Persons may issue analysts reports, participate in interviews or hold discussions with third parties or with management in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder values. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of the Schedule 13D form, including, without limitation, such matters as disposing of one or more businesses, selling the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Each of the Reporting Persons intends to adhere to the foregoing investment philosophy with respect to the Issuer. However, none of the Reporting Persons intends to seek control of the Issuer or participate in the management of the Issuer, and any Reporting Person that is registered as an investment company under the 1940 Act will participate in such a transaction only following receipt of an exemption from the SEC under Rule 17D-1 under the 1940 Act, if required, and in accordance with other applicable law. In pursuing this investment philosophy, each Reporting Person will continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities in particular, other developments and other investment opportunities, as well as the investment objectives and diversification requirements of its shareholders or clients and its fiduciary duties to such shareholders or clients. Depending on such assessments, one or more of the Reporting Persons may acquire additional Securities or may determine to sell or otherwise dispose of all or some of its holdings of Securities. Although the Reporting Persons share the same basic investment philosophy and although portfolio decisions are made by or under the supervision of Mario Gabelli, the investment objectives and diversification requirements of various clients differ from those of other clients so that one or more Reporting Persons may be acquiring Securities while others are disposing of Securities.

With respect to voting of the Securities, the Reporting Persons have adopted general voting policies relating to voting on specified issues affecting corporate governance and shareholder values. Under these policies, the Reporting Persons generally vote all securities over which they have voting power in favor of cumulative voting, financially reasonable golden parachutes, one share one vote, management cash incentives and pre-emptive rights

and against greenmail, poison pills, supermajority voting, blank check preferred stock and super-dilutive stock options. Exceptions may be made when management otherwise demonstrates superior sensitivity to the needs of shareholders. In the event that the aggregate voting position of all joint filers shall exceed 25% of the total voting position of the issuer then the proxy voting committees of each of the Funds shall vote their Fund's shares independently.

Each of the Covered Persons who is not a Reporting Person has purchased the Securities reported herein as beneficially owned by him for investment for his own account or that of one or more members of his immediate family. Each such person may acquire additional Securities or dispose of some or all of the Securities reported herein with respect to him.

Other than as described above or in Item 4(c) below, none of the Reporting Persons and none of the Covered Persons who is not a Reporting Person has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of the Schedule 13D.

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 2,069,000 shares, representing 5.39% of the 38,416,868 shares outstanding as reported in the Issuer's most recently filed Form 10-Q for the quarter ended September 30, 1998. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GFI:		
As Principal	0	0.00%
As Agent	450,000	1.17%
GAMCO:		
As Principal	0	0.00%
As Agent	1,580,050	4.11%
GPP	1,500	0.00%
GIL II	7,500	0.02%
Gemini	30,000	0.08%
Marc Gabelli	0	0.00%
Mario Gabelli	0	0.00%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Marc Gabelli and Gemini. Marc Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by Gemini. GFI is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli, Marc Gabelli and Gemini.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 49,000 of the reported shares, (ii) GFI has sole dispositive and voting power

with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, Marc Gabelli and GFI is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(d) The investment advisory clients of GFI, Gabelli Advisers and GAMCO, the partners of the various partnerships managed by Mario Gabelli and GSI (including GPP, Gabelli Associates, ALCE, and Multimedia Partners to the extent of their economic interest there-in) and the shareholders of GIL and GIL II which Mario Gabelli manages and GAL which is managed by GSI have the sole right to receive and, subject to the notice, withdrawal and/or termination provisions of such advisory contracts and partnership arrangements, the sole power to direct the receipt of dividends from, and the proceeds of sale of, any of the Securities beneficially owned by such Reporting Persons. Except as noted, no such client or partner has an interest by virtue of such relationship that relates to more than 5% of the Securities. Neither Mario Gabelli nor GFI nor any of such other Reporting Persons has an economic interest in any of the Securities reported herein except those reported as being directly owned by GFI, GAMCO, Mario Gabelli, Gabelli & Company, GSI, GIL, GIL II, GAL, GPP, Lynch and its affiliates, the Plan, Gabelli Associates, ALCE and Multimedia Partners.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The powers of disposition and voting of GFI and GAMCO with respect to Securities owned beneficially by them on behalf of their investment advisory clients, of GIL, Mario Gabelli and GSI with respect to Securities owned beneficially by them on behalf of the partnerships which they directly or indirectly manage, and of GIL and GAL with respect to Securities owned beneficially by them on behalf of their shareholders, are held pursuant to written agreements with such clients and partnerships. The pertinent portions of forms of such agreements utilized by such Reporting Persons are filed as Exhibits hereto.

Item 7. Material to be Filed as an Exhibit

The following Exhibit A is attached hereto. The following Exhibits B, D, E and F are incorporated herein by reference to Exhibits B, D, E and F in Schedule 13D of various Gabelli entities dated June 19, 1989 relating to the Common Stock of Lincoln Telecommunications Company. The following Exhibit K is incorporated by reference to Exhibit K in Amendment No. 3 to Schedule 13D of various Gabelli entities dated January 3, 1989 relating to the Common Stock of Wynn's International. The following Exhibit N is incorporated by reference to Exhibit N to Schedule 13D of various Gabelli entities dated October 9, 1989 relating to the Common Stock of Graphic Technology, Inc. The following Exhibit BB is incorporated by reference to Exhibit BB in Amendment No. 6 to Schedule 13D of various Gabelli entities dated November 3, 1992 relating to the Common Stock of Hector Communications. The following Exhibit CC is incorporated by reference to Exhibit CC in Amendment No. 10 to Schedule 13D of various Gabelli entities dated November 9, 1992 relating to the Common Stock of The Liberty Corporation. The following Exhibit LL is incorporated by reference to Exhibit LL in the initial Schedule 13D of various Gabelli entities dated June 27, 1995 relating to the Common Stock of Pulitzer Publishing. The following Exhibit RR is incorporated by reference to Exhibit RR in Amendment No. 16 to Schedule 13D of

various Gabelli entities dated April 23, 1996 relating to the Common Stock of Aaron Rents, Inc.

- Exhibit A: Joint Filing Agreement
- Exhibit B: Pertinent portions of form of investment advisory agreement used by GAMCO Investors, Inc.
- Exhibit D: Pertinent portions of Gabelli Funds, Inc. advisory agreements.
- Exhibit E: Pertinent portions of Gabelli Asset Fund and Gabelli Growth Fund voting procedures.
- Exhibit F: Pertinent portions of partnership agreements to which Gabelli Associates, GLI and GPP are parties.
- Exhibit K: Pertinent portions of the Investment Management Agreement of GIL.
- Exhibit N: Pertinent portions of the Investment Management Agreement of GAL.
- Exhibit BB: Memorandum of understanding between Gabelli Funds, Inc., Mario J. Gabelli and the Federal Communications Commission (dated November 3, 1992).
- Exhibit CC: Joint motion for approval of memorandum of understanding filed with FCC by Gabelli Funds, Inc., Mario J. Gabelli and the Federal Communications Commission (dated November 9, 1992).
- Exhibit LL: Powers of Attorney to Stephen G. Bondi, Steven M. Joenk, and James E. McKee from Joseph H. Epel.
- Powers of Attorney to Stephen G. Bondi, Steven M. Joenk, and James E. McKee from Robert E. Dolan.
- Powers of Attorney to Stephen G. Bondi, Steven M. Joenk, and James E. McKee from Mario J. Gabelli.
- Exhibit RR: Powers of Attorney to Stephen G. Bondi, Steven M. Joenk, and James E. McKee from Marc J. Gabelli.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 20, 1998

GABELLI FUNDS, INC.

By: \_\_\_\_\_  
James E. McKee  
General Counsel

GAMCO INVESTORS, INC.

By: \_\_\_\_\_  
Douglas R. Jamieson

Executive Vice President

GABELLI INTERNATIONAL II LIMITED

By: \_\_\_\_\_  
Mario J. Gabelli, Chairman  
by: James E. McKee  
Attorney-in-Fact

GABELLI PERFORMANCE PARTNERSHIP L.P.

By: \_\_\_\_\_  
MJG Associates, Inc.,  
General Partner  
by: Mario J. Gabelli, President  
by: James E. McKee  
Attorney-in-Fact

GEMINI CAPITAL MANAGEMENT LIMITED

By: \_\_\_\_\_  
Marc J. Gabelli  
President  
by: James E. McKee  
Attorney-in-Fact

MARIO J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

MARC J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

Schedule I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as  
follows:

The following sets forth as to each of the executive officers  
and directors of the undersigned: his name; his business address; and

his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Funds, Inc., Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Funds, Inc.

Directors:

Mario J. Gabelli\*

Richard B. Black                      Chairman ECRM; Director of  
Oak Technology, Inc.; Director  
of The Morgan Group, Inc.;  
General Partner of KBA Part-  
ners, Parker Plaza  
400 Kelby Street,  
Fort Lee, NJ 07029

Charles C. Baum                      Chairman, Director and Chief  
Executive Officer of The Morgan  
Group, Inc.; Secretary & Treasurer  
United Holdings  
2545 Wilkens Avenue  
Baltimore, MD 21223

Dr. Eamon M. Kelly                      Professor  
Payson Center for International  
Development Technology Transfer  
Tulane University  
300 Herbert Lane  
6823 St. Charles Avenue  
New Orleans, LA 70118

Marc J. Gabelli                      Managing Director

Matthew R. Gabelli                      Vice President-Trading  
Gabelli & Company  
One Corporate Center  
Rye, New York 10580

Officers:

Mario J. Gabelli                      Chairman, Chief Executive  
Officer and Chief Investment  
Officer

Stephen G. Bondi                      Executive Vice President-Finance  
and Administration

Robert S. Zuccaro                      Chief Financial Officer

James E. McKee                      Vice President, General  
Counsel and Secretary

---

\* Mr. Gabelli is the Chief Executive Officer and Chief Investment Officer of Gabelli Funds, Inc. and of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, Inc.; Chairman and Chief Executive Officer of Lynch Corporation; Director of East/West Communications, Inc.

GAMCO Investors, Inc.

Directors:

Mario J. Gabelli  
Douglas R. Jamieson  
Joseph R. Rindler, Jr.  
Regina M. Pitaro  
F. William Scholz, II

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Joseph R. Rindler, Jr.	Chairman
Douglas R. Jamieson	Executive Vice President
Stephen G. Bondi	Vice President
James E. McKee	Vice President, General Counsel and Secretary

Gabelli Advisers, Inc.

Directors:

Bruce N. Alpert  
John D. Gabelli  
Joseph R. Rindler, Jr.

Officers:

Bruce N. Alpert	Chief Operating Officer
Stephen G. Bondi	Vice President
James E. McKee	Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W.R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
Douglas G. DeVivo	General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022
Joseph R. Rindler, Jr.	See above

Officers:

Stephen G. Bondi	Vice President
Robert S. Zuccaro	Vice President-Finance
James E. McKee	Secretary

Gabelli & Company, Inc.

Directors:

James G. Webster, III	Chairman
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Stephen G. Bondi	See above
Donald C. Jenkins	Director of Research

Officers:

James G. Webster, III	Chairman
Stephen G. Bondi	Vice President
Bruce N. Alpert	Vice President-Mutual Funds
Walter K. Walsh	Compliance Officer
James E. McKee	Secretary

GLI, Inc.  
Directors:

Mario J. Gabelli	See above-Gabelli Funds, Inc.
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Officers:

Mario J. Gabelli	Chairman and Chief Investment Officer
Stephen G. Bondi	Vice President

Gabelli Associates Limited

Directors:

Mario J. Gabelli	See above-Gabelli Funds, Inc.
MeesPierson (Cayman) Limited	British American Centre Dr. Roy's Drive- Phase 3 Georgetown, Grand Cayman Cayman Islands, British WestIndies

Officers:

Mario J. Gabelli	Chief Investment Officer
Kevin Bromley	Vice President, Treasurer and Assistant Secretary
Sandra Wight	Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli	See above-Gabelli Funds, Inc.
MeesPierson (Cayman) Limited	British American Centre Dr. Roy's Drive- Phase 3 Georgetown, Grand Cayman Cayman Islands, British West Indies

Officers:

Kevin Bromley	Vice President, Treasurer, and Assistant Secretary MeesPierson (Cayman) Limited British American Centre Dr. Roy's Drive- Phase 3 Georgetown, Grand Cayman Cayman Islands, British West Indies
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Sandra Wight

Secretary and Assistant Treasurer  
Assistant Secretary  
MeesPierson (Cayman) Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British West Indies

Gemini Capital Management Ltd.

Directors:

Marc J. Gabelli

See above-Gabelli Funds, Inc.

Stephen G. Bondi

See Above-Gabelli Funds, Inc.

Michael A. Salatto

Controller, Gabelli Securities, Inc.

Michael J. Burns

Appleby, Spurling & Kempe  
Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

Douglas Molyneux

Appleby, Spurling & Kempe  
Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

Gabelli Fund, LDC

Directors:

Johann S. Wong

c/o Tremont (Bermuda)  
Limited  
Tremont House  
4 Park Road  
Hamilton HM 11, Bermuda

Peter D. Anderson

Givens Hall Bank & Trust  
Genesis Building  
P.O. Box 2097  
Grand Cayman, Cayman Islands  
BWI3459498141

Karl Otto Pohl

Sal Oppenheim Jr. & Cie  
Bockenheimer Landstrasse 20  
D-6000 FRANKFURT AM MAIN  
Germany

Anthonie C. van Ekris

See below

Lynch Corporation  
401 Theodore Fremd Avenue  
Rye, NY 10580

Directors:

Paul J. Evanson

President  
Florida Light & Power Co.  
P.O Box 14000  
700 Universe Blvd.  
Juno Beach, Fl 33408

Mario J. Gabelli

See above-Gabelli Funds, Inc.

E. Val Cerutti

Business Consultant  
Cerutti Consultants

227 McLain Street  
Mount Kisco, NY 10540

Ralph R. Papitto

Chairman of the Board  
AFC Cable Systems, Inc.  
50 Kennedy Plaza  
Suite 1250  
Providence, RI 02903

Salvatore Muoio

Principal  
S. Muoio & Co., LLC  
655 Third Avenue  
New York, NY 10017

John C. Ferrara

Chief Financial Officer  
Golden Books Family Entertainment  
888 Seventh Avenue  
New York, NY 10106

David C. Mitchell

Business Consultant  
c/o Lynch Corporation  
401 Theodore Fremd Ave  
Rye, NY 10580

Officers:

Mario J. Gabelli

Chairman and Chief Executive Officer

Robert E. Dolan

Chief Financial Officer

Carmine Ceraolo

Assistant Controller

Robert A. Hurwich

Vice President-Administration,  
Secretary and General Counsel

Spinnaker Industries, Inc.  
600 N. Pearl Street  
Suite 2160  
Dallas, TX 75201

Directors:

Joseph P. Rhein

5003 Central Avenue  
Ocean City, NJ 08226

Richard J. Boyle

The Boyle Group, Inc.  
6110 Blue Circle Drive  
Suite 250  
Minnetonka, MN 55343

Ned N. Fleming, III

Boyle, Fleming,  
& Co., Inc.  
600 N. Pearl Street  
Suite 2160  
Dallas, TX 75201

Robert E. Dolan

See above Lynch Corporation

Anthonie C. van Ekris

Chairman and Chief  
Executive Officer  
Balmac International, Inc.  
61 Broadway  
Suite 1900  
New York, NY 10006

Frank E. Grzelecki                      President  
Saugatuck  
1 Canterbury Green  
Stamford, CT 06901

Philip W. Colburn                      Chairman of the Board  
Allen Telecom, Inc.  
11611 San Vincente Blvd.  
Suite 505  
Los Angeles, CA 90049

Officers:

Ned N. Fleming, III                      President  
  
Richard J. Boyle                      Chairman and Chief Executive Officer  
  
Robert A. Hurwich                      Secretary  
  
Mark A. Matteson                      Vice President, Corporate  
Development  
  
Craig Jennings                      Controller

Entoleter, Inc.  
251 Welton Street  
Hamden, CT 06517

Directors:

Ned N. Fleming, III                      See above-Spinnaker  
  
Mark A. Matteson                      See above-Spinnaker  
  
Robert Hladick                      See above Entoleter  
  
Robert P. Wentzel                      See above Entoleter  
  
  
James Fleming                      230 Saugatuck Avenue, Unit 8  
Westport, CT 06880

Officers:

Robert P. Wentzel                      President  
  
Mark R. Matteson                      Vice President  
  
Robert Hladick                      Controller & Secretary

Western New Mexico Telephone Company  
314 Yankee Street  
Silver City, NM 88062

Directors:

Jack C. Keen                      Chairman and President  
  
Dr. Brian E. Gordon                      Vice President  
  
Mary Beth Baxter                      Secretary & Treasurer  
  
  
John Clay Keen                      Route 6  
Box 270  
Greenville, TX 75401  
  
Robert E. Dolan                      See above-Lynch Corporation  
  
Robert A. Hurwich                      See above-Lynch Corporation

Carmine Ceraolo	See above-Lynch Corporation
Mary J. Carroll	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation

Officers:

Jack C. Keen	Chairman and President
Jack L. Bentley	Executive Vice President
Dr. Brian E. Gordon	Vice President
Charles M. Baxter	Sr. Vice President-Operations
Mary Beth Baxter	Secretary & Treasurer
Robert A. Hurwich	Assistant Treasurer

Inter-Community Telephone Company  
P.O. Box A  
Nome, ND 58062

Directors:

Mary J. Carroll	See above-Lynch Corporation
Robert E. Dolan	See above-Lynch Corporation
Joseph H. Epel	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation
Harry B. Snyder	P.O. Box 131 Buffalo, ND 58011
Robert Snyder	200 Broadway South Buffalo, ND 58011
Keith S. Anderson	See above-Inter-Community Telephone Company
Robert Reff	See above-Inter-Community Telephone Company

Officers:

Leone A. Nilsen	President
Robert Snyder	President
Robert Reff	Vice President
Keith S. Anderson	Secretary
Harry B. Snyder	Treasurer
Joseph H. Epel	Assistant Treasurer
Robert A. Hurwich	Assistant Secretary

Lynch Telecommunications Corporation  
401 Theodore Fremd Avenue  
Rye, NY 10580

Directors:

Richard A. Kiesling	2801 International Lane Suite 207 Madison, WI 53740
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Robert E. Dolan	See above-Lynch Corporation
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Robert A. Snyder	See above-Inter-Community Telephone Company
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Eugene P. Connell	See above-Lynch Corporation
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Officers:

Robert A. Hurwich	Secretary
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Joseph H. Epel	Treasurer and Assistant Secretary
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Robert E. Dolan	President, Controller, Assistant Treasurer, and Assistant Secretary
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Lynch Telephone Corporation  
401 Theodore Fremd Avenue  
Rye, NY 10580

Directors:

Robert E. Dolan	Controller
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Jack W. Keen	President
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Robert A. Hurwich	See above-Lynch Corporation
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Eugene P. Connell	See above-Lynch Corporation
-------------------	-----------------------------

Officers:

Jack C. Keen	Chairman
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Jack W. Keen	President
--------------	-----------

Robert A. Hurwich	Secretary
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Mary Beth Baxter	Treasurer and Assistant Secretary
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Robert E. Dolan	Controller
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SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-FLOWSERVE CORP COM		
GABELLI FUNDS, INC.		
THE GABELLI SMALL CAP GROWTH FUND		
11/09/98	3,000-	17.7619
THE GABELLI EQUITY TRUST, INC.		
9/21/98	5,000	18.9875
THE GABELLI ASSET FUND		
10/22/98	5,000	20.0500
THE GABELLI CAPITAL ASSET FUND		
10/29/98	1,000	17.9250
9/14/98	2,000	19.5188
9/23/98	10,000-	18.7094
GAMCO INVESTORS, INC.		
11/18/98	6,000	17.4531
11/18/98	1,000	17.5000
11/17/98	300-	17.8125
11/17/98	1,500-	17.5625
11/17/98	1,000	17.4375
11/17/98	4,500	17.7500
11/16/98	6,000	17.6250
11/16/98	500-	17.3750
11/13/98	3,000	17.5417
11/13/98	1,500	17.5625
11/12/98	2,000	17.5000
11/11/98	4,000	17.8750
11/11/98	2,000	17.8125
11/10/98	14,300	17.9156
11/09/98	10,000	18.0000
11/09/98	9,000	17.8889
11/09/98	3,000-	17.7708
11/09/98	10,000-	18.0000
11/06/98	23,000	17.9413
11/06/98	7,000	17.9911
11/06/98	20,500	18.0000
11/06/98	5,000	17.9375
11/05/98	12,800	17.9795
11/05/98	3,000	17.9625
11/04/98	1,500-	18.0000
11/04/98	2,500	17.9625
11/03/98	5,000	18.2500
11/03/98	17,300	18.3811

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

SHARES PURCHASED	AVERAGE
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	DATE	SOLD (-)	PRICE (2)
COMMON STOCK-FLOWSERVE CORP COM			
GAMCO INVESTORS, INC.			
	11/03/98	2,000-	17.9375
	11/02/98	5,000	18.2500
	11/02/98	9,800	18.2749
	11/02/98	5,000	18.1875
	10/30/98	4,500	18.0556
	10/30/98	10,000	18.0000
	10/30/98	3,000	18.2500
	10/29/98	3,400	17.8676
	10/29/98	5,000	17.9500
	10/29/98	2,000	17.8750
	10/28/98	2,000	18.2500
	10/27/98	500-	18.3125
	10/27/98	10,000	17.9875
	10/27/98	300	19.7500
	10/26/98	2,600	19.6947
	10/26/98	3,000-	19.2216
	10/26/98	6,000	19.8125
	10/26/98	2,500-	19.2216
	10/26/98	6,000-	19.8125
	10/26/98	1,000-	19.2500
	10/23/98	2,000-	19.5625
	10/23/98	2,900	19.6078
	10/23/98	500	19.7500
	10/22/98	2,000-	20.3125
	10/22/98	1,000	20.1875
	10/21/98	3,000-	19.6250
	10/21/98	6,000	19.9313
	10/21/98	200	19.8750
	10/20/98	500	19.2500
	10/19/98	300	19.0000
	10/16/98	1,600	19.0156
	10/15/98	1,000	18.3438
	10/14/98	3,500	18.1536
	10/14/98	500-	17.3750
	10/06/98	3,500-	18.4107
	10/02/98	2,000-	18.6875
	10/01/98	1,500-	20.0000
	9/25/98	1,000	19.5625

# SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

	DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-FLOWSERVE CORP COM			
GAMCO INVESTORS, INC.			
	9/24/98	800	19.0859
	9/23/98	2,000-	18.7500
	9/23/98	4,000	18.9375



9/22/98	7,000-	18.8571
9/22/98	2,000	18.9375
9/21/98	3,200	18.9375
9/21/98	5,000-	18.6075
9/21/98	6,000	18.9500
9/18/98	5,000	19.0000
9/16/98	2,000-	19.3750
9/16/98	500-	19.4375
9/16/98	6,000	19.3385
9/15/98	4,000-	19.1500
9/15/98	1,000-	19.1500
9/15/98	8,800	19.0625
9/14/98	1,000	19.0000
9/14/98	1,000	19.3125
9/11/98	200	22.4375
9/11/98	1,000-	18.5625
9/11/98	3,500	18.5000
9/10/98	7,000	18.4964
9/10/98	1,000-	18.5000

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NY STOCK EXCHANGE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.

Exhibit A

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Entities (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock, par value \$1.25 per share, of Flowserve Corporation that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 19th day of November, 1998.

MARIO J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

GABELLI FUNDS, INC.

By: \_\_\_\_\_  
James E. McKee  
General Counsel

GAMCO INVESTORS, INC.

By: \_\_\_\_\_  
Douglas R. Jamieson  
Executive Vice President

GABELLI SECURITIES, INC.

By: \_\_\_\_\_  
James E. McKee  
Secretary

GABELLI & COMPANY, INC.

By: \_\_\_\_\_  
James E. McKee  
Secretary

GABELLI PERFORMANCE  
PARTNERSHIP, L. P.

By: \_\_\_\_\_  
MJG Associates, Inc.,  
General Partner  
by: Mario J. Gabelli, President  
by: James E. McKee  
Attorney-in-Fact

GLI, INC.

By: \_\_\_\_\_  
Mario J. Gabelli  
Chairman  
by: James E. McKee  
Attorney-in-Fact

GABELLI ASSOCIATES FUND

By: \_\_\_\_\_  
Gabelli Securities, Inc.,  
General Partner  
by: James E. McKee  
Secretary

GABELLI ASSOCIATES LIMITED

By: \_\_\_\_\_  
by: Gabelli Securities, Inc.,  
Investment Manager  
James E. McKee  
Secretary

GABELLI & COMPANY, INC.  
PROFIT SHARING PLAN

By: \_\_\_\_\_  
Douglas R. Jamieson  
Trustee

GABELLI INTERNATIONAL LIMITED

By: \_\_\_\_\_  
Mario J. Gabelli, Chairman  
by: James E. McKee  
Attorney-in-Fact

GABELLI INTERNATIONAL II LIMITED

By: \_\_\_\_\_  
Mario J. Gabelli, Chairman  
by: James E. McKee  
Attorney-in-Fact

LYNCH CORPORATION

By: \_\_\_\_\_  
Joseph H. Epel, Treasurer  
by: James E. McKee  
Attorney-in-Fact

SPINNAKER INDUSTRIES, INC.

By: \_\_\_\_\_  
Joseph H. Epel, Treasurer  
by: James E. McKee  
Attorney-in-Fact

WESTERN NEW MEXICO

By: \_\_\_\_\_  
Joseph H. Epel, Treasurer  
by: James E. McKee  
Attorney-in-Fact

ALCE PARTNERS, L.P.

By: \_\_\_\_\_  
Gabelli Securities, Inc.  
General Partner  
by: James E. McKee  
Secretary

GABELLI MULTIMEDIA PARTNERS, L.P.

By: \_\_\_\_\_  
Gabelli Securities, Inc.  
General Partner  
by: James E. McKee  
Secretary

INTER-COMMUNITY TELEPHONE COMPANY

By: \_\_\_\_\_  
Joseph H. Epel, Treasurer  
by: James E. McKee  
Attorney-in-Fact

GEMINI CAPITAL MANAGEMENT LIMITED

By: \_\_\_\_\_  
Marc J. Gabelli  
President  
by: James E. McKee  
Attorney-in-Fact

GABELLI FOUNDATION, INC.

By: \_\_\_\_\_  
Mario J. Gabelli, President  
by: James E. McKee  
Attorney-in-Fact

MARC J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

GABELLI ADVISERS, INC.

By: \_\_\_\_\_  
James E. McKee  
Secretary

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-FLOWSERVE CORP COM		
GABELLI FUNDS, INC.		
THE GABELLI SMALL CAP GROWTH FUND		
11/09/98	3,000-	17.7619
THE GABELLI EQUITY TRUST, INC.		
9/21/98	5,000	18.9875
THE GABELLI ASSET FUND		
10/22/98	5,000	20.0500
THE GABELLI CAPITAL ASSET FUND		
10/29/98	1,000	17.9250
9/14/98	2,000	19.5188
9/23/98	10,000-	18.7094
GAMCO INVESTORS, INC.		
11/18/98	6,000	17.4531
11/18/98	1,000	17.5000
11/17/98	300-	17.8125
11/17/98	1,500-	17.5625
11/17/98	1,000	17.4375
11/17/98	4,500	17.7500
11/16/98	6,000	17.6250
11/16/98	500-	17.3750
11/13/98	3,000	17.5417
11/13/98	1,500	17.5625
11/12/98	2,000	17.5000
11/11/98	4,000	17.8750
11/11/98	2,000	17.8125
11/10/98	14,300	17.9156
11/09/98	10,000	18.0000
11/09/98	9,000	17.8889
11/09/98	3,000-	17.7708
11/09/98	10,000-	18.0000
11/06/98	23,000	17.9413
11/06/98	7,000	17.9911
11/06/98	20,500	18.0000
11/06/98	5,000	17.9375
11/05/98	12,800	17.9795
11/05/98	3,000	17.9625
11/04/98	1,500-	18.0000
11/04/98	2,500	17.9625
11/03/98	5,000	18.2500
11/03/98	17,300	18.3811

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-FLOWSERVE CORP COM		

GAMCO INVESTORS, INC.

11/03/98	2,000-	17.9375
11/02/98	5,000	18.2500
11/02/98	9,800	18.2749
11/02/98	5,000	18.1875
10/30/98	4,500	18.0556
10/30/98	10,000	18.0000
10/30/98	3,000	18.2500
10/29/98	3,400	17.8676
10/29/98	5,000	17.9500
10/29/98	2,000	17.8750
10/28/98	2,000	18.2500
10/27/98	500-	18.3125
10/27/98	10,000	17.9875
10/27/98	300	19.7500
10/26/98	2,600	19.6947
10/26/98	3,000-	19.2216
10/26/98	6,000	19.8125
10/26/98	2,500-	19.2216
10/26/98	6,000-	19.8125
10/26/98	1,000-	19.2500
10/23/98	2,000-	19.5625
10/23/98	2,900	19.6078
10/23/98	500	19.7500
10/22/98	2,000-	20.3125
10/22/98	1,000	20.1875
10/21/98	3,000-	19.6250
10/21/98	6,000	19.9313
10/21/98	200	19.8750
10/20/98	500	19.2500
10/19/98	300	19.0000
10/16/98	1,600	19.0156
10/15/98	1,000	18.3438
10/14/98	3,500	18.1536
10/14/98	500-	17.3750
10/06/98	3,500-	18.4107
10/02/98	2,000-	18.6875
10/01/98	1,500-	20.0000
9/25/98	1,000	19.5625

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-FLOWSERVE CORP COM		
GAMCO INVESTORS, INC.		
9/24/98	800	19.0859
9/23/98	2,000-	18.7500
9/23/98	4,000	18.9375
9/22/98	7,000-	18.8571
9/22/98	2,000	18.9375
9/21/98	3,200	18.9375
9/21/98	5,000-	18.6075

9/21/98	6,000	18.9500
9/18/98	5,000	19.0000
9/16/98	2,000-	19.3750
9/16/98	500-	19.4375
9/16/98	6,000	19.3385
9/15/98	4,000-	19.1500
9/15/98	1,000-	19.1500
9/15/98	8,800	19.0625
9/14/98	1,000	19.0000
9/14/98	1,000	19.3125
9/11/98	200	22.4375
9/11/98	1,000-	18.5625
9/11/98	3,500	18.5000
9/10/98	7,000	18.4964
9/10/98	1,000-	18.5000

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED  
ON THE NY STOCK EXCHANGE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.