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

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2 Under the Securities Exchange Act of 1934 (Amendment No.)*

GameStop Corp.
(Name of Issuer)
Class A Common Stock
(Title of Class of Securities)
36467W109
(CUSIP Number)
April 5, 2006
Date of Event Which Requires Filing of the Statement
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
⊠ Rule 13d-1(c)
□ Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
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Cusip No.	36467W109		13G	Page 2 of 13 Pages			
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	Citadel Limited Partnershi	p					
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Illinois limited partnership						
NUMBER OF		5.	SOLE VOTING POWER 0				
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6. SHARED VOTING POWER 2,311,128 shares				
			SOLE DISPOSITIVE POWER 0				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUNT BI	ENEFICIAL	LY OWNED BY EACH REPORTING	PERSON			
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11.	PERCENT OF CLASS REP) BY AMOUNT IN ROW (9)				
12.	Approximately 5.3% as of the date of this filing TYPE OF REPORTING PERSON PN: HC						

Cusip No.	36467W109		13G	Page 3 of 13 Pages				
	-			-				
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Investment Group, L.L.C.							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑ (b) □							
3.	SEC USE ONLY							
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company							
	NUMBER OF	5.	SOLE VOTING POWER					
F	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		BENEFICIALLY OWNED BY EACH REPORTING PERSON		SHARED VOTING POWER 2,311,128 shares			
					SOLE DISPOSITIVE PO	WER		
		8.	SHARED DISPOSITIVE See Row 6 above.	POWER				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.							
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □							
11.			BY AMOUNT IN ROW (9))				
	Approximately 5.3	% as of the date of	uns ming					
12.	TYPE OF REPORTING PERSON OO; HC							

Cusip No.	36467W109		13G	Page 4 of 13 Pages				
				-				
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Kenneth Griffin							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP $ (a) \ \boxtimes \\ (b) \ \Box $							
3.	SEC USE ONLY							
4.	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen							
	NUMBER OF	5.	SOLE VOTING POWER					
E	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SHARED VOTING POWER 2,311,128 shares					
			REPORTING PERSON 7 SOLE DISPOSITIVE POWER			WER		
		8.	SHARED DISPOSITIVE : See Row 6 above.	POWER				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.							
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □							
11.			BY AMOUNT IN ROW (9))				
	Approximately 5.3	% as of the date of	uns ming					
12.	TYPE OF REPORTING PERSON IN; HC							

Cusip No.	36467W109		13G	Page 5 of 13 Pages				
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Wellington LLC							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑ (b) □							
3.	SEC USE ONLY							
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company							
	NUMBER OF	5.	SOLE VOTING POWER					
I	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 2,311,128 shares					
	REPORTING PERSON WITH		REPORTING PERSON 7 SOLE DISPOSITIVE POWER					
		8.	SHARED DISPOSITIVE PO See Row 6 above.	WER				
9.	AGGREGATE AMOUNT See Row 6 above.	Γ BENEFICIAL	LY OWNED BY EACH REPC	RTING PERSON				
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □							
11.			BY AMOUNT IN ROW (9)					
12.	Approximately 5.3% as of the date of this filing TYPE OF REPORTING PERSON OO; HC							

Cusip No.	36467W109		13G	Page 6 of 13 Pages				
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Kensington Global Strategies Fund Ltd.							
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \square							
3.	SEC USE ONLY							
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Bermuda company							
	NUMBER OF	5.	SOLE VOTING POWER 0					
Е	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6. SHARED VOTING POWER 2,311,128 shares					
			REPORTING PERSON 7 SOLE DISPOSITIVE POWER					
		8.	SHARED DISPOSITIVE POV	VER				
9.	AGGREGATE AMOUNT B See Row 6 above.	ENEFICIAI	LLY OWNED BY EACH REPO	RTING PERSON				
10.	10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □							
11.			D BY AMOUNT IN ROW (9)					
12.	Approximately 5.3% as of the date of this filing TYPE OF REPORTING PERSON CO; HC							

Cusip No.	36467W109		13G	Page 7 of 13 Pages			
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Equity Fund Ltd.						
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☑ (b) □						
3.	SEC USE ONLY	SEC USE ONLY					
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands company						
	NUMBER OF	5.	SOLE VOTING POWER				
F	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		BENEFICIALLY OWNED BY EACH		SHARED VOTING POWE	R	
			SOLE DISPOSITIVE POW	ER			
		8.	SHARED DISPOSITIVE PO	OWER			
9.	AGGREGATE AMOU See Row 6 above.	INT BENEFICIAL	LY OWNED BY EACH REPO	ORTING PERSON			
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
11.			BY AMOUNT IN ROW (9)				
	Approximately 5.3%	as of the date of t	this filing				
12.	TYPE OF REPORTIN	G PERSON					

Cusip No.	36467W109		13G	Page 8 of 13 Pages			
1.	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Citadel Derivatives Group LLC						
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠ (b) □						
3.	SEC USE ONLY						
4.	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware limited liability company						
	NUMBER OF	5.	SOLE VOTING POWER 0				
F	SHARES BENEFICIALLY OWNED BY EACH	6.	SHARED VOTING POWER 2,311,128 shares				
	REPORTING PERSON WITH		PERSON 7 SOLE DISPOSITIVE POWER				
		8.	SHARED DISPOSITIVE POWER See Row 6 above.				
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.						
10.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES □						
11.	PERCENT OF CLASS	REPRESENTED	BY AMOUNT IN ROW (9)				
	Approximately 5.3% a	s of the date of	this filing				
12.	TYPE OF REPORTING OO; BD	PERSON					

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Item 1(a) Name of Issuer: GAMESTOP CORP.

1(b) Address of Issuer's Principal Executive Offices:

625 Westport Parkway Grapevine, Texas 76051

Item 2(a) Name of Person Filing Item 2(b) Address of Principal Business Office Item 2(c) Citizenship

> Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Derivatives Group LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

2(d) Title of Class of Securities:

Class A Common Stock, par value \$.001.

2(e) CUSIP Number: 36467W109

Item 3 If this state	ement is f	iled pursu	ant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
	(a)	[_]	Broker or dealer registered under Section 15 of the Exchange Act;
	(b)	[_]	Bank as defined in Section 3(a)(6) of the Exchange Act;
	(c)	[_]	Insurance company as defined in Section 3(a)(19) of the Exchange Act;
	(d)	[_]	Investment company registered under Section 8 of the Investment Company Act;
	(e)	[_]	An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
	(f)	[_]	An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
	(g)	[_]	A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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	(h)	[_]	A sav	ings association as defined in Section 3(b) of the Federal Deposit	Insurance Act;
	(i)	[_]		arch plan that is excluded from the definition of an investment pany Act;	company under Section 3(c)(14) of the Investment
	(j)	[]	Grou	p, in accordance with Rule 13d-1(b)(1)(ii)(J).	
If this st	tatement	is filed pur	suant t	o Rule 13d-1(c), check this box. ⊠	
Item 4 Ownership	p:				
CITADEL LIM CITADEL INVI KENNETH GRI CITADEL WEI CITADEL KEN CITADEL EQU CITADEL DER	ESTME IFFIN LLINGT ISINGT JITY FU	NT GRO	UP, L. BAL S	TRATEGIES FUND LTD.	
(a) Amo	ount bene	eficially ow	ned:		
2,311,128 shares	S				
(b) Perce	ent of Cl	ass:			
Approximately 5.	3% as of	the date of	this fi	ling	
(c) Num	nber of sl	hares as to	which	such person has:	
	(i) sole	power to ve	ote or to	o direct the vote:	
			0		
	(ii) sha	red power	o vote	or to direct the vote:	
		See Item	4(a) ab	oove.	
	(iii) sol	e power to	dispose	e or to direct the disposition of:	
			0		
	(iv) sha	ared power	to disp	ose or to direct the disposition of:	
		See Item	4(a) ab	pove.	
Item 5 Ownership	of Five	Percent or	Less o	f a Class:	
			Not A	applicable.	
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Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

* John C. Nagel is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 24, 2006, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G for Morgans Hotel Group Co.

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

Dated this 12th day of April, 2006

KENNETH GRIFFIN	CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.	
	STRATEGIES FORD LTD.	
By: /s/ John C. Nagel	By: Citadel Limited Partnership,	
John C. Nagel, attorney-in-fact*	its Portfolio Manager	
CITADEL LIMITED PARTNERSHIP		
CITABLE LIMITED TAKINERSIII	By: Citadel Investment Group, L.L.C.,	
By: Citadel Investment Group, L.L.C.,	its General Partner	
its General Partner		
	By: /s/ John C. Nagel	
By: /s/ John C. Nagel	John C. Nagel, Director and	
John C. Nagel, Director and	Associate General Counsel	
Associate General Counsel	CHE A DELL HOLLIGHT EVAND A SED	
	CITADEL EQUITY FUND LTD.	
CITADEL WELLINGTON LLC		
	By: Citadel Limited Partnership,	
By: Citadel Limited Partnership,	its Portfolio Manager	
its Managing Member		
	By: Citadel Investment Group, L.L.C.,	
By: Citadel Investment Group, L.L.C.,	its General Partner	
its General Partner	D //II CN I	
	By: /s/ John C. Nagel John C. Nagel, Director and	
By: /s/ John C. Nagel	Associate General Counsel	
John C. Nagel, Director and	1550ctate General Counsel	
Associate General Counsel	CITADEL INVESTMENT GROUP, L.L.C.	
	CITADEDITATESTALEM GROCI, E.E.C.	
CITADEL DERIVATIVES GROUP LLC	By: /s/ John C. Nagel	
	John C. Nagel, Director and	
By: Citadel Limited Partnership,	Associate General Counsel	
its Managing Member		
By: Citadel Investment Group, L.L.C.,		
its General Partner		
no Conerai i araici		
By: /s/ John C. Nagel		
John C. Nagel, Director and		
Associate General Counsel		