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HANDLEMAN CO /MI/
Form SC 13G
April 28, 2008

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

SCHEDULE 13G
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Amendment No. __)*

HANDLEMAN COMPANY, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

410252100
(CUSIP Number)

APRIL 9, 2008
(Date of Event Which Requires Filing of this 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 409900107	13G	Page 2 of 5 Pages
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- | | |
|---|---|
| 1 | Name of Reporting Persons
I.R.S. Identification Nos. of Above Persons (Entities Only) Berg & Berg Enterprises, LLC |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="checkbox"/>
(b) <input type="checkbox"/> |
| 3 | SEC Use Only |

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4	Citizenship or Place of Organization California	
	Number of Shares	5 Sole Voting Power - 1,350,000 shares
	Beneficially Owned	6 Shared Voting Power - 0 shares
	by Each Reporting	7 Sole Dispositive Power - 1,350,000 shares
	Person with:	8 Shared Dispositive Power - 0 shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,350,000 shares	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) []	
11	Percent of Class Represented by Amount in Row (9) 6.6%	
12	Type of Reporting Person (See Instructions) PN	

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ITEM 1. (a) NAME OF ISSUER: The name of the issuer is Handleman Company, Inc. (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: The principal executive offices of the Company are located at 500 Kirts Boulevard, Troy, Michigan 48084-5225.

ITEM 2. (a) NAME OF PERSON FILING: The name of the filing person is Berg & Berg Enterprises, LLC ("BBE").

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE: The business address for BBE is 10050 Bandley Drive, Cupertino, CA 94014.

(c) CITIZENSHIP: BBE is organized under the laws of the state of California.

(d) TITLE OF CLASS OF SECURITIES: The title of the class of securities is Common Stock.

(e) CUSIP NUMBER: The CUSIP number of the Common Stock is 410252100.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B) OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable (this Schedule is being filed pursuant to Rule 13d-1(c))

ITEM 4. OWNERSHIP.

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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.

Date: April 28, 2008

BERG & BERG ENTERPRISES, LLC

/s/ Carl E. Berg

Carl E. Berg, Manager