

SECURITIES AND EXCHANGE COMMISSION

FORM 13F-HR

Initial quarterly Form 13F holdings report filed by institutional managers

Filing Date: **2005-05-02** | Period of Report: **2005-03-31**
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FILER

DISCIPLINED GROWTH INVESTORS INC /MN

CIK: **1050442** | IRS No.: **411901233** | State of Incorporation: **MN** | Fiscal Year End: **1231**
Type: **13F-HR** | Act: **34** | File No.: **028-06630** | Film No.: **05789272**

Mailing Address

*100 S. FIFTH ST
SUITE 2100
MINNEAPOLIS MN 55402*

Business Address

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SUITE 2100
MINNEAPOLIS MN 55402
6123174101*

<TABLE>

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

FORM 13F

Report for the Calendar Year of Quarter Ended: March 31, 2005

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: Disciplined Growth Investors, Inc.
Address: 100 South Fifth Street Suite 2100
Minneapolis, MN 55402

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: Laura J. Hawkins
Title: CFO/CCO
Phone: 612-317-4101
Signature, Place, and Date of Signing:

Laura J. Hawkins Minneapolis, MN May 2, 2005

Report Type (Check only one):

[X] 13F HOLDINGS REPORT

[] 13F NOTICE

[] 13F COMBINATION REPORT.

List of other Managers Reporting for this Manager:

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

FORM 13F SUMMARY PAGE

Report Summary:

Number of other included Managers: 0

Form 13F Information Table Entry Total: 114

Form 13F Information Table Value Total: \$949273

NAME OF ISSUER	TITLE OF CLASS	CUSIP	FORM 13F INFORMATION TABLE						OTHER MANAGERS	VOTING AUTHORITY		
			VALUE (\$1000)	SHARES/ PRN AMT	SH/ PUT/ PRN CALL	INVSTMT DSCRETN	SOLE	SHARED		NONE		
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ABBOTT LABS COM	com	002824100	519	11134	SH	SOLE			11134			
ADOBE SYS INC COM	com	00724F101	42120	627065	SH	SOLE			599740		27325	
ADVANCED MICRO DEVICES COM	com	007903107	7031	436175	SH	SOLE			405750		30425	
ALLSTATE CORP COM	com	020002101	908	16800	SH	SOLE			16800			
APPLE COMPUTER INC COM	com	037833100	38543	924950	SH	SOLE			892650		32300	
ARM HLDGS PLC SPONSORED ADR	com	042068106	3598	599715	SH	SOLE			599303		412	
ASHWORTH INC COM	com	04516H101	7468	655650	SH	SOLE			655125		525	
AWARE INC MASS COM	com	05453N100	3092	709075	SH	SOLE			708450		625	
BEA SYS INC COM	com	073325102	15419	1934625	SH	SOLE			1762325		172300	
BJ SVCS CO COM	com	055482103	13389	258075	SH	SOLE			224225		33850	
BOTTOMLINE TECH DEL COM	com	101388106	1039	79625	SH	SOLE			79625			
BROOKSTONE INC COM	com	114537103	6155	379449	SH	SOLE			379099		350	
CABELA'S INC	com	126804301	6573	318600	SH	SOLE			297050		21550	
CALIFORNIA COASTL CMNT COM NEW	com	129915203	209	8000	SH	SOLE			8000			
CALPINE CORP COM	com	131347106	5807	2073950	SH	SOLE			1871075		202875	
CARDIODYNAMICS INTL COM	com	141597104	2029	694725	SH	SOLE			694325		400	
CENDANT CORP COM	com	151313103	534	26000	SH	SOLE			25900		100	
CEVA INC COM	com	157210105	2533	342275	SH	SOLE			342075		200	
CHEESECAKE FACTORY INC COM	com	163072101	9442	266343	SH	SOLE			266193		150	

CHEVRONTXACO CORP	com	166764100	622	10668	SH	SOLE	10668	
CONEXANT SYSTEMS INC	com	207142100	142	94476	SH	SOLE	94178	298
CONSOL ENERGY INC COM	com	20854p109	5933	126175	SH	SOLE	113700	12475
DELPHI AUTO SYS CORP COM	com	247126105	598	133393	SH	SOLE	132275	1118
DENDREON CORP COM	com	24823q107	2288	419847	SH	SOLE	419515	332
DEVON ENERGY CORP COM	com	25179M103	29024	607829	SH	SOLE	603329	4500
DIGITAL THEATER SYS COM	com	25389G102	3167	174900	SH	SOLE	174775	125
E M C CORP MASS COM	com	268648102	130	10518	SH	SOLE	10518	
E TRADE GROUP INC COM	com	269246104	23001	1916730	SH	SOLE	1777155	139575
EATON CORP COM	com	278058102	27431	419427	SH	SOLE	398252	21175
ECHELON CORP COM	com	27874N105	3241	473885	SH	SOLE	473400	485
EDWARDS LIFESCIENCES CORP	com	28176e108	13181	304975	SH	SOLE	275550	29425
			2	50	SH	OTHER	50	
EMERSON ELEC CO COM	com	291011104	660	10164	SH	SOLE	10164	
ENBRIDGE ENERGY PARTNERS LP	com	29250R106	369	7400	SH	SOLE	7400	
EPIX PHARMACEUTICALS INC	com	26881Q101	2374	339175	SH	SOLE	338975	200
			1	100	SH	OTHER	100	
EVOLVING SYS INC COM	com	30049r100	2220	829725	SH	SOLE	829150	575
EXXON MOBIL CORP COM	com	30231G102	147	2470	SH	SOLE	2470	
			292	4896	SH	OTHER	4896	
FARGO ELECTRONICS INC COM	com	30744p102	3711	252975	SH	SOLE	252775	200
FOUNDRY NETWORKS INC COM	com	35063r100	26338	2660375	SH	SOLE	2524750	135625
FURNITURE BRANDS INTL COM	com	360921100	8697	398775	SH	SOLE	367825	30950
GENZYME CORP COM GENL DIV	com	372917104	15086	263560	SH	SOLE	234135	29425
HONEYWELL INTERNATIONAL INC	com	438516106	1415	38023	SH	SOLE	37736	287
			8	207	SH	OTHER	207	
IMAGING DIAGNOSTIC SYSTEMS	com	45244w100	9	29250	SH	SOLE	29250	
IMATION CORP COM	com	45245A107	8812	253569	SH	SOLE	228594	24975
			10	300	SH	OTHER	300	
INCYTE CORP	com	45337c102	6999	1024800	SH	SOLE	972275	52525
			1	100	SH	OTHER	100	
INDUS INTL INC COM	com	455781100	4002	1640175	SH	SOLE	1638875	1300
			0	200	SH	OTHER	200	
INTEL CORP COM	com	458140100	632	27200	SH	SOLE	27200	
INTER TEL INC COM	com	458372109	5325	217350	SH	SOLE	217250	100
INTUIT COM	com	461202103	28772	657336	SH	SOLE	622011	35325
INVESTMENT TEC GRP NEW COM	com	46145F105	2075	118575	SH	SOLE	118425	150
JANUS CAP GROUP INC COM	com	47102x105	6356	455645	SH	SOLE	419595	36050
JEFFERSON PILOT CORP COM	com	475070108	12282	250388	SH	SOLE	225838	24550
KEANE INC COM	com	486665102	11563	887425	SH	SOLE	788950	98475
KEITHLEY INSTRS INC COM	com	487584104	5333	330600	SH	SOLE	330375	225
LEVEL 3 COMMUNICATIONS COM	com	52729n100	9426	4575625	SH	SOLE	4305450	270175
			1	500	SH	OTHER	500	
LILLY ELI & CO COM	com	532457108	370	7100	SH	SOLE	7100	
LIMITED BRANDS INC	com	532716107	21530	885996	SH	SOLE	815726	70270
MAPICS INC COM	com	564910107	5024	394625	SH	SOLE	394450	175
			1	50	SH	OTHER	50	
MAPINFO CORP COM	com	565105103	6205	515367	SH	SOLE	515142	225
MAXTOR CORP COM NEW	com	577729205	4116	773725	SH	SOLE	718725	55000
MEDIMMUNE INC COM	com	584699102	7246	304325	SH	SOLE	275650	28675
MERCK & CO INC COM	com	589331107	198	6116	SH	SOLE	6116	
			48	1495	SH	OTHER	1495	
METRIS COS INC COM	com	591598107	38605	3330919	SH	SOLE	3239019	91900
MICHAELS STORES INC COM	com	594087108	52399	1443511	SH	SOLE	1392961	50550
MICROSOFT CORP COM	com	594918104	1866	77194	SH	SOLE	77194	
MINNESOTA MNG & MFG CO COM	com	604059105	86	1000	SH	SOLE	1000	
			359	4184	SH	OTHER	4184	
MOBIUS MGMT SYS COM	com	606925105	6546	999425	SH	SOLE	998650	775
NOBLE CORP	com	665422100	19973	355326	SH	SOLE	343601	11725
NORTHERN BORDER PARTNR UNIT LT	com	664785102	470	9750	SH	SOLE	9750	
OPEN TEXT CORP COM	com	683715106	19392	1074360	SH	SOLE	1039610	34750
PC-TEL INC COM	com	69325Q105	6233	846925	SH	SOLE	846375	550
PFIZER INC COM	com	717081103	18	687	SH	SOLE	687	
			375	14288	SH	OTHER	14288	
PLANTRONICS INC NEW COM	com	727493108	33470	878940	SH	SOLE	833140	45800
			4	100	SH	OTHER	100	
PLEXUS CORP COM	com	729132100	11610	1008700	SH	SOLE	935000	73700
REMINGTON OIL & GAS COM	com	759594302	5695	180675	SH	SOLE	180500	175
ROYAL CARIBBEAN CRUISE COM	com	V7780T103	24910	557395	SH	SOLE	525620	31775
SCIENTIFIC ATLANTA INC COM	com	808655104	27028	957777	SH	SOLE	893652	64125
SECURE COMPUTING CORP COM	com	813705100	9669	1128275	SH	SOLE	1127725	550
SELECT COMFORT CORP COM	com	81616x103	20182	987400	SH	SOLE	944050	43350
SOFTBRANDS INC COM	com	83402A107	161	89237	SH	SOLE	89237	
SONIC SOLUTIONS COM	com	835460106	2703	179600	SH	SOLE	179500	100
SOUTHWEST AIRLS CO COM	com	844741108	169	11868	SH	SOLE	11868	
SPINNAKER EXPL CO COM	com	84855w109	5295	149022	SH	SOLE	148922	100
STAMPS COM INC COM NEW	com	852857200	3840	231300	SH	SOLE	231075	225
STELLENT INC	com	85856W105	9576	1138680	SH	SOLE	1138205	475
STRATEX NETWORKS INC	com	86279T109	2601	1413450	SH	SOLE	1412275	1175
SUN MICROSYSTEMS INC COM	com	866810104	19749	4888365	SH	SOLE	4569365	319000
SYBASE INC COM	com	871130100	25335	1372431	SH	SOLE	1305606	66825
TEXAS INSTRS INC COM	com	882508104	5801	227593	SH	SOLE	225218	2375
TIME WARNER TELECOM CL A	com	887319101	3476	875675	SH	SOLE	875175	500
TJX COS INC NEW COM	com	872540109	23842	968000	SH	SOLE	916650	51350
TRIMBLE NAVIGATION LTD COM	com	896239100	7943	234924	SH	SOLE	234774	150

VALUEVISION MEDIA INC CL A	com	92047K107	2894	233950	SH	SOLE	233750	200
VIROPHARMA INC COM	com	928241108	4909	2097875	SH	SOLE	2096200	1675
WAL MART STORES INC COM	com	931142103	342	6824	SH	SOLE	6824	
XTO ENERGY INC COM	com	98385x106	15226	463630	SH	SOLE	443601	20029
YAHOO INC COM	com	984332106	52123	1537541	SH	SOLE	1487091	50450
			12	350	SH	OTHER	350	
VANGUARD MNY MKT RESVS PRIME P		922090620	12	12296.910	SH	SOLE	12296.910	
NESTLE SA	com	7123870	351	1280	SH	SOLE	1280	
ROCHE HLDG AG	com	7110388	215	2000	SH	SOLE	2000	
UBS AG	com	5962354	988	11664	SH	SOLE	11664	

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