

Western Asset High Yield Defined Opportunity Fund Inc.  
Form N-PX  
August 24, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

OMB APPROVAL  
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Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-22444**

**Western Asset High Yield Defined Opportunity Fund Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,  
49TH FLOOR,  
NEW YORK, NEW YORK**  
(Address of principal executive offices)

**10018**  
(Zip code)

**Robert I. Frenkel, Esq.  
100 First Stamford Place  
Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

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Date of fiscal year end: **August 31**

Date of reporting period: **July 1, 2011- June 30, 2012**

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**Item 1. Proxy Voting Record**

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-22444

Reporting Period: 07/01/2011 - 06/30/2012

Western Asset High Yield Defined Opportunity Fund Inc.

===== Western Asset High Yield Defined Opportunity Fund Inc. =====

HORIZON LINES INC

Ticker: HRZ Security ID: 44044K101

Meeting Date: DEC 02, 2011 Meeting Type: SPECIAL

Record Date: DEC 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Proposal to amend the company's amended and restated Certificate of Incorporation to effect a 1-for-25 reverse stock split of the common	FOR	FOR	Management

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stock.

Item	Proposal to increase the number of	FOR	FOR	Management
2	authorized shares of common stock from			
	100,000,000 to 2,500,000,000.			

Item	Proposal to authorize the issuance of	FOR	FOR	Management
3	warrants in lieu of cash or redemption			
	notes in consideration for "Excess			
	Shares" to facilitate compliance with			
	the Jones Act.			

Item	Proposal to transact any other	FOR	FOR	Management
4	business as may properly come before			
	the Special Meeting or any adjournment			
	or postponement of the Special Meeting.			

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HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 07, 2012 Meeting Type: ANNUAL

Record Date: MAY 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item	Elect directors.	FOR	FOR	Management
1				
Item	Proposal to approve the ratification	FOR	FOR	Management
2	of Ernst & Young LLP as the			

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independent registered public

accounting firm for year 2012.

Item	Proposal to an advisory resolution to	FOR	FOR	Management
3	approve executive compensation.			

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ROYAL BANK OF SCOTLAND GROUP PLC

Ticker: RBS Security ID: 780097AU5

Meeting Date: MAY 30, 2012 Meeting Type: ANNUAL

Record Date: MAY 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item	To receive and approve the report and	FOR	FOR	Management
1	accounts.			
Item	To approve the remuneration report.	FOR	FOR	Management
2				
Item	To elect Alison Davis as a director	FOR	FOR	Management
3				
Item	To elect Tony Di Iorio as a director	FOR	FOR	Management
4				
Item	To elect Baroness Noakes as a director	FOR	FOR	Management
5				
Item	To re-elect Sandy Crombie as a director	FOR	FOR	Management
6				
Item	To re-elect Philip Hampton as a	FOR	FOR	Management

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7	director			
Item	To re-elect Stephen Hester as a	FOR	FOR	Management
8	director			
Item	To re-elect Penny Hughes as a director	FOR	FOR	Management
9				
Item	To re-elect Joe MacHale as a director	FOR	FOR	Management
10				
Item	To re-elect Brendan Nelson as a	FOR	FOR	Management
11	director			
Item	To re-elect Art Ryan as a director	FOR	FOR	Management
12				
Item	To re-elect Bruce Van Saun as a	FOR	FOR	Management
13	director			
Item	To re-elect Philip Scott as a director	FOR	FOR	Management
14				
Item	To re-appoint Deloitte LLP as auditors.	FOR	FOR	Management
15				
Item	To authorize the Group Audit Committee	FOR	FOR	Management
16	to fix the remuneration of the			
	auditors.			
Item	To renew the directors' authority to	FOR	FOR	Management
17	allot securities.			
Item	To renew the directors' authority to	FOR	FOR	Management
18	allot shares on a non pre-emptive			
	basis.			
Item	The sub-divide and consolidate the	FOR	FOR	Management
19	ordinary share capital.			
Item	To amend the articles of association.	FOR	FOR	Management

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20

Item To renew authority to grant rights to FOR FOR Management  
21 converts B shares.

Item To renew authority to grant rights to FOR FOR Management  
22 converts B shares on a non-pre-emptive  
basis.

Item To amend the rules of the Sharesave FOR FOR Management  
23 Plans.

Item To permit the holding of General FOR FOR Management  
24 Meetings at 14 days' notice.

Item To authorize political donations and FOR FOR Management  
25 expenditure.

===== END NPX REPORT



**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Western Asset High Yield Defined Opportunity Fund Inc.

By (Signature and Title)\* /s/ R. Jay Gerken  
R. Jay Gerken  
Chairman, President and Chief Executive Officer

Date August 24, 2012

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\* Print the name and title of each signing officer under his or her signature.

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