

SALOMON BROTHERS HIGH INCOME FUND II INC

Form N-PX

August 26, 2004

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM N-PX**

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

Investment Company Act file number: 811-8709

**SALOMON BROTHERS HIGH INCOME FUND II INC.**

---

(Exact name of registrant as specified in charter)

**125 BROAD STREET, NEW YORK, NEW YORK 10004**

---

(Address of principal executive offices) (Zip code)

**Robert I. Frenkel, Esq.**

**300 First Stamford Place, 4<sup>th</sup> Floor**

**Stamford, Connecticut 06902**

---

(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

Edgar Filing: SALOMON BROTHERS HIGH INCOME FUND II INC - Form N-PX

Date of fiscal year end: April 30

Date of reporting period: July 1, 2003 June 30, 2004

---

**Item 1. Proxy Voting Record**

Edgar Filing: SALOMON BROTHERS HIGH INCOME FUND II INC - Form N-PX

<PRE>

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

ICA File Number: 811-08709  
Reporting Period: 07/01/2003 - 06/30/2004  
Salomon Brothers High Income Fund II Inc

===== SALOMON BROTHERS HIGH INCOME FUND II INC =====

AIRPLANES PASS-THRU TRUST

Ticker: Security ID: 009451  
Meeting Date: SEP 19, 2003 Meeting Type: Consent  
Record Date: AUG 29, 2003

| #  | Proposal                | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------|---------|-----------|------------|
| 01 | THE PROPOSED AMENDMENTS | For     | For       | Management |

-----  
AIRPLANES PASS-THRU TRUST

Ticker: Security ID: 009451  
Meeting Date: SEP 19, 2003 Meeting Type: Consent  
Record Date: AUG 29, 2003

| #  | Proposal                | Mgt Rec | Vote Cast | Sponsor    |
|----|-------------------------|---------|-----------|------------|
| 01 | THE PROPOSED AMENDMENTS | For     | For       | Management |

-----  
ALAMOSA HOLDINGS, INC.

Ticker: APCS Security ID: 011589207  
Meeting Date: JUN 2, 2004 Meeting Type: Annual  
Record Date: APR 16, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Ray M. Clapp, Jr.   | For     | For       | Management |
| 1.2 | Elect Director John F. Otto, Jr.   | For     | For       | Management |
| 1.3 | Elect Director Jimmy R. White      | For     | For       | Management |
| 2   | Amend Employee Stock Purchase Plan | For     | For       | Management |
| 3   | Ratify Auditors                    | For     | For       | Management |

-----  
NTL EUROPE, INC.

Ticker: NTEU Security ID: 62940R

Edgar Filing: SALOMON BROTHERS HIGH INCOME FUND II INC - Form N-PX

Meeting Date: JAN 27, 2004 Meeting Type: Special  
Record Date: DEC 9, 2003

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1A | TO WAIVE IN CONTEMPLATION OF THE REVERSE STOCK SPLIT THE PROVISION OF OUR CERTIFICATE OF INCORPORATION PROVIDING THAT, SO LONG AS THE PREFERRED STOCK IS OUTSTANDING, NO SECURITIES RANKING JUNIOR TO THE PREFERRED STOCK WITH RESPECT TO THE PAYMENT OF DIVIDE | For     | For       | Management |

-----  
NTL INCORPORATED

Ticker: NTLI Security ID: 62940M104  
Meeting Date: MAY 6, 2004 Meeting Type: Annual  
Record Date: MAR 22, 2004

| #   | Proposal                               | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Jeffrey D. Benjamin     | For     | For       | Management |
| 1.2 | Elect Director David Elstein           | For     | For       | Management |
| 2   | Ratify Auditors                        | For     | For       | Management |
| 3   | Amend Omnibus Stock Plan               | For     | For       | Management |
| 4   | Approve Executive Incentive Bonus Plan | For     | For       | Management |
| 5   | Approve Share Plan Grant               | For     | For       | Management |

-----  
SPECTRASITE, INC.

Ticker: SSI Security ID: 84761M104  
Meeting Date: MAY 25, 2004 Meeting Type: Annual  
Record Date: APR 16, 2004

| #   | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen H. Clark    | For     | For       | Management |
| 1.2 | Elect Director Paul M. Albert, Jr. | For     | For       | Management |
| 1.3 | Elect Director Robert Katz         | For     | For       | Management |
| 1.4 | Elect Director Richard Masson      | For     | For       | Management |
| 2   | Ratify Auditors                    | For     | For       | Management |

===== END NPX REPORT  
</PRE>

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.

---

SALOMON BROTHERS HIGH INCOME FUND II INC.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman of

Salomon Brothers High Income Fund II Inc.

Date: August 26, 2004