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ZWEIG TOTAL RETURN FUND INC  
Form N-PX/A  
April 05, 2005

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

OMB APPROVAL  
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FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-05620

Zweig Total Return Fund Inc.

(Exact name of registrant as specified in charter)

9150 Third Avenue NY NY

10022

(Address of principal executive offices)

(Zip code)

Marc Baltuch c/o Phoenix Zweig Advisers -- 900 3rd Ave. N.Y., NY 10022

(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 451-1100

Date of fiscal year end: 12/31/2004

Date of reporting period: 06/30/2004

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

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) Daniel T. Geraci

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By (Signature and Title)\* /s/ Daniel T. Geraci President and Chief Executive  
Officer  
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Date March 24, 2005  
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