

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

ZWEIG TOTAL RETURN FUND INC  
Form N-PX  
August 08, 2011

-----  
OMB APPROVAL  
-----  
OMB Number: 3236-0682  
-----  
Expires: March 31, 2012  
-----  
Estimated average burden  
hours per response..... 9.6  
-----

=====

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 811-05620

ZWEIG TOTAL RETURN FUND, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

900 THIRD AVENUE, NEW YORK, NY, 10022  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

MARC BALTUCH, C/O ZWEIG ADVISERS, 900 THIRD AVE, NY, NY 10022  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

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

Date of fiscal year end: 12/31/10

Date of reporting period: 6/30/11

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 ((S) (S) 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. (S) 3507.

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

GENERAL INSTRUCTIONS

A. RULE AS TO USE OF FORM N-PX.

Form N-PX is to be used for reports pursuant to Section 30 of the Investment Company Act of 1940 (the "Act") and Rule 30b1-4 under the Act (17 CFR 270.30b1-4) by all registered management investment companies, other than small business investment companies registered on Form N-5 ((S)(S)239.24 and 274.5 of this chapter), to file their complete proxy voting record not later than August 31 of each year for the most recent twelve-month period ended June 30.

B. APPLICATION OF GENERAL RULES AND REGULATIONS.

The General Rules and Regulations under the Act contain certain general requirements that are applicable to reporting on any form under the Act. These general requirements should be carefully read and observed in the preparation and filing of reports on this form, except that any provision in the form or in these instructions shall be controlling.

SEC 2451 (4-03) PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

Instructions

- 1. In the case of a registrant that offers multiple series of shares, provide the information required by this Item separately for each series. The term "series" means shares offered by a registrant that represent undivided interests in a portfolio of investments and that are preferred over all other series of shares for assets specifically allocated to that series in accordance with Rule 18f-2(a) under the Act (17 CFR 270.18f-2(a)).
2. The exchange ticker symbol or CUSIP number required by paragraph (b) or (c) of this Item may be omitted if it is not available through reasonably practicable means, e.g., in the case of certain securities of foreign issuers.

=====

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

ICA File Number: 811-05620
Reporting Period: 07/01/2010 - 06/30/2011
Zweig Total Return Fund Inc

===== ZWEIG TOTAL RETURN FUND, INC =====

ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109
Meeting Date: MAY 17, 2011 Meeting Type: Annual
Record Date: MAR 18, 2011

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Row 1: 1, Elect Director William S. Ayer, For, For, Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

2	Elect Director Patricia M. Bedient	For	For	Management
3	Elect Director Marion C. Blakey	For	For	Management
4	Elect Director Phyllis J. Campbell	For	For	Management
5	Elect Director Jessie J. Knight, Jr.	For	For	Management
6	Elect Director R. Marc Langland	For	For	Management
7	Elect Director Dennis F. Madsen	For	For	Management
8	Elect Director Byron I. Mallott	For	For	Management
9	Elect Director J. Kenneth Thompson	For	For	Management
10	Elect Director Bradley D. Tilden	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
14	Provide Right to Act by Written Consent	Against	Against	Management
15	Amend Omnibus Stock Plan	For	For	Management

-----

ALCOA INC.

Ticker: AA Security ID: 013817101  
Meeting Date: MAY 06, 2011 Meeting Type: Annual  
Record Date: FEB 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Klaus Kleinfeld	For	For	Management
1.2	Elect Director James W. Owens	For	For	Management
1.3	Elect Director Ratan N. Tata	For	For	Management
2	Ratify Auditor	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management
6	Reduce Supermajority Vote Requirement Relating to Fair Price Protection	For	For	Management
7	Reduce Supermajority Vote Requirement Relating to Director Elections	For	For	Management
8	Reduce Supermajority Vote Requirement Relating to the Removal of Directors	For	For	Management
9	Provide Right to Act by Written Consent	Against	For	Shareholder
10	Declassify the Board of Directors	Against	For	Shareholder

ALTRIA GROUP, INC.

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Ticker: MO Security ID: 02209S103  
 Meeting Date: MAY 19, 2011 Meeting Type: Annual  
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Elizabeth E. Bailey	For	For	Management
2	Elect Director Gerald L. Baliles	For	For	Management
3	Elect Director John T. Casteen III	For	For	Management
4	Elect Director Dinyar S. Devitre	For	For	Management
5	Elect Director Thomas F. Farrell II	For	For	Management
6	Elect Director Thomas W. Jones	For	For	Management
7	Elect Director George Munoz	For	For	Management
8	Elect Director Nabil Y. Sakkab	For	For	Management
9	Elect Director Michael E. Szymanczyk	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	None	One Year	Management
13	Cease Production of Flavored Tobacco Products	Against	Against	Shareholder

-----  
 AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
 Meeting Date: JUN 07, 2011 Meeting Type: Annual  
 Record Date: APR 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey P. Bezos	For	For	Management
2	Elect Director Tom A. Alberg	For	For	Management
3	Elect Director John Seely Brown	For	For	Management
4	Elect Director William B. Gordon	For	For	Management
5	Elect Director Alain Monie	For	For	Management
6	Elect Director Jonathan J. Rubinstein	For	For	Management
7	Elect Director Thomas O. Ryder	For	For	Management
8	Elect Director Patricia Q. Stonesifer	For	For	Management
9	Ratify Auditors	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
12	Amend Bylaws--Call Special Meetings	Against	For	Shareholder
13	Report on Climate Change	Against	For	Shareholder

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

AMKOR TECHNOLOGY, INC.

Ticker: AMKR Security ID: 031652100  
 Meeting Date: MAY 03, 2011 Meeting Type: Annual  
 Record Date: MAR 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James J. Kim	For	For	Management
1.2	Elect Director Kenneth T. Joyce	For	For	Management
1.3	Elect Director Roger A. Carolin	For	For	Management
1.4	Elect Director Winston J. Churchill	For	For	Management
1.5	Elect Director John T. Kim	For	For	Management
1.6	Elect Director John F. Osborne	For	For	Management
1.7	Elect Director Dong Hyun Park	For	For	Management
1.8	Elect Director James W. Zug	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Ratify Auditors	For	For	Management

AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 29, 2011 Meeting Type: Annual  
 Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director Gilbert F. Amelio	For	For	Management
3	Elect Director Reuben V. Anderson	For	For	Management
4	Elect Director James H. Blanchard	For	For	Management
5	Elect Director Jaime Chico Pardo	For	For	Management
6	Elect Director James P. Kelly	For	For	Management
7	Elect Director Jon C. Madonna	For	For	Management
8	Elect Director Lynn M. Martin	For	For	Management
9	Elect Director John B. McCoy	For	For	Management
10	Elect Director Joyce M. Roche	For	For	Management
11	Elect Director Matthew K. Rose	For	For	Management
12	Elect Director Laura D Andrea Tyson	For	For	Management
13	Ratify Auditors	For	For	Management
14	Approve Omnibus Stock Plan	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
17	Report on Political Contributions	Against	For	Shareholder
18	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
19	Provide Right to Act by Written Consent	Against	For	Shareholder

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Page 3

AUTOZONE, INC.

Ticker: AZO Security ID: 053332102  
 Meeting Date: DEC 15, 2010 Meeting Type: Annual  
 Record Date: OCT 18, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William C. Crowley	For	For	Management
1.2	Elect Director Sue E. Gove	For	For	Management
1.3	Elect Director Earl G. Graves, Jr.	For	For	Management
1.4	Elect Director Robert R. Grusky	For	For	Management
1.5	Elect Director . R. Hyde, III	For	For	Management
1.6	Elect Director W. Andrew McKenna	For	For	Management
1.7	Elect Director George R. Mrkonic, Jr.	For	For	Management
1.8	Elect Director Luis P. Nieto	For	For	Management
1.9	Elect Director William C. Rhodes, III	For	For	Management
1.10	Elect Director Theodore W. Ullyot	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

BANK OF AMERICA CORPORATION

Ticker: BAC Security ID: 060505104  
 Meeting Date: MAY 11, 2011 Meeting Type: Annual  
 Record Date: MAR 16, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mukesh D. Ambani	For	For	Management
2	Elect Director Susan S. Bies	For	For	Management
3	Elect Director Frank P. Bramble, Sr.	For	For	Management
4	Elect Director Virgis W. Colbert	For	For	Management
5	Elect Director Charles K. Gifford	For	For	Management
6	Elect Director Charles O. Holliday, Jr.	For	For	Management
7	Elect Director D. Paul Jones, Jr.	For	For	Management
8	Elect Director Monica C. Lozano	For	For	Management
9	Elect Director Thomas J. May	For	For	Management
10	Elect Director Brian T. Moynihan	For	For	Management
11	Elect Director Donald E. Powell	For	For	Management
12	Elect Director Charles O. Rossotti	For	For	Management
13	Elect Director Robert W. Scully	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Ratify Auditors	For	For	Management
17	Disclose Prior Government Service	Against	Against	Shareholder
18	Provide Right to Act by Written Consent	Against	For	Shareholder
19	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	For	Shareholder
20	Report on Lobbying Expenses	Against	For	Shareholder
21	Report on Collateral in Derivatives Trading	Against	For	Shareholder
22	Restore or Provide for Cumulative Voting	Against	For	Shareholder
23	Claw-back of Payments under Restatements	Against	For	Shareholder
24	Prohibit Certain Relocation Benefits to Senior Executives	Against	For	Shareholder

-----  
Page 4

BEST BUY CO., INC.

Ticker: BBY Security ID: 086516101  
Meeting Date: JUN 21, 2011 Meeting Type: Annual  
Record Date: APR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald James	For	For	Management
1.2	Elect Director Sanjay Khosla	For	For	Management
1.3	Elect Director George L. Mikan III	For	For	Management
1.4	Elect Director Matthew H. Paull	For	For	Management
1.5	Elect Director Richard M. Schulze	For	For	Management
1.6	Elect Director Hatim A. Tyabji	For	For	Management
2	Ratify Auditors	For	For	Management
3	Change Range for Size of the Board	For	Against	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
8	Declassify the Board of Directors	Against	For	Shareholder

-----  
BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103  
Meeting Date: JUN 02, 2011 Meeting Type: Annual  
Record Date: APR 04, 2011

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Caroline D. Dorsa	For	For	Management
2	Elect Director Stelios Papadopoulos	For	For	Management
3	Elect Director George A. Scangos	For	For	Management
4	Elect Director Lynn Schenk	For	For	Management
5	Elect Director Alexander J. Denner	For	For	Management
6	Elect Director Nancy L. Leaming	For	For	Management
7	Elect Director Richard C. Mulligan	For	For	Management
8	Elect Director Robert W. Pangia	For	For	Management
9	Elect Director Brian S. Posner	For	For	Management
10	Elect Director Eric K. Rowinsky	For	For	Management
11	Elect Director Stephen A. Sherwin	For	For	Management
12	Elect Director William D. Young	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Declassify the Board of Directors	For	For	Management

-----

BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108  
 Meeting Date: MAY 03, 2011 Meeting Type: Annual  
 Record Date: MAR 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L. Andreotti	For	For	Management
2	Elect Director L.B. Campbell	For	For	Management
3	Elect Director J.M. Cornelius	For	For	Management
4	Elect Director L.J. Freeh	For	For	Management
5	Elect Director L.H. Glimcher	For	For	Management
6	Elect Director M. Grobstein	For	For	Management
7	Elect Director L. Johansson	For	For	Management
8	Elect Director A.J. Lacy	For	For	Management
9	Elect Director V.L. Sato	For	For	Management

10	Elect Director E. Sigal	For	For	Management
11	Elect Director T.D. West, Jr.	For	For	Management
12	Elect Director R.S. Williams	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management



## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

16	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
17	Provide Right to Act by Written Consent	Against	For	Shareholder
18	Adopt Policy to Restrain Pharmaceutical Price Increases	Against	Against	Shareholder

CATERPILLAR INC.

Ticker:	CAT	Security ID:	149123101
Meeting Date:	JUN 08, 2011	Meeting Type:	Annual
Record Date:	APR 11, 2011		

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Calhoun	For	Withhold	Management
1.2	Elect Director Daniel M. Dickinson	For	For	Management
1.3	Elect Director Eugene V. Fife	For	For	Management
1.4	Elect Director Juan Gallardo	For	For	Management
1.5	Elect Director David R. Goode	For	For	Management
1.6	Elect Director Jesse J. Greene, Jr.	For	For	Management
1.7	Elect Director Peter A. Magowan	For	For	Management
1.8	Elect Director Dennis A. Muilenburg	For	For	Management
1.9	Elect Director Douglas R. Oberhelman	For	For	Management
1.10	Elect Director William A. Osborn	For	For	Management
1.11	Elect Director Charles D. Powell	For	For	Management
1.12	Elect Director Edward B. Rust, Jr.	For	For	Management
1.13	Elect Director Susan C. Schwab	For	For	Management
1.14	Elect Director Joshua I. Smith	For	For	Management
1.15	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Report on Political Contributions	Against	For	Shareholder
7	Stock Retention/Holding Period	Against	For	Shareholder
8	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
9	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
10	Require Independent Board Chairman	Against	Against	Shareholder
11	Review and Assess Human Rights Policies	Against	For	Shareholder
12	Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives	Against	Against	Shareholder

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

CENTURYLINK, INC.

Ticker: CTL Security ID: 156700106  
 Meeting Date: MAY 18, 2011 Meeting Type: Annual  
 Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Virginia Boulet	For	For	Management
1.2	Elect Director Peter C. Brown	For	For	Management
1.3	Elect Director Richard A. Gephardt	For	For	Management
1.4	Elect Director Gregory J. McCray	For	For	Management
1.5	Elect Director Michael J. Roberts	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Report on Political Contributions	Against	For	Shareholder
7	Declassify the Board of Directors	Against	For	Shareholder

CHESAPEAKE ENERGY CORPORATION

Ticker: CHK Security ID: 165167107  
 Meeting Date: JUN 10, 2011 Meeting Type: Annual  
 Record Date: APR 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Aubrey K. McClendon	For	Withhold	Management
1.2	Elect Director Don Nickles	For	Withhold	Management
1.3	Elect Director Kathleen M. Eisbrenner	For	For	Management
1.4	Elect Director Louis A. Simpson	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Advisory Vote to Ratify Directors' Compensation	Against	For	Shareholder

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 25, 2011 Meeting Type: Annual  
 Record Date: APR 01, 2011

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L.F. Deily	For	For	Management
2	Elect Director R.E. Denham	For	For	Management
3	Elect Director R.J. Eaton	For	For	Management
4	Elect Director C. Hagel	For	For	Management
5	Elect Director E. Hernandez	For	For	Management
6	Elect Director G.L. Kirkland	For	For	Management
7	Elect Director D.B. Rice	For	For	Management
8	Elect Director K.W. Sharer	For	For	Management
9	Elect Director C.R. Shoemate	For	For	Management
10	Elect Director J.G. Stumpf	For	For	Management
11	Elect Director R.D. Sugar	For	For	Management
12	Elect Director C. Ware	For	For	Management
13	Elect Director J.S. Watson	For	For	Management
14	Ratify Auditors	For	For	Management

Page 7

15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
17	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder
18	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
19	Include Sustainability as a Performance Measure for Senior Executive Compensation	Against	Against	Shareholder
20	Adopt Guidelines for Country Selection	Against	For	Shareholder
21	Report on Financial Risks of Climate Change	Against	Against	Shareholder
22	Report on Environmental Impacts of Natural Gas Fracturing	Against	For	Shareholder
23	Report on Offshore Oil Wells and Spill Mitigation Measures	Against	Against	Shareholder

-----  
CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
Meeting Date: NOV 18, 2010 Meeting Type: Annual  
Record Date: SEP 20, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carol A. Bartz	For	For	Management
2	Elect Director M. Michele Burns	For	For	Management
3	Elect Director Michael D. Capellas	For	For	Management
4	Elect Director Larry R. Carter	For	For	Management
5	Elect Director John T. Chambers	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

6	Elect Director Brian L. Halla	For	For	Management
7	Elect Director John L. Hennessy	For	For	Management
8	Elect Director Richard M. Kovacevich	For	For	Management
9	Elect Director Roderick C. Mcgeary	For	For	Management
10	Elect Director Michael K. Powell	For	For	Management
11	Elect Director Arun Sarin	For	For	Management
12	Elect Director Steven M. West	For	For	Management
13	Elect Director Jerry Yang	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Ratify Auditors	For	For	Management
16	Amend Bylaws to Establish a Board Committee on Environmental Sustainability	Against	Against	Shareholder
17	Report on Internet Fragmentation	Against	For	Shareholder
18	Adopt Policy Prohibiting Sale of Products in China if they Contribute to Human Rights Abuses	Against	Against	Shareholder

-----

Page 8

CITIGROUP INC.

Ticker:	C	Security ID:	172967101
Meeting Date:	APR 21, 2011	Meeting Type:	Annual
Record Date:	FEB 22, 2011		

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alain J.P. Belda	For	For	Management
2	Elect Director Timothy C. Collins	For	For	Management
3	Elect Director Jerry A. Grundhofer	For	For	Management
4	Elect Director Robert L. Joss	For	For	Management
5	Elect Director Michael E. O'Neill	For	For	Management
6	Elect Director Vikram S. Pandit	For	For	Management
7	Elect Director Richard D. Parsons	For	For	Management
8	Elect Director Lawrence R. Ricciardi	For	For	Management
9	Elect Director Judith Rodin	For	For	Management
10	Elect Director Robert L. Ryan	For	For	Management
11	Elect Director Anthony M. Santomero	For	For	Management
12	Elect Director Diana L. Taylor	For	For	Management
13	Elect Director William S. Thompson, Jr.	For	For	Management
14	Elect Director Ernesto Zedillo	For	For	Management
15	Ratify Auditors	For	For	Management
16	Amend Omnibus Stock Plan	For	For	Management
17	Approve Executive Incentive Bonus Plan	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
20	Approve Reverse Stock Split	For	For	Management
21	Affirm Political Non-Partisanship	Against	Against	Shareholder

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

22	Report on Political Contributions	Against	For	Shareholder
23	Report on Restoring Trust and Confidence in the Financial System	Against	Against	Shareholder
24	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
25	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	For	Shareholder

-----

CLIFFS NATURAL RESOURCES INC.

Ticker: CLF Security ID: 18683K101  
 Meeting Date: MAY 17, 2011 Meeting Type: Annual  
 Record Date: MAR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph A. Carrabba	For	For	Management
1.2	Elect Director Susan M. Cunningham	For	For	Management
1.3	Elect Director Barry J. Eldridge	For	For	Management
1.4	Elect Director Andres R. Gluski	For	For	Management
1.5	Elect Director Susan M. Green	For	For	Management
1.6	Elect Director Janice K. Henry	For	For	Management
1.7	Elect Director James F. Kirsch	For	For	Management
1.8	Elect Director Francis R. McAllister	For	For	Management
1.9	Elect Director Roger Phillips	For	For	Management
1.10	Elect Director Richard K. Riederer	For	For	Management
1.11	Elect Director Richard A. Ross	For	For	Management
1.12	Elect Director Alan Schwartz	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Ratify Auditors	For	For	Management

COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: MAY 11, 2011 Meeting Type: Annual  
 Record Date: MAR 08, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
---	----------	---------	-----------	---------

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1.1	Elect Director S. Decker Anstrom	For	For	Management
1.2	Elect Director Kenneth J. Bacon	For	For	Management
1.3	Elect Director Sheldon M. Bonovitz	For	For	Management
1.4	Elect Director Edward D. Breen	For	For	Management
1.5	Elect Director Joseph J. Collins	For	For	Management
1.6	Elect Director J. Michael Cook	For	For	Management
1.7	Elect Director Gerald L. Hassell	For	For	Management
1.8	Elect Director Jeffrey A. Honickman	For	For	Management
1.9	Elect Director Eduardo G. Mestre	For	For	Management
1.10	Elect Director Brian L. Roberts	For	For	Management
1.11	Elect Director Ralph J. Roberts	For	For	Management
1.12	Elect Director Judith Rodin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Amend Restricted Stock Plan	For	For	Management
5	Amend Stock Option Plan	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
8	Provide for Cumulative Voting	Against	For	Shareholder
9	Require Independent Board Chairman	Against	For	Shareholder

-----

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 11, 2011 Meeting Type: Annual  
 Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Armitage	For	For	Management
2	Elect Director Richard H. Auchinleck	For	For	Management
3	Elect Director James E. Copeland, Jr.	For	For	Management
4	Elect Director Kenneth M. Duberstein	For	For	Management
5	Elect Director Ruth R. Harkin	For	For	Management
6	Elect Director Harold W. McGraw III	For	For	Management
7	Elect Director James J. Mulva	For	For	Management
8	Elect Director Robert A. Niblock	For	For	Management
9	Elect Director Harald J. Norvik	For	For	Management
10	Elect Director William K. Reilly	For	For	Management
11	Elect Director Victoria J. Tschinkel	For	For	Management
12	Elect Director Kathryn C. Turner	For	For	Management
13	Elect Director William E. Wade, Jr.	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Advisory Vote on Say on Pay Frequency	None	One Year	Management
17	Approve Omnibus Stock Plan	For	For	Management
18	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	For	Shareholder
19	Report on Political Contributions	Against	For	Shareholder
20	Report on Lobbying Expenses	Against	For	Shareholder

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Page 10

21	Report on Accident Risk Reduction Efforts	Against	Against	Shareholder
22	Adopt Policy to Address Coastal Louisiana Environmental Impacts	Against	Against	Shareholder
23	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
24	Report on Financial Risks of Climate Change	Against	Against	Shareholder
25	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder

-----

CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308  
 Meeting Date: SEP 17, 2010 Meeting Type: Special  
 Record Date: AUG 12, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management
3	Please Mark For If Stock Owned Beneficially By You Is Owned and Controlled Only By U.S. Citizens Or Mark Against If Such Stock Is Owned Or controlled By Any Person Who Is Not A U.S. Citizen	None	For	Management

-----

CORNING INCORPORATED

Ticker: GLW Security ID: 219350105  
 Meeting Date: APR 28, 2011 Meeting Type: Annual  
 Record Date: FEB 24, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John Seely Brown	For	Against	Management
2	Elect Director John A. Canning, Jr.	For	For	Management
3	Elect Director Gordon Gund	For	Against	Management
4	Elect Director Kurt M. Landgraf	For	Against	Management
5	Elect Director H. Onno Ruding	For	Against	Management
6	Elect Director Glenn F. Tilton	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

8	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
9	Ratify Auditors	For	For	Management
10	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

Page 11

CUMMINS INC.

Ticker: CMI Security ID: 231021106  
 Meeting Date: MAY 10, 2011 Meeting Type: Annual  
 Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Theodore M. Solso	For	For	Management
2	Elect Director N. Thomas Linebarger	For	For	Management
3	Elect Director William I. Miller	For	For	Management
4	Elect Director Alexis M. Herman	For	For	Management
5	Elect Director Georgia R. Nelson	For	For	Management
6	Elect Director Carl Ware	For	For	Management
7	Elect Director Robert K. Herdman	For	For	Management
8	Elect Director Robert J. Bernhard	For	For	Management
9	Elect Director Franklin R. Chang-Diaz	For	For	Management
10	Elect Director Stephen B. Dobbs	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Ratify Auditors	For	For	Management

DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105  
 Meeting Date: SEP 14, 2010 Meeting Type: Annual  
 Record Date: JUL 21, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leonard L. Berry	For	For	Management
1.2	Elect Director Odie C. Donald	For	For	Management
1.3	Elect Director Christopher J. Fraleigh	For	For	Management
1.4	Elect Director Victoria D. Harker	For	For	Management
1.5	Elect Director David H. Hughes	For	For	Management
1.6	Elect Director Charles A. Ledsinger Jr	For	For	Management



Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1.7	Elect Director William M. Lewis, Jr.	For	For	Management
1.8	Elect Director Senator Connie Mack, III	For	For	Management
1.9	Elect Director Andrew H. Madsen	For	For	Management
1.10	Elect Director Clarence Otis, Jr.	For	For	Management
1.11	Elect Director Michael D. Rose	For	For	Management
1.12	Elect Director Maria A. Sastre	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

-----  
 DRYSHIPS INC.

Ticker: DRYS Security ID: Y2109Q101  
 Meeting Date: SEP 06, 2010 Meeting Type: Annual  
 Record Date: JUL 19, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Chryssoula Kandylidis as Director	For	For	Management
1.2	Elect George Demathas as Director	For	For	Management
2	Ratify Ernst & Young (Hellas) Certified Auditors Accountants S.A. as Auditors	For	For	Management

DUKE ENERGY CORPORATION

Ticker: DUK Security ID: 26441C105  
 Meeting Date: MAY 05, 2011 Meeting Type: Annual  
 Record Date: MAR 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Barnet, III	For	For	Management
1.2	Elect Director G. Alex Bernhardt, Sr.	For	For	Management
1.3	Elect Director Michael G. Browning	For	For	Management
1.4	Elect Director Daniel R. DiMicco	For	For	Management
1.5	Elect Director John H. Forsgren	For	For	Management
1.6	Elect Director Ann Maynard Gray	For	For	Management
1.7	Elect Director James H. Hance, Jr.	For	For	Management
1.8	Elect Director E. James Reinsch	For	For	Management
1.9	Elect Director James T. Rhodes	For	For	Management
1.10	Elect Director James E. Rogers	For	For	Management
1.11	Elect Director Philip R. Sharp	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

4	Executive Officers' Compensation Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Report on Global Warming Lobbying Activities	Against	Against	Shareholder
6	Report on Financial Risks of Coal Reliance	Against	Against	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

---

### E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 27, 2011 Meeting Type: Annual  
 Record Date: MAR 02, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard H. Brown	For	For	Management
2	Elect Director Robert A. Brown	For	For	Management
3	Elect Director Bertrand P. Collomb	For	For	Management
4	Elect Director Curtis J. Crawford	For	For	Management
5	Elect Director Alexander M. Cutler	For	For	Management
6	Elect Director Eleuthere I. du Pont	For	For	Management
7	Elect Director Marillyn A. Hewson	For	For	Management
8	Elect Director Lois D. Juliber	For	For	Management
9	Elect Director Ellen J. Kullman	For	For	Management
10	Elect Director William K. Reilly	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
15	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
16	Report on Genetically Engineered Seed	Against	Against	Shareholder
17	Report on Pay Disparity	Against	Against	Shareholder

---

Page 13

### EL PASO CORPORATION

Ticker: EP Security ID: 28336L109  
 Meeting Date: MAY 17, 2011 Meeting Type: Annual  
 Record Date: MAR 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
---	----------	---------	-----------	---------

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1	Elect Director Juan Carlos Braniff	For	For	Management
2	Elect Director David W. Crane	For	For	Management
3	Elect Director Douglas L. Foshee	For	For	Management
4	Elect Director Robert W. Goldman	For	For	Management
5	Elect Director Anthony W. Hall, Jr.	For	For	Management
6	Elect Director Thomas R. Hix	For	For	Management
7	Elect Director Ferrell P. McClean	For	For	Management
8	Elect Director Timothy J. Probert	For	For	Management
9	Elect Director Steven J. Shapiro	For	For	Management
10	Elect Director J. Michael Talbert	For	For	Management
11	Elect Director Robert F. Vagt	For	For	Management
12	Elect Director John L. Whitmire	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
15	Ratify Auditors	For	For	Management

-----

ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108  
 Meeting Date: APR 18, 2011 Meeting Type: Annual  
 Record Date: FEB 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director M.L. Eskew	For	For	Management
2	Elect Director A.G. Gilman	For	For	Management
3	Elect Director K.N. Horn	For	For	Management
4	Elect Director J.C. Lechleiter	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
8	Declassify the Board of Directors	For	For	Management
9	Reduce Supermajority Vote Requirement	For	For	Management
10	Approve Executive Incentive Bonus Plan	For	For	Management

-----

FIRSTENERGY CORP.

Ticker: FE Security ID: 337932107  
 Meeting Date: MAY 17, 2011 Meeting Type: Annual  
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul T. Addison	For	Withhold	Management
1.2	Elect Director Anthony J. Alexander	For	Withhold	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1.3	Elect Director Michael J. Anderson	For	Withhold	Management
1.4	Elect Director Carol A. Cartwright	For	Withhold	Management
1.5	Elect Director William T. Cottle	For	Withhold	Management
1.6	Elect Director Robert B. Heisler, Jr.	For	Withhold	Management
1.7	Elect Director Julia L. Johnson	For	For	Management
1.8	Elect Director Ted J. Kleisner	For	For	Management
1.9	Elect Director Ernest J. Novak, Jr.	For	Withhold	Management
1.10	Elect Director Catherine A. Rein	For	Withhold	Management
1.11	Elect Director George M. Smart	For	Withhold	Management
1.12	Elect Director Wes M. Taylor	For	Withhold	Management
1.13	Elect Director Jesse T. Williams, Sr.	For	Withhold	Management

Page 14

2	Ratify Auditors	For	For	Management
3	Provide Right to Call Special Meeting	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts	Against	For	Shareholder
7	Provide Right to Act by Written Consent	Against	For	Shareholder
8	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
9	Report on Financial Risks of Coal Reliance	Against	For	Shareholder

-----  
FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104  
 Meeting Date: FEB 24, 2011 Meeting Type: Special  
 Record Date: DEC 27, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Umberto della Sala as Director	For	For	Management
2	Authorize Repurchase of Issued Share Capital	For	For	Management
3	Transact Other Business (Voting)	For	Against	Management

-----  
FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104  
 Meeting Date: MAY 03, 2011 Meeting Type: Annual

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Record Date: MAR 08, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Clayton C. Daley, Jr. as Director	For	For	Management
1.2	Elect Edward G. Galante as Director	For	For	Management
1.3	Elect Raymond J. Milchovich as Director	For	For	Management
2	Ratify PricewaterhouseCoopers AG as Auditors	For	For	Management
3	Ratify PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm	For	For	Management
4	Accept Financial Statements and Statutory Reports	For	For	Management
5	Approve Discharge of Board and Senior Management	For	For	Management
6	Approve Creation of CHF 187 Million Pool of Capital without Preemptive Rights	For	For	Management
7	Approve CHF 13 Million Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
9	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
10	Approve Re-allocation of Free Reserves to Legal Reserves from Capital Contribution	For	For	Management
11	Broadridge note: IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THE AGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE ANNUAL GENERAL MEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS	For	Abstain	Management

-----

Page 15

FREEMOUNT-MCMORAN COPPER & GOLD INC.

Ticker: FCX                      Security ID: 35671D857  
 Meeting Date: JUN 15, 2011      Meeting Type: Annual  
 Record Date: APR 19, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1.3	Elect Director Robert A. Day	For	For	Management
1.4	Elect Director Gerald J. Ford	For	For	Management
1.5	Elect Director H. Devon Graham, Jr.	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Bobby Lee Lackey	For	For	Management
1.8	Elect Director Jon C. Madonna	For	For	Management
1.9	Elect Director Dustan E. McCoy	For	For	Management
1.10	Elect Director James R. Moffett	For	For	Management
1.11	Elect Director B.M. Rankin, Jr.	For	For	Management
1.12	Elect Director Stephen H. Siegele	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Ratify Auditors	For	For	Management
5	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder

---

### GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 12, 2011 Meeting Type: Annual  
 Record Date: MAR 16, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Cogan	For	For	Management
1.2	Elect Director Etienne F. Davignon	For	For	Management
1.3	Elect Director James M. Denny	For	For	Management
1.4	Elect Director Carla A. Hills	For	For	Management
1.5	Elect Director Kevin E. Lofton	For	For	Management
1.6	Elect Director John W. Madigan	For	For	Management
1.7	Elect Director John C. Martin	For	For	Management
1.8	Elect Director Gordon E. Moore	For	For	Management
1.9	Elect Director Nicholas G. Moore	For	For	Management
1.10	Elect Director Richard J. Whitley	For	For	Management
1.11	Elect Director Gayle E. Wilson	For	For	Management
1.12	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Provide Right to Call Special Meeting	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Ticker: HAL Security ID: 406216101  
 Meeting Date: MAY 19, 2011 Meeting Type: Annual  
 Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan M. Bennett	For	For	Management
2	Elect Director James R. Boyd	For	For	Management
3	Elect Director Milton Carroll	For	For	Management
4	Elect Director Nance K. Dicciani	For	For	Management
5	Elect Director S. Malcolm Gillis	For	For	Management
6	Elect Director Abdallah S. Jum'ah	For	For	Management
7	Elect Director David J. Lesar	For	For	Management
8	Elect Director Robert A. Malone	For	For	Management
9	Elect Director J Landis Martin	For	For	Management
10	Elect Director Debra L. Reed	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
14	Review and Assess Human Rights Policies	Against	For	Shareholder
15	Report on Political Contributions	Against	For	Shareholder

-----  
 HCP, INC.

Ticker: HCP Security ID: 40414L109  
 Meeting Date: APR 28, 2011 Meeting Type: Annual  
 Record Date: MAR 04, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James F. Flaherty III	For	For	Management
2	Elect Director Christine N. Garvey	For	For	Management
3	Elect Director David B. Henry	For	For	Management
4	Elect Director Lauralee E. Martin	For	For	Management
5	Elect Director Michael D. McKee	For	For	Management
6	Elect Director Peter L. Rhein	For	For	Management
7	Elect Director Kenneth B. Roath	For	For	Management
8	Elect Director Richard M. Rosenberg	For	For	Management
9	Elect Director Joseph P. Sullivan	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236103  
 Meeting Date: MAR 23, 2011 Meeting Type: Annual  
 Record Date: JAN 24, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director M. L. Andreessen	For	For	Management
2	Elect Director L. Apotheker	For	For	Management
3	Elect Director L.T. Babbio, Jr.	For	Against	Management
4	Elect Director S.M. Baldauf	For	Against	Management
5	Elect Director S. Banerji	For	For	Management
6	Elect Director R.L. Gupta	For	For	Management
7	Elect Director J.H. Hammergren	For	For	Management
8	Elect Director R.J. Lane	For	For	Management
9	Elect Director G.M. Reiner	For	For	Management
10	Elect Director P.F. Russo	For	For	Management
11	Elect Director D. Senequier	For	For	Management
12	Elect Director G.K. Thompson	For	Against	Management
13	Elect Director M.C. Whitman	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
17	Approve Qualified Employee Stock Purchase Plan	For	For	Management
18	Amend Executive Incentive Bonus Plan	For	For	Management

-----

HUDSON CITY BANCORP, INC.

Ticker: HCBK Security ID: 443683107  
 Meeting Date: APR 19, 2011 Meeting Type: Annual  
 Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ronald E. Hermance, Jr.	For	For	Management
2	Elect Director William G. Bardel	For	For	Management
3	Elect Director Scott A. Belair	For	For	Management
4	Elect Director Cornelius E. Golding	For	For	Management
5	Ratify Auditors	For	For	Management
6	Approve Omnibus Stock Plan	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
9	Declassify the Board of Directors	Against	For	Shareholder

-----



## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

INTEL CORPORATION

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 19, 2011 Meeting Type: Annual  
 Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Charlene Barshefsky	For	For	Management
2	Elect Director Susan L. Decker	For	For	Management
3	Elect Director John J. Donahoe	For	For	Management
4	Elect Director Reed E. Hundt	For	For	Management
5	Elect Director Paul S. Otellini	For	For	Management
6	Elect Director James D. Plummer	For	For	Management
7	Elect Director David S. Pottruck	For	For	Management
8	Elect Director Jane E. Shaw	For	For	Management
9	Elect Director Frank D. Yeary	For	For	Management
10	Elect Director David B. Yoffie	For	For	Management
11	Ratify Auditors	For	For	Management

Page 18

12	Amend Omnibus Stock Plan	For	For	Management
13	Amend Qualified Employee Stock Purchase Plan	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	None	One Year	Management

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 26, 2011 Meeting Type: Annual  
 Record Date: FEB 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director A. J. P. Belda	For	For	Management
2	Elect Director W. R. Brody	For	For	Management
3	Elect Director K. I. Chenault	For	For	Management
4	Elect Director M. L. Eskew	For	For	Management
5	Elect Director S. A. Jackson	For	For	Management
6	Elect Director A. N. Liveris	For	For	Management
7	Elect Director W. J. McNerney, Jr.	For	For	Management
8	Elect Director J. W. Owens	For	For	Management
9	Elect Director S. J. Palmisano	For	For	Management
10	Elect Director J. E. Spero	For	For	Management
11	Elect Director S. Taurel	For	For	Management
12	Elect Director L. H. Zambrano	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
16	Provide for Cumulative Voting	Against	For	Shareholder
17	Report on Political Contributions	Against	For	Shareholder
18	Report on Lobbying Expenses	Against	For	Shareholder

### KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 21, 2011 Meeting Type: Annual  
 Record Date: FEB 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John R. Alm	For	For	Management
2	Elect Director John F. Bergstrom	For	For	Management
3	Elect Director Abelardo E. Bru	For	For	Management
4	Elect Director Robert W. Decherd	For	For	Management
5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Mae C. Jemison	For	For	Management
7	Elect Director James M. Jenness	For	For	Management
8	Elect Director Nancy J. Karch	For	For	Management
9	Elect Director Ian C. Read	For	For	Management
10	Elect Director Linda Johnson Rice	For	For	Management
11	Elect Director Marc J. Shapiro	For	For	Management
12	Elect Director G. Craig Sullivan	For	For	Management
13	Ratify Auditors	For	For	Management
14	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management

Page 19

15	Approve Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

### L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104  
 Meeting Date: APR 26, 2011 Meeting Type: Annual  
 Record Date: MAR 01, 2011

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director H. Hugh Shelton	For	For	Management
1.2	Elect Director Michael T. Strianese	For	For	Management
1.3	Elect Director John P. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

-----

LEGGETT & PLATT, INCORPORATED

Ticker: LEG Security ID: 524660107  
 Meeting Date: MAY 12, 2011 Meeting Type: Annual  
 Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert E. Brunner	For	For	Management
2	Elect Director Ralph W. Clark	For	For	Management
3	Elect Director R. Ted Enloe, III	For	For	Management
4	Elect Director Richard T. Fisher	For	For	Management
5	Elect Director Matthew C. Flanigan	For	For	Management
6	Elect Director Karl G. Glassman	For	For	Management
7	Elect Director Ray A. Griffith	For	For	Management
8	Elect Director David S. Haffner	For	For	Management
9	Elect Director Joseph W. McClanathan	For	For	Management
10	Elect Director Judy C. Odom	For	For	Management
11	ElectElect Director Maurice E. Purnell, Jr.	For	For	Management
12	Elect Director Phoebe A. Wood	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
16	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	For	Shareholder

-----

Page 20

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109  
 Meeting Date: APR 28, 2011 Meeting Type: Annual  
 Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
---	----------	---------	-----------	---------

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1	Elect Director Nolan D. Archibald	For	For	Management
2	Elect Director Rosalind G. Brewer	For	For	Management
3	Elect Director David B. Burritt	For	For	Management
4	Elect Director James O. Ellis, Jr.	For	For	Management
5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Gwendolyn S. King	For	For	Management
7	Elect Director James M. Loy	For	For	Management
8	Elect Director Douglas H. McCorkindale	For	For	Management
9	Elect Director Joseph W. Ralston	For	For	Management
10	Elect Director Anne Stevens	For	For	Management
11	Elect Director Robert J. Stevens	For	For	Management
12	Ratify Auditors	For	For	Management
13	Approve Omnibus Stock Plan	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Provide Right to Act by Written Consent	Against	For	Shareholder

-----  
LULULEMON ATHLETICA INC.

Ticker: LULU Security ID: 550021109  
Meeting Date: JUN 08, 2011 Meeting Type: Annual  
Record Date: APR 19, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael Casey	For	For	Management
1.2	Elect Director RoAnn Costin	For	For	Management
1.3	Elect Director R. Brad Martin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
5	Amend Omnibus Stock Plan	For	For	Management
6	Approve Executive Incentive Bonus Plan	For	For	Management
7	Approve Stock Split	For	For	Management

-----  
MASSEY ENERGY COMPANY

Ticker: MEE Security ID: 576206106  
Meeting Date: OCT 06, 2010 Meeting Type: Special  
Record Date: AUG 27, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

2	Eliminate Cumulative Voting	For	For	Management
3	Reduce Supermajority Vote Requirement Relating to Bylaw Amendments	For	For	Management
4	Reduce Supermajority Vote Requirement Relating to Business Combinations	For	For	Management
5	Provide Right to Call Special Meeting	For	For	Management
6	Increase Authorized Common Stock	For	For	Management

Page 21

MASSEY ENERGY COMPANY

Ticker: MEE Security ID: 576206106  
 Meeting Date: JUN 01, 2011 Meeting Type: Special  
 Record Date: APR 27, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management

MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101  
 Meeting Date: MAY 19, 2011 Meeting Type: Annual  
 Record Date: MAR 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Susan E. Arnold	For	For	Management
2	Elect Director Richard H. Lenny	For	For	Management
3	Elect Director Cary D. McMillan	For	For	Management
4	Elect Director Sheila A. Penrose	For	For	Management
5	Elect Director James A. Skinner	For	For	Management
6	Ratify Auditors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
9	Reduce Supermajority Vote Requirement for Transactions With Interested Shareholders	For	For	Management
10	Reduce Supermajority Vote Requirement Relating to the Board of Directors	For	For	Management
11	Reduce Supermajority Vote Requirement for Shareholder Action	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

12	Declassify the Board of Directors	Against	For	Shareholder
13	Require Suppliers to Adopt CAK	Against	Against	Shareholder
14	Report on Policy Responses to Children's Health Concerns and Fast Food	Against	Against	Shareholder
15	Report on Beverage Container Environmental Strategy	Against	For	Shareholder

---

### MEADWESTVACO CORPORATION

Ticker: MWV Security ID: 583334107  
 Meeting Date: APR 18, 2011 Meeting Type: Annual  
 Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael E. Campbell	For	For	Management
2	Elect Director Thomas W. Cole, Jr.	For	For	Management
3	Elect Director James G. Kaiser	For	For	Management
4	Elect Director Richard B. Kelson	For	For	Management
5	Elect Director James M. Kiltz	For	For	Management
6	Elect Director Susan J. Kropf	For	For	Management
7	Elect Director Douglas S. Luke	For	For	Management
8	Elect Director John A. Luke, Jr.	For	For	Management

Page 22

9	Elect Director Robert C. McCormack	For	For	Management
10	Elect Director Timothy H. Powers	For	For	Management
11	Elect Director Jane L. Warner	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

---

### MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 16, 2010 Meeting Type: Annual  
 Record Date: SEP 03, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Ballmer	For	For	Management
2	Elect Director Dina Dublon	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

3	Elect Director William H. Gates III	For	For	Management
4	Elect Director Raymond V. Gilmartin	For	For	Management
5	Elect Director Reed Hastings	For	For	Management
6	Elect Director Maria M. Klawe	For	For	Management
7	Elect Director David F. Marquardt	For	For	Management
8	Elect Director Charles H. Noski	For	For	Management
9	Elect Director Helmut Panke	For	For	Management
10	Ratify Auditors	For	For	Management
11	Amend Bylaws to Establish a Board Committee on Environmental Sustainability	Against	Against	Shareholder

### NEW YORK COMMUNITY BANCORP, INC.

Ticker: NYB Security ID: 649445103  
 Meeting Date: JUN 02, 2011 Meeting Type: Annual  
 Record Date: APR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dominick Ciampa	For	For	Management
1.2	Elect Director W.C. Frederick	For	For	Management
1.3	Elect Director Max L. Kupferberg	For	For	Management
1.4	Elect Director Spiros J. Voutsinas	For	For	Management
1.5	Elect Director Robert Wann	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management

Page 23

### NUCOR CORPORATION

Ticker: NUE Security ID: 670346105  
 Meeting Date: MAY 12, 2011 Meeting Type: Annual  
 Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter C. Browning	For	For	Management
1.2	Elect Director Victoria F. Haynes	For	For	Management
1.3	Elect Director Christopher J. Kearney	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

4	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Require Independent Board Chairman	Against	For	Shareholder

### OCCIDENTAL PETROLEUM CORPORATION

Ticker:	OXY	Security ID:	674599105
Meeting Date:	MAY 06, 2011	Meeting Type:	Annual
Record Date:	MAR 15, 2011		

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Spencer Abraham	For	For	Management
2	Elect Director Howard I. Atkins	For	For	Management
3	Elect Director Stephen I. Chazen	For	For	Management
4	Elect Director Edward P. Djerejian	For	Against	Management
5	Elect Director John E. Feick	For	For	Management
6	Elect Director Margaret M. Foran	For	For	Management
7	Elect Director Carlos M. Gutierrez	For	For	Management
8	Elect Director Ray R. Irani	For	Against	Management
9	Elect Director Avedick B. Poladian	For	For	Management
10	Elect Director Rodolfo Segovia	For	Against	Management
11	Elect Director Aziz D. Syriani	For	Against	Management
12	Elect Director Rosemary Tomich	For	Against	Management
13	Elect Director Walter L. Weisman	For	Against	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Advisory Vote on Say on Pay Frequency	None	One Year	Management
17	Review Political Expenditures and Processes	Against	For	Shareholder
18	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder

### PEPSICO, INC.

Ticker:	PEP	Security ID:	713448108
Meeting Date:	MAY 04, 2011	Meeting Type:	Annual
Record Date:	MAR 04, 2011		

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S.L. Brown	For	For	Management
2	Elect Director I.M. Cook	For	For	Management
3	Elect Director D. Dublon	For	For	Management
4	Elect Director V.J. Dzau	For	For	Management
5	Elect Director R.L. Hunt	For	For	Management
6	Elect Director A. Ibarguen	For	For	Management



Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Page 24

7	Elect Director A.C. Martinez	For	For	Management
8	Elect Director I.K. Nooyi	For	For	Management
9	Elect Director S.P. Rockefeller	For	For	Management
10	Elect Director J.J. Schiro	For	For	Management
11	Elect Director L.G. Trotter	For	For	Management
12	Elect Director D. Vasella	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
15	Ratify Auditors	For	For	Management
16	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
18	Report on Political Contributions	Against	Against	Shareholder

-----  
 PETROLEO BRASILEIRO

Ticker:            PETR4                    Security ID:       71654V408  
 Meeting Date:    AUG 12, 2010        Meeting Type:     Special  
 Record Date:     AUG 04, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Ratify Engagement of PricewaterhouseCoopers Corporate Finance and Recovery Ltda to Prepare Valuation Report of Four Federal Treasury Bills to Be Used by Shareholders to Pay for Shares Subscribed in Primary Public Offering	For	For	Management
2	Approve PricewaterhouseCoopers Corporate Finance and Recovery Ltda's Valuation Report	For	For	Management
3	Authorize Board to Ratify and Execute Approved Resolutions	For	For	Management

-----  
 PETROLEO BRASILEIRO

Ticker:            PETR4                    Security ID:       71654V408  
 Meeting Date:    DEC 07, 2010        Meeting Type:     Special  
 Record Date:     NOV 19, 2010

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Agreement to Absorb Marlim Participacoes S.A.	For	For	Management
2	Approve Agreement to Absorb Nova Marlim Participacoes S.A.	For	For	Management
3	Appoint KPMG Auditores Independentes to Appraise Proposed Merger	For	For	Management
4	Approve Appraisal of Proposed Merger	For	For	Management
5	Approve Absorption of Marlim Participacoes S.A. and Nova Marlim Participacoes S.A.	For	For	Management

Page 25

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408  
 Meeting Date: JAN 31, 2011 Meeting Type: Special  
 Record Date: JAN 03, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Agreement to Absorb Comperj Petroquimicos Basicos SA	For	For	Management
2	Approve Agreement to Absorb Comperj PET SA	For	For	Management
3	Appoint Independent Firm to Appraise Proposed Mergers	For	For	Management
4	Approve Independent Firm's Appraisal	For	For	Management
5	Approve Absorption of Comperj Petroquimicos Basicos SA and Comperj PET SA	For	For	Management
6	Amend Articles to Reflect Changes in Capital	For	For	Management
7	Amend Article 4 to Eliminate Authorized Capital Limit	For	For	Management
8	Amend Article 4 to Specify that Share Issuances Will be Submitted to Shareholder Meetings	For	For	Management
9	Re-number Articles	For	For	Management
10	Re-number Articles	For	For	Management
11	Amend Articles	For	For	Management
12	Amend Articles	For	For	Management
13	Amend Articles	For	For	Management

PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4 Security ID: 71654V408  
 Meeting Date: APR 04, 2011 Meeting Type: Special

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Record Date: MAR 23, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Article 20	For	For	Management
2.1	Approve Agreement to Absorb Companhia Mexilhao do Brasil	For	For	Management
2.2	Appoint KPMG to Appraise Proposed Absorption	For	For	Management
2.3	Approve KPMG's Appraisal	For	For	Management
2.4	Approve Absorption of Companhia Mexilhao do Brasil	For	For	Management
2.5	Authorize Board to Ratify and Execute Approved Resolutions	For	For	Management

-----

Page 26

### PETROLEO BRASILEIRO SA-PETROBRAS

Ticker: PETR4                      Security ID: 71654V408  
 Meeting Date: APR 28, 2011      Meeting Type: Annual/Special  
 Record Date: APR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2010	For	For	Management
2	Approve Capital Budget for Upcoming Fiscal Year	For	For	Management
3	Approve Allocation of Income and Dividends	For	For	Management
4	Elect Directors	For	Against	Management
5	Elect Board Chairman	For	For	Management
6	Elect Fiscal Council Members	For	For	Management
7	Approve Remuneration of Executive Officers, Non-Executive Directors, and Fiscal Council Members	For	For	Management
1	Authorize Capitalization of Reserves without Issuance of New Shares	For	For	Management

### POTASH CORPORATION OF SASKATCHEWAN INC.

Ticker: POT                              Security ID: 73755L107  
 Meeting Date: MAY 12, 2011      Meeting Type: Annual/Special  
 Record Date: MAR 16, 2011

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. M. Burley	For	For	Management
1.2	Elect Director W. J. Doyle	For	For	Management
1.3	Elect Director J. W. Estey	For	For	Management
1.4	Elect Director C. S. Hoffman	For	For	Management
1.5	Elect Director D. J. Howe	For	For	Management
1.6	Elect Director A. D. Laberge	For	For	Management
1.7	Elect Director K. G. Martell	For	For	Management
1.8	Elect Director J. J. McCaig	For	For	Management
1.9	Elect Director M. Mogford	For	For	Management
1.10	Elect Director P. J. Schoenhals	For	For	Management
1.11	Elect Director E. R. Stromberg	For	For	Management
1.12	Elect Director E. Viyella de Paliza	For	For	Management
2	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
3	Approve 2011 Performance Option Plan	For	For	Management
4	Advisory Vote on Executive Compensation Approach	For	For	Management

-----

QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 08, 2011 Meeting Type: Annual  
 Record Date: JAN 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	For	Management
1.2	Elect Director Stephen M. Bennett	For	For	Management
1.3	Elect Director Donald G. Cruickshank	For	For	Management
1.4	Elect Director Raymond V. Dittamore	For	For	Management
1.5	Elect Director Thomas W. Horton	For	For	Management
1.6	Elect Director Irwin Mark Jacobs	For	For	Management
1.7	Elect Director Paul E. Jacobs	For	For	Management
1.8	Elect Director Robert E. Kahn	For	For	Management
1.9	Elect Director Sherry Lansing	For	For	Management
1.10	Elect Director Duane A. Nelles	For	For	Management

1.11	Elect Director Francisco Ros	For	For	Management
1.12	Elect Director Brent Scowcroft	For	For	Management
1.13	Elect Director Marc I. Stern	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management

## Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

7     Require a Majority Vote for the             Against             For             Shareholder  
        Election of Directors

### RESEARCH IN MOTION LTD

Ticker:             RIM                     Security ID:     760975102  
 Meeting Date:     JUL 13, 2010     Meeting Type:   Annual  
 Record Date:     MAY 25, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect James L. Balsillie as Director	For	For	Management
1.2	Elect Mike Lazaridis as Director	For	For	Management
1.3	Elect James Estill as Director	For	For	Management
1.4	Elect David Kerr as Director	For	For	Management
1.5	Elect Roger Martin as Director	For	For	Management
1.6	Elect John Richardson as Director	For	For	Management
1.7	Elect Barbara Stymiest as Director	For	For	Management
1.8	Elect Antonio Viana-Baptista as Director	For	For	Management
1.9	Elect John Wetmore as Director	For	For	Management
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management

### SANDISK CORPORATION

Ticker:             SNDK                     Security ID:     80004C101  
 Meeting Date:     JUN 07, 2011     Meeting Type:   Annual  
 Record Date:     APR 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael Marks	For	For	Management
1.2	Elect Director Kevin DeNuccio	For	For	Management
1.3	Elect Director Irwin Federman	For	For	Management
1.4	Elect Director Steven J. Gomo	For	For	Management
1.5	Elect Director Eddy W. Hartenstein	For	For	Management
1.6	Elect Director Chenming Hu	For	For	Management
1.7	Elect Director Catherine P. Lego	For	For	Management
1.8	Elect Director Sanjay Mehrotra	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Page 28

TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101  
 Meeting Date: MAY 27, 2011 Meeting Type: Annual  
 Record Date: APR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Harris J. Ashton	For	For	Management
1.2	Elect Director Frank J. Crothers	For	For	Management
1.3	Elect Director J. Michael Luttig	For	For	Management
1.4	Elect Director Constantine D. Tseretopoulos	For	For	Management
2	Ratify Auditors	For	For	Management

-----

THE CLOROX COMPANY

Ticker: CLX Security ID: 189054109  
 Meeting Date: NOV 17, 2010 Meeting Type: Annual  
 Record Date: SEP 20, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Daniel Boggan, Jr.	For	For	Management
2	Elect Director Richard H. Carmona	For	For	Management
3	Elect Director Tully M. Friedman	For	For	Management
4	Elect Director George J. Harad	For	For	Management
5	Elect Director Donald R. Knauss	For	For	Management
6	Elect Director Robert W. Matschullat	For	For	Management
7	Elect Director Gary G. Michael	For	For	Management
8	Elect Director Edward A. Mueller	For	For	Management
9	Elect Director Jan L. Murley	For	For	Management
10	Elect Director Pamela Thomas-Graham	For	For	Management
11	Elect Director Carolyn M. Ticknor	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management
14	Amend Executive Incentive Bonus Plan	For	For	Management
15	Require Independent Board Chairman	Against	Against	Shareholder

-----

THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAY 06, 2011 Meeting Type: Annual  
 Record Date: MAR 07, 2011

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lloyd C. Blankfein	For	For	Management
2	Elect Director John H. Bryan	For	For	Management
3	Elect Director Gary D. Cohn	For	For	Management
4	Elect Director Claes Dahlback	For	For	Management
5	Elect Director Stephen Friedman	For	For	Management
6	Elect Director William W. George	For	For	Management
7	Elect Director James A. Johnson	For	For	Management
8	Elect Director Lois D. Juliber	For	For	Management
9	Elect Director Lakshmi N. Mittal	For	For	Management

Page 29

10	Elect Director James J. Schiro	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Ratify Auditors	For	For	Management
14	Provide for Cumulative Voting	Against	For	Shareholder
15	Amend Bylaws-- Call Special Meetings	Against	For	Shareholder
16	Stock Retention/Holding Period	Against	For	Shareholder
17	Review Executive Compensation	Against	Against	Shareholder
18	Report on Climate Change Business Risks	Against	Against	Shareholder
19	Report on Political Contributions	Against	Against	Shareholder

-----  
 THE WILLIAMS COMPANIES, INC.

Ticker: WMB Security ID: 969457100  
 Meeting Date: MAY 19, 2011 Meeting Type: Annual  
 Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan S. Armstrong	For	For	Management
2	Elect Director Joseph R. Cleveland	For	For	Management
3	Elect Director Juanita H. Hinshaw	For	For	Management
4	Elect Director Frank T. MacInnis	For	For	Management
5	Elect Director Janice D. Stoney	For	For	Management
6	Elect Director Laura A. Sugg	For	For	Management
7	Ratify Auditors	For	For	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
9	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

-----  
 TOTAL SA

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

Ticker: FP Security ID: 89151E109  
 Meeting Date: MAY 13, 2011 Meeting Type: Annual/Special  
 Record Date: APR 05, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Accept Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.28 per Share	For	For	Management
4	Approve Auditors' Special Report on Related-Party Transactions	For	For	Management
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
6	Reelect Patricia Barbizet as Director	For	Against	Management
7	Reelect Paul Desmarais Jr. as Director	For	Against	Management
8	Reelect Claude Mandil as Director	For	For	Management
9	Elect Marie-Christine Coisne as Director	For	For	Management
10	Elect Barbara Kux as Director	For	For	Management
11	Authorize up to 0.8 Percent of Issued Capital for Use in Restricted Stock Plan	For	For	Management
A	Amend Article 9 of Bylaws Re: Share Ownership Disclosure Threshold Publication	Against	Against	Shareholder

-----  
 Page 30

UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 05, 2011 Meeting Type: Annual  
 Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew H. Card, Jr.	For	For	Management
1.2	Elect Director Erroll B. Davis, Jr.	For	For	Management
1.3	Elect Director Thomas J. Donohue	For	For	Management
1.4	Elect Director Archie W. Dunham	For	For	Management
1.5	Elect Director Judith Richards Hope	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Michael R. McCarthy	For	For	Management
1.8	Elect Director Michael W. McConnell	For	For	Management
1.9	Elect Director Thomas F. McLarty III	For	For	Management
1.10	Elect Director Steven R. Rogel	For	For	Management



Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

1.11	Elect Director Jose H. Villarreal	For	For	Management
1.12	Elect Director James R. Young	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5a	Reduce Supermajority Vote Requirement Relating to Preference Rights of Preferred Stock	For	For	Management
5b	Reduce Supermajority Vote Requirement Relating to Removal of Directors	For	For	Management
5c	Reduce Supermajority Vote Requirement Relating to Amendments to Authorized Capital Stock	For	For	Management
6	Require Independent Board Chairman	Against	Against	Shareholder

-----  
UNITED CONTINENTAL HOLDINGS, INC.

Ticker: UAL Security ID: 910047109  
Meeting Date: JUN 08, 2011 Meeting Type: Annual  
Record Date: APR 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kirbyjon H. Caldwell	For	For	Management
1.2	Elect Director Carolyn Corvi	For	For	Management
1.3	Elect Director W. James Farrell	For	For	Management
1.4	Elect Director Jane C. Garvey	For	For	Management
1.5	Elect Director Walter Isaacson	For	For	Management
1.6	Elect Director Henry L. Meyer III	For	For	Management
1.7	Elect Director Oscar Munoz	For	For	Management
1.8	Elect Director James J. O'Connor	For	For	Management
1.9	Elect Director Laurence E. Simmons	For	For	Management
1.10	Elect Director Jeffery A. Smisek	For	For	Management
1.11	Elect Director Glenn F. Tilton	For	For	Management
1.12	Elect Director David J. Vitale	For	For	Management
1.13	Elect Director John H. Walker	For	For	Management
1.14	Elect Director Charles A. Yamarone	For	For	Management

Page 31

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
Meeting Date: MAY 23, 2011 Meeting Type: Annual  
Record Date: MAR 24, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C.	For	For	Management

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

	Ballard, Jr.			
2	Elect Director Richard T. Burke	For	For	Management
3	Elect Director Robert J. Darretta	For	For	Management
4	Elect Director Stephen J. Hemsley	For	For	Management
5	Elect Director Michele J. Hooper	For	For	Management
6	Elect Director Rodger A. Lawson	For	For	Management
7	Elect Director Douglas W. Leatherdale	For	For	Management
8	Elect Director Glenn M. Renwick	For	For	Management
9	Elect Director Kenneth I. Shine	For	For	Management
10	Elect Director Gail R. Wilensky	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Approve Omnibus Stock Plan	For	For	Management
14	Amend Qualified Employee Stock Purchase Plan	For	For	Management
15	Ratify Auditors	For	For	Management

-----

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 05, 2011 Meeting Type: Annual  
 Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management
3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Lowell C. Mcadam	For	For	Management
5	Elect Director Sandra O. Moose	For	For	Management
6	Elect Director Joseph Neubauer	For	For	Management
7	Elect Director Donald T. Nicolaisen	For	For	Management
8	Elect Director Clarence Otis, Jr.	For	For	Management
9	Elect Director Hugh B. Price	For	For	Management
10	Elect Director Ivan G. Seidenberg	For	For	Management
11	Elect Director Rodney E. Slater	For	For	Management
12	Elect Director John W. Snow	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Disclose Prior Government Service	Against	Against	Shareholder
17	Performance-Based Equity Awards	Against	For	Shareholder
18	Restore or Provide for Cumulative Voting	Against	For	Shareholder
19	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

-----

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form N-PX

VISA INC.

Ticker: V Security ID: 92826C839  
 Meeting Date: JAN 27, 2011 Meeting Type: Annual  
 Record Date: DEC 03, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
3.1	Elect Director Gary P. Coughlan	For	For	Management
3.2	Elect Director Mary B. Cranston	For	For	Management
3.3	Elect Director Francisco Javier Fernandez-Carbajal	For	For	Management
3.4	Elect Director Robert W. Matschullat	For	For	Management
3.5	Elect Director Cathy E. Minehan	For	For	Management
3.6	Elect Director Suzanne Nora Johnson	For	For	Management
3.7	Elect Director David J. Pang	For	For	Management
3.8	Elect Director Joseph W. Saunders	For	For	Management
3.9	Elect Director William S. Shanahan	For	For	Management
3.10	Elect Director John A. Swainson	For	For	Management
4.1	Elect Director Suzanne Nora Johnson	For	For	Management
4.2	Elect Director Joseph W. Saunders	For	For	Management
4.3	Elect Director John A. Swainson	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
7	Amend Executive Incentive Bonus Plan	For	For	Management
8	Ratify Auditors	For	For	Management

===== END NPX REPORT

Page 33

SIGNATURES  
 [See General Instruction F]

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) George Aylward

By (Signature and Title)\* /s/ George Aylward, President

Date 7/27/11

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