

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

ZWEIG TOTAL RETURN FUND INC
Form N-PX
August 05, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

OMB APPROVAL
OMB Number: 3235-0582
Expires: March 31, 2012
Estimated average burden
hours per response 9.6

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: 12/31/09

Date of reporting period: 6/30/10

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.

GENERAL INSTRUCTIONS

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

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - 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.

PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF
INFORMATION CONTAINED IN THIS FORM ARE NOT
REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A
SEC 2451 (4-03) 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 (17CFR 270 18f-2(a)).
2. The exchange [ILLEGIBLE] symbol or CUSIP number required by paragraph (b) or (c) of this Item may be omitted if it is not available through reasonable practicable means. e.g. in the case of certain securities of foreign issuers.

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

ICA File Number: 811-05620
Reporting Period: 07/01/2009 - 06/30/2010
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ALCOA INC.

Ticker: AA Security ID: 013817101
Meeting Date: APR 23, 2010 Meeting Type: Annual
Record Date: JAN 27, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arthur D. Collins, Jr	For	For	Management
1.2	Elect Director Carlos Ghosn	For	For	Management
1.3	Elect Director Michael G. Morris	For	For	Management
1.4	Elect Director E. Stanley O'Neal	For	For	Management
2	Ratify Auditor	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Reduce Supermajority Vote Requirement Relating to Fair Price Protection	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management

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

	Relating to Director Elections			
6	Reduce Supermajority Vote Requirement	For	For	Management
Relating to the Removal of Directors				
7	Adopt Simple Majority Vote	Against	For	Shareholder

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 20, 2010 Meeting Type: Annual
 Record Date: MAR 29, 2010

#	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 Robert E. R. Huntley	For	For	Management
7	Elect Director Thomas W. Jones	For	For	Management
8	Elect Director George Munoz	For	For	Management
9	Elect Director Nabil Y. Sakkab	For	For	Management
10	Elect Director Michael E. Szymanczyk	For	For	Management
11	Approve Omnibus Stock Plan	For	For	Management
12	Ratify Auditors	For	For	Management
13	Report on Effect of Marketing Practices on the Poor	Against	Against	Shareholder
14	Adopt Human Rights Protocols for Company and Suppliers	Against	For	Shareholder

AT&T INC.

Ticker: T Security ID: 00206R102
 Meeting Date: APR 30, 2010 Meeting Type: Annual
 Record Date: MAR 2, 2010

#	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 Laura D Andrea Tyson	For	For	Management
12	Elect Director Patricia P. Upton	For	For	Management
13	Ratify Auditors	For	For	Management
14	Provide for Cumulative Voting	Against	For	Shareholder
15	Exclude Pension Credits from Calculations of Performance-Based Pay	Against	For	Shareholder
16	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

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

BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 19, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Nancy L. Leaming	For	For	Management
2	Elect Director Brian S. Posner	For	For	Management
3	Elect Director Eric K. Rowinsky	For	For	Management
4	Elect Director Stephen A. Sherwin	For	For	Management
5	Ratify Auditors	For	For	Management
6	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management

BUNGE LIMITED

Ticker: BG Security ID: G16962105
 Meeting Date: MAY 21, 2010 Meeting Type: Annual
 Record Date: MAR 29, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Jorge Born, Jr. as Director	For	For	Management
1b	Elect Bernard de La Tour D'Auvergne Lauraguais as Director	For	For	Management
1c	Elect William Engels as Director	For	For	Management
1d	Elect L. Patrick Lupo as Director	For	For	Management
2	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
3	Approve Bunge Limited Annual Incentive Plan	For	For	Management
4	Transact Other Business (Non-Voting)	None	None	Management

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 12, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John T. Dillon	For	For	Management
1.2	Elect Director Juan Gallardo	For	For	Management
1.3	Elect Director William A. Osborn	For	For	Management
1.4	Elect Director Edward B. Rust, Jr.	For	For	Management
1.5	Elect Director Susan C. Schwab	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management
4	Declassify the Board of Directors	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Require Independent Board Chairman	Against	Against	Shareholder
7	Amend Human Rights Policy	Against	For	Shareholder
8	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

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

CHESAPEAKE ENERGY CORPORATION

Ticker: CHK Security ID: 165167107
 Meeting Date: JUN 11, 2010 Meeting Type: Annual
 Record Date: APR 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank Keating	For	Withhold	Management
1.2	Elect Director Merrill A. Miller, Jr.	For	Withhold	Management
1.3	Elect Director Frederick B. Whittemore	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Adopt Policy Relating to Annual Cash Bonuses	Against	For	Shareholder
5	Adopt Policy to Promote Responsible Use of Company Stock by Named Executive Officers and Directors	Against	For	Shareholder
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' and Directors' Compensation	Against	For	Shareholder
8	Report on Environmental Impacts of Natural Gas Fracturing	Against	For	Shareholder
9	Prepare Sustainability Report	Against	For	Shareholder

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 26, 2010 Meeting Type: Annual
 Record Date: APR 1, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S.H. Armacost	For	For	Management
2	Elect Director L.F. Deily	For	For	Management
3	Elect Director R.E. Denham	For	For	Management
4	Elect Director R.J. Eaton	For	For	Management
5	Elect Director C. Hagel	For	For	Management
6	Elect Director E. Hernandez	For	For	Management
7	Elect Director F.G. Jenifer	For	For	Management
8	Elect Director G.L. Kirkland	For	For	Management
9	Elect Director S. Nunn	For	For	Management
10	Elect Director D.B. Rice	For	For	Management
11	Elect Director K.W. Sharer	For	For	Management
12	Elect Director C.R. Shoemate	For	For	Management
13	Elect Director J.G. Stumpf	For	For	Management
14	Elect Director R.D. Sugar	For	For	Management
15	Elect Director C. Ware	For	For	Management
16	Elect Director J.S. Watson	For	For	Management
17	Ratify Auditors	For	For	Management
18	Provide Right to Call Special Meeting	For	For	Management
19	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder
20	Stock Retention/Holding Period	Against	For	Shareholder
21	Disclose Payments To Host Governments	Against	Against	Shareholder
22	Adopt Guidelines for Country Selection	Against	For	Shareholder
23	Report on Financial Risks From Climate Change	Against	Against	Shareholder
24	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder

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

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: NOV 12, 2009 Meeting Type: Annual
 Record Date: SEP 14, 2009

#	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
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	Amend Omnibus Stock Plan	For	For	Management
15	Amend Qualified Employee Stock Purchase Plan	For	For	Management
16	Ratify Auditors	For	For	Management
17	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
19	Report on Internet Fragmentation	Against	For	Shareholder

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard L. Armitage	For	For	Management
1.2	Elect Director Richard H. Auchinleck	For	For	Management
1.3	Elect Director James E. Copeland, Jr.	For	For	Management
1.4	Elect Director Kenneth M. Duberstein	For	For	Management
1.5	Elect Director Ruth R. Harkin	For	For	Management
1.6	Elect Director Harold W. Mcgraw III	For	For	Management
1.7	Elect Director James J. Mulva	For	For	Management
1.8	Elect Director Robert A. Niblock	For	For	Management
1.9	Elect Director Harald J. Norvik	For	For	Management
1.10	Elect Director William K. Reilly	For	For	Management
1.11	Elect Director Bobby S. Shackouls	For	For	Management
1.12	Elect Director Victoria J. Tschinkel	For	For	Management
1.13	Elect Director Kathryn C. Turner	For	For	Management
1.14	Elect Director William E. Wade, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Board Risk Management Oversight	Against	Against	Shareholder
4	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
5	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder

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

6	Adopt Policy to Address Coastal Louisiana Environmental Impacts	Against	Against	Shareholder
7	Report on Financial Risks of Climate Change	Against	Against	Shareholder
8	Adopt Goals to Reduce Emission of TRI Chemicals	Against	Against	Shareholder
9	Amend EEO Policy to Prohibit Discrimination Based on Sexual Orientation and Gender Identity	Against	For	Shareholder
10	Report on Political Contributions	Against	For	Shareholder

CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308
 Meeting Date: JUN 9, 2010 Meeting Type: Annual
 Record Date: APR 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kirbyjon H. Caldwell	For	Did Not Vote	Management
1.2	Elect Director Carolyn Corvi	For	Did Not Vote	Management
1.3	Elect Director Henry L. Meyer, III	For	Did Not Vote	Management
1.4	Elect Director Oscar Munoz	For	Did Not Vote	Management
1.5	Elect Director Laurence E. Simmons	For	Did Not Vote	Management
1.6	Elect Director Jeffery A. Smisek	For	Did Not Vote	Management
1.7	Elect Director Karen Hastie Williams	For	Did Not Vote	Management
1.8	Elect Director Ronald B. Woodard	For	Did Not Vote	Management
1.9	Elect Director Charles A. Yamarone	For	Did Not Vote	Management
2	Approve Omnibus Stock Plan	For	Did Not Vote	Management
3	Ratify Auditors	For	Did Not Vote	Management
4	Prohibit Executive Stock-Based Awards	Against	Did Not Vote	Shareholder
5	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	Did Not Vote	Management

CORNING INCORPORATED

Ticker: GLW Security ID: 219350105
 Meeting Date: APR 29, 2010 Meeting Type: Annual
 Record Date: FEB 25, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert F. Cummings, Jr.	For	For	Management
1.2	Elect Director Carlos M. Gutierrez	For	For	Management
1.3	Elect Director William D. Smithburg	For	For	Management
1.4	Elect Director Hansel E. Tookes, II	For	For	Management
1.5	Elect Director Wendell P. Weeks	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
5	Declassify the Board of Directors	For	For	Management
6	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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

COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105
 Meeting Date: JAN 28, 2010 Meeting Type: Annual
 Record Date: NOV 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director B.S. Carson, Sr., M.D.	For	For	Management
1.2	Elect Director William H. Gates	For	For	Management
1.3	Elect Director Hamilton E. James	For	For	Management
1.4	Elect Director Jill S. Ruckelshaus	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

EXELON CORPORATION

Ticker: EXC Security ID: 30161N101
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John A. Canning, Jr.	For	For	Management
2	Elect Director M. Walter D'Alessio	For	For	Management
3	Elect Director Nicholas DeBenedictis	For	For	Management
4	Elect Director Bruce DeMars	For	For	Management
5	Elect Director Nelson A. Diaz	For	For	Management
6	Elect Director Sue L. Gin	For	For	Management
7	Elect Director Rosemarie B. Greco	For	For	Management
8	Elect Director Paul L. Joskow	For	For	Management
9	Elect Director Richard W. Mies	For	For	Management
10	Elect Director John M. Palms	For	For	Management
11	Elect Director William C. Richardson	For	For	Management
12	Elect Director Thomas J. Ridge	For	For	Management
13	Elect Director John W. Rogers, Jr.	For	For	Management
14	Elect Director John W. Rowe	For	For	Management
15	Elect Director Stephen D. Steinour	For	For	Management
16	Elect Director Don Thompson	For	For	Management
17	Approve Omnibus Stock Plan	For	For	Management
18	Ratify Auditors	For	For	Management

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104
 Meeting Date: NOV 4, 2009 Meeting Type: Special
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Election Of Director: Clayton C. Daley, Jr.	For	For	Management
2	In The Event Counterproposals, Alterations Or Amendments Of The agenda Items Or Other Matters Are Raised At The Extraordinary general Meeting, I Instruct The Appointed Proxies To Vote As follows.	For	Against	Management

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

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104

Meeting Date: MAY 5, 2010 Meeting Type: Annual

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Reelect Eugene Atkinson as Director	For	For	Management
1.2	Reelect Steven Demetriou	For	For	Management
1.3	Reelect Stephanie Hanbury-Brown as Director	For	For	Management
1.4	Elect Robert Flexon 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, Allocation of Income	For	For	Management
5	Approve Discharge of Board and Senior Management	For	For	Management
6	Approve Release of Additional Paid-In Capital from Capital Contribution to Reserves	For	For	Management
7	Change Location of Registered Office to Baar, Switzerland	For	For	Management
8	Amend Articles Re: Eliminate Requirement to List Citizenship of Shareholders in Share Register	For	For	Management
9	Amend Articles Re: Share Certificates due to New Swiss Federal Act on Intermediated Securities	For	For	Management
10	Transact Other Business (Voting)	For	Against	Management

FREEMONT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857

Meeting Date: JUN 9, 2010 Meeting Type: Annual

Record Date: APR 13, 2010

#	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
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	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder
5	Stock Retention/Holding Period	Against	For	Shareholder

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

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 11, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul Berg	For	For	Management
1.2	Elect Director John F. Cogan	For	For	Management
1.3	Elect Director Etienne F. Davignon	For	For	Management
1.4	Elect Director James M. Denny	For	For	Management
1.5	Elect Director Carla A. Hills	For	For	Management
1.6	Elect Director Kevin E. Lofton	For	For	Management
1.7	Elect Director John W. Madigan	For	For	Management
1.8	Elect Director John C. Martin	For	For	Management
1.9	Elect Director Gordon E. Moore	For	For	Management
1.10	Elect Director Nicholas G. Moore	For	For	Management
1.11	Elect Director Richard J. Whitley	For	For	Management
1.12	Elect Director Gayle E. Wilson	For	For	Management
1.13	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	Against	For	Shareholder

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lloyd C. Blankfein	For	For	Management
1.2	Elect Director John H. Bryan	For	For	Management
1.3	Elect Director Gary D. Cohn	For	For	Management
1.4	Elect Director Claes Dahlback	For	For	Management
1.5	Elect Director Stephen Friedman	For	For	Management
1.6	Elect Director William W. George	For	For	Management
1.7	Elect Director James A. Johnson	For	For	Management
1.8	Elect Director Lois D. Juliber	For	For	Management
1.9	Elect Director Lakshmi N. Mittal	For	For	Management
1.10	Elect Director James J. Schiro	For	For	Management
1.11	Elect Director H. Lee Scott, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Provide Right to Call Special Meeting	For	For	Management
6	Provide for Cumulative Voting	Against	For	Shareholder
7	Report on Collateral in Derivatives Trading	Against	For	Shareholder
8	Require Independent Board Chairman	Against	Against	Shareholder
9	Report on Political Contributions	Against	For	Shareholder
10	Report on Global Warming Science	Against	Against	Shareholder
11	Report on Pay Disparity	Against	Against	Shareholder
12	Stock Retention/Holding Period	Against	For	Shareholder

HALLIBURTON COMPANY

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

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 19, 2010 Meeting Type: Annual
 Record Date: MAR 22, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director A.M. Bennett	For	For	Management
2	Elect Director J.R. Boyd	For	For	Management
3	Elect Director M. Carroll	For	For	Management
4	Elect Director N.K. Dicciani	For	For	Management
5	Elect Director S.M. Gillis	For	For	Management
6	Elect Director J.T. Hackett	For	For	Management
7	Elect Director D.J. Lesar	For	For	Management
8	Elect Director R.A. Malone	For	For	Management
9	Elect Director J.L. Martin	For	For	Management
10	Elect Director D.L. Reed	For	For	Management
11	Ratify Auditors	For	For	Management
12	Review and Assess Human Rights Policies	Against	For	Shareholder
13	Report on Political Contributions	Against	For	Shareholder
14	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
15	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236103
 Meeting Date: MAR 17, 2010 Meeting Type: Annual
 Record Date: JAN 19, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Marc L. Andreessen	For	Did Not Vote	Management
1.2	Elect Director Lawrence T. Babbio, Jr.	For	Did Not Vote	Management
1.3	Elect Director Sari M. Baldauf	For	Did Not Vote	Management
1.4	Elect Director Rajiv L. Gupta	For	Did Not Vote	Management
1.5	Elect Director John H. Hammergren	For	Did Not Vote	Management
1.6	Elect Director Mark V. Hurd	For	Did Not Vote	Management
1.7	Elect Director Joel Z. Hyatt	For	Did Not Vote	Management
1.8	Elect Director John R. Joyce	For	Did Not Vote	Management
1.9	Elect Director Robert L. Ryan	For	Did Not Vote	Management
1.10	Elect Director Lucille S. Salhany	For	Did Not Vote	Management
1.11	Elect Director G. Kennedy Thompson	For	Did Not Vote	Management
2	Ratify Auditors	For	Did Not Vote	Management
3	Amend Omnibus Stock Plan	For	Did Not Vote	Management
4	Company Request on Advisory Vote on Executive Compensation	For	Did Not Vote	Management

HUDSON CITY BANCORP, INC.

Ticker: HCBK Security ID: 443683107
 Meeting Date: APR 21, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Donald O. Quest PhD	For	Did Not Vote	Management
2	Elect Director Joseph G. Sponholz	For	Did Not Vote	Management
3	Approve/Amend Executive Incentive Bonus Plan	For	Did Not Vote	Management
4	Ratify Auditors	For	Did Not Vote	Management

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

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director A. J. P. Belda	For	For	Management
2	Elect Director C. Black	For	For	Management
3	Elect Director W. R. Brody	For	For	Management
4	Elect Director K. I. Chenault	For	For	Management
5	Elect Director M. L. Eskew	For	For	Management
6	Elect Director S. A. Jackson	For	For	Management
7	Elect Director A. N. Liveris	For	For	Management
8	Elect Director W. J. McNerney, Jr.	For	For	Management
9	Elect Director T. Nishimuro	For	For	Management
10	Elect Director J. W. Owens	For	For	Management
11	Elect Director S. J. Palmisano	For	For	Management
12	Elect Director J. E. Spero	For	For	Management
13	Elect Director S. Taurel	For	For	Management
14	Elect Director L. H. Zambrano	For	For	Management
15	Ratify Auditors	For	For	Management
16	Adopt Policy on Bonus Banking	Against	For	Shareholder
17	Provide for Cumulative Voting	Against	For	Shareholder
18	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 22, 2010 Meeting Type: Annual
 Record Date: FEB 23, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mary Sue Coleman	For	For	Management
2	Elect Director James G. Culien	For	For	Management
3	Elect Director Michael M. E. Johns	For	For	Management
4	Elect Director Susan L. Lindquist	For	For	Management
5	Elect Director Anne M. Mulcahy	For	For	Management
6	Elect Director Lea F. Mullin	For	For	Management
7	Elect Director William D. Perez	For	For	Management
8	Elect Director Charles Prince	For	For	Management
9	Elect Director David Satcher	For	For	Management
10	Elect Director William C. Welton	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
13	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104

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

Meeting Date: APR 27, 2010 Meeting Type: Annual

Record Date: MAR 1, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Claude R. Canizares	For	For	Management
1.2	Elect Director Thomas A. Corcoran	For	For	Management
1.3	Elect Director Lewis Kramer	For	For	Management
1.4	Elect Director Alan H. Washkowitz	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

MASSEY ENERGY COMPANY

Ticker: MEE

Security ID: 576206106

Meeting Date: MAY 18, 2010 Meeting Type: Annual

Record Date: MAR 19, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard M. Gabrys	For	Withhold	Management
1.2	Elect Director Dan R. Moore	For	Withhold	Management
1.3	Elect Director Baxter F. Phillips, Jr.	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Report on Implementation of EPA Settlement Reforms and CSR Commitments	Against	For	Shareholder
4	Adopt Quantitative GHG goals from Products and Operations	Against	For	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Declassify the Board of Directors	None	For	Shareholder

MCDONALD'S CORPORATION

Ticker: MCD

Security ID: 580135101

Meeting Date: MAY 20, 2010 Meeting Type: Annual

Record Date: MAR 23, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Walter E. Massey	For	For	Management
2	Elect Director John W. Rogers, Jr.	For	For	Management
3	Elect Director Roger W. Stone	For	For	Management
4	Elect Director Miles D. White	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
7	Reduce Supermajority Vote Requirement	Against	For	Shareholder
8	Require Suppliers to Adopt CAK	Against	Against	Shareholder
9	Adopt Cage-Free Eggs Purchasing Policy	Against	Against	Shareholder

MERCK & CO., INC.

Ticker: MRK

Security ID: 589331107

Meeting Date: AUG 7, 2009 Meeting Type: Special

Record Date: JUN 22, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Acquisition	For	For	Management

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

MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104
Meeting Date: NOV 19, 2009 Meeting Type: Annual
Record Date: SEP 4, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William H. Gates, III	For	For	Management
2	Elect Director Steven A. Ballmer	For	For	Management
3	Elect Director Dina Dublon	For	For	Management
4	Elect Director Raymond V. Gilmartin	For	For	Management
5	Elect Director Reed Hastings	For	For	Management
6	Elect Director Maria 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	Permit Right to Call Special Meeting	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Adopt Principles for Health Care Reform	Against	Against	Shareholder
14	Report on Charitable Contributions	Against	Against	Shareholder

NIKE, INC.

Ticker: NKE Security ID: 654106103
Meeting Date: SEP 21, 2009 Meeting Type: Annual
Record Date: JUL 24, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jill K. Conway	For	For	Management
1.2	Elect Director Alan B. Graf, Jr.	For	For	Management
1.3	Elect Director John C. Lechleiter	For	For	Management
2	Amend Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

NOKIA CORP.

Ticker: NOK1V Security ID: 654902204
Meeting Date: MAY 6, 2010 Meeting Type: Annual
Record Date: APR 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2	Calling the Meeting to Order	None	None	Management
3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	None	None	Management
4	Acknowledge Proper Convening of Meeting	None	None	Management
5	Prepare and Approve List of Shareholders	None	None	Management
6	Receive Financial Statements and Statutory Reports, the Board's Report, and the Auditor's Report; Receive Review by the CEO	None	None	Management

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

7	Accept Financial Statements and Statutory Reports	For	For	Management
8	Approve Allocation of Income and Dividends of EUR 0.40 Per Share	For	For	Management
9	Approve Discharge of Board and President	For	For	Management
10	Approve Remuneration of Directors in the Amount of EUR 440,000 for Chairman, EUR 150,000 for Vice Chairman, and EUR 130,000 for Other Directors; Approve Remuneration for Committee Work	For	For	Management
11	Fix Number of Directors at 10	For	For	Management
12	Reelect Lalita Gupte, Bengt Holmstrom, Henning Kagermann, Olli-Pekka Kallasvuo, Per Karlsson, Isabel Marey-Semper, Jorma Ollila, Marjorie Scardino, Risto Siilasmaa, and Keijo Suila as Directors	For	For	Management
13	Approve Remuneration of Auditors	For	For	Management
14	Ratify PricewaterhouseCoopers Oy as Auditors	For	For	Management
15	Amend Articles Re: Amend Corporate Purpose; Amend Method of Convening General Meetings	For	For	Management
16	Authorize Repurchase of up to 360 Million Issued Shares	For	For	Management
17	Approve Issuance of up to 740 Million Shares without Preemptive Rights	For	For	Management
18	Close Meeting	None	None	Management

NUCOR CORPORATION

Ticker: NUE Security ID: 670346105
 Meeting Date: MAY 13, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel R. DiMicco	For	For	Management
1.2	Elect Director James D. Hlavacek	For	For	Management
1.3	Elect Director John H. Walker	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Report on Political Contributions	Against	For	Shareholder

OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Spencer Abraham	For	Against	Management
2	Elect Director John S. Chalsty	For	Against	Management
3	Elect Director Stephen I. Chazen	For	For	Management
4	Elect Director Edward P. Djerejian	For	Against	Management

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

5	Elect Director John E. Feick	For	Against	Management
6	Elect Director Carlos M. Gutierrez	For	Against	Management
7	Elect Director Ray R. Irani	For	Against	Management
8	Elect Director Irvin W. Maloney	For	Against	Management
9	Elect Director Avedick B. Poladian	For	Against	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	Amend Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
17	Limit Executive Compensation	Against	Against	Shareholder
18	Require Independent Board Chairman	Against	For	Shareholder
19	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
20	Report on Host Country Social and Environmental Laws	Against	Against	Shareholder
21	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
22	Report on Policy for Increasing Safety by Reducing Hazardous Substance Usage and Re-locating Facilities	Against	Against	Shareholder
23	Double Trigger on Equity Plans	Against	For	Shareholder

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 5, 2010 Meeting Type: Annual
 Record Date: MAR 5, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Shona L. Brown	For	For	Management
2	Elect Director Ian M. Cook	For	For	Management
3	Elect Director Dina Dublon	For	For	Management
4	Elect Director Victor J. Dzau	For	For	Management
5	Elect Director Ray L. Hunt	For	For	Management
6	Elect Director Alberto Ibarquen	For	For	Management
7	Elect Director Arthur C. Martinez	For	For	Management
8	Elect Director Indra K. Nooyi	For	For	Management
9	Elect Director Sharon P. Rockefeller	For	For	Management
10	Elect Director James J. Schiro	For	For	Management
11	Elect Director Lloyd G. Trotter	For	For	Management
12	Elect Director Daniel Vasella	For	Against	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Report on Charitable Contributions	Against	Against	Shareholder
16	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
17	Report on Public Policy Advocacy Process	Against	Against	Shareholder

PETROLEO BRASILEIRO

Ticker: PBR Security ID: 71654V408
 Meeting Date: APR 22, 2010 Meeting Type: Annual/Special
 Record Date:

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2009	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	Against	Management
6	Elect Fiscal Council Members	For	Against	Management
7	Approve Remuneration of Executive Officers, Non-Executive Directors, and Fiscal Council Members	For	Against	Management
1	Authorize Capitalization of Reserves	For	For	Management
2	Eliminate Preemptive Rights	For	For	Management

PETROLEO BRASILEIRO

Ticker: PBR Security ID: 71654V408
 Meeting Date: JUN 22, 2010 Meeting Type: Special
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Company's Bylaws to Increase the Number of Authorized Preferred Shares	For	For	Management
2	Amend Company's Bylaws to Increase the Number of Authorized Common Shares	For	For	Management
3	Amend Company's Bylaws to Include Transitory Provision to Issue Shares with or without Preemptive Rights	For	For	Management
4	Amend Article 4 of Company's Bylaws to Reflect the Changes in its Capital Structure	For	For	Management

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109
 Meeting Date: MAY 12, 2010 Meeting Type: Annual
 Record Date: MAR 16, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harold Brown	For	For	Management
2	Elect Director Mathis Cabiallavetta	For	For	Management
3	Elect Director Louis C. Camilleri	For	For	Management
4	Elect Director J. Dudley Fishburn	For	For	Management
5	Elect Director Jennifer Li	For	For	Management
6	Elect Director Graham Mackay	For	For	Management
7	Elect Director Sergio Marchionne	For	For	Management
8	Elect Director Lucio A. Noto	For	For	Management
9	Elect Director Carlos Slim Helu	For	For	Management
10	Elect Director Stephen M. Wolf	For	For	Management
11	Ratify Auditors	For	For	Management
12	Report on Effect of Marketing Practices on the Poor	Against	Against	Shareholder
13	Establish Supplier Human Rights Purchasing Protocols	Against	Against	Shareholder

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

POTASH CORPORATION OF SASKATCHEWAN INC.

Ticker: POT Security ID: 73755L107
 Meeting Date: MAY 6, 2010 Meeting Type: Annual/Special
 Record Date: MAR 11, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect C. M. Burley as Director	For	For	Management
1.2	Elect W. J. Doyle as Director	For	For	Management
1.3	Elect J. W. Estey as Director	For	For	Management
1.4	Elect C. S. Hoffman as Director	For	For	Management
1.5	Elect D. J. Howe as Director	For	For	Management
1.6	Elect A. D. Laberge as Director	For	For	Management
1.7	Elect K. G. Martell as Director	For	For	Management
1.8	Elect J. J. McCaig as Director	For	For	Management
1.9	Elect M. Mogford as Director	For	For	Management
1.10	Elect P. J. Schoenhals as Director	For	For	Management
1.11	Elect E. R. Stromberg as Director	For	For	Management
1.12	Elect E. Viyella de Paliza as Director	For	For	Management
2	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
3	Approve 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 2, 2010 Meeting Type: Annual
 Record Date: JAN 4, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	Did Not Vote	Management
1.2	Elect Director Stephen M. Bennett	For	Did Not Vote	Management
1.3	Elect Director Donald G. Cruickshank	For	Did Not Vote	Management
1.4	Elect Director Raymond V. Dittamore	For	Did Not Vote	Management
1.5	Elect Director Thomas W. Horton	For	Did Not Vote	Management
1.6	Elect Director Irwin Mark Jacobs	For	Did Not Vote	Management
1.7	Elect Director Paul E. Jacobs	For	Did Not Vote	Management
1.8	Elect Director Robert E. Kahn	For	Did Not Vote	Management
1.9	Elect Director Sherry Lansing	For	Did Not Vote	Management
1.10	Elect Director Duane A. Nelles	For	Did Not Vote	Management
1.11	Elect Director Brent Scowcroft	For	Did Not Vote	Management
1.12	Elect Director Marc I. Stern	For	Did Not Vote	Management
2	Amend Omnibus Stock Plan	For	Did Not Vote	Management
3	Ratify Auditors	For	Did Not Vote	Management

SHIRE PLC

Ticker: SHP Security ID: 82481R106
 Meeting Date: APR 27, 2010 Meeting Type: Annual
 Record Date: MAR 23, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and	For	For	Management

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

Statutory Reports				
2	Approve Remuneration Report	For	For	Management
3	Elect David Stout as Director	For	For	Management
4	Elect William Burns as Director	For	For	Management
5	Reappoint Deloitte LLP as Auditors	For	For	Management
6	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Management
7	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
8	Amend the Portfolio Share Plan	For	For	Management
9	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
10	Authorise Market Purchase	For	For	Management

ST. JUDE MEDICAL, INC.

Ticker: STJ Security ID: 790849103
 Meeting Date: MAY 7, 2010 Meeting Type: Annual
 Record Date: MAR 10, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stuart M. Essig	For	For	Management
1.2	Elect Director Barbara B. Hill	For	For	Management
1.3	Elect Director Michael A. Rocca	For	For	Management
2	Ratify Auditors	For	For	Management
3	Prepare Sustainability Report	Against	For	Shareholder

TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101
 Meeting Date: MAY 21, 2010 Meeting Type: Annual
 Record Date: MAR 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edith E. Holiday	For	For	Management
1.2	Elect Director Larry D. Thompson	For	For	Management
1.3	Elect Director Charles B. Johnson	For	For	Management
1.4	Elect Director Gregory E. Johnson	For	For	Management
1.5	Elect Director J. Michael Luttig	For	For	Management
2	Ratify Auditors	For	For	Management

UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: FEB 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Andrew H. Card, Jr.	For	For	Management
2	Elect Director Erroll B. Davis, Jr.	For	For	Management
3	Elect Director Thomas J. Donohue	For	For	Management
4	Elect Director Archie W. Dunham	For	For	Management
5	Elect Director Judith Richards Hope	For	For	Management
6	Elect Director Charles C. Krulak	For	For	Management
7	Elect Director Michael R. McCarthy	For	For	Management
8	Elect Director Michael W. McConnell	For	For	Management

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

9	Elect Director Thomas F. McLarty III	For	For	Management
10	Elect Director Steven R. Rogel	For	For	Management
11	Elect Director Jose H. Villarreal	For	For	Management
12	Elect Director James R. Young	For	For	Management
13	Ratify Auditors	For	For	Management
14	Require Independent Board Chairman	Against	Against	Shareholder
15	Reduce Supermajority Vote Requirement	Against	For	Shareholder

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: MAY 24, 2010 Meeting Type: Annual
 Record Date: MAR 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Ballard, Jr.	For	For	Management
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 Douglas W. Leatherdale	For	For	Management
7	Elect Director Glenn M. Renwick	For	For	Management
8	Elect Director Kenneth I. Shine	For	For	Management
9	Elect Director Gail R. Wilensky	For	For	Management
10	Ratify Auditors	For	For	Management
11	Report on Lobbying Expenses	Against	Against	Shareholder
12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100
 Meeting Date: APR 29, 2010 Meeting Type: Annual
 Record Date: MAR 1, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ruben M. Escobedo	For	For	Management
2	Elect Director Bob Marbut	For	For	Management
3	Elect Director Robert A. Profusek	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
7	Report on Rainforest Sustainability	Against	Against	Shareholder
8	Report on Political Contributions	Against	For	Shareholder
9	Stock Retention/Holding Period	Against	For	Shareholder

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 6, 2010 Meeting Type: Annual
 Record Date: MAR 8, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management

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

3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Sandra O. Moose	For	For	Management
5	Elect Director Joseph Neubauer	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Thomas H. O'Brien	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	Elect Director John R. Stafford	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
17	Amend EEO Policy to Prohibit Discrimination Based on Sexual Orientation and Gender Identity	Against	For	Shareholder
18	Performance-Based Equity Awards	Against	For	Shareholder
19	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
20	Adopt Policy on Succession Planning	Against	For	Shareholder
21	Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives	Against	For	Shareholder
22	Stock Retention/Holding Period	Against	For	Shareholder

WILLIAMS COMPANIES, INC., THE

Ticker: WMB Security ID: 969457100

Meeting Date: MAY 20, 2010 Meeting Type: Annual

Record Date: MAR 29, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Kathleen B. Cooper	For	For	Management
2	Elect Director William R. Granberry	For	For	Management
3	Elect Director William G. Lowrie	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Amend Omnibus Stock Plan	For	For	Management
6	Ratify Auditors	For	For	Management
7	Report on Environmental Impacts of Natural Gas Fracturing	Against	For	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

=====END NPX REPORT=====

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 8/3/10

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