

DXP ENTERPRISES INC
Form 4
July 07, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALTER TIMOTHY P

(Last) (First) (Middle)

7272 PINEMONT DRIVE

(Street)

HOUSTON, TX 77040

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DXP ENTERPRISES INC [DXPE]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
DXP Common Stock	07/01/2011		M		4,882	A	\$ 0
					28,640	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
DXP Restricted Stock Units	\$ 0	07/01/2011		A	2,879	(1) (1)	DXP Common Stock	2,879 \$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALTER TIMOTHY P 7272 PINEMONT DRIVE HOUSTON, TX 77040	X			

Signatures

Timothy P. Halter 07/01/2011
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 (1) Grant Date July 1, 2011. The terms of the grant provide for vesting in one installment on the one-year anniversary of the grant date.
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
 Potential 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 number. Against Against Shareholder Products and Operations 9 Report on the Result of Efforts to Against For Shareholder Minimize Hydraulic Fracturing Impacts 10 Proxy Access Against For Shareholder 11 Require Independent Board Chairman Against For Shareholder 12 Require Director Nominee with Against For Shareholder Environmental Experience 13 Amend Bylaws -- Call Special Meetings Against For Shareholder
 ----- CISCO SYSTEMS, INC. Ticker: CSCO Security ID: 17275R102 Meeting Date: NOV 20, 2014 Meeting Type: Annual Record Date: SEP 22, 2014 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director Carol A. Bartz For For Management 1b Elect Director M. Michele Burns For For Management 1c Elect Director Michael D. Capellas For For Management 1d Elect Director John T. Chambers For For Management 1e Elect Director Brian L. Halla For For Management 1f Elect Director John L. Hennessy For For Management 1g Elect Director Kristina M. Johnson For For Management 1h Elect Director Roderick C. McGeary For For Management 1i Elect Director Arun Sarin For For Management 1j Elect Director Steven M. West For For

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Management 2 Amend Qualified Employee Stock For For Management Purchase Plan 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Ratify Auditors For For Management 5 Establish Public Policy Board Committee Against Against Shareholder 6 Adopt Proxy Access Right Against Against Shareholder 7 Report on Political Contributions Against Against Shareholder

----- CITIGROUP INC. Ticker: C Security ID: 172967424 Meeting Date: APR 28, 2015 Meeting Type: Annual Record Date: FEB 27, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director Michael L. Corbat For For Management 1b Elect Director Duncan P. Hennes For For Management 1c Elect Director Peter B. Henry For For Management 1d Elect Director Franz B. Humer For For Management 1e Elect Director Michael E. O'Neill For For Management 1f Elect Director Gary M. Reiner For For Management 1g Elect Director Judith Rodin For For Management 1h Elect Director Anthony M. Santomero For For Management 1i Elect Director Joan E. Spero For For Management 1j Elect Director Diana L. Taylor For For Management 1k Elect Director William S. Thompson, Jr. For For Management 1l Elect Director James S. Turley For For Management 1m Elect Director Ernesto Zedillo Ponce For For Management de Leon 2 Ratify KPMG LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Amend Omnibus Stock Plan For For Management 5 Adopt Proxy Access Right For For Shareholder 6 Report on Lobbying Payments and Policy Against For Shareholder 7 Claw-back of Payments under Against Against Shareholder Restatements 8 Limits for Directors Involved with Against Against Shareholder Bankruptcy 9 Report on Certain Vesting Program Against For Shareholder -----

CONOCOPHILLIPS Ticker: COP Security ID: 20825C104 Meeting Date: MAY 12, 2015 Meeting Type: Annual Record Date: MAR 13, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director Richard L. Armitage For For Management 1b Elect Director Richard H. Auchinleck For For Management 1c Elect Director Charles E. Bunch For For Management 1d Elect Director James E. Copeland, Jr. For For Management 1e Elect Director John V. Faraci For For Management 1f Elect Director Jody L. Freeman For For Management 1g Elect Director Gay Huey Evans For For Management 1h Elect Director Ryan M. Lance For For Management 1i Elect Director Arjun N. Murti For For Management 1j Elect Director Robert A. Niblock For For Management 1k Elect Director Harald J. Norvik For For Management 2 Ratify Ernst & Young LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Report on Lobbying Payments and Policy Against For Shareholder 5 Pro-rata Vesting of Equity Plan Against For Shareholder 6 Remove or Adjust Reserve Metrics used Against Against Shareholder for Executive Compensation 7 Adopt Proxy Access Right Against For Shareholder -----

EMERSON ELECTRIC CO. Ticker: EMR Security ID: 291011104 Meeting Date: FEB 03, 2015 Meeting Type: Annual Record Date: NOV 25, 2014 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director A. F. Golden For For Management 1.2 Elect Director W. R. Johnson For For Management 1.3 Elect Director C. Kendle For For Management 1.4 Elect Director J. S. Turley For For Management 1.5 Elect Director A. A. Busch, III For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Approve Omnibus Stock Plan For For Management 4 Amend Executive Incentive Bonus Plan For For Management 5 Ratify Auditors For For Management 6 Report on Sustainability, Including Against For Shareholder GHG Goals 7 Report on Political Contributions Against For Shareholder 8 Report on Lobbying Payments and Policy Against Against Shareholder -----

ENI S.P.A. Ticker: ENI Security ID: 26874R108 Meeting Date: MAY 13, 2015 Meeting Type: Annual Record Date: APR 03, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Accept Financial Statements and For For Management Statutory Reports 2 Approve Allocation of Income For For Management 3 Approve Remuneration Report For For Management -----

GDF SUEZ Ticker: GSZ Security ID: 36160B105 Meeting Date: APR 28, 2015 Meeting Type: Annual/Special Record Date: APR 24, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Approve Financial Statements and For For Management Statutory Reports 2 Approve Consolidated Financial For For Management Statements and Statutory Reports 3 Approve Allocation of Income and For For Management Dividends of EUR 1 per Share 4 Approve Auditors' Special Report on For For Management Related-Party Transactions 5 Authorize Repurchase of Up to 10 For For Management Percent of Issued Share Capital 6 Ratify Appointment of Isabelle Kocher For For Management as Director 7 Reelect Ann Kristin Achleitner as For For Management Director 8 Reelect Edmond Alphandery as Director For For Management 9 Reelect Aldo Cardoso as Director For For Management 10 Reelect Francoise Malrieu as Director For For Management 11 Elect Barbara Kux -----

Explanation of Responses:

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as Director For For Management 12 Elect Marie Jose Nadeau as Director For For Management 13 Elect Bruno Bezar
as Director For For Management 14 Elect Mari-Noelle Jego-Laveissiere as For For Management Director 15 Elect
Stephane Pallez as Director For For Management 16 Elect Catherine Guillouard as Director For For Management 17
Advisory Vote on Compensation of For For Management Gerard Mestrallet, Chairman and CEO 18 Advisory Vote on
Compensation of For For Management Jean-Francois Cirelli, Vice-Chairman and Vice-CEO until Nov. 11, 2014 19
Authorize Capital Issuances for Use in For For Management Employee Stock Purchase Plans 20 Authorize Capital
Issuances for Use in For For Management Employee Stock Purchase Plans Reserved for Employees of International
Subsidiaries 21 Authorize up to 0.5 Percent of Issued For For Management Capital for Use in Restricted Stock Plans
22 Authorize up to 0.5 Percent of Issued For For Management Capital for Use in Restricted Stock Plans Reserved for
a Few Employees and Corporate Officers 23 Adopt New Bylaws For For Management 24 Amend Article 11 of
Bylaws Re: Absence For For Management of Double-Voting Rights 25 Amend Article 16 of Bylaws Re: Board For
For Management Organization 26 Authorize Filing of Required For For Management Documents/Other Formalities

----- GLAXOSMITHKLINE PLC Ticker: GSK

Security ID: 37733W105 Meeting Date: DEC 18, 2014 Meeting Type: Special Record Date: NOV 18, 2014 #
Proposal Mgt Rec Vote Cast Sponsor 1 Approve Transaction by the Company For For Management with Novartis AG

----- GLAXOSMITHKLINE PLC Ticker: GSK

Security ID: 37733W105 Meeting Date: MAY 07, 2015 Meeting Type: Annual Record Date: MAR 18, 2015 #
Proposal Mgt Rec Vote Cast Sponsor 1 Accept Financial Statements and For For Management Statutory Reports 2
Approve Remuneration Report For Against Management 3 Elect Sir Philip Hampton as Director For For Management 4
Elect Urs Rohner as Director For For Management 5 Re-elect Sir Andrew Witty as Director For For Management 6
Re-elect Sir Roy Anderson as Director For For Management 7 Re-elect Dr Stephanie Burns as Director For For
Management 8 Re-elect Stacey Cartwright as Director For For Management 9 Re-elect Simon Dingemans as Director
For For Management 10 Re-elect Lynn Elsenhans as Director For For Management 11 Re-elect Judy Lewent as
Director For For Management 12 Re-elect Sir Deryck Maughan as Director For For Management 13 Re-elect Dr
Daniel Podolsky as Director For For Management 14 Re-elect Dr Moncef Slaoui as Director For For Management 15
Re-elect Hans Wijers as Director For For Management 16 Reappoint PricewaterhouseCoopers LLP For For
Management as Auditors 17 Authorise the Audit & Risk Committee For For Management to Fix Remuneration of
Auditors 18 Authorise EU Political Donations and For For Management Expenditure 19 Authorise Issue of Equity
with For For Management Pre-emptive Rights 20 Authorise Issue of Equity without For For Management Pre-emptive
Rights 21 Authorise Market Purchase of Ordinary For For Management Shares 22 Approve the Exemption from
Statement For For Management of the Name of the Senior Statutory Auditor in Published Copies of the Auditors'
Reports 23 Authorise the Company to Call EGM with For For Management Two Weeks' Notice 24 Approve Share
Value Plan For For Management ----- HALLIBURTON

COMPANY Ticker: HAL Security ID: 406216101 Meeting Date: MAR 27, 2015 Meeting Type: Special Record
Date: FEB 17, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Issue Shares in Connection with For For Management
Acquisition 2 Adjourn Meeting For Against Management

----- HALLIBURTON COMPANY Ticker: HAL

Security ID: 406216101 Meeting Date: MAY 20, 2015 Meeting Type: Annual Record Date: MAR 23, 2015 #
Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Abdulaziz F. Al Khayyal For For Management 1.2 Elect
Director Alan M. Bennett For For Management 1.3 Elect Director James R. Boyd For For Management 1.4 Elect
Director Milton Carroll For For Management 1.5 Elect Director Nance K. Dicciani For For Management 1.6 Elect
Director Murry S. Gerber For For Management 1.7 Elect Director Jose C. Grubisich For For Management 1.8 Elect
Director David J. Lesar For For Management 1.9 Elect Director Robert A. Malone For For Management 1.10 Elect
Director J. Landis Martin For For Management 1.11 Elect Director Jeffrey A. Miller For For Management 1.12 Elect
Director Debra L. Reed For For Management 2 Ratify KPMG LLP as Auditors For For Management 3 Advisory Vote
to Ratify Named For For Management Executive Officers' Compensation 4 Amend Omnibus Stock Plan For For
Management 5 Amend Qualified Employee Stock For For Management Purchase Plan

----- HONEYWELL INTERNATIONAL INC. Ticker:

HON Security ID: 438516106 Meeting Date: APR 27, 2015 Meeting Type: Annual Record Date: FEB 27, 2015 #
Proposal Mgt Rec Vote Cast Sponsor 1A Elect Director William S. Ayer For For Management 1B Elect Director
Gordon M. Bethune For For Management 1C Elect Director Kevin Burke For For Management 1D Elect Director

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Jaime Chico Pardo For For Management 1E Elect Director David M. Cote For For Management 1F Elect Director D. Scott Davis For For Management 1G Elect Director Linnet F. Deily For For Management 1H Elect Director Judd Gregg For For Management 1I Elect Director Clive Hollick For For Management 1J Elect Director Grace D. Lieblein For For Management 1K Elect Director George Paz For For Management 1L Elect Director Bradley T. Sheares For For Management 1M Elect Director Robin L. Washington For For Management 2 Ratify Deloitte & Touche LLP as For For Management Auditors 3 Advisory Vote to Ratify Named For Against Management Executive Officers' Compensation 4 Require Independent Board Chairman Against For Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Report on Lobbying Payments and Policy Against For Shareholder

----- HSBC HOLDINGS PLC Ticker: HSBA Security ID: 404280406 Meeting Date: APR 24, 2015 Meeting Type: Annual Record Date: MAR 20, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Accept Financial Statements and For For Management Statutory Reports 2 Approve Remuneration Report For For Management 3(a) Elect Phillip Ameen as Director For For Management 3(b) Elect Heidi Miller as Director For For Management 3(c) Re-elect Kathleen Casey as Director For For Management 3(d) Re-elect Safra Catz as Director For For Management 3(e) Re-elect Laura Cha as Director For For Management 3(f) Re-elect Lord Evans of Weardale as For For Management Director 3(g) Re-elect Joachim Faber as Director For For Management 3(h) Re-elect Rona Fairhead as Director For For Management 3(i) Re-elect Douglas Flint as Director For For Management 3(j) Re-elect Stuart Gulliver as Director For For Management 3(k) Re-elect Sam Laidlaw as Director For For Management 3(l) Re-elect John Lipsky as Director For For Management 3(m) Re-elect Rachel Lomax as Director For For Management 3(n) Re-elect Iain Mackay as Director For For Management 3(o) Re-elect Marc Moses as Director For For Management 3(p) Re-elect Sir Simon Robertson as For For Management Director 3(q) Re-elect Jonathan Symonds as Director For For Management 4 Appoint PricewaterhouseCoopers LLP as For For Management Auditors 5 Authorise the Group Audit Committee to For For Management Fix Remuneration of Auditors 6 Authorise Issue of Equity with For For Management Pre-emptive Rights 7 Authorise Issue of Equity without For For Management Pre-emptive Rights 8 Authorise Directors to Allot Any For For Management Repurchased Shares 9 Authorise Market Purchase of Ordinary For For Management Shares 10 Authorise Issue of Equity with For For Management Pre-emptive Rights in Relation to Contingent Convertible Securities 11 Authorise Issue of Equity without For For Management Pre-emptive Rights in Relation to Contingent Convertible Securities 12 Amend Savings-Related Share Option For For Management Plan (UK) 13 Authorise the Company to Call EGM with For For Management Two Weeks' Notice ----- INTEL

CORPORATION Ticker: INTC Security ID: 458140100 Meeting Date: MAY 21, 2015 Meeting Type: Annual Record Date: MAR 23, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director Charlene Barshefsky For For Management 1b Elect Director Aneel Bhusri For For Management 1c Elect Director Andy D. Bryant For For Management 1d Elect Director Susan L. Decker For For Management 1e Elect Director John J. Donahoe For Against Management 1f Elect Director Reed E. Hundt For For Management 1g Elect Director Brian M. Krzanich For For Management 1h Elect Director James D. Plummer For For Management 1i Elect Director David S. Pottruck For For Management 1j Elect Director Frank D. Yeary For For Management 1k Elect Director David B. Yoffie For For Management 2 Ratify Ernst & Young LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Amend Omnibus Stock Plan For For Management 5 Amend Qualified Employee Stock For For Management Purchase Plan 6 Adopt Holy Land Principles Against Against Shareholder 7 Require Independent Board Chairman Against For Shareholder 8 Provide Vote Counting to Exclude Against Against Shareholder Abstentions -----

INTERNATIONAL BUSINESS MACHINES CORPORATION Ticker: IBM Security ID: 459200101 Meeting Date: APR 28, 2015 Meeting Type: Annual Record Date: FEB 27, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Alain J.P. Belda For For Management 1.2 Elect Director William R. Brody For For Management 1.3 Elect Director Kenneth I. Chenault For For Management 1.4 Elect Director Michael L. Eskew For For Management 1.5 Elect Director David N. Farr For For Management 1.6 Elect Director Alex Gorsky For For Management 1.7 Elect Director Shirley Ann Jackson For For Management 1.8 Elect Director Andrew N. Liveris For For Management 1.9 Elect Director W. James McNerney, Jr. For For Management 1.10 Elect Director James W. Owens For For Management 1.11 Elect Director Virginia M. Rometty For For Management 1.12 Elect Director Joan E. Spero For For Management 1.13 Elect Director Sidney Taurel For For Management 1.14 Elect Director Peter R. Voser For For Management 2 Ratify PricewaterhouseCoopers LLP as For For Management Auditors 3 Advisory Vote to Ratify

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Named For For Management Executive Officers' Compensation 4 Report on Lobbying Payments and Policy Against Against Shareholder 5 Provide Right to Act by Written Consent Against For Shareholder 6 Pro-rata Vesting of Equity Awards Against Against Shareholder 7 Establish Public Policy Board Committee Against Against Shareholder

----- JOY GLOBAL INC. Ticker: JOY Security ID: 481165108 Meeting Date: MAR 10, 2015 Meeting Type: Annual Record Date: JAN 09, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Edward L. Doheny, II For For Management 1.2 Elect Director Steven L. Gerard For For Management 1.3 Elect Director Mark J. Gliebe For For Management 1.4 Elect Director John T. Grep For For Management 1.5 Elect Director John Nils Hanson For For Management 1.6 Elect Director Gale E. Klappa For For Management 1.7 Elect Director Richard B. Loynd For For Management 1.8 Elect Director P. Eric Siegert For For Management 1.9 Elect Director James H. Tate For For Management 2 Ratify Ernst & Young LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation

----- MERCK & CO., INC. Ticker: MRK Security ID: 58933Y105 Meeting Date: MAY 26, 2015 Meeting Type: Annual Record Date: MAR 31, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director Leslie A. Brun For For Management 1b Elect Director Thomas R. Cech For For Management 1c Elect Director Kenneth C. Frazier For For Management 1d Elect Director Thomas H. Glocer For For Management 1e Elect Director William B. Harrison, Jr. For For Management 1f Elect Director C. Robert Kidder For For Management 1g Elect Director Rochelle B. Lazarus For For Management 1h Elect Director Carlos E. Represas For For Management 1i Elect Director Patricia F. Russo For For Management 1j Elect Director Craig B. Thompson For For Management 1k Elect Director Wendell P. Weeks For For Management 1l Elect Director Peter C. Wendell For For Management 2 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 3 Ratify PricewaterhouseCoopers LLP as For For Management Auditors 4 Amend Omnibus Stock Plan For For Management 5 Amend Executive Incentive Bonus Plan For For Management 6 Provide Right to Act by Written Consent Against For Shareholder 7 Pro-rata Vesting of Equity Awards Against For Shareholder

----- MITSUBISHI UFJ FINANCIAL GROUP Ticker: 8306 Security ID: 606822104 Meeting Date: JUN 25, 2015 Meeting Type: Annual Record Date: MAR 31, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Approve Allocation of Income, with a For For Management Final Dividend of JPY 9 2 Amend Articles to Remove Provisions on For For Management Type 1 Class 5 Preferred Shares and Class 11 Preferred Shares to Reflect Cancellation - Abolish Board Structure with Statutory Auditors - Adopt Board Structure with Three Committees - Indemnify Directors 3.1 Elect Director Sono, Kiyoshi For For Management 3.2 Elect Director Wakabayashi, Tatsuo For For Management 3.3 Elect Director Nagaoka, Takashi For For Management 3.4 Elect Director Hirano, Nobuyuki For For Management 3.5 Elect Director Oyamada, Takashi For For Management 3.6 Elect Director Kuroda, Tadashi For For Management 3.7 Elect Director Tokunari, Muneaki For For Management 3.8 Elect Director Yasuda, Masamichi For For Management 3.9 Elect Director Mikumo, Takashi For For Management 3.10 Elect Director Shimamoto, Takehiko For For Management 3.11 Elect Director Kawamoto, Yuko For For Management 3.12 Elect Director Matsuyama, Haruka For For Management 3.13 Elect Director Okamoto, Kunie For For Management 3.14 Elect Director Okuda, Tsutomu For For Management 3.15 Elect Director Kawakami, Hiroshi For For Management 3.16 Elect Director Sato, Yukihiro For For Management 3.17 Elect Director Yamate, Akira For For Management 4 Amend Articles to Prohibit Gender Against Against Shareholder Discrimination when Facing Customers 5 Amend Articles to Set Maximum Limit on Against Against Shareholder Name Transfer Fees in Margin Trading at the Group's Securities Companies -----

NOVARTIS AG Ticker: NOVN Security ID: 66987V109 Meeting Date: FEB 27, 2015 Meeting Type: Annual Record Date: JAN 15, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Accept Financial Statements and For For Management Statutory Reports 2 Approve Discharge of Board and Senior For For Management Management 3 Approve Allocation of Income and For For Management Dividends of CHF 2.60 per Share 4 Approve CHF 14.6 Million Reduction in For For Management Share Capital via Cancellation of Repurchased Shares 5 Amend Articles Re: Ordinance Against For For Management Excessive Remuneration at Listed Companies 6.1 Approve Maximum Remuneration of Board For For Management of Directors in the Amount of CHF 7.7 Million 6.2 Approve Maximum Remuneration of For For Management Executive Committee in the Amount of CHF 84 Million 6.3 Approve Remuneration Report For For Management 7.1 Reelect Joerg Reinhardt as Director For For Management and Board Chairman 7.2 Reelect Dimitri Azar as Director For For Management 7.3 Reelect Verena Briner as Director For For Management 7.4 Reelect Srikant Datar as Director For For Management 7.5 Reelect Ann Fudge as Director For For Management 7.6 Reelect Pierre

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Landolt as Director For For Management 7.7 Reelect Andreas von Planta as Director For For Management 7.8 Reelect Charles Sawyers as Director For For Management 7.9 Reelect Enrico Vanni as Director For For Management 7.10 Reelect William Winters as Director For For Management 7.11 Elect Nancy Andrews as Director For For Management 8.1 Appoint Srikant Datar as Member of the For For Management Compensation Committee 8.2 Appoint Ann Fudge as Member of the For For Management Compensation Committee 8.3 Appoint Enrico Vanni as Member of the For For Management Compensation Committee 8.4 Appoint William Winters as Member of For For Management the Compensation Committee 9 Ratify PricewaterhouseCoopers AG as For For Management Auditors 10 Designate Peter Zahn as Independent For For Management Proxy 11 Transact Other Business (Voting) For Against Management ----- ORACLE CORPORATION Ticker: ORCL Security ID: 68389X105 Meeting Date: NOV 05, 2014 Meeting Type: Annual Record Date: SEP 08, 2014 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Jeffrey S. Berg For For Management 1.2 Elect Director H. Raymond Bingham For For Management 1.3 Elect Director Michael J. Boskin For For Management 1.4 Elect Director Safra A. Catz For For Management 1.5 Elect Director Bruce R. Chizen For Withhold Management 1.6 Elect Director George H. Conrades For For Management 1.7 Elect Director Lawrence J. Ellison For For Management 1.8 Elect Director Hector Garcia-Molina For For Management 1.9 Elect Director Jeffrey O. Henley For Withhold Management 1.10 Elect Director Mark V. Hurd For For Management 1.11 Elect Director Naomi O. Seligman For For Management 2 Advisory Vote to Ratify Named For Against Management Executive Officers' Compensation 3 Ratify Auditors For For Management 4 Provide Vote Counting to Exclude Against Against Shareholder Abstentions 5 Adopt Multiple Performance Metrics Against For Shareholder Under Executive Incentive Plans 6 Adopt Specific Performance Standards Against For Shareholder 7 Adopt Proxy Access Right Against For Shareholder

----- PEPSICO, INC. Ticker: PEP Security ID: 713448108 Meeting Date: MAY 06, 2015 Meeting Type: Annual Record Date: FEB 27, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Shona L. Brown For For Management 1.2 Elect Director George W. Buckley For For Management 1.3 Elect Director Ian M. Cook For For Management 1.4 Elect Director Dina Dublon For For Management 1.5 Elect Director Rona A. Fairhead For For Management 1.6 Elect Director Richard W. Fisher For For Management 1.7 Elect Director Alberto Iburguen For For Management 1.8 Elect Director William R. Johnson For For Management 1.9 Elect Director Indra K. Nooyi For For Management 1.10 Elect Director David C. Page For For Management 1.11 Elect Director Robert C. Pohlrad For For Management 1.12 Elect Director Lloyd G. Trotter For For Management 1.13 Elect Director Daniel Vasella For For Management 1.14 Elect Director Alberto Weisser For Abstain Management 2 Ratify KPMG LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Establish a Board Committee on Against Against Shareholder Sustainability 5 Pro-Rata Vesting of Equity Awards Against For Shareholder 6 Report on Plans to Minimize Against Against Shareholder Pesticides' Impact on Pollinators

----- PFIZER INC. Ticker: PFE Security ID: 717081103 Meeting Date: APR 23, 2015 Meeting Type: Annual Record Date: FEB 25, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1.1 Elect Director Dennis A. Ausiello For For Management 1.2 Elect Director W. Don Cornwell For For Management 1.3 Elect Director Frances D. Fergusson For For Management 1.4 Elect Director Helen H. Hobbs For For Management 1.5 Elect Director James M. Kilts For For Management 1.6 Elect Director Shantanu Narayen For For Management 1.7 Elect Director Suzanne Nora Johnson For For Management 1.8 Elect Director Ian C. Read For For Management 1.9 Elect Director Stephen W. Sanger For For Management 1.10 Elect Director James C. Smith For For Management 1.11 Elect Director Marc Tessier-Lavigne For For Management 2 Ratify KPMG LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Review and Assess Membership of Against Against Shareholder Lobbying Organizations

----- SANOFI Ticker: SAN Security ID: 80105N105 Meeting Date: MAY 04, 2015 Meeting Type: Annual/Special Record Date: MAR 25, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Approve Financial Statements and For For Management Statutory Reports 2 Approve Consolidated Financial For For Management Statements and Statutory Reports 3 Approve Allocation of Income and For For Management Dividends of EUR 2.85 per Share 4 Approve Auditors' Special Report on For Against Management Related-Party Transactions 5 Reelect Serge Weinberg as Director For For Management 6 Reelect Suet-Fern Lee as Director For For Management 7 Ratify Appointment of Bonnie Bassler For For Management as Director 8 Reelect Bonnie Bassler as Director For For Management 9 Ratify Appointment of Olivier For For Management Brandicourt

Explanation of Responses:

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as Director 10 Advisory Vote on Compensation of Serge For For Management Weinberg 11 Advisory Vote on Compensation of For Against Management Christopher Viehbacher 12 Authorize Repurchase of Up to 10 For For Management Percent of Issued Share Capital 1 Authorize Issuance of Equity or For For Management Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 1.3 Billion 2 Authorize Issuance of Equity or For For Management Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 260 Million 3 Approve Issuance of Equity or For For Management Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 260 Million 4 Approve Issuance of Debt Securities For For Management Giving Access to New Shares of Subsidiaries and/or Existing Shares and/or Debt Securities, up to Aggregate Amount of EUR 7 Billion 5 Authorize Board to Increase Capital in For For Management the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above 6 Authorize Capital Increase of up to 10 For For Management Percent of Issued Capital for Contributions in Kind 7 Authorize Capitalization of Reserves For Against Management of Up to EUR 500 Million for Bonus Issue or Increase in Par Value 8 Authorize Decrease in Share Capital For For Management via Cancellation of Repurchased Shares 9 Authorize Capital Issuances for Use in For For Management Employee Stock Purchase Plans 10 Authorize up to 1.2 Percent of Issued For For Management Capital for Use in Restricted Stock Plans 11 Amend Article 7 of Bylaws Re: For Against Management Shareholding Disclosure Thresholds 12 Amend Article 19 of Bylaws Re: For For Management Attendance to General Meetings 13 Authorize Filing of Required For For Management Documents/Other Formalities

----- SAP SE Ticker: SAP Security ID: 803054204
Meeting Date: MAY 20, 2015 Meeting Type: Annual Record Date: APR 10, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Receive Financial Statements and None None Management Statutory Reports for Fiscal 2014 (Non-Voting) 2 Approve Allocation of Income and For For Management Dividends of EUR 1.10 per Share 3 Approve Discharge of Management Board For For Management for Fiscal 2014 4 Approve Discharge of Supervisory Board For For Management for Fiscal 2014 5 Ratify KPMG AG as Auditors for Fiscal For For Management 2015 6.1 Approve Creation of EUR 250 Million For For Management Pool of Capital with Preemptive Rights 6.2 Approve Creation of EUR 250 Million For For Management Pool of Capital with Partial Exclusion of Preemptive Rights 7 Approve Remuneration of Supervisory For For Management Board

----- SINGAPORE TELECOMMUNICATIONS LTD.
Ticker: Z74 Security ID: 82929R304 Meeting Date: JUL 25, 2014 Meeting Type: Annual/Special Record Date: JUN 19, 2014 # Proposal Mgt Rec Vote Cast Sponsor 1 Adopt Financial Statements and For For Management Directors' and Auditors' Reports 2 Declare Final Dividend For For Management 3 Elect Peter Ong Book Kwee as Director For For Management 4 Elect Low Check Kian as Director For For Management 5 Elect Christina Hon Kwee Fong as For For Management Director 6 Approve Directors' Fees For For Management 7 Reappoint Deloitte & Touche LLP as For For Management Auditors and Authorize Board to Fix Their Remuneration 8 Approve Issuance of Equity or For For Management Equity-Linked Securities with or without Preemptive Rights 9 Approve Issuance of Shares and Grant For For Management of Awards Pursuant to the SingTel Performance Share Plan 2012 1 Authorize Share Repurchase Program For For Management 2 Approve Alterations to the SingTel For For Management Performance Share Plan 2012 3 Approve Participation by the Relevant For For Management Executive Director in the SingTel Performance Share Plan 2012 4 Approve Participation by the Relevant For For Management Non-Executive Director in the SingTel Performance Share Plan 2012

----- SUMITOMO
MITSUI FINANCIAL GROUP, INC. Ticker: 8316 Security ID: 86562M209 Meeting Date: JUN 26, 2015 Meeting Type: Annual Record Date: MAR 31, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Approve Allocation of Income, with a For For Management Final Dividend of JPY 80 2 Amend Articles to Allow the Role of For For Management Company President to Be Filled by an Executive Officer - Indemnify Directors - Indemnify Statutory Auditors 3.1 Elect Director Oku, Masayuki For For Management 3.2 Elect Director Kunibe, Takeshi For For Management 3.3 Elect Director Ito, Yujiro For For Management 3.4 Elect Director Ogino, Kozo For For Management 3.5 Elect Director Teramoto, Toshiyuki For For Management 3.6 Elect Director Tanizaki, Katsunori For For Management 3.7 Elect Director Nomura, Kuniaki For For Management 3.8 Elect Director Arthur M. Mitchell For For Management 3.9 Elect Director Kono, Masaharu For For Management 3.10 Elect Director Sakurai, Eriko For For Management 4.1 Appoint Statutory Auditor Mikami, Toru For For Management 5 Approve Aggregate Compensation Ceiling For For Management for Directors ----- TOTAL SA Ticker: FP Security ID: 89151E109 Meeting Date: MAY 29, 2015 Meeting Type: Annual Record Date: APR 24, 2015 # Proposal

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Mgt Rec Vote Cast Sponsor 1 Approve Financial Statements and For For Management Statutory Reports 2 Approve Consolidated Financial For For Management Statements and Statutory Reports 3 Approve Allocation of Income and For For Management Dividends of EUR 2.44 per Share 4 Approve Stock Dividend Program (Cash For For Management or New Shares) 5 Authorize Repurchase of Up to 10 For For Management Percent of Issued Share Capital 6 Reelect Patrick Artus as Director For For Management 7 Reelect Anne-Marie Idrac as Director For For Management 8 Elect Patrick Pouyanne as Director For For Management 9 Approve Agreement with Patrick For For Management Pouyanne, CEO 10 Advisory Vote on Compensation of For For Management Thierry Desmarest, Chairman since Oct. 22, 2014 11 Advisory Vote on Compensation of For For Management Patrick Pouyanne, CEO since Oct. 22, 2014 12 Advisory Vote on Compensation of For For Management Christophe de Margerie, CEO and Chairman until Oct. 20, 2014 13 Address the Matter of a Fair Sharing Against Against Shareholder of Costs between Shareholders and Company Employees ----- UBS AG

Ticker: UBS Security ID: H89231338 Meeting Date: MAY 07, 2015 Meeting Type: Annual Record Date: # Proposal Mgt Rec Vote Cast Sponsor 1.1 Accept Financial Statements and For Did Not Vote Management Statutory Reports 1.2 Approve Remuneration Report For Did Not Vote Management 2.1 Approve Allocation of Income For Did Not Vote Management 2.2 Approve Dividends of CHF 0.50 per For Did Not Vote Management Share from Capital Contribution Reserves or in the form of UBS shares 2.3 Approve Special Dividends of CHF 0.25 For Did Not Vote Management per Share from Capital Contribution Reserves 3 Approve Creation of CHF 5 Million Pool For Did Not Vote Management of Capital with Preemptive Rights 4 Approve Discharge of Board and Senior For Did Not Vote Management Management 5 Approve Variable Remuneration of For Did Not Vote Management Executive Committee in the Amount of CHF 58.4 Million 6 Approve Fixed Remuneration of For Did Not Vote Management Executive Committee in the Amount of CHF 25 Million 7.1a Reelect Axel Weber as Director and For Did Not Vote Management Board Chairman 7.1b Reelect Michel Demare as Director For Did Not Vote Management 7.1c Reelect David Sidwell as Director For Did Not Vote Management 7.1d Reelect Reto Francioni as Director For Did Not Vote Management 7.1e Reelect Ann Godbehere as Director For Did Not Vote Management 7.1f Reelect Axel Lehmann as Director For Did Not Vote Management 7.1g Reelect William Parrett as Director For Did Not Vote Management 7.1h Reelect Isabelle Romy as Director For Did Not Vote Management 7.1i Reelect Beatrice Weder di Mauro as For Did Not Vote Management Director 7.1j Reelect Joseph Yam as Director For Did Not Vote Management 7.2 Elect Jes Staley as Director For Did Not Vote Management 7.3.1 Appoint Ann Godbehere as Member of the For Did Not Vote Management Human Resources and Compensation Committee 7.3.2 Appoint Michel Demare as Member of the For Did Not Vote Management Human Resources and Compensation Committee 7.3.3 Appoint Reto Francioni as Member of For Did Not Vote Management the Human Resources and Compensation Committee 7.3.4 Appoint Jes Staley as Member of the For Did Not Vote Management Human Resources and Compensation Committee 8 Approve Remuneration of Directors in For Did Not Vote Management the Amount of CHF 14 Million 9.1 Designate ADB Altorfer Duss & For Did Not Vote Management Beilstein AG as Independent Proxy 9.2 Ratify Ernst & Young AG as Auditors For Did Not Vote Management 9.3 Ratify BDO AG as Special Auditors For Did Not Vote Management 10 Amend Corporate Purpose For Did Not Vote Management 11 Transact Other Business (Voting) For Did Not Vote Management ----- UNILEVER PLC Ticker: ULVR

Security ID: 904767704 Meeting Date: APR 30, 2015 Meeting Type: Annual Record Date: MAR 24, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1 Accept Financial Statements and For For Management Statutory Reports 2 Approve Remuneration Report For For Management 3 Re-elect Paul Polman as Director For For Management 4 Re-elect Jean-Marc Huet as Director For For Management 5 Re-elect Laura Cha as Director For For Management 6 Re-elect Louise Fresco as Director For For Management 7 Re-elect Ann Fudge as Director For For Management 8 Re-elect Mary Ma as Director For For Management 9 Re-elect Hixonia Nyasulu as Director For For Management 10 Re-elect John Rishton as Director For For Management 11 Re-elect Feike Sijbesma as Director For For Management 12 Re-elect Michael Treschow as Director For For Management 13 Elect Nils Andersen as Director For For Management 14 Elect Vittorio Colao as Director For For Management 15 Elect Dr Judith Hartmann as Director For For Management 16 Reappoint KPMG LLP as Auditors For For Management 17 Authorise Board to Fix Remuneration of For For Management Auditors 18 Authorise Issue of Equity with For For Management Pre-emptive Rights 19 Authorise Issue of Equity without For For Management Pre-emptive Rights 20 Authorise Market Purchase of Ordinary For For Management Shares 21 Authorise EU Political Donations and For For Management Expenditure 22 Authorise the Company to Call EGM with For For Management Two Weeks' Notice

----- UNITED TECHNOLOGIES CORPORATION
 Ticker: UTX Security ID: 913017109 Meeting Date: APR 27, 2015 Meeting Type: Annual Record Date: MAR 02, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director John V. Faraci For For Management 1b Elect Director Jean-Pierre Garnier For For Management 1c Elect Director Gregory J. Hayes For For Management 1d Elect Director Edward A. Kangas For For Management 1e Elect Director Ellen J. Kullman For For Management 1f Elect Director Marshall O. Larsen For For Management 1g Elect Director Harold McGraw, III For For Management 1h Elect Director Richard B. Myers For For Management 1i Elect Director H. Patrick Swygert For For Management 1j Elect Director Andre Villeneuve For For Management 1k Elect Director Christine Todd Whitman For For Management 2 Ratify PricewaterhouseCoopers LLP as For For Management Auditors 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation -----
 WAL-MART STORES, INC. Ticker: WMT Security ID: 931142103 Meeting Date: JUN 05, 2015 Meeting Type: Annual Record Date: APR 10, 2015 # Proposal Mgt Rec Vote Cast Sponsor 1a Elect Director Aida M. Alvarez For For Management 1b Elect Director James I. Cash, Jr. For For Management 1c Elect Director Roger C. Corbett For For Management 1d Elect Director Pamela J. Craig For For Management 1e Elect Director Michael T. Duke For For Management 1f Elect Director Timothy P. Flynn For For Management 1g Elect Director Thomas W. Horton For For Management 1h Elect Director Marissa A. Mayer For For Management 1i Elect Director C. Douglas McMillon For For Management 1j Elect Director Gregory B. Penner For For Management 1k Elect Director Steven S. Reinemund For For Management 1l Elect Director Kevin Y. Systrom For For Management 1m Elect Director Jim C. Walton For For Management 1n Elect Director S. Robson Walton For For Management 1o Elect Director Linda S. Wolf For For Management 2 Ratify Ernst & Young LLP as Auditors For For Management 3 Advisory Vote to Ratify Named For For Management Executive Officers' Compensation 4 Amend Omnibus Stock Plan For For Management 5 Disclosure of Recoupment Activity from Against For Shareholder Senior Officers 6 Provide Proxy Access Right Against For Shareholder 7 Adopt Quantitative GHG Goals for Against Against Shareholder Maritime Shipping 8 Report on Incentive Compensation Plans Against For Shareholder 9 Require Independent Board Chairman Against For Shareholder ===== END NPX REPORT

SIGNATURES

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

LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

By: /s/ Charles Carroll

Charles Carroll

Chief Executive Officer

Explanation of Responses:

Date: August 21, 2015

Pursuant to the requirements of the Investment Company Act of 1940, this Report has been signed below by the principal executive officer on behalf of the Registrant on the date indicated.

By: /s/ Charles Carroll

Charles Carroll

Chief Executive Officer

Date: August 21, 2015

