

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

ZWEIG TOTAL RETURN FUND INC
Form N-PX
August 07, 2009

UNITED STATES	OMB APPROVAL
SECURITIES AND EXCHANGE COMMISSION	OMB Number: 3235-0582
Washington, DC 20549	Expires: March 31, 2012
FORM N-PX	Estimated average burden hours per response. 9.6

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: 6/30/09

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.

***** FORM N-PX REPORT *****

ICA File Number: 811-05620
Reporting Period: 07/01/2008 - 06/30/2009
Zweig Total Return Fund Inc

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

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

ALCOA INC.

Ticker: AA Security ID: 013817101
 Meeting Date: MAY 8, 2009 Meeting Type: Annual
 Record Date: FEB 11, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kathryn S. Fuller	For	For	Management
1.2	Elect Director Judith M. Gueron	For	For	Management
1.3	Elect Director Patricia F. Russo	For	For	Management
1.4	Elect Director Ernesto Zedillo	For	For	Management
2	Ratify Auditor	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Amend Vote Requirements to Amend Articles/Bylaws/Charter	Against	For	Shareholder

 ALLSTATE CORPORATION, THE

Ticker: ALL Security ID: 020002101
 Meeting Date: MAY 19, 2009 Meeting Type: Annual
 Record Date: MAR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director F. Duane Ackerman	For	For	Management
1.2	Elect Director Robert D. Beyer	For	For	Management
1.3	Elect Director W. James Farrell	For	For	Management
1.4	Elect Director Jack M. Greenberg	For	For	Management
1.5	Elect Director Ronald T. LeMay	For	For	Management
1.6	Elect Director H. John Riley, Jr.	For	For	Management
1.7	Elect Director Joshua I. Smith	For	For	Management
1.8	Elect Director Judith A. Sprieser	For	For	Management
1.9	Elect Director Mary Alice Taylor	For	For	Management
1.10	Elect Director Thomas J. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
7	Report on Political Contributions	Against	For	Shareholder

 ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 19, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

#	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 Dinyar S. Devitre	For	For	Management

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

4	Elect Director Thomas F. Farrell	For	For	Management
5	Elect Director Robert E. R. Huntley	For	For	Management
6	Elect Director Thomas W. Jones	For	For	Management
7	Elect Director George Munoz	For	For	Management
8	Elect Director Nabil Y. Sakkab	For	For	Management
9	Elect Director Michael E. Szymanczyk	For	For	Management
10	Ratify Auditors	For	For	Management
11	Reduce Tobacco Harm to Health	Against	Against	Shareholder
12	Report on Marketing Practices on the Poor	Against	Against	Shareholder
13	Adopt Principles for Health Care Reform	Against	Against	Shareholder
14	Adopt Human Rights Protocols for Company and Suppliers	Against	For	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
16	Report on Political Contributions	Against	For	Shareholder

AT&T INC

Ticker: T Security ID: 00206R102
 Meeting Date: APR 24, 2009 Meeting Type: Annual
 Record Date: FEB 25, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Randall L. Stephenson	For	For	Management
1.2	Elect Director William F. Aldinger III	For	Against	Management
1.3	Elect Director Gilbert F. Amelio	For	Against	Management
1.4	Elect Director Reuben V. Anderson	For	For	Management
1.5	Elect Director James H. Blanchard	For	Against	Management
1.6	Elect Director August A. Busch III	For	For	Management
1.7	Elect Director Jaime Chico Pardo	For	For	Management
1.8	Elect Director James P. Kelly	For	For	Management
1.9	Elect Director Jon C. Madonna	For	For	Management
1.10	Elect Director Lynn M. Martin	For	For	Management
1.11	Elect Director John B. McCoy	For	For	Management
1.12	Elect Director Mary S. Metz	For	For	Management
1.13	Elect Director Joyce M. Roche	For	For	Management
1.14	Elect Director Laura D Andrea Tyson	For	For	Management
1.15	Elect Director Patricia P. Upton	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Report on Political Contributions	Against	For	Shareholder
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
6	Provide for Cumulative Voting	Against	For	Shareholder
7	Require Independent Board Chairman	Against	For	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Exclude Pension Credits from Earnings Performance Measure	Against	For	Shareholder

BOEING CO., THE

Ticker: BA Security ID: 097023105
 Meeting Date: APR 27, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John H. Biggs	For	For	Management
1.2	Elect Director John E. Bryson	For	For	Management
1.3	Elect Director Arthur D. Collins, Jr.	For	For	Management
1.4	Elect Director Linda Z. Cook	For	For	Management
1.5	Elect Director William M. Daley	For	For	Management
1.6	Elect Director Kenneth M. Duberstein	For	For	Management
1.7	Elect Director John F. McDonnell	For	For	Management
1.8	Elect Director W. James McNerney, Jr.	For	For	Management
1.9	Elect Director Mike S. Zafirovski	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management
4	Provide for Cumulative Voting	Against	For	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
6	Adopt Principles for Health Care Reform	Against	Against	Shareholder
7	Report on Foreign Military Sales	Against	Against	Shareholder
8	Require Independent Lead Director	Against	For	Shareholder
9	Restrict Severance Agreements (Change-in-Control)	Against	For	Shareholder
10	Report on Political Contributions	Against	For	Shareholder

BUNGE LIMITED

Ticker: BG Security ID: G16962105
Meeting Date: MAY 8, 2009 Meeting Type: Annual
Record Date: MAR 16, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Octavio Caraballo as Director	For	For	Management
1b	Elect Francis Coppinger as Director	For	For	Management
1c	Elect Larry G. Pillard as Director	For	For	Management
1d	Elect Alberto Weisser as Director	For	For	Management
2	Approve Deloitte & Touche LLP as Auditors and Authorize Audit Committee to Fix Their Remuneration	For	For	Management
3	Approve 2009 Equity Incentive Plan	For	For	Management

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101
Meeting Date: JUN 10, 2009 Meeting Type: Annual
Record Date: APR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel M. Dickinson	For	For	Management
1.2	Elect Director David R. Goode	For	For	Management
1.3	Elect Director James W. Owens	For	For	Management
1.4	Elect Director Charles D. Powell	For	For	Management
1.5	Elect Director Joshua I. Smith	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Report on Foreign Military Sales	Against	Against	Shareholder

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

6	Adopt Simple Majority Vote Standard	Against	For	Shareholder
7	Limitation on Compensation Consultant Services	Against	For	Shareholder
8	Require Independent Board Chairman	Against	For	Shareholder
9	Report on Lobbying Priorities	Against	Against	Shareholder

CELGENE CORP.

Ticker: CELG Security ID: 151020104
 Meeting Date: JUN 17, 2009 Meeting Type: Annual
 Record Date: APR 21, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sol J. Barer	For	For	Management
1.2	Elect Director Robert J. Hugin	For	For	Management
1.3	Elect Director Michael D. Casey	For	For	Management
1.4	Elect Director Rodman L. Drake	For	For	Management
1.5	Elect Director A. Hull Hayes, Jr.	For	For	Management
1.6	Elect Director Gilla Kaplan	For	For	Management
1.7	Elect Director James J. Loughlin	For	For	Management
1.8	Elect Director Ernest Mario	For	For	Management
1.9	Elect Director Walter L. Robb	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

CHESAPEAKE ENERGY CORP.

Ticker: CHK Security ID: 165167107
 Meeting Date: JUN 12, 2009 Meeting Type: Annual
 Record Date: APR 15, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard K. Davidson	For	Withhold	Management
1.2	Elect Director V. Burns Hargis	For	For	Management
1.3	Elect Director Charles T. Maxwell	For	Withhold	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Declassify the Board of Directors	Against	For	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
7	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	For	Shareholder

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: NOV 13, 2008 Meeting Type: Annual
 Record Date: SEP 15, 2008

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

#	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 Steven M. West	For	For	Management
12	Elect Director Jerry Yang	For	Against	Management
13	Ratify Auditors	For	For	Management
14	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
15	Report on Internet Fragmentation	Against	For	Shareholder

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 13, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

#	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 Harald J. Norvik	For	For	Management
1.9	Elect Director William K. Reilly	For	For	Management
1.10	Elect Director Bobby S. Shackouls	For	For	Management
1.11	Elect Director Victoria J. Tschinkel	For	For	Management
1.12	Elect Director Kathryn C. Turner	For	For	Management
1.13	Elect Director William E. Wade, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Adopt Principles for Health Care Reform	Against	Against	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
6	Report on Political Contributions	Against	For	Shareholder
7	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
8	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder
9	Require Director Nominee Qualifications	Against	Against	Shareholder

CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308
 Meeting Date: JUN 10, 2009 Meeting Type: Annual
 Record Date: APR 15, 2009

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kirbyjon H. Caldwell	For	Did Not Vote	Management
1.2	Elect Director Lawrence W. Kellner	For	Did Not Vote	Management
1.3	Elect Director Douglas H. McCorkindale	For	Did Not Vote	Management
1.4	Elect Director Henry L. Meyer, III	For	Did Not Vote	Management
1.5	Elect Director Oscar Munoz	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	Amend Qualified Employee Stock Purchase Plan	For	Did Not Vote	Management
3	Ratify Auditors	For	Did Not Vote	Management
4	Limit/Prohibit Executive Stock-Based Awards	Against	Did Not Vote	Shareholder
5	Reincorporate in Another State	Against	Did Not Vote	Shareholder
6	Note from Broadridge: Please vote FOR if Stock Owned of Record or Beneficially by You is Owned and Controlled Only By U.S. Citizens, Or vote AGAINST if Such Stock is Owned or Controlled By any Person Who is Not a U.S. Citizen	None	Did Not Vote	Management

CORNING INC.

Ticker: GLW Security ID: 219350105
 Meeting Date: APR 30, 2009 Meeting Type: Annual
 Record Date: FEB 26, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James B. Flaws	For	For	Management
1.2	Elect Director James R. Houghton	For	For	Management
1.3	Elect Director James J. O'Connor	For	Withhold	Management
1.4	Elect Director Deborah D. Rieman	For	For	Management
1.5	Elect Director Peter F. Volanakis	For	For	Management
1.6	Elect Director Mark S. Wrighton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Declassify the Board of Directors	Against	For	Shareholder

COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105
 Meeting Date: JAN 28, 2009 Meeting Type: Annual
 Record Date: NOV 21, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James D. Sinegal	For	For	Management
1.2	Elect Director Jeffrey H. Brotman	For	For	Management
1.3	Elect Director Richard A. Galanti	For	For	Management
1.4	Elect Director Daniel J. Evans	For	For	Management
1.5	Elect Director Jeffrey S. Raikes	For	For	Management
2	Ratify Auditors	For	For	Management

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

FOSTER WHEELER AG

Ticker: FWLT Security ID: H27178104
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECTION OF DIRECTOR: ROBERT C. FLEXON	For	For	Management
2	ELECTION OF DIRECTOR: MAUREEN B. TART-BEZER	For	For	Management
3	ELECTION OF DIRECTOR: JAMES D. WOODS	For	For	Management
4	RE-ELECTION OF PRICEWATERHOUSECOOPERS AG, SWITZERLAND, AS OURINDEPENDENT AUDITOR (REVISIONSSTELLE) FOR 2009	For	For	Management
5	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP ASOUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009(CONSULTATIVE VOTE)	For	For	Management
6	IN THE EVENT COUNTERPROPOSALS, ALTERATIONS OR AMENDMENTS OF THEAGENDA ITEMS OR OTHER MATTERS ARE RAISED AT THE ANNUAL GENERALMEETING, I INSTRUCT THE APPOINTED PROXIES TO VOTE AS FOLLOWS	For	Abstain	Management

FOSTER WHEELER LTD

Ticker: FWLT Security ID: G36535139
 Meeting Date: JAN 27, 2009 Meeting Type: Court
 Record Date: DEC 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE SCHEME OF ARRANGEMENT (THE REDOMESTICATION).	For	For	Management
2	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO APPROVE THE SCHEME OF ARRANGEMENT.	For	For	Management

FREEMPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857
 Meeting Date: JUN 11, 2009 Meeting Type: Annual
 Record Date: APR 14, 2009

#	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

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

1.5	Elect Director	H. Devon Graham, Jr.	For	For	Management
1.6	Elect Director	J. Bennett Johnston	For	For	Management
1.7	Elect Director	Charles C. Krulak	For	For	Management
1.8	Elect Director	Bobby Lee Lackey	For	For	Management
1.9	Elect Director	Jon C. Madonna	For	For	Management
1.10	Elect Director	Dustan E. McCoy	For	For	Management
1.11	Elect Director	Gabrielle K. McDonald	For	For	Management
1.12	Elect Director	James R. Moffett	For	For	Management
1.13	Elect Director	B.M. Rankin, Jr.	For	For	Management
1.14	Elect Director	J. Stapleton Roy	For	For	Management
1.15	Elect Director	Stephen H. Siegele	For	For	Management
1.16	Elect Director	J. Taylor Wharton	For	For	Management
2	Ratify Auditors		For	For	Management
3	Approve Executive Incentive Bonus Plan		For	For	Management
4	Request Director Nominee Environmental Qualifications		Against	For	Shareholder

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

#	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 John W. Madigan	For	For	Management
1.7	Elect Director John C. Martin	For	For	Management
1.8	Elect Director Gordon E. Moore	For	For	Management
1.9	Elect Director Nicholas G. Moore	For	For	Management
1.10	Elect Director Richard J. Whitley	For	For	Management
1.11	Elect Director Gayle E. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 8, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

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

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

12	Elect Director Ruth J. Simmons	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Provide for Cumulative Voting	Against	For	Shareholder
16	Reduce Supermajority Vote Requirement	Against	For	Shareholder
17	Amend By-Laws to Establish Board U.S. Economic Security Committee	Against	Against	Shareholder
18	Report on Political Contributions	Against	For	Shareholder

HALLIBURTON CO.

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 20, 2009 Meeting Type: Annual
 Record Date: MAR 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan M. Bennett	For	For	Management
1.2	Elect Director James R. Boyd	For	For	Management
1.3	Elect Director Milton Carroll	For	For	Management
1.4	Elect Director S. Malcolm Gillis	For	For	Management
1.5	Elect Director James T. Hackett	For	For	Management
1.6	Elect Director David J. Lesar	For	For	Management
1.7	Elect Director Robert A. Malone	For	For	Management
1.8	Elect Director J. Landis Martin	For	For	Management
1.9	Elect Director Jay A. Precourt	For	For	Management
1.10	Elect Director Debra L. Reed	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Review and Asses Human Rights Policies	Against	For	Shareholder
6	Report on Political Contributions	Against	For	Shareholder
7	Adopt Low Carbon Energy Policy	Against	Against	Shareholder
8	Disclose Information on Compensation Consultant	Against	For	Shareholder
9	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
10	Establish Independent Director Committee to Review and Report on Financial Misconducts and Human Rights Abuses	Against	For	Shareholder

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236103
 Meeting Date: MAR 18, 2009 Meeting Type: Annual
 Record Date: JAN 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lawrence T. Babbio, Jr.	For	For	Management
2	Elect Director Sari M. Baldauf	For	For	Management
3	Elect Director Rajiv L. Gupta	For	For	Management
4	Elect Director John H. Hammergren	For	For	Management
5	Elect Director Mark V. Hurd	For	For	Management
6	Elect Director Joel Z. Hyatt	For	For	Management

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

7	Elect Director John R. Joyce	For	For	Management
8	Elect Director Robert L. Ryan	For	For	Management
9	Elect Director Lucille S. Salhany	For	For	Management
10	Elect Director G. Kennedy Thompson	For	For	Management
11	Ratify Auditors	For	For	Management

HUDSON CITY BANCORP, INC.

Ticker: HCBK Security ID: 443683107
 Meeting Date: APR 21, 2009 Meeting Type: Annual
 Record Date: MAR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Denis J. Salamone	For	For	Management
1.2	Elect Director Michael W. Azzara	For	For	Management
1.3	Elect Director Victoria H. Bruni	For	For	Management
2	Ratify Auditors	For	For	Management

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director A. J. P. Belda	For	For	Management
1.2	Elect Director C. Black	For	For	Management
1.3	Elect Director W. R. Brody	For	For	Management
1.4	Elect Director K. I. Chenault	For	For	Management
1.5	Elect Director M. L. Eskew	For	For	Management
1.6	Elect Director S. A. Jackson	For	For	Management
1.7	Elect Director T. Nishimuro	For	For	Management
1.8	Elect Director J. W. Owens	For	For	Management
1.9	Elect Director S. J. Palmisano	For	For	Management
1.10	Elect Director J. E. Spero	For	For	Management
1.11	Elect Director S. Taurel	For	For	Management
1.12	Elect Director L. H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Provide for Cumulative Voting	Against	For	Shareholder
5	Review Executive Compensation	Against	For	Shareholder
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 23, 2009 Meeting Type: Annual
 Record Date: FEB 24, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management

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

1.3	Elect Director Michael M.E. Johns	For	For	Management
1.4	Elect Director Arnold G. Langbo	For	For	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director William D. Perez	For	For	Management
1.8	Elect Director Charles Prince	For	For	Management
1.9	Elect Director David Satcher	For	For	Management
1.10	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: MAR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert B. Millard	For	For	Management
1.2	Elect Director Arthur L. Simon	For	For	Management
2	Approve Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

MASSEY ENERGY COMPANY

Ticker: MEE Security ID: 576206106
 Meeting Date: MAY 19, 2009 Meeting Type: Annual
 Record Date: MAR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James B. Crawford	For	For	Management
1.2	Elect Director E. Gordon Gee	For	For	Management
1.3	Elect Director Lady Judge	For	Withhold	Management
1.4	Elect Director Stanley C. Suboleski	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Report on Implementation of EPA Settlement Reforms and CSR Commitments	Against	For	Shareholder
5	Adopt Report on Plans to Reduce Greenhouse Gas from Products and Operations	Against	For	Shareholder
6	Provide Early Disclosure of Shareholder Proposal Voting Results	Against	For	Shareholder

MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 27, 2009 Meeting Type: Annual
 Record Date: MAR 30, 2009

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

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

1	Elect Director Robert A. Eckert	For	For	Management
2	Elect Director Enrique Hernandez, Jr.	For	For	Management
3	Elect Director Jeanne P. Jackson	For	For	Management
4	Elect Director Andrew J. McKenna	For	For	Management
5	Ratify Auditors	For	For	Management
6	Amend Omnibus Stock Plan	For	For	Management
7	Approve Executive Incentive Bonus Plan	For	For	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Phase out Sales of Eggs from Battery Cage Hens	Against	Against	Shareholder

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Leslie A. Brun	For	For	Management
2	Elect Director Thomas R. Cech	For	For	Management
3	Elect Director Richard T. Clark	For	For	Management
4	Elect Director Thomas H. Glocer	For	For	Management
5	Elect Director Steven F. Goldstone	For	For	Management
6	Elect Director William B. Harrison, Jr.	For	For	Management
7	Elect Director Harry R. Jacobson	For	For	Management
8	Elect Director William N. Kelley	For	For	Management
9	Elect Director Rochelle B. Lazarus	For	For	Management
10	Elect Director Carlos E. Represas	For	For	Management
11	Elect Director Thomas E. Shenk	For	For	Management
12	Elect Director Anne M. Tatlock	For	For	Management
13	Elect Director Samuel O. Thier	For	For	Management
14	Elect Director Wendell P. Weeks	For	For	Management
15	Elect Director Peter C. Wendell	For	For	Management
16	Ratify Auditors	For	For	Management
17	Fix Number of Directors	For	For	Management
18	Amend Bylaws-- Call Special Meetings	Against	For	Shareholder
19	Require Independent Lead Director	Against	Against	Shareholder
20	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 19, 2008 Meeting Type: Annual
 Record Date: SEP 5, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Ballmer	For	For	Management
2	Elect Director James I. Cash, Jr.	For	For	Management
3	Elect Director Dina Dublon	For	For	Management
4	Elect Director William H. Gates, III	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director Reed Hastings	For	For	Management
7	Elect Director David F. Marquardt	For	For	Management
8	Elect Director Charles H. Noski	For	For	Management

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

9	Elect Director Helmut Panke	For	For	Management
10	Approve Executive Incentive Bonus Plan	For	For	Management
11	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
12	Ratify Auditors	For	For	Management
13	Adopt Policies to Protect Freedom of Access to the Internet	Against	Against	Shareholder
14	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
15	Report on Charitable Contributions	Against	Against	Shareholder

NIKE, INC.

Ticker: NKE Security ID: 654106103
Meeting Date: SEP 22, 2008 Meeting Type: Annual
Record Date: JUL 25, 2008

#	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 Jeanne P. Jackson	For	For	Management
2	Ratify Auditors	For	For	Management

NOKIA CORP.

Ticker: NOK Security ID: 654902204
Meeting Date: APR 23, 2009 Meeting Type: Annual
Record Date: FEB 17, 2009

#	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; Receive CEO's Review	None	None	Management
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 11	For	For	Management
12.1	Reelect Georg Ehrnrooth as Director	For	For	Management
12.2	Reelect Lalita D. Gupte as Director	For	For	Management
12.3	Reelect Bengt Holmstrom as Director	For	For	Management
12.4	Reelect Henning Kagermann as Director	For	For	Management
12.5	Reelect Olli-Pekka Kallasvuo as	For	For	Management

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

	Director			
12.6	Reelect Per Karlsson as Director	For	For	Management
12.7	Reelect Jorma Ollila as Director	For	For	Management
12.8	Reelect Marjorie Scardino as Director	For	For	Management
12.9	Reelect Risto Siilasmaa as Director	For	For	Management
12.10	Reelect Keijo Suila as Directors as Director	For	For	Management
12.11	Elect Isabel Marey-Semper as New Director	For	For	Management
13	Approve Remuneration of Auditors	For	For	Management
14	Ratify PricewaterhouseCoopers Oy as Auditors	For	For	Management
15	Authorize Repurchase of up to 360 Million Nokia Shares	For	For	Management
16	Close Meeting	None	None	Management
17	MARK THE FOR BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO LEENA SIIRALA OR ESA NIINIMAKI, BOTH LEGALCOUNSELS OF NOKIA CORPORATION, TO VOTE, IN THEIR DISCRETION, ONYOUR BEHALF ONLY UPON ITEM 17.	None	Against	Management

NUCOR CORP.

Ticker: NUE Security ID: 670346105
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 16, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Clayton C. Daley, Jr.	For	For	Management
1.2	Elect Director Harvey B. Gantt	For	For	Management
1.3	Elect Director Bernard L. Kasriel	For	For	Management
1.4	Elect Director Christopher J. Kearney	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Declassify the Board of Directors	Against	For	Shareholder
5	Review and Assess Human Rights Policies	Against	For	Shareholder
6	Adopt Principles for Health Care Reform	Against	Against	Shareholder

OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 1, 2009 Meeting Type: Annual
 Record Date: MAR 11, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Spencer Abraham	For	Against	Management
1.2	Elect Director Ronald W. Burkle	For	Against	Management
1.3	Elect Director John S. Chalsty	For	Against	Management
1.4	Elect Director Edward P. Djerejian	For	Against	Management
1.5	Elect Director John E. Feick	For	Against	Management
1.6	Elect Director Ray R. Irani	For	Against	Management
1.7	Elect Director Irvin W. Maloney	For	Against	Management
1.8	Elect Director Avedick B. Poladian	For	Against	Management
1.9	Elect Director Rodolfo Segovia	For	Against	Management

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

1.10	Elect Director Aziz D. Syriani	For	Against	Management
1.11	Elect Director Rosemary Tomich	For	Against	Management
1.12	Elect Director Walter L. Weisman	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Provide Right to Call Special Meeting	For	For	Management
4	Report on Host Country Social and Environmental Laws	Against	Against	Shareholder

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director S.L. Brown	For	For	Management
2	Elect Director I.M. Cook	For	For	Management
3	Elect Director D. Dublon	For	For	Management
4	Elect Director V.J. Dzau	For	For	Management
5	Elect Director R.L. Hunt	For	For	Management
6	Elect Director A. Ibarguen	For	For	Management
7	Elect Director A.C. Martinez	For	For	Management
8	Elect Director I.K. Nooyi	For	For	Management
9	Elect Director S.P. Rockefeller	For	For	Management
10	Elect Director J.J. Schiro	For	Against	Management
11	Elect Director L.G. Trotter	For	For	Management
12	Elect Director D.Vasella	For	For	Management
13	Elect Director M.D. White	For	For	Management
14	Ratify Auditors	For	For	Management
15	Amend Executive Incentive Bonus Plan	For	For	Management
16	Report on Recycling	Against	Against	Shareholder
17	Report on Genetically Engineered Products	Against	Against	Shareholder
18	Report on Charitable Contributions	Against	Against	Shareholder
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

PETROLEO BRASILEIRO

Ticker: PBR Security ID: 71654V408
 Meeting Date: NOV 24, 2008 Meeting Type: Special
 Record Date: OCT 30, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Absorption of 17 de Maio Participacoes SA	For	For	Management
2	Appoint Independent Firm to Appraise Proposed Absorption	For	For	Management

PETROLEO BRASILEIRO

Ticker: PBR Security ID: 71654V408
 Meeting Date: APR 8, 2009 Meeting Type: Annual

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

Record Date: MAR 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports for Fiscal Year Ended Dec. 31, 2008	For	For	Management
2	Approve Capital Budget for Upcoming Fiscal Year	For	For	Management
3	Approve Allocation of Income and Dividends for Fiscal 2008	For	For	Management
4	Elect Directors	For	Against	Management
5	Elect Board Chairman	For	Against	Management
6	Elect Fiscal Council Members and Alternates	For	Against	Management
7	Approve Remuneration of Executive Officers, Non-Executive Directors, and Fiscal Council Members	For	For	Management

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 10, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Harold Brown	For	For	Management
1.2	Elect Director Mathis Cabiallavetta	For	For	Management
1.3	Elect Director Louis C. Camilleri	For	For	Management
1.4	Elect Director J. Dudley Fishburn	For	For	Management
1.5	Elect Director Graham Mackay	For	For	Management
1.6	Elect Director Sergio Marchionne	For	Against	Management
1.7	Elect Director Lucio A. Noto	For	For	Management
1.8	Elect Director Carlos Slim Helu	For	For	Management
1.9	Elect Director Stephen M. Wolf	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

POTASH CORPORATION OF SASKATCHEWAN INC.

Ticker: POT Security ID: 73755L107
 Meeting Date: MAY 7, 2009 Meeting Type: Annual/Special
 Record Date: MAR 12, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. M. Burley	For	For	Management
1.2	Elect Director W. J. Doyle	For	For	Management
1.3	Elect Director J. W. Estey	For	For	Management
1.4	Elect Director C. S. Hoffman	For	For	Management
1.5	Elect Director D. J. Howe	For	For	Management
1.6	Elect Director A. D. Laberge	For	For	Management
1.7	Elect Director K. G. Martell	For	For	Management
1.8	Elect Director J. J. McCaig	For	For	Management
1.9	Elect Director M. Mogford	For	For	Management
1.10	Elect Director P. J. Schoenhals	For	For	Management
1.11	Elect Director E. R. Stromberg	For	For	Management
1.12	Elect Director E. Viyella de Paliza	For	For	Management

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

2	Approve Deloitte & Touche LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
3	Approve 2009 Performance Option Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Against Officers' Compensation		For	Shareholder

QUALCOMM INC

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 3, 2009 Meeting Type: Annual
 Record Date: JAN 2, 2009

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

REINSURANCE GROUP OF AMERICA, INCORPORATED

Ticker: RGA Security ID: 759351109
 Meeting Date: SEP 5, 2008 Meeting Type: Special
 Record Date: JUL 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Reclassification of Common Stock	For	For	Management
2	Amend Articles of Incorporation to Limit Voting Power of Class B Holders	For	For	Management
3	Approve Securities Transfer Restrictions	For	For	Management
4	Amend Articles of Incorporation to Allow Conversion of Class B Stock	For	For	Management
5	Amend Shareholder Rights Plan (Poison Pill)	For	For	Management
6	Adjourn Meeting	For	For	Management

REINSURANCE GROUP OF AMERICA, INCORPORATED

Ticker: RGA.A Security ID: 759351406
 Meeting Date: NOV 25, 2008 Meeting Type: Special
 Record Date: OCT 17, 2008

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Reclassification of Common Stock	For	For	Management
2	Amend Articles of Incorporation to Eliminate Provisions Relating to Class B Common Stock and Dual Class Common Stock Structure	For	For	Management
3	Adjourn Meeting	For	For	Management

REINSURANCE GROUP OF AMERICA, INCORPORATED

Ticker: RGA Security ID: 759351604
 Meeting Date: MAY 20, 2009 Meeting Type: Annual
 Record Date: MAR 19, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Danahy	For	For	Management
1.2	Elect Director Arnoud W. A. Boot	For	For	Management
1.3	Elect Director Stuart I. Greenbaum	For	For	Management
1.4	Elect Director A. Greig Woodring	For	For	Management
2	Ratify Auditors	For	For	Management

ST. JUDE MEDICAL, INC.

Ticker: STJ Security ID: 790849103
 Meeting Date: MAY 8, 2009 Meeting Type: Annual
 Record Date: MAR 11, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John W. Brown	For	For	Management
1.2	Elect Director Daniel J. Starks	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

ST. MARY LAND & EXPLORATION CO.

Ticker: SM Security ID: 792228108
 Meeting Date: MAY 20, 2009 Meeting Type: Annual
 Record Date: MAR 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara M. Baumann	For	Withhold	Management
1.2	Elect Director Anthony J. Best	For	For	Management
1.3	Elect Director Larry W. Bickle	For	For	Management
1.4	Elect Director William J. Gardiner	For	For	Management
1.5	Elect Director Julio M. Quintana	For	For	Management
1.6	Elect Director John M. Seidl	For	For	Management
1.7	Elect Director William D. Sullivan	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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

TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101
 Meeting Date: MAY 29, 2009 Meeting Type: Annual
 Record Date: MAR 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Trustee Ann Torre Bates	For	For	Management
1.2	Elect Trustee David W. Niemiec	For	For	Management
1.3	Elect Trustee Frank A. Olson	For	For	Management
1.4	Elect Trustee Robert E. Wade	For	For	Management

UNDER ARMOUR, INC.

Ticker: UA Security ID: 904311107
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: FEB 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kevin A. Plank	For	For	Management
1.2	Elect Director Byron K. Adams, Jr.	For	Withhold	Management
1.3	Elect Director Douglas E. Coltharp	For	For	Management
1.4	Elect Director Anthony W. Deering	For	For	Management
1.5	Elect Director A.B. Krongard	For	For	Management
1.6	Elect Director William R. McDermott	For	For	Management
1.7	Elect Director Harvey L. Sanders	For	For	Management
1.8	Elect Director Thomas J. Sippel	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

UNION PACIFIC CORP.

Ticker: UNP Security ID: 907818108
 Meeting Date: MAY 14, 2009 Meeting Type: Annual
 Record Date: MAR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew H. Card, Jr.	For	For	Management
1.2	Elect Director Erroll B. Davis, Jr.	For	For	Management
1.3	Elect Director Thomas J. Donohue	For	For	Management
1.4	Elect Director Archie W. Dunham	For	For	Management
1.5	Elect Director Judith Richards Hope	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Michael R. McCarthy	For	For	Management
1.8	Elect Director Michael W. McConnell	For	For	Management
1.9	Elect Director Thomas F. McLarty III	For	For	Management
1.10	Elect Director Steven R. Rogel	For	For	Management
1.11	Elect Director Jose H. Villarreal	For	For	Management
1.12	Elect Director James R. Young	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Political Contributions	Against	For	Shareholder

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

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: JUN 2, 2009 Meeting Type: Annual
 Record Date: APR 3, 2009

#	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, M.D.	For	For	Management
9	Elect Director Gail R. Wilensky, Ph.D.	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

VALERO ENERGY CORP.

Ticker: VLO Security ID: 91913Y100
 Meeting Date: APR 30, 2009 Meeting Type: Annual
 Record Date: MAR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jerry D. Choate	For	Against	Management
1.2	Elect Director William R. Klesse	For	Against	Management
1.3	Elect Director Donald L. Nickles	For	Against	Management
1.4	Elect Director Susan Kaufman Purcell	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
4	Stock Retention/Holding Period	Against	For	Shareholder
5	Disclose Information on Compensation Consultant	Against	For	Shareholder
6	Report on Political Contributions	Against	For	Shareholder

VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 7, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard L. Carrion	For	For	Management
1.2	Elect Director M. Frances Keeth	For	For	Management
1.3	Elect Director Robert W. Lane	For	For	Management
1.4	Elect Director Sandra O. Moose	For	For	Management
1.5	Elect Director Joseph Neubauer	For	For	Management
1.6	Elect Director Donald T. Nicolaisen	For	For	Management
1.7	Elect Director Thomas H. O'Brien	For	For	Management
1.8	Elect Director Clarence Otis, Jr.	For	For	Management
1.9	Elect Director Hugh B. Price	For	For	Management
1.10	Elect Director Ivan G. Seidenberg	For	For	Management

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

1.11	Elect Director John W. Snow	For	For	Management
1.12	Elect Director John R. Stafford	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management
6	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
7	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
8	Require Independent Board Chairman	Against	Against	Shareholder
9	Provide for Cumulative Voting	Against	For	Shareholder
10	Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives	Against	For	Shareholder

WELLS FARGO AND COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 28, 2009 Meeting Type: Annual
 Record Date: FEB 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John D. Baker II	For	For	Management
2	Elect Director John S. Chen	For	Against	Management
3	Elect Director Lloyd H. Dean	For	For	Management
4	Elect Director Susan E. Engel	For	Against	Management
5	Elect Director Enrique Hernandez, Jr.	For	For	Management
6	Elect Director Donald M. James	For	Against	Management
7	Elect Director Robert L. Joss	For	For	Management
8	Elect Director Richard M. Kovacevich	For	For	Management
9	Elect Director Richard D. McCormick	For	Against	Management
10	Elect Director Mackey J. McDonald	For	Against	Management
11	Elect Director Cynthia H. Milligan	For	Against	Management
12	Elect Director Nicholas G. Moore	For	For	Management
13	Elect Director Philip J. Quigley	For	Against	Management
14	Elect Director Donald B. Rice	For	Against	Management
15	Elect Director Judith M. Runstad	For	For	Management
16	Elect Director Stephen W. Sanger	For	Against	Management
17	Elect Director Robert K. Steel	For	For	Management
18	Elect Director John G. Stumpf	For	For	Management
19	Elect Director Susan G. Swenson	For	For	Management
20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
21	Ratify Auditors	For	For	Management
22	Amend Omnibus Stock Plan	For	Against	Management
23	Require Independent Board Chairman	Against	For	Shareholder
24	Report on Political Contributions	Against	For	Shareholder

WILMINGTON TRUST CORP.

Ticker: WL Security ID: 971807102
 Meeting Date: APR 22, 2009 Meeting Type: Annual
 Record Date: FEB 23, 2009

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ted T. Cecala	For	For	Management
1.2	Elect Director Thomas L. du Pont	For	For	Management
1.3	Elect Director Donald E. Foley	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

=====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. (Registrant) George Aylward By (Signature and Title)* /s/ George Aylward , President ----- Date 8/6/09 ----- * Print the name and title of each signing officer under his or her signature. 3