

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

GABELLI DIVIDEND & INCOME TRUST

Form N-PX

August 29, 2011

=====

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21423

The Gabelli Dividend & Income Trust

-----

(Exact name of registrant as specified in charter)

One Corporate Center  
Rye, New York 10580-1422

-----

(Address of principal executive offices) (Zip code)

Bruce N. Alpert  
Gabelli Funds, LLC  
One Corporate Center  
Rye, New York 10580-1422

-----

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: July 1, 2010 - June 30, 2011

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

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

# Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

## PROXY VOTING RECORD

FOR PERIOD JULY 1, 2010 TO JUNE 30, 2011

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 1  
 The Gabelli Dividend Income Trust

### Investment Company Report

THE GREAT ATLANTIC & PACIFIC TEA CO INC.

SECURITY	390064103	MEETING TYPE	Annual
TICKER SYMBOL	GAP	MEETING DATE	15-Jul-2010
ISIN	US3900641032	AGENDA	933294237 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S CHARTER TO INCREASE THE TOTAL NUMBER OF SHARES OF COMMON STOCK WHICH THE COMPANY HAS AUTHORITY TO ISSUE FROM 160,000,000 TO 260,000,000 SHARES.	Management	Against	Against
02	DIRECTOR	Management		
	1 B. GAUNT		For	For
	2 D. KOURKOUMELIS		For	For
	3 E. LEWIS		For	For
	4 G. MAYS		For	For
	5 M. B. TART-BEZER		For	For
03	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

CONSTELLATION BRANDS, INC.

SECURITY	21036P108	MEETING TYPE	Annual
TICKER SYMBOL	STZ	MEETING DATE	22-Jul-2010
ISIN	US21036P1084	AGENDA	933300319 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JERRY FOWDEN		For	For
	2 BARRY A. FROMBERG		For	For
	3 JEANANNE K. HAUSWALD		For	For
	4 JAMES A. LOCKE III		For	For
	5 RICHARD SANDS		For	For
	6 ROBERT SANDS		For	For
	7 PAUL L. SMITH		For	For
	8 MARK ZUPAN		For	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

FEBRUARY 28, 2011.

BT GROUP PLC			
SECURITY	05577E101	MEETING TYPE	Annual
TICKER SYMBOL	BT	MEETING DATE	22-Jul-2010
ISIN	US05577E1010	AGENDA	933301171 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	REPORT AND ACCOUNTS	Management	For	For
02	REMUNERATION REPORT	Management	For	For
03	FINAL DIVIDEND	Management	For	For
04	RE-ELECT SIR MICHAEL RAKE	Management	For	For
05	RE-ELECT IAN LIVINGSTON	Management	For	For
06	RE-ELECT CARL SYMON	Management	For	For
07	ELECT TONY BALL	Management	For	For
08	REAPPOINTMENT OF AUDITORS	Management	For	For
09	REMUNERATION OF AUDITORS	Management	For	For
10	AUTHORITY TO ALLOT SHARES	Management	For	For
S11	AUTHORITY TO ALLOT SHARES FOR CASH	Management	For	For
S12	AUTHORITY TO PURCHASE OWN SHARES	Management	For	For
S13	14 DAYS' NOTICE OF MEETINGS	Management	For	For
14	AUTHORITY FOR POLITICAL DONATIONS	Management	For	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 2  
 The Gabelli Dividend Income Trust

MAINE & MARITIMES CORPORATION			
SECURITY	560377103	MEETING TYPE	Annual
TICKER SYMBOL	MAM	MEETING DATE	22-Jul-2010
ISIN	US5603771032	AGENDA	933307173 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 12, 2010, AMONG BHE HOLDINGS INC., BHE HOLDING SUB ONE INC., AND MAINE & MARITIMES CORPORATION.	Management	For	For
02	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE MEETING TO A LATER DATE OR TIME, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH DDDDDDD ADJOURNMENT TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For
03	DIRECTOR	Management		
	1 RICHARD G. DAIGLE		For	For
	2 DAVID N. FELCH		For	For
	3 BRIAN N. HAMEL		For	For
04	PROPOSAL TO RATIFY THE SELECTION OF CATURANO AND COMPANY, P.C. AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2010.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

HELLENIC TELECOMMUNICATIONS ORGANIZATION S A  
 SECURITY X3258B102 MEETING TYPE ExtraOrdinary General Meeting  
 TICKER SYMBOL MEETING DATE 23-Jul-2010  
 ISIN GRS260333000 AGENDA 702537044 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	Appointment of Audit Committee Members in accordance with Article 37 of Law 3693/2008	Management	No Action
2.	Approve the transportation and accommodation expenses of Board of Directors in order to participate in meetings	Management	No Action
3.	Grant the special authorization to the general meeting in order to approve the modifications in contracts between the Company and Company's officers	Management	No Action
4.	Various announcements	Management	No Action

HELLENIC TELECOMMUNICATIONS ORG. S.A.  
 SECURITY 423325307 MEETING TYPE Special  
 TICKER SYMBOL OTE MEETING DATE 23-Jul-2010  
 ISIN US4233253073 AGENDA 933309660 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE, PURSUANT TO ARTICLE 37 OF LAW 3693/2008.	Management	For	For
02	APPROVAL OF ASSUMING THE TRAVEL AND SOJOURN EXPENSES OF THE BOD MEMBERS FOR THEIR PARTICIPATION IN THE BOD MEETINGS AND IN THE MEETINGS OF ITS COMMITTEES.	Management	For	For
03	GRANTING OF SPECIAL PERMISSION BY THE GENERAL MEETING PURSUANT TO ARTICLE 23A , PARAS, 2 AND 4 OF C.L.2190/1920, FOR THE APPROVAL OF THE AMENDMENT OF TERMS OF CONTRACTS CONCLUDED BETWEEN COMPANY'S EXECUTIVES AND THE COMPANY.	Management	For	For

NATIONAL GRID PLC  
 SECURITY 636274300 MEETING TYPE Annual  
 TICKER SYMBOL NGG MEETING DATE 26-Jul-2010  
 ISIN US6362743006 AGENDA 933303086 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management	For	For
02	TO DECLARE A FINAL DIVIDEND	Management	For	For
03	TO RE-ELECT SIR JOHN PARKER	Management	For	For
04	TO RE-ELECT STEVE HOLLIDAY	Management	For	For
05	TO RE-ELECT KEN HARVEY	Management	For	For
06	TO RE-ELECT STEVE LUCAS	Management	For	For
07	TO RE-ELECT STEPHEN PETTIT	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

08	TO RE-ELECT NICK WINSER	Management	For	For
09	TO RE-ELECT GEORGE ROSE	Management	For	For
10	TO RE-ELECT TOM KING	Management	For	For
11	TO RE-ELECT MARIA RICHTER	Management	For	For
12	TO RE-ELECT JOHN ALLAN	Management	For	For
13	TO RE-ELECT LINDA ADAMANY	Management	For	For
14	TO RE-ELECT MARK FAIRBAIRN	Management	For	For
15	TO RE-ELECT PHILIP AIKEN	Management	For	For
16	TO REAPPOINT THE AUDITORS PRICEWATERHOUSECOOPERS LLP	Management	For	For
17	TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS' REMUNERATION	Management	For	For
18	TO APPROVE THE DIRECTORS REMUNERATION REPORT	Management	For	For
19	TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY SHARES	Management	For	For
S20	TO DISAPPLY PRE-EMPTION RIGHTS	Management	For	For
S21	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES	Management	For	For
S22	TO AUTHORISE THE DIRECTORS TO HOLD GENERAL MEETINGS ON 14 CLEAR DAYS' NOTICE	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
3

REMY COINTREAU SA, COGNAC  
SECURITY F7725A100 MEETING TYPE MIX  
TICKER SYMBOL FR0000130395 MEETING DATE 27-Jul-2010  
ISIN FR0000130395 AGENDA 702528069 - Management

ITEM	PROPOSAL	TYPE	VOTE	M
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions.-The following applies to Non- Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as- Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting		
0.1	Approve the financial statements for the FY 2009/2010	Management	For	F
0.2	Approve the consolidated financial statements for the FY 2009/2010	Management	For	F
0.3	Approve the allocation of income and setting of the dividend	Management	For	F
0.4	Approve the option for the payment of dividend in shares	Management	For	F
0.5	Approve the agreements pursuant to Article L.225-38 of the Commercial Code	Management	For	F
0.6	Grant discharge of duties to the Board members	Management	For	F
0.7	Approve the renewal of Mr. Marc Heriard Dubreuil's term as Board member	Management	For	F

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

O.8	Approve the renewal of Mr. Timothy Jones' term as Board member	Management	For	F
O.9	Approve the renewal of Mr. Jean Burelle's term as Board member	Management	For	F
O.10	Appointment of Mr. Didier Alix as a Board member	Management	For	F
O.11	Approve to determine the attendance allowances	Management	For	F
O.12	Authorize the Board of Directors to purchase or sell shares of the Company under the provisions of Articles L.225-209 and seq. of the Commercial Code	Management	For	F
O.13	Grant powers for the formalities	Management	For	F
E.14	Authorize the Board of Directors to reduce the share capital by cancellation of treasury shares of the Company	Management	For	F
E.15	Authorize the Board of Directors to decide on the share capital increase by issuing, with preferential subscription rights of the shareholders, shares of the Company and/or securities giving access to the capital of the Company and/or to issuance of securities entitling to allotment of debt securities	Management	For	F
E.16	Authorize the Board of Directors to decide on the share capital increase by issuing, with cancellation of preferential subscription rights of the shareholders, shares of the Company and/or securities giving access to the capital of the Company and/or to issuance of securities entitling to allotment of debt securities, by public offer	Management	For	F
E.17	Authorize the Board of Directors to decide on the share capital increase by issuing, with cancellation of preferential subscription rights of the shareholders, shares of the Company and/or securities giving access to the capital of the Company and/or to issuance of securities entitling to allotment of debt securities, by an offer pursuant to Article L.411-2, II of the Monetary and Financial Code	Management	For	F
E.18	Authorize the Board of Directors to set the issue price of the issuable securities under the sixteenth and seventeenth resolutions, with cancellation of preferential subscription rights of the shareholders, within the limit of 10% of the capital annually	Management	For	F
E.19	Authorize the Board of Directors to increase the number of issuable securities in the event of issuance with or without preferential subscription rights of the shareholders	Management	For	F
E.20	Authorize the Board of Directors to allocate options to subscribe for or purchase shares	Management	For	F
E.21	Authorize the Board of Directors to increase the share capital by issuing shares reserved for members of a Company savings plan	Management	For	F
E.22	Authorize to reduce the share capital	Management	For	F
E.23	Authorize the Board of Directors in case of public offer involving the stocks of the Company	Management	For	F
E.24	Authorize the Board of Directors to allocate the expenses due to the capital increases concluded on the premiums pertaining to these transactions	Management	For	F
E.25	Amend the third resolution of Article 8.2 of the Statutes relating to the thresholds crossing, consequential to the changes in legislation and regulation	Management	For	F
E.26	Grant powers for the formalities	Management	For	F
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2010/0618/201006181003568.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/0618/201006181003568.pdf</a>	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITO EN, LTD.			
SECURITY	J25027103	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	27-Jul-2010
ISIN	JP3143000002	AGENDA	702544556 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Approve Appropriation of Profits	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For
2.16	Appoint a Director	Management	For	For
2.17	Appoint a Director	Management	For	For
2.18	Appoint a Director	Management	For	For
2.19	Appoint a Director	Management	For	For
2.20	Appoint a Director	Management	For	For
2.21	Appoint a Director	Management	For	For

VODAFONE GROUP PLC			
SECURITY	92857W209	MEETING TYPE	Annual
TICKER SYMBOL	VOD	MEETING DATE	27-Jul-2010
ISIN	US92857W2098	AGENDA	933299681 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO RECEIVE THE COMPANY'S ACCOUNTS AND REPORTS OF THE DIRECTORS AND THE AUDITORS FOR THE YEAR ENDED 31 MARCH 2010	Management	For	For
02	TO RE-ELECT SIR JOHN BOND AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management	For	For
03	TO RE-ELECT JOHN BUCHANAN AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE, MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE)	Management	For	For
04	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management	For	For
05	TO RE-ELECT MICHEL COMBES AS A DIRECTOR	Management	For	For
06	TO RE-ELECT ANDY HALFORD AS A DIRECTOR	Management	For	For
07	TO RE-ELECT STEPHEN PUSEY AS A DIRECTOR	Management	For	For
08	TO RE-ELECT ALAN JEBSON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management	For	For
09	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For	For
10	TO RE-ELECT NICK LAND AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

11	TO RE-ELECT ANNE LAUVERGEON AS A DIRECTOR (MEMBER OF THE AUDIT COMMITTEE)	Management	For	For
12	TO RE-ELECT LUC VANDELDELDE AS A DIRECTOR (MEMBER OF THE NOMINATIONS AND GOVERNANCE COMMITTEE, MEMBER OF THE REMUNERATION COMMITTEE)	Management	For	For
13	TO RE-ELECT ANTHONY WATSON AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For	For
14	TO RE-ELECT PHILIP YEA AS A DIRECTOR (MEMBER OF THE REMUNERATION COMMITTEE)	Management	For	For
15	TO APPROVE A FINAL DIVIDEND OF 5.65P PER ORDINARY SHARE	Management	For	For
16	TO APPROVE THE REMUNERATION REPORT	Management	For	For
17	TO RE-APPOINT DELOITTE LLP AS AUDITORS	Management	For	For
18	TO AUTHORISE THE AUDIT COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITORS	Management	For	For
19	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management	For	For
S20	TO AUTHORISE THE DIRECTORS TO DIS-APPLY PRE- EMPTION RIGHTS (SPECIAL RESOLUTION)	Management	For	For
S21	TO AUTHORISE THE COMPANY'S TO PURCHASE ITS OWN SHARES (SECTION 701, COMPANIES ACT 2006) (SPECIAL RESOLUTION)	Management	For	For
S22	TO ADOPT NEW ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)	Management	For	For
S23	TO AUTHORISE THE CALLING OF A GENERAL MEETING OTHER THAN AN ANNUAL GENERAL MEETING ON NOT LESS THAN 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION)	Management	For	For
24	TO APPROVE THE CONTINUED OPERATION OF THE VODAFONE SHARE INCENTIVE PLAN.	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

5

The Gabelli Dividend Income Trust

LEGG MASON, INC.

SECURITY	524901105	MEETING TYPE	Annual
TICKER SYMBOL	LM	MEETING DATE	27-Jul-2010
ISIN	US5249011058	AGENDA	933305535 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JOHN T. CAHILL**		For	For
	2 DENNIS R. BERESFORD*		For	For
	3 NELSON PELTZ*		For	For
	4 W. ALLEN REED*		For	For
	5 NICHOLAS J. ST. GEORGE*		For	For
02	AMENDMENT TO THE LEGG MASON, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN.	Management	For	For
03	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
04	STOCKHOLDER PROPOSAL REGARDING THE EXECUTIVE INCENTIVE COMPENSATION PLAN.	Shareholder	Against	For
05	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN.	Shareholder	Against	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SOUTHWEST WATER COMPANY			
SECURITY	845331107	MEETING TYPE	Annual
TICKER SYMBOL	SWWC	MEETING DATE	06-Aug-2010
ISIN	US8453311073	AGENDA	933308822 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF MERGER AGREEMENT.	Management	For	For
02	DIRECTOR	Management		
	1 KIMBERLY ALEXY		For	For
	2 BRUCE C. EDWARDS		For	For
	3 LINDA GRIEGO		For	For
	4 THOMAS IINO		For	For
	5 WILLIAM D. JONES		For	For
	6 MARK A. SWATEK		For	For
03	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.	Management	For	For
04	TO ADJOURN THE ANNUAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

PETROLEO BRASILEIRO S.A. - PETROBRAS			
SECURITY	71654V408	MEETING TYPE	Special
TICKER SYMBOL	PBR	MEETING DATE	12-Aug-2010
ISIN	US71654V4086	AGENDA	933316336 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	RATIFYING THE ENGAGEMENT OF PRICEWATERHOUSECOOPERS CORPORATE FINANCE & RECOVERY LTDA. ("PWC"), TO PREPARE A VALUATION REPORT OF 4 (FOUR) LETRAS FINANCEIRAS DO TESOURO (FEDERAL TREASURY BILLS) ISSUED BY THE BRAZILIAN FEDERAL GOVERNMENT (THE "VALUATION REPORT"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Management	For	For
02	APPROVING THE CRITERIA AND METHODOLOGY TO ESTABLISH THE VALUE OF THE LFTS, AS PROPOSED BY PWC IN THE VALUATION REPORT (THE "VALUATION CRITERIA")	Management	For	For
03	DELEGATING AUTHORITY TO THE BOARD OF DIRECTORS OF THE COMPANY TO RATIFY THE FINAL VALUE OF EACH OF THE LFTS SERIES, AS APPEAR IN THE VALUATION REPORT PURSUANT TO THE VALUATION CRITERIA	Management	For	For

CENTURYLINK, INC.			
SECURITY	156700106	MEETING TYPE	Special
TICKER SYMBOL	CTL	MEETING DATE	24-Aug-2010
ISIN	US1567001060	AGENDA	933312681 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF CENTURYLINK COMMON STOCK IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 21, 2010, BY AND AMONG QWEST COMMUNICATIONS INTERNATIONAL INC., THE COMPANY, AND SB44 ACQUISITION COMPANY, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES FOR THE PROPOSAL TO ISSUE CENTURYLINK COMMON STOCK IN COMPANY IN CONNECTION WITH THE MERGER.	Management	For	For

TOMKINS PLC, LONDON  
SECURITY G89158136 MEETING TYPE Court Meeting  
TICKER SYMBOL MEETING DATE 31-Aug-2010  
ISIN GB0008962655 AGENDA 702567059 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN-FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS-AGENT.	Non-Voting		
1.	Approve a scheme of arrangement [the "Scheme of Arrangement"] proposed to be made between the Company and the holders of Independent Scheme Shares and Executive Team Shares	Management	For	For

ProxyEdge Report Date: 07/08/2011  
Meeting Date Range: 07/01/2010 to 06/30/2011 6  
The Gabelli Dividend Income Trust

TOMKINS PLC, LONDON  
SECURITY G89158136 MEETING TYPE Ordinary General Meeting  
TICKER SYMBOL MEETING DATE 31-Aug-2010  
ISIN GB0008962655 AGENDA 702567061 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
S.1	Approve, for the purpose of giving effect to the scheme of arrangement dated 06 AUG 2010 between the Company and the holders of the Scheme Shares (as specified in the said scheme of arrangement), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman hereof, in its original form or subject to such modification, addition or condition as may be agreed between the Company and	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

Pinafore Acquisition Limited ("Pinafore") and approved or imposed by the Court (the "Scheme"): authorize the Directors of the Company to take all such action as they may consider necessary or appropriate for carrying the scheme into effect; the share capital of the company be reduced by canceling and extinguishing all of the Cancellation Shares (as specified in the Scheme); subject to and forthwith upon the reduction of share capital referred to in Paragraph (B) above taking effect and, if appropriate, the Company being re-registered as a private Company pursuant to Section 651 of the Companies Act 2006 and notwithstanding anything to the contrary in the Articles of Association of the Company: the reserve arising in the books of account of the Company as a result of the reduction of share capital referred to in Paragraph (B) above be capitalized and applied in paying up in full at par such number of new ordinary shares of 9 US cents each (the "New Tomkins Shares") as shall be equal to the aggregate number of Cancellation Shares cancelled pursuant to Paragraph (B) above, which shall be allotted and issued (free from any liens, charges, equitable interests, encumbrances, rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto) and any other interests of any nature whatsoever and together with all rights attaching thereto, credited as fully paid, to Pinafore and/or its nominee(s) in accordance with the Scheme; and authorize the Directors of the Company for the purposes of Section 551 of the Companies Act to allot the New Tomkins Shares, provided that: the maximum aggregate nominal amount of relevant securities that may be allotted under this authority shall be the aggregate nominal amount of the New Tomkins Shares; [Authority expires on the 5th anniversary of the date on which this resolution is passed]; and this authority shall be in addition, and without prejudice, to any other authority under the said Section 551 previously granted and in force on the date on which this resolution is passed; and amend, with effect from the passing of this resolution, the Articles of Association of the Company by the adoption and inclusion of the following new Article 133 after Article 132 as specified; amend, subject to and with effect from the Scheme becoming effective in accordance with its terms, the Articles of Association of the Company: by adopting and including the following new Article 7A after Article 7 as specified; by inserting the following as specified at the start of each sentence beginning Article 6 and Article 7; and by deleting Article 77 and 83 and replacing them with the following as specified

2. Approve the Executive Team Arrangements (as specified in the Scheme Document), notwithstanding that such arrangements are not extended to all shareholders of the Company, and authorize the Directors of the Company to do or procure to be done all such acts and things or enter into any agreements on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to such arrangements Management For

### H.J. HEINZ COMPANY

Security	423074103	Meeting Type	Annual
Ticker Symbol	HNZ	Meeting Date	31-Aug-2010
ISIN	US4230741039	Agenda	933309165 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A	ELECTION OF DIRECTOR: W.R. JOHNSON	Management	For	For
1B	ELECTION OF DIRECTOR: C.E. BUNCH	Management	For	For
1C	ELECTION OF DIRECTOR: L.S. COLEMAN, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: J.G. DROSDICK	Management	For	For
1E	ELECTION OF DIRECTOR: E.E. HOLIDAY	Management	For	For
1F	ELECTION OF DIRECTOR: C. KENDLE	Management	For	For
1G	ELECTION OF DIRECTOR: D.R. O'HARE	Management	For	For
1H	ELECTION OF DIRECTOR: N. PELTZ	Management	For	For
1I	ELECTION OF DIRECTOR: D.H. REILLEY	Management	For	For
1J	ELECTION OF DIRECTOR: L.C. SWANN	Management	For	For
1K	ELECTION OF DIRECTOR: T.J. USHER	Management	For	For
1L	ELECTION OF DIRECTOR: M.F. WEINSTEIN	Management	For	For
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC				
02	ACCOUNTING FIRM	Management	For	For
SHAREHOLDER PROPOSAL REQUESTING THE RIGHT TO				
03	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against	For

EMMIS COMMUNICATIONS CORPORATION				
SECURITY	291525202	MEETING TYPE	Special	
TICKER SYMBOL	EMMSP	MEETING DATE	08-Sep-2010	
ISIN	US2915252025	AGENDA	933308985 - Management	

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO ELIMINATE THE RIGHTS OF THE HOLDERS OF THE EXISTING PREFERRED STOCK TO REQUIRE EMMIS TO REDEEM ALL OR A PORTION OF THEIR SHARES ON THE FIRST ANNIVERSARY AFTER THE OCCURRENCE OF CERTAIN GOING PRIVATE TRANSACTIONS.	Management	For	For
02	PROPOSAL TO AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO ELIMINATE THE RIGHTS OF THE HOLDERS OF THE EXISTING PREFERRED STOCK TO NOMINATE DIRECTORS TO EMMIS BOARD OF DIRECTORS.	Management	For	For
03	PROPOSAL TO AMEND EXHIBIT A TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR THE AUTOMATIC CONVERSION UPON THE MERGER OF THE EXISTING PREFERRED STOCK, AS MORE FULLY DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT/OFFER TO EXCHANGE.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
7

FIRSTENERGY CORP.				
SECURITY	337932107	MEETING TYPE	Special	
TICKER SYMBOL	FE	MEETING DATE	14-Sep-2010	
ISIN	US3379321074	AGENDA	933312756 - Management	

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

01	AUTHORIZE AND APPROVE THE ISSUANCE OF SHARES OF FIRSTENERGY CORP. COMMON STOCK PURSUANT TO, AND THE OTHER TRANSACTIONS CONTEMPLATED BY, THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 10, 2010, AS AMENDED AS OF JUNE 4, 2010, BY AND AMONG FIRSTENERGY CORP., ELEMENT MERGER SUB, INC. AND ALLEGHENY ENERGY, INC., AS IT MAY BE FURTHER AMENDED	Management	For	For
02	ADOPT THE AMENDMENT TO FIRSTENERGY CORP.'S AMENDED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK FROM 375,000,000 TO 490,000,000	Management	For	For
03	ADJOURN THE SPECIAL MEETING TO ANOTHER TIME OR PLACE, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO AUTHORIZE AND APPROVE THE SHARE ISSUANCE AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT OR ADOPT THE CHARTER AMENDMENT	Management	For	For

ALLEGHENY ENERGY, INC.

SECURITY	017361106	MEETING TYPE	Special
TICKER SYMBOL	AYE	MEETING DATE	14-Sep-2010
ISIN	US0173611064	AGENDA	933313049 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 10, 2010, BY AND AMONG FIRSTENERGY CORP., ELEMENT MERGER SUB, INC. (A WHOLLY-OWNED SUBSIDIARY OF FIRSTENERGY CORP.) AND ALLEGHENY ENERGY, INC., AS AMENDED AS OF JUNE 4, 2010, AND AS IT MAY BE FURTHER AMENDED FROM TIME TO TIME, AND THE MERGER DESCRIBED THEREIN.	Management	For	For
02	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE THE MERGER AGREEMENT AND THE MERGER AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

AIRGAS, INC.

SECURITY	009363102	MEETING TYPE	Contested-Annual
TICKER SYMBOL	ARG	MEETING DATE	15-Sep-2010
ISIN	US0093631028	AGENDA	933314522 - Opposition

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JOHN P. CLANCEY		For	For
	2 ROBERT L. LUMPKINS		For	For
	3 TED B. MILLER, JR.		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

02	TO AMEND THE AIRGAS BY-LAWS REGARDING THE ELIGIBILITY OF ANY DIRECTOR NOMINATED BY THE AIRGAS BOARD FOR ELECTION, BUT NOT NOMINATED BY THE AIRGAS STOCKHOLDERS. ALL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
03	TO AMEND THE AIRGAS BY-LAWS TO REQUIRE AIRGAS TO HOLD ITS 2011 ANNUAL STOCKHOLDER MEETING ON JANUARY 18, 2011 AND ALL SUBSEQUENT ANNUAL STOCKHOLDER MEETINGS IN JANUARY. ALL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
04	TO REPEAL ANY AMENDMENTS TO AIRGAS, INC. AMENDED AND RESTATED BY-LAWS ADOPTED BY THE AIRGAS BOARD OF DIRECTORS WITHOUT THE APPROVAL OF THE AIRGAS STOCKHOLDERS AFTER APRIL 7, 2010 AND PRIOR TO THE EFFECTIVENESS OF THE RESOLUTION PROPOSED IN THIS PROPOSAL 4. ALL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
05	TO RATIFY THE SELECTION OF KPMG LLP AS AIRGAS'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
06	TO APPROVE THE AMENDMENT TO AIRGAS'S AMENDED AND RESTATED 2003 EMPLOYEE STOCK PURCHASE PLAN.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 8

HEWITT ASSOCIATES, INC.

SECURITY	42822Q100	MEETING TYPE	Special
TICKER SYMBOL	HEW	MEETING DATE	20-Sep-2010
ISIN	US42822Q1004	AGENDA	933321806 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 11, 2010, BY AND AMONG HEWITT, AON CORPORATION AND TWO WHOLLY OWNED SUBSIDIARIES OF AON CORPORATION.	Management	For	For
02	TO APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF PROPOSAL 1.	Management	For	For

MASTERCARD INCORPORATED

SECURITY	57636Q104	MEETING TYPE	Annual
TICKER SYMBOL	MA	MEETING DATE	21-Sep-2010
ISIN	US57636Q1040	AGENDA	933315586 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	AMEND AND RESTATE THE COMPANY'S CURRENT	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS IN PHASES AND EFFECT RELATED CHANGES IN DIRECTOR VACANCY AND REMOVAL PROCEDURES.			
1B	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO ELIMINATE A SUPERMAJORITY VOTING REQUIREMENT FOR AMENDING THE COMPANY'S CERTIFICATE OF INCORPORATION.	Management	For	For
1C	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE COMPOSITION OF THE BOARD OF DIRECTORS.	Management	For	For
1D	AMEND AND RESTATE THE COMPANY'S CURRENT CERTIFICATE OF INCORPORATION TO REVISE REQUIREMENTS APPLICABLE TO THE OWNERSHIP OF THE COMPANY'S STOCK AND DELETE RELATED OBSOLETE PROVISIONS.	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE EACH OF THE PROPOSALS COMPRISING PROPOSAL 1 AT THE TIME OF THE ANNUAL MEETING.	Management	For	For
03	DIRECTOR 1 NANCY J. KARCH 2 J.O. REYES LAGUNES 3 EDWARD SUNING TIAN 4 SILVIO BARZI	Management		
			For	For
			For	For
			For	For
			For	For
04	RE-APPROVAL OF THE COMPANY'S SENIOR EXECUTIVE ANNUAL INCENTIVE COMPENSATION PLAN.	Management	For	For
05	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2010.	Management	For	For

CONAGRA FOODS, INC.

SECURITY	205887102	MEETING TYPE	Annual
TICKER SYMBOL	CAG	MEETING DATE	24-Sep-2010
ISIN	US2058871029	AGENDA	933318392 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 MOGENS C. BAY		For	For
	2 STEPHEN G. BUTLER		For	For
	3 STEVEN F. GOLDSTONE		For	For
	4 JOIE A. GREGOR		For	For
	5 RAJIVE JOHRI		For	For
	6 W.G. JURGENSEN		For	For
	7 RICHARD H. LENNY		For	For
	8 RUTH ANN MARSHALL		For	For
	9 GARY M. RODKIN		For	For
	10 ANDREW J. SCHINDLER		For	For
	11 KENNETH E. STINSON		For	For
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITOR	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

GENERAL MILLS, INC.

SECURITY	370334104	MEETING TYPE	Annual
TICKER SYMBOL	GIS	MEETING DATE	27-Sep-2010
ISIN	US3703341046	AGENDA	933315966 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Management	For	For
1B	ELECTION OF DIRECTOR: R. KERRY CLARK	Management	For	For
1C	ELECTION OF DIRECTOR: PAUL DANOS	Management	For	For
1D	ELECTION OF DIRECTOR: WILLIAM T. ESREY	Management	For	For
1E	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management	For	For
1F	ELECTION OF DIRECTOR: JUDITH RICHARDS HOPE	Management	For	For
1G	ELECTION OF DIRECTOR: HEIDI G. MILLER	Management	For	For
1H	ELECTION OF DIRECTOR: HILDA OCHOA-BRILLEMBOURG	Management	For	For
1I	ELECTION OF DIRECTOR: STEVE ODLAND	Management	For	For
1J	ELECTION OF DIRECTOR: KENDALL J. POWELL	Management	For	For
1K	ELECTION OF DIRECTOR: LOIS E. QUAM	Management	For	For
1L	ELECTION OF DIRECTOR: MICHAEL D. ROSE	Management	For	For
1M	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management	For	For

ProxyEdge

Report Date:07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

9

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1N	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Management	For	For
02	APPROVE EXECUTIVE INCENTIVE PLAN.	Management	For	For
03	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
04	CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	For	For

SKYLINE CORPORATION

SECURITY	830830105	MEETING TYPE	Annual
TICKER SYMBOL	SKY	MEETING DATE	27-Sep-2010
ISIN	US8308301055	AGENDA	933321503 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

01	DIRECTOR 1 ARTHUR J. DECIO 2 THOMAS G. DERANEK 3 JOHN C. FIRTH 4 JERRY HAMMES 5 WILLIAM H. LAWSON 6 DAVID T. LINK 7 ANDREW J. MCKENNA	Management	For For For For For For For	For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT ACCOUNTING FIRM: THE BOARD AND AUDIT COMMITTEE HAVE APPOINTED CROWE HORWATH LLP AS SKYLINE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MAY 31, 2011.	Management	For	For

AMERICREDIT CORP.

SECURITY	03060R101	MEETING TYPE	Special
TICKER SYMBOL	ACF	MEETING DATE	29-Sep-2010
ISIN	US03060R1014	AGENDA	933325842 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE PROPOSAL TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 21, 2010, AMONG GENERAL MOTORS HOLDINGS LLC, GOALIE TEXAS HOLDCO INC., A WHOLLY-OWNED SUBSIDIARY OF GENERAL MOTORS HOLDINGS LLC, AND AMERICREDIT CORP., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For	For
02	THE PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, I F NECESSARY OR APPROPRIATE, FOR, AMONG OTHER REASONS, THE SOLICITATION OF ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT AND APPROVE THE MERGER AGREEMENT.	Management	For	For

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	256743105	MEETING TYPE	Special
TICKER SYMBOL	DTG	MEETING DATE	30-Sep-2010
ISIN	US2567431059	AGENDA	933321628 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG HERTZ GLOBAL HOLDINGS, INC., REFERRED TO AS HERTZ, HDTMS, INC., REFERRED TO AS MERGER SUB, AND DOLLAR THRIFTY AUTOMOTIVE GROUP, INC., REFERRED TO AS DTG, PURSUANT TO WHICH MERGER SUB WILL MERGE WITH AND INTO DTG, AND DTG WILL CONTINUE AS THE SURVIVING ENTITY AND A WHOLLY OWNED SUBSIDIARY OF HERTZ.	Management	For	For
02	APPROVE THE ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For	For

### THE PROCTER & GAMBLE COMPANY

SECURITY	742718109	MEETING TYPE	Annual
TICKER SYMBOL	PG	MEETING DATE	12-Oct-2010
ISIN	US7427181091	AGENDA	933321375 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ANGELA F. BRALY	Management	For	For
1B	ELECTION OF DIRECTOR: KENNETH I. CHENAULT	Management	For	For
1C	ELECTION OF DIRECTOR: SCOTT D. COOK	Management	For	For
1D	ELECTION OF DIRECTOR: RAJAT K. GUPTA	Management	For	For
1E	ELECTION OF DIRECTOR: ROBERT A. MCDONALD	Management	For	For
1F	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1G	ELECTION OF DIRECTOR: JOHNATHAN A. RODGERS	Management	For	For
1H	ELECTION OF DIRECTOR: MARY A. WILDEROTTER	Management	For	For
1I	ELECTION OF DIRECTOR: PATRICIA A. WOERTZ	Management	For	For
1J	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Management	For	For
02	RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	SHAREHOLDER PROPOSAL - CUMULATIVE VOTING	Shareholder	Against	Against

ProxyEdge

Report Date:07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

10

The Gabelli Dividend Income Trust

SARA LEE CORPORATION

SECURITY	803111103	MEETING TYPE	Annual
TICKER SYMBOL	SLE	MEETING DATE	28-Oct-2010
ISIN	US8031111037	AGENDA	933327783 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management	For	For
1B	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management	For	For
1C	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Management	For	For
1E	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Management	For	For
1F	ELECTION OF DIRECTOR: CORNELIS J.A. VAN LEDE	Management	For	For
1G	ELECTION OF DIRECTOR: DR. JOHN MCADAM	Management	For	For
1H	ELECTION OF DIRECTOR: SIR IAN PROSSER	Management	For	For
1I	ELECTION OF DIRECTOR: NORMAN R. SORENSEN	Management	For	For
1J	ELECTION OF DIRECTOR: JEFFREY W. UBBEN	Management	For	For
1K	ELECTION OF DIRECTOR: JONATHAN P. WARD	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

MCAFEE, INC.

SECURITY	579064106	MEETING TYPE	Special
TICKER SYMBOL	MFE	MEETING DATE	02-Nov-2010
ISIN	US5790641063	AGENDA	933331720 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 18, 2010, AMONG INTEL CORPORATION, A DELAWARE CORPORATION, OR INTEL, JEFFERSON ACQUISITION CORPORATION, A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF INTEL, AND MCAFEE, INC., A DELAWARE CORPORATION, OR MCAFEE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
02	A PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT OR PURSUANT TO TO THE TERMS OF THE MERGER AGREEMENT.	Management	For	For

BROOKFIELD INFRASTRUCTURE PARTNERS L.P.

SECURITY	G16252101	MEETING TYPE	Special
TICKER SYMBOL	BIP	MEETING DATE	02-Nov-2010
ISIN	BMG162521014	AGENDA	933337758 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE RESOLUTION IN THE FORM ANNEXED AS APPENDIX A TO THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE PARTNERSHIP DATED	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SEPTEMBER 30, 2010  
 APPROVING A TRANSACTION.  
 PLEASE REFER TO THE VOTING  
 INSTRUCTION FORM FOR A  
 COMPLETE DESCRIPTION OF  
 THIS RESOLUTION.

ARCHER-DANIELS-MIDLAND COMPANY

SECURITY	039483102	MEETING TYPE	Annual
TICKER SYMBOL	ADM	MEETING DATE	04-Nov-2010
ISIN	US0394831020	AGENDA	933332998 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: G.W. BUCKLEY	Management	For	For
1B	ELECTION OF DIRECTOR: M.H. CARTER	Management	For	For
1C	ELECTION OF DIRECTOR: P. DUFOUR	Management	For	For
1D	ELECTION OF DIRECTOR: D.E. FELSINGER	Management	For	For
1E	ELECTION OF DIRECTOR: V.F. HAYNES	Management	For	For
1F	ELECTION OF DIRECTOR: A. MACIEL	Management	For	For
1G	ELECTION OF DIRECTOR: P.J. MOORE	Management	For	For
1H	ELECTION OF DIRECTOR: T.F. O'NEILL	Management	For	For
1I	ELECTION OF DIRECTOR: K.R. WESTBROOK	Management	For	For
1J	ELECTION OF DIRECTOR: P.A. WOERTZ	Management	For	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING JUNE 30, 2011.	Management	For	For
03	ADOPT STOCKHOLDER'S PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
04	ADOPT STOCKHOLDER'S PROPOSAL REGARDING REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date:07/08/2011  
 11

PERNOD-RICARD, PARIS

SECURITY	F72027109	MEETING TYPE	MIX
----------	-----------	--------------	-----

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL	MEETING DATE	10-Nov-2010
ISIN	FR0000120693	AGENDA 702630179 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	<p>French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative-to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative.</p>	Non-Voting		
	<p>PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.</p>	Non-Voting		
	<p>PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: <a href="https://balo.journalofficiel.gouv.fr/pdf/2010/0920/201009201005328.pdf">https://balo.journalofficiel.gouv.fr/pdf/2010/0920/201009201005328.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2010/1020/201010201005592.pdf">https://balo.journal-officiel.gouv.fr/pdf/2010/1020/201010201005592.pdf</a></p>	Non-Voting		
0.1	Approval of the Parent Company financial statements for the financial year ended 30 JUN 2010	Management	For	For
0.2	Approval of the consolidated financial statements for the financial year ended 30 JUN 2010	Management	For	For
0.3	Allocation of the net result for the financial year ended 30 JUN 2010 and setting of the dividend	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

O.4	Approval of regulated agreements referred to in Article L. 225-38 et seq. of the French Commercial Code	Management	For	For
O.5	Renewal of the Directorship of Mr. Francois Gerard	Management	For	For
O.6	Appointment of Ms. Susan Murray as a Director	Management	For	For
O.7	Renew appointment of Mazars as Auditor	Management	For	For
O.8	Renew appointment of Patrick de Cambourg as Alternate Auditor	Management	For	For
O.9	Setting of the annual amount of Directors' fees allocated to members of the Board of Directors	Management	For	For
O.10	Authorization to be granted to the Board of Directors to trade in the Company's shares	Management	For	For
E.11	Delegation of authority to be granted to the Board of Directors to decide on an allocation of performance-related shares to Employees of the Company and to Employees and Corporate Officers of the Companies of the Group	Management	For	For
E.12	Delegation of authority to be granted to the Board of Directors to issue share warrants in the event of a public offer on the Company's shares	Management	Against	Against
E.13	Delegation of authority to be granted to the Board of Directors to decide on share capital increases through the issue of shares or securities granting access to the share capital, reserved for members of saving plans with cancellation of preferential subscription rights in favour of the members of such saving plans	Management	For	For
E.14	Amendment of the Company bylaws relating to the right of the Board of Directors to appoint censors	Management	For	For
E.15	Amendment of the Company bylaws relating to the terms and conditions applicable to the attendance and vote at the General Shareholders' Meeting	Management	For	For
E.16	Powers to carry out the necessary legal formalities PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF NAMES IN RESOLUTIONS 7 A-ND 8 AND RECEIPT OF ADDITIONAL LINK. IF YOU	Management Non-Voting	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

HAVE ALREADY SENT IN  
YOUR VOTES, PLEASE DO  
NOT RETURN THIS PROXY  
FORM UNLESS YOU DECIDE  
TO AMEND YOUR ORIGINAL  
INSTRUCTIONS. THANK YOU.

SCHIFF NUTRITION INTERNATIONAL, INC.

SECURITY 806693107 MEETING TYPE Annual  
TICKER SYMBOL WNI MEETING DATE 11-Nov-2010  
ISIN US8066931077 AGENDA 933342747 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 ERIC WEIDER		For	For
	2 GEORGE F. LENGVARI		For	For
	3 BRUCE J. WOOD		For	For
	4 RONALD L. COREY		For	For
	5 MATTHEW T. HOBART		For	For
	6 MICHAEL HYATT		For	For
	7 EUGENE B. JONES		For	For
	8 ROGER H. KIMMEL		For	For
	9 BRIAN P. MCDERMOTT		For	For
	10 WILLIAM E. MCGLASHAN JR		For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date:07/08/2011  
12

MICROSOFT CORPORATION

SECURITY 594918104 MEETING TYPE Annual  
TICKER SYMBOL MSFT MEETING DATE 16-Nov-2010  
ISIN US5949181045 AGENDA 933331011 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Management	For	For
02	ELECTION OF DIRECTOR: DINA DUBLON	Management	For	For
03	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management	For	For
04	ELECTION OF DIRECTOR: RAYMOND V. GILMARTIN	Management	For	For
05	ELECTION OF DIRECTOR: REED HASTINGS	Management	For	For
06	ELECTION OF DIRECTOR: MARIA M. KLAWE	Management	For	For
07	ELECTION OF DIRECTOR:	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

08	DAVID F. MARQUARDT ELECTION OF DIRECTOR:	Management	For	For
09	CHARLES H. NOSKI ELECTION OF DIRECTOR:	Management	For	For
10	HELMUT PANKE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITOR	Management	For	For
11	SHAREHOLDER PROPOSAL - ESTABLISHMENT OF BOARD COMMITTEE ON ENVIRONMENTAL SUSTAINABILITY	Shareholder	Against	For

### BHP BILLITON LIMITED

SECURITY	088606108	MEETING TYPE	Annual
TICKER SYMBOL	BHP	MEETING DATE	16-Nov-2010
ISIN	US0886061086	AGENDA	933334651 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO RECEIVE THE 2010 FINANCIAL STATEMENTS AND REPORTS FOR BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
02	TO RE-ELECT DR JOHN BUCHANAN AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
03	TO RE-ELECT MR DAVID CRAWFORD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
04	TO RE-ELECT MR KEITH RUMBLE AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
05	TO RE-ELECT DR JOHN SCHUBERT AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
06	TO RE-ELECT MR JACQUES NASSER AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
07	TO ELECT MR MALCOLM BROOMHEAD AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
08	TO ELECT MS CAROLYN HEWSON AS A DIRECTOR OF BHP BILLITON LIMITED AND BHP BILLITON PLC	Management	For	For
09	TO REAPPOINT KPMG AUDIT PLC AS THE AUDITOR OF BHP BILLITON PLC	Management	For	For
10	TO RENEW THE GENERAL	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	AUTHORITY TO ISSUE SHARES IN BHP BILLITON PLC			
11	TO APPROVE THE AUTHORITY TO ISSUE SHARES IN BHP ILLITON PLC FOR CASH	Management	For	For
12	TO APPROVE THE REPURCHASE OF SHARES IN BHP BILLITON PLC	Management	For	For
13	TO APPROVE THE 2010 REMUNERATION REPORT	Management	For	For
14	TO APPROVE AMENDMENTS TO THE LONG TERM INCENTIVE PLAN	Management	For	For
15	TO APPROVE THE GRANT OF AWARDS TO MR MARIUS KLOPPERS UNDER THE GIS AND THE LTIP	Management	For	For
16	TO APPROVE AMENDMENTS TO THE CONSTITUTION OF BHP BILLITON LIMITED	Management	For	For
17	TO APPROVE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BHP BILLITON PLC	Management	For	For

### CAMPBELL SOUP COMPANY

SECURITY	134429109	MEETING TYPE	Annual
TICKER SYMBOL	CPB	MEETING DATE	18-Nov-2010
ISIN	US1344291091	AGENDA	933336314 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 EDMUND M. CARPENTER		For	For
	2 PAUL R. CHARRON		For	For
	3 DOUGLAS R. CONANT		For	For
	4 BENNETT DORRANCE		For	For
	5 HARVEY GOLUB		For	For
	6 LAWRENCE C. KARLSON		For	For
	7 RANDALL W. LARRIMORE		For	For
	8 MARY ALICE D. MALONE		For	For
	9 SARA MATHEW		For	For
	10 DENISE M. MORRISON		For	For
	11 WILLIAM D. PEREZ		For	For
	12 CHARLES R. PERRIN		For	For
	13 A. BARRY RAND		For	For
	14 NICK SHREIBER		For	For
	15 ARCHBOLD D. VAN BEUREN		For	For
	16 LES C. VINNEY		For	For
	17 CHARLOTTE C. WEBER		For	For
	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
02	APPROVE AMENDMENT OF THE CAMPBELL SOUP COMPANY 2005 LONG- TERM INCENTIVE PLAN.	Management	Against	Against
03				

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge

Report Date:07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

13

The Gabelli Dividend Income Trust

DELTA NATURAL GAS COMPANY, INC.

SECURITY 247748106 MEETING TYPE Annual  
 TICKER SYMBOL DGAS MEETING DATE 18-Nov-2010  
 ISIN US2477481061 AGENDA 933338508 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DELTA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
02	DIRECTOR	Management		
	1 LINDA K. BREATHITT		For	For
	2 LANNY D. GREER		For	For

PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY 71654V408 MEETING TYPE Special  
 TICKER SYMBOL PBR MEETING DATE 07-Dec-2010  
 ISIN US71654V4086 AGENDA 933354095 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVE THE INCORPORATION PROTOCOL AND JUSTIFICATION SIGNED BETWEEN MARLIM PARTICIPACOES S.A. AND THE COMPANY ON 11/04/2010	Management	For	For
02	APPROVE THE INCORPORATION PROTOCOL AND JUSTIFICATION SIGNED BETWEEN NOVA MARLIM PARTICIPACOES S.A. AND THE COMPANY ON 11/04/2010	Management	For	For
03	RATIFY THE HIRING OF KPMG AUDITORES INDEPENDENTES BY THE COMPANY TO PREPARE THE ASSESSMENT REPORTS FOR MARLIM PARTICIPACOES S.A. AND NOVA MARLIM PARTICIPACOES S.A. ("ASSESSMENT REPORTS"), UNDER THE TERMS OF PARAGRAPH 1 OF ARTICLE 227	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

04	OF ACT 6404/76, AS AMENDED APPROVE THE ASSESSMENT REPORTS PREPARED BY KPMG AUDITORES INDEPENDENTES AT BOOK VALUE FOR THE ASSESSMENT OF THE NET WORTH OF MARLIM PARTICIPACOES S.A. AND OF NOVA MARLIM PARTICIPACOES S.A.	Management	For	For
05	APPROVE THE INCORPORATION OF MARLIM PARTICIPACOES S.A. AND NOVA MARLIM PARTICIPACOES S.A. INTO THE COMPANY, WITH NO INCREASE TO THE COMPANY'S JOINT STOCK	Management	For	For

HARMAN INTERNATIONAL INDUSTRIES, INC.

SECURITY	413086109	MEETING TYPE	Annual
TICKER SYMBOL	HAR	MEETING DATE	08-Dec-2010
ISIN	US4130861093	AGENDA	933338976 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 DR. HARALD EINSMANN 2 A. MCLAUGHLIN KOROLOGOS 3 KENNETH M. REISS PROPOSAL TO AMEND THE	Management	For For For	For For For
02	AMENDED AND RESTATED 2002 STOCK OPTION AND INCENTIVE PLAN.	Management	Against	Against

COGECO INC.

SECURITY	19238T100	MEETING TYPE	Annual
TICKER SYMBOL	CGECF	MEETING DATE	15-Dec-2010
ISIN	CA19238T1003	AGENDA	933349777 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 LOUIS AUDET 2 MARIO BERTRAND 3 ANDR BROUSSEAU 4 PIERRE L. COMTOIS 5 PAULE DOR 6 CLAUDE A. GARCIA 7 DAVID MCAUSLAND 8 JAN PEETERS	Management	For For For For For For For For	For For For For For For For For
02	APPOINT SAMSON B LAIR / DELOITTE & TOUCHE			

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

S.E.N.C.R.L., CHARTERED  
ACCOUNTANTS, AS AUDITORS  
AND AUTHORIZE THE BOARD  
TO FIX THEIR REMUNERATION.      Management      For      For

### EMMIS COMMUNICATIONS CORPORATION

SECURITY            291525202            MEETING TYPE    Annual  
TICKER SYMBOL    EMMSP                MEETING DATE    17-Dec-2010  
ISIN                US2915252025        AGENDA            933346339 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR	Management		
	1    JEFFREY H. SMULYAN		For	For
	2    GREG A. NATHANSON		For	For
2	APPROVAL OF THE 2010 EQUITY COMPENSATION PLAN, AS SET FORTH IN EXHIBIT A TO THE ACCOMPANYING PROXY STATEMENT.	Management	Against	Against

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
14

### EMMIS COMMUNICATIONS CORPORATION

SECURITY            291525202            MEETING TYPE    Annual  
TICKER SYMBOL    EMMSP                MEETING DATE    17-Dec-2010  
ISIN                US2915252025        AGENDA            933346339 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	DIRECTOR	Management	
	1    JEFFREY H. SMULYAN		For
	2    GREG A. NATHANSON		For
2	APPROVAL OF THE 2010 EQUITY COMPENSATION PLAN, AS SET FORTH IN EXHIBIT A TO THE ACCOMPANYING PROXY STATEMENT.	Management	Against
3	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS EMMIS' INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2011.	Management	For
4	TRANSACTION OF ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE MEETING AND ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING.	Management	For

### ALBERTO-CULVER COMPANY

SECURITY            013078100            MEETING TYPE    Special  
TICKER SYMBOL    ACV                    MEETING DATE    17-Dec-2010  
ISIN                US0130781000        AGENDA            933349537 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE
01	THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, BY AND AMONG UNILEVER N.V., A NETHERLANDS CORPORATION, SOLELY WITH RESPECT TO SECTION 5.10 THEREOF, UNILEVER PLC, A COMPANY INCORPORATED UNDER THE LAWS OF AND REGISTERED IN ENGLAND, CONOPCO, INC., A NEW YORK CORPORATION, ACE MERGER, INC., A DELAWARE CORPORATION, AND ALBERTO-CULVER COMPANY.	Management	For
02	THE PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.	Management	For

NEWALLIANCE BANCSHARES, INC.

SECURITY	650203102	MEETING TYPE	Special
TICKER SYMBOL	NAL	MEETING DATE	20-Dec-2010
ISIN	US6502031023	AGENDA	933347127 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 18, 2010, AND AS AMENDED, BY AND BETWEEN FIRST NIAGARA FINANCIAL GROUP, INC., FNFG MERGER SUB, INC. AND NEWALLIANCE BANCSHARES, INC. AND APPROVE THE TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, INCLUDING THE MERGER OF FNFG MERGER SUB, INC. WITH AND INTO NEWALLIANCE BANCSHARES, INC.	Management	For
02	TO APPROVE ONE OR MORE ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE AGREEMENT AND PLAN OF MERGER.	Management	For

HELLENIC TELECOMMUNICATIONS ORGANIZATION S A

SECURITY	X3258B102	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	23-Dec-2010
ISIN	GRS260333000	AGENDA	702723924 - Management

ITEM	PROPOSAL	TYPE	VOTE	FO	MA
1.	Announcement of the election of a new Member of the Board of Directors, pursuant to Article 9, Par. 4 of the Company's Articles of Incorporation	Management	For	FO	MA

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- |    |  |                          |     |    |
|----|--|--------------------------|-----|----|
| 2. | Approval of the termination of the contract independent services agreement between OTE and the former Chairman of the Board of Directors and Chief Executive Officer of the Company, dated 25 June 2009, pursuant to the second section of term 9 thereof      | Management               | For | Fo |
| 3. | Approval of a contract between the Company and the Chief Executive Officer, pursuant to Article 23A of Codified Law 2190.1920, and granting of power to sign it  | Management               | For | Fo |
| 4. | Miscellaneous announcements<br>PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE RECORD DATE-. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU. | Management<br>Non-Voting | For | Fo |

HELLENIC TELECOMMUNICATIONS ORG. S.A.

SECURITY	423325307	MEETING TYPE	Special
TICKER SYMBOL	HLTOY	MEETING DATE	23-Dec-2010
ISIN	US4233253073	AGENDA	933359615 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
02	APPROVAL OF THE TERMINATION OF THE CONTRACT (INDEPENDENT SERVICES AGREEMENT) BETWEEN OTE AND THE FORMER CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, DATED 25-6-2009, PURSUANT TO THE SECOND SECTION OF TERM 9 THEREOF.	Management	For	
03	APPROVAL OF A CONTRACT BETWEEN THE COMPANY AND THE CHIEF EXECUTIVE OFFICER, PURSUANT TO ARTICLE 23A OF CODIFIED LAW 2190/1920, AND GRANTING OF POWER TO SIGN IT.	Management	For	

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
15

WALGREEN CO.

SECURITY	931422109	MEETING TYPE	Annual
TICKER SYMBOL	WAG	MEETING DATE	12-Jan-2011
ISIN	US9314221097	AGENDA	933353447 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: DAVID J. BRAILER	Management	For	For
1B	ELECTION OF DIRECTOR: STEVEN A. DAVIS	Management	For	For
1C	ELECTION OF DIRECTOR: WILLIAM C. FOOTE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1D	ELECTION OF DIRECTOR: MARK P. FRISSORA	Management	For	For
1E	ELECTION OF DIRECTOR: GINGER L. GRAHAM	Management	For	For
1F	ELECTION OF DIRECTOR: ALAN G. MCNALLY	Management	For	For
1G	ELECTION OF DIRECTOR: NANCY M. SCHLICHTING	Management	For	For
1H	ELECTION OF DIRECTOR: DAVID Y. SCHWARTZ	Management	For	For
1I	ELECTION OF DIRECTOR: ALEJANDRO SILVA	Management	For	For
1J	ELECTION OF DIRECTOR: JAMES A. SKINNER	Management	For	For
1K	ELECTION OF DIRECTOR: GREGORY D. WASSON	Management	For	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS WALGREEN CO.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	AMEND THE WALGREEN CO. ARTICLES OF INCORPORATION TO REVISE THE PURPOSE CLAUSE.	Management	For	For
04	AMEND THE WALGREEN CO. ARTICLES OF INCORPORATION TO ELIMINATE CERTAIN SUPERMAJORITY VOTE REQUIREMENTS.	Management	For	For
05	AMEND THE WALGREEN CO. ARTICLES OF INCORPORATION TO ELIMINATE THE "FAIR PRICE" CHARTER PROVISION APPLICABLE TO CERTAIN BUSINESS COMBINATIONS.	Management	For	For
06	SHAREHOLDER PROPOSAL ON A POLICY TO CHANGE THE VOTE REQUIRED FOR SHAREHOLDERS TO CALL SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL ON A POLICY THAT A SIGNIFICANT PORTION OF FUTURE STOCK OPTION GRANTS TO SENIOR EXECUTIVES SHOULD BE PERFORMANCE-BASED.	Shareholder	Against	For

### BUCYRUS INTERNATIONAL, INC.

SECURITY	118759109	MEETING TYPE	Special
TICKER SYMBOL	BCUY	MEETING DATE	20-Jan-2011
ISIN	US1187591094	AGENDA	933361949 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 14, 2010, AS IT MAY BE AMENDED FROM TIME TO TIME, ("THE MERGER AGREEMENT"), BY AND AMONG BUCYRUS INTERNATIONAL, INC., CATERPILLAR INC., AND BADGER MERGER SUB, INC.	Management	For	For
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

### HERA SPA, BOLOGNA

SECURITY	T5250M106	MEETING TYPE	MIX
----------	-----------	--------------	-----



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL		MEETING DATE	26-Jan-2011
ISIN	IT0001250932	AGENDA	702739561 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 27 JANUARY 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL-REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting	
E.1	Corporate capital increase in split up form, at exclusive service of the bond conversion for a total maximum amount of EUR 140,000,000, named EUR 130 million senior equity linked bonds due 2013, reserved to qualified investors, deliberated by the board of directors on 10 November 2010, for a total maximum amount of EUR 80,000,000, through the issuance of max 80,000,000 ord shares, with the exclusion of the option right as per art 2441, item 5 of the Italian Civil Code. Amendment to art 5 of the corporate bylaws. Related and consequential resolutions	Management	For
E.2	Amendment to art 8, 14 and 17 of the corporate bylaws	Management	For
E.3	Amendment to art 10, 11, 12, 26 and 27 of the corporate bylaws	Management	For
O.1	Amendment of art 2, 3, 4 and 6 of company	Management	For
O.2	Emoluments of the auditors. Any adjournment thereof	Management	For

AIR PRODUCTS AND CHEMICALS, INC.

SECURITY	009158106	MEETING TYPE	Annual
TICKER SYMBOL	APD	MEETING DATE	27-Jan-2011
ISIN	US0091581068	AGENDA	933358699 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
01	DIRECTOR	Management		
	1 CHADWICK C. DEATON		For	For
	2 MICHAEL J. DONAHUE		For	For
	3 URSULA O. FAIRBAIRN		For	For
	4 LAWRENCE S. SMITH		For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 16

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF EXECUTIVE OFFICERS.	Management	Abstain	Agains
04	FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION. TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Agains
05	APPROVAL OF ANNUAL INCENTIVE PLAN TERMS. TO APPROVE THE ANNUAL INCENTIVE PLAN TERMS TO PERMIT EXCLUSION FROM TAX DEDUCTION LIMITS.	Management	For	For

ASHLAND INC.

SECURITY	044209104	MEETING TYPE	Annual
TICKER SYMBOL	ASH	MEETING DATE	27-Jan-2011
ISIN	US0442091049	AGENDA	933358853 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
1A	ELECTION OF CLASS I DIRECTOR: KATHLEEN LIGOCKI	Management	For	For
1B	ELECTION OF CLASS I DIRECTOR: JAMES J. O'BRIEN	Management	For	For
1C	ELECTION OF CLASS I DIRECTOR: BARRY W. PERRY	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2011.	Management	For	For
03	APPROVAL OF THE 2011 ASHLAND INC. INCENTIVE PLAN.	Management	For	For
04	APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ASHLAND INC. PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.	Management	Abstain	Agains
05	WHETHER THE SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS REQUIRED BY SECTION 14A(A)(2) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, SHOULD OCCUR EVERY.	Management	Abstain	Agains

THE LACLEDE GROUP, INC.

SECURITY	505597104	MEETING TYPE	Annual
TICKER SYMBOL	LG	MEETING DATE	27-Jan-2011
ISIN	US5055971049	AGENDA	933359350 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAIN MANAGEMENT
------	----------	------	------	-------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

01	DIRECTOR	Management		
	1 EDWARD L. GLOTZBACH		For	For
	2 W. STEPHEN MARITZ		For	For
	3 JOHN P. STUPP, JR.		For	For
02	RE-APPROVAL OF ANNUAL INCENTIVE PLAN.	Management	For	For
03	RE-APPROVAL OF THE 2006 EQUITY INCENTIVE PLAN, AS AMENDED.	Management	For	For
04	ADVISORY NONBINDING APPROVAL OF RESOLUTION TO APPROVE COMPENSATION OF EXECUTIVES.	Management	Abstain	Against
05	ADVISORY NONBINDING APPROVAL OF INTERVAL AT WHICH WE SEEK SHAREHOLDER APPROVAL OF COMPENSATION OF EXECUTIVES.	Management	Abstain	Against
06	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Management	For	For

SALLY BEAUTY HOLDINGS, INC.

SECURITY	79546E104	MEETING TYPE	Annual
TICKER SYMBOL	SBH	MEETING DATE	28-Jan-2011
ISIN	US79546E1047	AGENDA	933358702 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 KATHLEEN J. AFFELDT		For	For
	2 WALTER L. METCALFE, JR.		For	For
	3 EDWARD W. RABIN		For	For
	4 GARY G. WINTERHALTER		For	For
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2011.	Management	For	For
03	APPROVAL OF THE COMPENSATION OF THE CORPORATION'S EXECUTIVE OFFICERS INCLUDING THE CORPORATION'S COMPENSATION PRACTICES AND PRINCIPLES AND THEIR IMPLEMENTATION.	Management	Abstain	Against
04	FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 17

PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY	71654V408	MEETING TYPE	Special
----------	-----------	--------------	---------

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL PBR MEETING DATE 31-Jan-2011  
 ISIN US71654V4086 AGENDA 933365113 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
A	MERGER OF COMPERJ BASIC PETROCHEMICALS S.A. ("UPB") AND OF COMPERJ PET S.A. ("PET") INTO PETROBRAS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
B	APPROVE THE PROPOSED AMENDMENT TO PETROBRAS' BYLAWS, UNDER THE TERMS, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For

ROCKWELL AUTOMATION, INC.

SECURITY 773903109 MEETING TYPE Annual  
 TICKER SYMBOL ROK MEETING DATE 01-Feb-2011  
 ISIN US7739031091 AGENDA 933359906 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
A	DIRECTOR	Management		
	1 DONALD R. PARFET		For	For
	2 STEVEN R. KALMANSON		For	For
	3 JAMES P. KEANE		For	For
B	TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
C	TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
D	TO APPROVE ON AN ADVISORY BASIS THE FREQUENCY OF THE VOTE ON THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

INGLES MARKETS, INCORPORATED

SECURITY 457030104 MEETING TYPE Annual  
 TICKER SYMBOL IMKTA MEETING DATE 08-Feb-2011  
 ISIN US4570301048 AGENDA 933361141 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 FRED D. AYERS		For	For
	2 JOHN O. POLLARD		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

02	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION, AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
03	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
04	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 24, 2011.	Management	For	For
05	STOCKHOLDER PROPOSAL CONCERNING EQUAL SHAREHOLDER VOTING.	Shareholder	Against	For

CRUCELL N.V.

SECURITY	228769105	MEETING TYPE	Special
TICKER SYMBOL	CRXL	MEETING DATE	08-Feb-2011
ISIN	US2287691057	AGENDA	933366608 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGA MANAGEM
3A	PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION OF THE COMPANY WITH EFFECT OF THE SETTLEMENT DATE, BEING THE DATE NO LATER THAN THE THIRD BUSINESS DAY AFTER THE DATE THE OFFER HAS BEEN DECLARED UNCONDITIONAL, UNDER THE CONDITION PRECEDENT OF THE CONTEMPLATED OFFER OF JOHNSON & JOHNSON FOR ALL THE ISSUED AND OUTSTANDING SHARES IN THE CAPITAL OF THE COMPANY (THE OFFER) BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
3B	PROPOSAL TO AUTHORISE EACH MEMBER OF THE BOARD OF MANAGEMENT OF THE COMPANY AND ALSO EACH CIVIL LAW NOTARY, DEPUTY CIVIL LAW NOTARY AND NOTARIAL ASSISTANT OF ALLEN & OVERY LLP, EACH OF THEM SEVERALLY, WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL, TO APPLY TO THE DUTCH MINISTRY OF JUSTICE FOR THE STATEMENT OF NO OBJECTIONS AND TO HAVE THE DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION EXECUTED. (RESOLUTION).	Management	For	For
04	RESIGNATION SUPERVISORY BOARD AND DISCHARGE: RESIGNATION OF MESSRS. W.M. BURNS, S.A. DAVIS, P. SATOW, J.S.S. SHANNON, G.R. SIBER, F.F. WALLER AND C.-E. WILHELMSSON AS MEMBERS OF THE SUPERVISORY BOARD AND THE PROPOSAL TO GRANT DISCHARGE WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5A	PROPOSAL TO APPOINT MR. J.H.J. PEETERS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5B	PROPOSAL TO APPOINT MR. P. STOFFELS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 18

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
5C	PROPOSAL TO APPOINT MR. T.J. HEYMAN AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5D	PROPOSAL TO APPOINT MR. J.J.U. VAN HOOFF AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5E	PROPOSAL TO APPOINT MS. J.V. GRIFFITHS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5F	PROPOSAL TO APPOINT MR. B.W. VAN ZIJLL LANGHOUT AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5G	PROPOSAL TO APPOINT MR. P. KORTE AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5H	PROPOSAL TO APPOINT MR. D.-J. ZWEERS AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For
5I	PROPOSAL TO APPOINT MR. J.C. BOT AS MEMBER OF THE SUPERVISORY BOARD WITH EFFECT OF THE SETTLEMENT DATE, UNDER THE CONDITION PRECEDENT OF THE OFFER BEING DECLARED UNCONDITIONAL. (RESOLUTION).	Management	For	For

ATMOS ENERGY CORPORATION

SECURITY	049560105	MEETING TYPE	Annual
TICKER SYMBOL	ATO	MEETING DATE	09-Feb-2011
ISIN	US0495601058	AGENDA	933360199 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: KIM R. COCKLIN	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1B	ELECTION OF DIRECTOR: RICHARD W. DOUGLAS	Management	For	For
1C	ELECTION OF DIRECTOR: RUBEN E. ESQUIVEL	Management	For	For
1D	ELECTION OF DIRECTOR: RICHARD K. GORDON	Management	For	For
02	PROPOSAL TO AMEND THE COMPANY'S 1998 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE UNDER THE PLAN AND TO EXTEND THE TERM OF THE PLAN FOR AN ADDITIONAL FIVE YEARS.	Management	For	For
03	PROPOSAL TO AMEND THE COMPANY'S ANNUAL INCENTIVE PLAN FOR MANAGEMENT TO EXTEND THE TERM FOR AN ADDITIONAL FIVE YEARS.	Management	For	For
04	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.	Management	For	For
05	PROPOSAL FOR AN ADVISORY VOTE BY SHAREHOLDERS TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS FOR FISCAL 2010 ("SAY ON PAY").	Management	Abstain	Against
06	PROPOSAL FOR AN ADVISORY VOTE ON THE FREQUENCY OF VOTE ON SAY ON PAY IN FUTURE YEARS.	Management	Abstain	Against

### NAVISTAR INTERNATIONAL CORPORATION

SECURITY	63934E108	MEETING TYPE	Annual
TICKER SYMBOL	NAV	MEETING DATE	15-Feb-2011
ISIN	US63934E1082	AGENDA	933365707 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JAMES H. KEYES		For	For
	2 JOHN D. CORRENTI		For	For
	3 DANIEL C. USTIAN		For	For
02	VOTE TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	VOTE TO APPROVE AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 110,000,000 TO 220,000,000.	Management	For	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF A POLICY TO OBTAIN STOCKHOLDER APPROVAL FOR CERTAIN FUTURE SEVERANCE AGREEMENTS.	Shareholder	Against	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 19

DEERE & COMPANY

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	244199105	MEETING TYPE	Annual
TICKER SYMBOL	DE	MEETING DATE	23-Feb-2011
ISIN	US2441991054	AGENDA	933366343 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Management	For	For
1B	ELECTION OF DIRECTOR: DIPAK C. JAIN	Management	For	For
1C	ELECTION OF DIRECTOR: JOACHIM MILBERG	Management	For	For
1D	ELECTION OF DIRECTOR: RICHARD B. MYERS	Management	For	For
02	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")	Management	Abstain	Against
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011	Management	For	For

### ALBERTO-CULVER COMPANY

SECURITY	013078100	MEETING TYPE	Annual
TICKER SYMBOL	ACV	MEETING DATE	24-Feb-2011
ISIN	US0130781000	AGENDA	933368878 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 THOMAS A. DATTILO		For	For
	2 JIM EDGAR		For	For
	3 SAM J. SUSSER		For	For
02	A NON-BINDING ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	A NON-BINDING ADVISORY VOTE ON THE APPROVAL OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

### WHOLE FOODS MARKET, INC.

SECURITY	966837106	MEETING TYPE	Annual
TICKER SYMBOL	WFMI	MEETING DATE	28-Feb-2011
ISIN	US9668371068	AGENDA	933366115 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 DR. JOHN ELSTROTT		For	For
	2 GABRIELLE GREENE		For	For
	3 SHAHID (HASS) HASSAN		For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4	STEPHANIE KUGELMAN		For	For
5	JOHN MACKEY		For	For
6	WALTER ROBB		For	For
7	JONATHAN SEIFFER		For	For
8	MORRIS (MO) SIEGEL		For	For
9	JONATHAN SOKOLOFF		For	For
10	DR. RALPH SORENSON		For	For
11	W. (KIP) TINDELL, III		For	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG, LLP AS INDEPENDENT AUDITOR FOR THE COMPANY FOR FISCAL YEAR 2011.	Management	For	For
03	RATIFICATION OF THE COMPENSATION PACKAGE GRANTED TO OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
04	ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
05	SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S BYLAWS TO PERMIT REMOVAL OF DIRECTORS WITH OR WITHOUT CAUSE.	Shareholder	Against	For
06	SHAREHOLDER PROPOSAL TO REQUIRE THE COMPANY TO HAVE, WHENEVER POSSIBLE, AN INDEPENDENT CHAIRMAN OF THE BOARD OF DIRECTORS WHO HAS NOT PREVIOUSLY SERVED AS AN EXECUTIVE OFFICER OF THE COMPANY.	Shareholder	Against	For

NSTAR

SECURITY	67019E107	MEETING TYPE	Special
TICKER SYMBOL	NST	MEETING DATE	04-Mar-2011
ISIN	US67019E1073	AGENDA	933365086 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGA MANAGEM
01	PROPOSAL TO APPROVE THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 16, 2010, AS AMENDED ON NOVEMBER 1, 2010 AND DECEMBER 16, 2010, BY AND AMONG NORTHEAST UTILITIES, NU HOLDING ENERGY 1 LLC, NU HOLDING ENERGY 2 LLC AND NSTAR, AS IT MAY BE FURTHER AMENDED FROM TIME TO TIME, AND ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For	For
02	PROPOSAL TO ADJOURN THE NSTAR SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE MERGER AND AGREEMENT AND PLAN OF MERGER.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 20

TYCO INTERNATIONAL LTD.

SECURITY	H89128104	MEETING TYPE	Annual
TICKER SYMBOL	TYC	MEETING DATE	09-Mar-2011
ISIN	CH0100383485	AGENDA	933367395 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGA MANAGEM
01	TO APPROVE THE ANNUAL REPORT, THE PARENT COMPANY FINANCIAL STATEMENTS OF TYCO INTERNATIONAL LTD ("TYCO") AND FINANCIAL STATEMENTS FOR YEAR ENDED SEPTEMBER 24, 2010.	Management	For	For
02	TO DISCHARGE THE BOARD OF DIRECTORS FROM LIABILITY FOR THE FINANCIAL YEAR ENDED SEPTEMBER 24, 2010.	Management	For	For
03	DIRECTOR	Management		
	1 EDWARD D. BREEN		For	For
	2 MICHAEL E. DANIELS		For	For
	3 TIMOTHY M. DONAHUE		For	For
	4 BRIAN DUPERREAUULT		For	For
	5 BRUCE S. GORDON		For	For
	6 RAJIV L. GUPTA		For	For
	7 JOHN A. KROL		For	For
	8 BRENDAN R. O'NEILL		For	For
	9 DINESH PALIWAL		For	For
	10 WILLIAM S. STAVROPOULOS		For	For
	11 SANDRA S. WIJNBERG		For	For
	12 R. DAVID YOST		For	For
4A	TO ELECT DELOITTE AG (ZURICH) AS STATUTORY AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
4B	TO RATIFY APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
4C	TO ELECT PRICEWATERHOUSECOOPERS AG (ZURICH) AS SPECIAL AUDITORS UNTIL THE NEXT ANNUAL GENERAL MEETING.	Management	For	For
5A	TO APPROVE THE ALLOCATION OF FISCAL YEAR 2010 RESULTS.	Management	For	For
5B	TO APPROVE THE PAYMENT OF AN ORDINARY CASH DIVIDEND IN THE AMOUNT OF \$1.00 PER SHARE TO BE MADE OUT OF TYCO'S "CONTRIBUTED SURPLUS" EQUITY POSITION IN ITS STATUTORY ACCOUNTS.	Management	For	For
06	APPROVAL OF AN AMENDMENT TO TYCO'S ARTICLES OF	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	ASSOCIATION TO RENEW THE AMOUNT OF AUTHORIZED SHARE CAPITAL.			
07	TO APPROVE THE CANCELLATION OF REPURCHASED TREASURY SHARES.	Management	For	For
8A	TO CAST A NON-BINDING ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
8B	TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF THE EXECUTIVE COMPENSATION VOTE.	Management	Abstain	Against

### TYCO ELECTRONICS LTD

SECURITY	H8912P106	MEETING TYPE	Annual
TICKER SYMBOL	TEL	MEETING DATE	09-Mar-2011
ISIN	CH0102993182	AGENDA	933369755 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: PIERRE R. BRONDEAU	Management	For	For
1B	ELECTION OF DIRECTOR: JUERGEN W. GROMER	Management	For	For
1C	ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ	Management	For	For
1D	ELECTION OF DIRECTOR: THOMAS J. LYNCH	Management	For	For
1E	ELECTION OF DIRECTOR: DANIEL J. PHELAN	Management	For	For
1F	ELECTION OF DIRECTOR: FREDERIC M. POSES	Management	For	For
1G	ELECTION OF DIRECTOR: LAWRENCE S. SMITH	Management	For	For
1H	ELECTION OF DIRECTOR: PAULA A. SNEED	Management	For	For
1I	ELECTION OF DIRECTOR: DAVID P. STEINER	Management	For	For
1J	ELECTION OF DIRECTOR: JOHN C. VAN SCOTER	Management	For	For
2A	TO APPROVE THE 2010 ANNUAL REPORT OF TYCO ELECTRONICS LTD. (EXCLUDING THE STATUTORY FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010 AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010)	Management	For	For
2B	TO APPROVE THE STATUTORY FINANCIAL STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010	Management	For	For
2C	TO APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010	Management	For	For
03	TO RELEASE THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF TYCO ELECTRONICS FOR ACTIVITIES DURING THE FISCAL YEAR ENDED SEPTEMBER 24, 2010	Management	For	For
4A	TO ELECT DELOITTE & TOUCHE LLP AS TYCO ELECTRONICS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011	Management	For	For
4B	TO ELECT DELOITTE AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SWISS REGISTERED AUDITOR UNTIL THE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4C	NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS TO ELECT PRICEWATERHOUSECOOPERS AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SPECIAL AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS	Management	For	For
05	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 21

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
06	AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. THERE IS NO MANAGEMENT RECOMMENDATION FOR PROPOSAL 6. IF NO DIRECTION IS MADE OR GIVEN, THIS PROPOSAL WILL BE VOTED AS ABSTAIN.	Management	Abstain	
07	TO APPROVE A DIVIDEND PAYMENT TO SHAREHOLDERS IN A SWISS FRANC AMOUNT EQUAL TO US\$0.72 PER ISSUED SHARE (INCLUDING TREASURY SHARES) TO BE PAID IN FOUR EQUAL QUARTERLY INSTALLMENTS OF US\$0.18 STARTING WITH THE THIRD FISCAL QUARTER OF 2011 AND ENDING IN THE SECOND FISCAL QUARTER OF 2012 PURSUANT TO THE TERMS OF THE DIVIDEND RESOLUTION	Management	For	For
08	TO APPROVE THE CHANGE OF TYCO ELECTRONICS' CORPORATE NAME FROM "TYCO ELECTRONICS LTD." TO "TE CONNECTIVITY LTD." AND RELATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Management	For	For
09	TO APPROVE THE RENEWAL OF AUTHORIZED CAPITAL AND RELATED AMENDMENT TO THE ARTICLES OF ASSOCIATION	Management	For	For
10	TO APPROVE A REDUCTION OF SHARE CAPITAL FOR SHARES ACQUIRED UNDER TYCO ELECTRONICS' SHARE REPURCHASE PROGRAM AND RELATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Management	For	For
11	TO APPROVE AN AUTHORIZATION RELATED TO TYCO ELECTRONICS' SHARE REPURCHASE PROGRAM	Management	For	For
12	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE ANNUAL GENERAL MEETING	Management	For	For

### TYCO ELECTRONICS LTD

SECURITY	H8912P106	MEETING TYPE	Annual
TICKER SYMBOL	TEL	MEETING DATE	09-Mar-2011
ISIN	CH0102993182	AGENDA	933374910 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: PIERRE R. BRONDEAU	Management	For	For
1B	ELECTION OF DIRECTOR: JUERGEN W. GROMER	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1C	ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ	Management	For	For
1D	ELECTION OF DIRECTOR: THOMAS J. LYNCH	Management	For	For
1E	ELECTION OF DIRECTOR: DANIEL J. PHELAN	Management	For	For
1F	ELECTION OF DIRECTOR: FREDERIC M. POSES	Management	For	For
1G	ELECTION OF DIRECTOR: LAWRENCE S. SMITH	Management	For	For
1H	ELECTION OF DIRECTOR: PAULA A. SNEED	Management	For	For
1I	ELECTION OF DIRECTOR: DAVID P. STEINER	Management	For	For
1J	ELECTION OF DIRECTOR: JOHN C. VAN SCOTER	Management	For	For
2A	TO APPROVE THE 2010 ANNUAL REPORT OF TYCO ELECTRONICS LTD. (EXCLUDING THE STATUTORY FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010 AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010)	Management	For	For
2B	TO APPROVE THE STATUTORY FINANCIAL STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010	Management	For	For
2C	TO APPROVE THE CONSOLIDATED FINANCIAL STATEMENTS OF TYCO ELECTRONICS LTD. FOR THE FISCAL YEAR ENDED SEPTEMBER 24, 2010	Management	For	For
03	TO RELEASE THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF TYCO ELECTRONICS FOR ACTIVITIES DURING THE FISCAL YEAR ENDED SEPTEMBER 24, 2010	Management	For	For
4A	TO ELECT DELOITTE & TOUCHE LLP AS TYCO ELECTRONICS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011	Management	For	For
4B	TO ELECT DELOITTE AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SWISS REGISTERED AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS	Management	For	For
4C	TO ELECT PRICEWATERHOUSECOOPERS AG, ZURICH, SWITZERLAND, AS TYCO ELECTRONICS' SPECIAL AUDITOR UNTIL THE NEXT ANNUAL GENERAL MEETING OF TYCO ELECTRONICS	Management	For	For
05	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
06	AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. THERE IS NO MANAGEMENT RECOMMENDATION FOR PROPOSAL 6. IF NO DIRECTION IS MADE OR GIVEN, THIS PROPOSAL WILL BE VOTED AS ABSTAIN.	Management	Abstain	Against
07	TO APPROVE A DIVIDEND PAYMENT TO SHAREHOLDERS IN A SWISS FRANC AMOUNT EQUAL TO US\$0.72 PER ISSUED SHARE (INCLUDING TREASURY SHARES) TO BE PAID IN FOUR EQUAL QUARTERLY INSTALLMENTS OF US\$0.18 STARTING WITH THE THIRD FISCAL QUARTER OF 2011 AND ENDING IN THE SECOND FISCAL QUARTER OF 2012 PURSUANT TO THE TERMS OF THE DIVIDEND RESOLUTION	Management	For	For
08	TO APPROVE THE CHANGE OF TYCO ELECTRONICS' CORPORATE NAME FROM "TYCO ELECTRONICS LTD." TO "TE CONNECTIVITY LTD." AND RELATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	Management	For	For
09	TO APPROVE THE RENEWAL OF AUTHORIZED CAPITAL AND RELATED AMENDMENT TO THE ARTICLES OF ASSOCIATION	Management	For	For
10	TO APPROVE A REDUCTION OF SHARE CAPITAL FOR	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SHARES ACQUIRED UNDER TYCO ELECTRONICS' SHARE REPURCHASE PROGRAM AND RELATED AMENDMENTS TO THE ARTICLES OF ASSOCIATION				
11	TO APPROVE AN AUTHORIZATION RELATED TO TYCO ELECTRONICS' SHARE REPURCHASE PROGRAM	Management	For	For
12	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE ANNUAL GENERAL MEETING	Management	For	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 22  
 The Gabelli Dividend Income Trust

### NATIONAL FUEL GAS COMPANY

SECURITY	636180101	MEETING TYPE	Annual
TICKER SYMBOL	NFG	MEETING DATE	10-Mar-2011
ISIN	US6361801011	AGENDA	933368157 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 ROBERT T. BRADY		For	For
	2 ROLLAND E. KIDDER		For	For
	3 FREDERIC V. SALERNO		For	For
02	VOTE TO RATIFY PRICEWATERHOUSECOOPERS LLP AS OUR REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ADVISORY VOTE TO APPROVE COMPENSATION OF EXECUTIVES	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF VOTE TO APPROVE COMPENSATION OF EXECUTIVES	Management	Abstain	Against

### KOREA ELECTRIC POWER CORPORATION

SECURITY	500631106	MEETING TYPE	Annual
TICKER SYMBOL	KEP	MEETING DATE	11-Mar-2011
ISIN	US5006311063	AGENDA	933377459 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	SHAREHOLDER APPROVAL OF THE NON-CONSOLIDATED BALANCE SHEETS, STATEMENTS OF INCOME AND STATEMENTS OF DISPOSITION OF DEFICIT AS OF OR FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010, EACH PREPARED IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN KOREA, OR KOREAN GAAP	Management	For	For
02	CEILING ON REMUNERATION OF KEPCO'S DIRECTORS	Management	For	For
3A	APPOINTMENT OF STANDING DIRECTOR: CHONG-YOUNG KIM	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3B	APPOINTMENT OF STANDING DIRECTOR: JONG-HO KIM	Management	For	For
3C	APPOINTMENT OF STANDING DIRECTOR: IN-KOOK CHO	Management	For	For

### COVIDIEN PLC

SECURITY	G2554F105	MEETING TYPE	Annual
TICKER SYMBOL	COV	MEETING DATE	15-Mar-2011
ISIN	IE00B3QN1M21	AGENDA	933367701 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Management	For	For
1B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Management	For	For
1C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Management	For	For
1E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Management	For	For
1F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Management	For	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Management	For	For
1H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Management	For	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For	For
1J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Management	For	For
1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Management	For	For
02	APPOINT THE INDEPENDENT AUDITORS AND AUTHORIZE THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Management	For	For
03	EFFECT A ONE-FOR-ONE HUNDRED REVERSE SPLIT FOLLOWED BY A ONE HUNDRED-FOR-ONE FORWARD SPLIT OF THE COMPANY'S ORDINARY SHARES.	Management	For	For
04	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against

### VIMPELCOM LTD.

SECURITY	92719A106	MEETING TYPE	Contested-Special
TICKER SYMBOL	VIP	MEETING DATE	17-Mar-2011
ISIN	US92719A1060	AGENDA	933373615 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE, FOR PURPOSES OF BYE-LAW 55.4(F) OF BYE-LAWS OF VIMPELCOM LTD., ISSUANCE BY VIMPELCOM LTD.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

OF UP TO 325,639,827 COMMON SHARES OF VIMPELCOM LTD. AND OF 305,000,000 CONVERTIBLE PREFERRED SHARES OF VIMPELCOM LTD. PURSUANT TO TERMS OF SHARE SALE AND EXCHANGE AGREEMENT RELATING TO ACQUISITION OF WIND TELECOM S.P.A. APPROVED BY SUPERVISORY BOARD ON JANUARY 16, 2011

02 TO INCREASE AUTHORIZED SHARE CAPITAL OF Management For For  
 VIMPELCOM LTD. TO US\$3,114,171.83 BY CREATION OF  
 630,639,827 NEW COMMON SHARES OF PAR VALUE  
 US\$0.001 EACH IN VIMPELCOM LTD. AND OF 305,000,000  
 NEW CONVERTIBLE PREFERRED SHARES OF PAR VALUE  
 US\$0.001 EACH IN VIMPELCOM LTD., THE NEW SHARES  
 HAVING THE RIGHTS AND BEING SUBJECT TO CONDITIONS  
 SET OUT IN THE VIMPELCOM LTD. BYE-LAWS

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 23

VIMPELCOM LTD.

SECURITY	92719A106	MEETING TYPE	Contested-Special
TICKER SYMBOL	VIP	MEETING DATE	17-Mar-2011
ISIN	US92719A1060	AGENDA	933373615 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE, FOR PURPOSES OF BYE-LAW 55.4(F) OF BYE-LAWS OF VIMPELCOM LTD., ISSUANCE BY VIMPELCOM LTD. OF UP TO 325,639,827 COMMON SHARES OF VIMPELCOM LTD. AND OF 305,000,000 CONVERTIBLE PREFERRED SHARES OF VIMPELCOM LTD. PURSUANT TO TERMS OF SHARE SALE AND EXCHANGE AGREEMENT RELATING TO ACQUISITION OF WIND TELECOM S.P.A. APPROVED BY SUPERVISORY BOARD ON JANUARY 16, 2011	Management	For	For
02	TO INCREASE AUTHORIZED SHARE CAPITAL OF VIMPELCOM LTD. TO US\$3,114,171.83 BY CREATION OF 630,639,827 NEW COMMON SHARES OF PAR VALUE US\$0.001 EACH IN VIMPELCOM LTD. AND OF 305,000,000 NEW CONVERTIBLE PREFERRED SHARES OF PAR VALUE US\$0.001 EACH IN VIMPELCOM LTD., THE NEW SHARES HAVING THE RIGHTS AND BEING SUBJECT TO CONDITIONS	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SET OUT IN THE VIMPELCOM LTD.  
BYE-LAWS

### WILMINGTON TRUST CORPORATION

SECURITY	971807102	MEETING TYPE	Special
TICKER SYMBOL	WL	MEETING DATE	22-Mar-2011
ISIN	US9718071023	AGENDA	933373259 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, OR MERGER AGREEMENT, DATED AS OF OCTOBER 31, 2010, BY AND AMONG M&T BANK CORPORATION, A NEW YORK CORPORATION, MTB ONE, INC., A DELAWARE CORPORATION AND WHOLLY OWNED DIRECT SUBSIDIARY OF M&T, AND WILMINGTON TRUST CORPORATION, PURSUANT TO WHICH MTB ONE, INC. WILL MERGE WITH AND INTO WILMINGTON TRUST CORPORATION.	Management	For	For
02	TO ADJOURN, POSTPONE OR CONTINUE THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE ADOPTION OF THE MERGER AGREEMENT.	Management	For	For

### PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY	71654V408	MEETING TYPE	Special
TICKER SYMBOL	PBR	MEETING DATE	04-Apr-2011
ISIN	US71654V4086	AGENDA	933398237 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	CHANGE IN THE WORDING OF THE CAPUT OF ARTICLE 20 OF THE COMPANY'S BYLAWS, BY EXCLUDING THE WORD "UP TO", AND ESTABLISHING THE NUMBER OF DIRECTORS.	Management	For	For
02	MERGER OF COMPANHIA MEXILHAO DO BRASIL TO PETROBRAS.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

SECURITY	806857108	MEETING TYPE	Annual
TICKER SYMBOL	SLB	MEETING DATE	06-Apr-2011
ISIN	AN8068571086	AGENDA	933377106 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: P. CAMUS	Management	For	For
1B	ELECTION OF DIRECTOR: P. CURRIE	Management	For	For
1C	ELECTION OF DIRECTOR: A. GOULD	Management	For	For
1D	ELECTION OF DIRECTOR: T. ISAAC	Management	For	For
1E	ELECTION OF DIRECTOR: K.V. KAMATH	Management	For	For
1F	ELECTION OF DIRECTOR: N. KUDRYAVTSEV	Management	For	For
1G	ELECTION OF DIRECTOR: A. LAJOUS	Management	For	For
1H	ELECTION OF DIRECTOR: M.E. MARKS	Management	For	For
1I	ELECTION OF DIRECTOR: E. MOLER	Management	For	For
1J	ELECTION OF DIRECTOR: L.R. REIF	Management	For	For
1K	ELECTION OF DIRECTOR: T.I. SANDVOLD	Management	For	For
1L	ELECTION OF DIRECTOR: H. SEYDOUX	Management	For	For
1M	ELECTION OF DIRECTOR: P. KIBSGAARD	Management	For	For
1N	ELECTION OF DIRECTOR: L.S. OLAYAN	Management	For	For
02	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO APPROVE THE AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON SHARE CAPITAL.	Management	For	For
05	TO APPROVE THE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO CLARIFY THE VOTING STANDARD IN CONTESTED DIRECTOR ELECTIONS AND TO MAKE CERTAIN OTHER CHANGES.	Management	For	For
06	TO APPROVE THE COMPANY'S FINANCIAL STATEMENTS AND DECLARATION OF	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

DIVIDENDS.  
 07 TO APPROVE THE APPOINTMENT Management For For  
 OF THE INDEPENDENT  
 REGISTERED PUBLIC  
 ACCOUNTING FIRM.

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 24

WADDELL & REED FINANCIAL, INC.

SECURITY 930059100 MEETING TYPE Annual  
 TICKER SYMBOL WDR MEETING DATE 06-Apr-2011  
 ISIN US9300591008 AGENDA 933378247 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 SHARILYN S. GASAWAY		For	For
	2 ALAN W. KOSLOFF		For	For
	3 JERRY W. WALTON		For	For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

DISCOVER FINANCIAL SERVICES

SECURITY 254709108 MEETING TYPE Annual  
 TICKER SYMBOL DFS MEETING DATE 07-Apr-2011  
 ISIN US2547091080 AGENDA 933374984 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Management	For	For
1B	ELECTION OF DIRECTOR : MARY K. BUSH	Management	For	For
1C	ELECTION OF DIRECTOR: GREGORY C. CASE	Management	For	For
1D	ELECTION OF DIRECTOR: ROBERT M. DEVLIN	Management	For	For
1E	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Management	For	For
1F	ELECTION OF DIRECTOR: RICHARD H. LENNY	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1G	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Management	For	For
1H	ELECTION OF DIRECTOR: MICHAEL H. MOSKOW	Management	For	For
1I	ELECTION OF DIRECTOR: DAVID W. NELMS	Management	For	For
1J	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Management	For	For
1K	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Management	For	For
02	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
04	APPROVAL OF AN AMENDMENT TO THE DISCOVER FINANCIAL SERVICES DIRECTORS' COMPENSATION PLAN.	Management	For	For
05	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

### THE BANK OF NEW YORK MELLON CORPORATION

SECURITY	064058100	MEETING TYPE	Annual
TICKER SYMBOL	BK	MEETING DATE	12-Apr-2011
ISIN	US0640581007	AGENDA	933386371 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RUTH E. BRUCH	Management	For	For
1B	ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO	Management	For	For
1C	ELECTION OF DIRECTOR: GERALD L. HASSELL	Management	For	For
1D	ELECTION OF DIRECTOR: EDMUND F. KELLY	Management	For	For
1E	ELECTION OF DIRECTOR: ROBERT P. KELLY	Management	For	For
1F	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Management	For	For
1G	ELECTION OF DIRECTOR: MICHAEL J. KOWALSKI	Management	For	For
1H	ELECTION OF DIRECTOR: JOHN A. LUKE, JR	Management	For	For
1I	ELECTION OF DIRECTOR: MARK A. NORDENBERG	Management	For	For
1J	ELECTION OF DIRECTOR: CATHERINE A. REIN	Management	For	For
1K	ELECTION OF DIRECTOR: WILLIAM C. RICHARDSON	Management	For	For
1L	ELECTION OF DIRECTOR: SAMUEL C. SCOTT III	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1M	ELECTION OF DIRECTOR: JOHN P. SURMA	Management	For	For
1N	ELECTION OF DIRECTOR: WESLEY W. VON SCHACK	Management	For	For
02	PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATING TO 2010 EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	PROPOSAL TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	PROPOSAL TO APPROVE AMENDED AND RESTATED LONG- TERM INCENTIVE PLAN.	Management	Against	Against
05	PROPOSAL TO APPROVE AMENDED AND RESTATED EXECUTIVE INCENTIVE COMPENSATION PLAN.	Management	For	For
06	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
07	STOCKHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shareholder	Against	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
25

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY	B10414116	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	13-Apr-2011
ISIN	BE0003810273	AGENDA	702858195 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE- REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL	Non-Voting		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED			
1	Motion for a resolution: proposal to amend the articles of association, pursuant to the introduction of article 526bis in the Belgian Code of Companies by the law of 17 December 2008 creating an audit committee in listed companies and financial institutions. Proposal to modify Article 18, section 3, subsection 2 and 3, of the Articles of Association as follows: replace "524(4)" by "526ter". Proposal to modify Article 25, section 2, subsection 1, of the Articles of Association as follows: After the words "The role of this Committee is", insert the words "to perform the tasks laid down in Article 526bis of the Code of Companies and more specifically" CONTD	Management	No Action	No
CONT	CONTD Proposal to modify Article 25, section 2, subsection 2, of the Articles-of Association as follows: After the words "which must ensure that" insert-the words "(i) the Committee is composed of non-executive Board Members and-that (ii)"	Non-Voting		
2	Motion for a resolution:proposal to amend the articles of association, pursuant to the introduction of article 526quater in the Belgian Code of Companies by the law of 23 April 2010 strengthening corporate governance for listed companies and state owned companies. Proposal to modify Article 25, Section 2, Sub-section 3, of the Articles of Association as follows: After the words "the Appointments and Remuneration Committee is composed of "replace ": (1) the Chairman of the Board of Directors; (2) two Independent	Management	No Action	No

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Board members appointed in accordance with Article 18, Section 3 of these Articles of Association and chosen by the Board of Directors; and (3) a Board Member appointed in accordance with Article 18, Section			
CONTD	CONTD 2, of these Articles of Association and chosen by the Board of Directors" by "minimum three and maximum five non-executive Directors, provided that the majority of the members of the Committee need to be independent Directors, appointed in accordance with Article 18, Section 3, of these Articles of Association. The Chairman of the Board of Directors is Chairman of the Committee." After the words "the Law of 21 March 1991" add the words "and in article 526quater of the Code of Companies"		Non-Voting	
3	Motion for a resolution: proposal to amend the articles of association in order to change the date of the Annual General Meeting from the second Wednesday in April to the third Wednesday in April. Proposal to amend Article 32, Sub-section 1, of the Articles of Association as follows: Replace the word "second" by the word "third"	Management	No Action	No
4	Motion for a resolution: proposal to amend the articles of association, pursuant to the possible adoption of a Belgian Law implementing the EU Directive 2007/36 of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, under the condition precedent of the adoption, the publication and the entering into force of such law. Proposal to amend Article 33 of the Articles of Association as follows: Replace the existing text of the first sub-section by: "Notices convening the general meetings include the legal mentions of article 533bis of the Code of Companies and must be published at least 30 days before the meeting in the Belgian Official Gazette, in at least one	Management	No Action	No
CONT	CONTD French-language and one Dutch-			

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	<p>language national          newspaper and via media-of which it          can be reasonably assumed          that they can provide an effective-          distribution of the information          within the European economic area          and which-are accessible in a          fast and non-discriminatory          way." In the second-sub-section          replace the word "fifteen" by "thirty".          After the fourth-sub-section          insert a new sub-section with the          following text: "One or more-          shareholders, who hold together,          at least 3 % of the Company's          share capital,-can request to add items          to be dealt with on the          agenda of the general-          meeting and propose motions for          resolutions related to items          included or to-be included on the          agenda. Such requests CONTD</p>				Non-Voting
CONT	<p>CONTD must comply with the          requirements of article 533ter of the          Code of-Companies. The items and          motions for resolution that are          included in the-agenda pursuant          to this clause, are only discussed          if the concerned share of-the          Company's share capital is          registered according to Article          34 of these-Articles of Association"</p>				Non-Voting
5	<p>Motion for a resolution: proposal to          amend the articles of          association, pursuant to the possible          adoption of a Belgian Law          implementing the EU Directive 2007/36          of 11 July 2007 on to the          exercise of certain rights of          shareholders in listed companies,          under the condition precedent of the          adoption, the publication and          the entering into force of such law.          Proposal to amend Article 34          of the Articles of Association as          follows: Replace the existing text          of the Article by: "Registration of          shares and notification of          participation to the general meeting          "Section 1 The right to          participate to a general meeting          of the Company and to exercise          the right to vote is only granted          based on an accounting CONTD</p>				Management No Action No

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 26



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CONT	<p>CONTD registration of the shares in the name of the shareholder, on the-fourteenth day before the general meeting at 12 PM Belgian time, either by a-recording of these shares in the register of shareholders of the Company,-either by recording them on the accounts of a recognized account holder or-settlement institution, either by presenting the bearer shares to a financial-institution, irrespective of the number of shares the shareholder possesses-on the day of the general meeting. The day and hour mentioned in this section-constitute the record date. Section 2 The shareholder notifies the Company of-his intention to participate to the general meeting, at the latest on the-sixth day before the date of the</p> <p>CONTD</p>	Non-Voting		
CONT	<p>CONTD meeting, in compliance with the formalities mentioned in the convening-notice, and upon submission of the proof of registration delivered to him by-the financial intermediary, the recognized account holder or the settlement-institution. Section 3 In a register, established by the Board of Directors,-for every shareholder who has indicated that he intends to participate to the-general meeting, his name, address or registered office, the number of shares-that he possessed on the record date and for which he intends to participate-to the general meeting, as well as a description of the documents-establishing that he owned the shares on the record date"</p>	Non-Voting		
6	<p>Motion for a resolution: proposal to amend the articles of association, pursuant to the possible adoption of a Belgian Law implementing the EU Directive 2007/36 of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, under the condition precedent of the adoption, the publication and the entering into force of such law. Proposa l to amend Article 35, sub-section 2, of the Articles of Association as follows: Replace</p>	Management	No Action	No Action

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	the existing text of sub-section 2 by: "Any shareholder may issue a proxy - in writing or in electronic form - to another person, be it a shareholder or not, to represent him at the general meeting. The proxy must be signed by the shareholder. Such proxies must be filed at least six days before the meeting concerned"			
7	Motion for a resolution: proposal to amend the articles of association, pursuant to the possible adoption of a Belgian Law implementing the EU Directive 2007/36 of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, under the condition precedent of the adoption, the publication and the entering into force of such law. Proposal to modify Article 37 of the Articles of Association as follows: Sub-section 1 becomes Section 1. Sub-section 2 becomes Section 2. In Section 2, before the current text, add the CONTD	Management	No Action	No Action
CONT	CONTD following text: "For every decision the minutes record the number of-shares for which valid votes are expressed, the percentage that these shares-represent in the total share of capital, the total number of valid votes, and-the number of votes in favor or against every decision, as well as the number-of abstentions, if any"	Non-Voting		
8	Motion for a resolution: proposal to amend the articles of association, pursuant to the possible adoption of a Belgian Law implementing the EU Directive 2007 /36 of 11 July 2007 on the exercise of certain rights of shareholders in listed companies, under the condition precedent of the adoption, the publication and the entering into force of such law. Proposal to include an Article 38 bis in the Articles of Association with the following text: "Article 38bis - Right to ask questions - As soon as the notice convening the general meeting is published, the shareholders, who comply with the formalities of Article 34 of these Articles of Association, have the right to ask questions in writing to the CONTD	Management	No Action	No Action
CONT	CONTD Directors, with respect to their report or to the items on	Non-Voting		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

9	<p>the agenda,-and to the auditors with respect to their report. Such questions must be-filed at least six days before the meeting concerned. The shareholders can-also ask oral questions during the meeting on the same subjects</p> <p>Motion for a resolution: proposal to amend the articles of association pursuant to the possible adoption of a Belgian Law implementing the EU Directive 2007/36 of 11 July 2007 related to the exercise of certain rights of shareholders in listed companies, under the condition precedent of the adoption, the publication and the entering into force of that law. Proposal to modify Article 39bis, of the Articles of Association as follows: Replace the existing text of sub-section 1 by: "All shareholders may vote by letter at any general meeting, using a form of which the model is determined by the Company and that contains the following information: (i) the name and address or registered office of the CONTD</p>	Management	No Action	No Action
CONT	<p>shareholder; (ii) the number of shares the shareholder will represent-when voting; (iii) the form of the shares; (iv) the agenda of the meeting,-including the motions for a resolution; (v) the deadline for the Company to-receive the form for voting by correspondence; (vi) the signature of the-shareholder; (vii) a clear indication, for each item on the agenda, of the-way he exercises his right of vote or abstains. For the calculation of the-quorum, only the forms that are received by the Company on the address-mentioned in the invitation, at the latest the sixth day before the meeting,-are taken into account. In sub-section 3, after the words "organizers can-control", add the words "the capacity and the identity of the shareholder-and"</p>	Non-Voting		
10	<p>Motion for a resolution: proposal to grant all powers to the Secretary General, with the power of substitution, to ensure the coordination of the Articles of Association to reflect the resolutions above. Proposal for a resolution: grant all powers to the Secretary General, with the power of substitution , to make available to the</p>	Management	No Action	No Action

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

shareholders an unofficial coordinated version of the Articles of Association - including the amendments to the Articles of Association under condition precedent - on the website [www.belgacom.com](http://www.belgacom.com)

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

27

BELGACOM SA DE DROIT PUBLIC, BRUXELLES

SECURITY	B10414116	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	13-Apr-2011
ISIN	BE0003810273	AGENDA	702859957 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF -ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
1	Examination of the annual reports of the Board of Directors of Belgacom SA-under public law with regard to the annual accounts and consolidated annual accounts at 31 December 2010	Non-Voting		
2	Examination of the reports of the Board of Auditors of Belgacom SA under public law with regard to the annual accounts and of the Auditor with regard to the consolidated annual accounts at 31 December 2010	Non-Voting		
3	Examination of the information provided by the Joint Committee	Non-Voting		
4	Examination of the consolidated annual accounts at 31 December 2010	Non-Voting		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5	Approval of the annual accounts with regard to the financial year closed on 31 December 2010, including the following allocation of the results: Profit of the period available for appropriation EUR 324,369,280.43; Net transfers from the reserves available EUR 401,793,828.41; Profit to be distributed EUR 726,163,108.84; Remuneration of capital (gross dividends) EUR 703,485,909.05; and Other beneficiaries (Personnel) EUR 22,677,199.79. For 2010, the gross dividend amounts to EUR 2.18 per share, entitling shareholders to a dividend net of withholding tax of EUR 1.6350 per share, from which, on 10 December 2010, an interim	Management	No Action	No Action
CONT	CONTD dividend of EUR 0.50 (EUR 0.375 per share net of withholding tax) was-paid; so that a gross dividend of EUR 1.68 per share (EUR 1.26 per share net of withholding tax) will be paid on 29 April 2011. The ex-dividend date is fixed on 26 April 2011, the record date on 28 April 2011 and the payment date on 29 April 2011	Non-Voting		
6	To approve the Remuneration Report	Management	No Action	No Action
7	Granting of a discharge to the members of the Board of Directors for the exercise of their mandate during the financial year closed on 31 December 2010	Management	No Action	No Action
8	Granting of a special discharge to Mr. Philip Hampton for the exercise of his mandate until 14 April 2010	Management	No Action	No Action
9	Granting of a discharge to the members of the Board of Auditors for the exercise of their mandate during the financial year closed on 31 December 2010	Management	No Action	No Action
10	Granting of a discharge to Deloitte Statutory Auditors SC sfd SCRL represented by Mr. G. Verstraeten and Mr. L. Van Coppenolle for the exercise of their mandate during the financial year closed on 31 December 2010	Management	No Action	No Action
11	Acknowledgment of resignation of Mr. Georges Jacobs as member of the Board. Mr. Jacobs resigns for having reached the age limit of 70 years	Non-Voting		
12	To appoint, on proposal of the Board of Directors and in accordance with the recommendation of the Nomination and Remuneration Committee, Mr. Pierre De Muelenaere as Board Member, for a period which will expire at the annual general meeting of 2017	Management	No Action	No Action
13	To set the remuneration for the mandate of Mr. Pierre De Muelenaere as follows: Fixed annual remuneration of EUR 25,000; Attendance fee of EUR 5,000 per Board meeting attended; Attendance fee of	Management	No Action	No Action

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

EUR 2,500 per Board advisory committee meeting attended; EUR 2,000 per year to cover communications costs

14 Miscellaneous Non-Voting

SULZER AG, WINTERTHUR

SECURITY H83580284 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 14-Apr-2011  
 ISIN CH0038388911 AGENDA 702853311 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTING INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE . IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE.	Non-Voting		
CMMT	PLEASE NOTE THAT THIS IS THE PART II OF THE MEETING NOTICE SENT UNDER MEETING-756228, INCLUDING THE AGENDA . TO VOTE IN THE UPCOMING MEETING, YOUR NAME MUST BE NOTIFIED TO THE COMPANY REGISTRAR AS BENEFICIAL OWNER BEFORE THE RE REGISTRATION DEADLINE. PLEASE NOTE THAT THOSE INSTRUCTIONS THAT ARE SUBMITTED AFTER THE CUTOFF DATE WILL BE PROCESSED ON A BEST EFFORT BASIS. THANK YOU.	Non-Voting		
1.1	The Board of Directors proposes that the annual report, the annual accounts and the consolidated financial statements 2010 be approved	Management	No Action	No Action
1.2	The Board of Directors proposes to approve the compensation report 2010 according to pages 56 - 62 of the annual report (non-binding advisory vote)	Management	No Action	No Action

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 28

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
2	The Board of Directors proposes to distribute	Management	No Action	No Action

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

the net profit of CHF 420,404,404, comprising the net profits for the year 2010 of CHF 413,900,000 and retained profits of CHF 6,504,404, as follows: - Dividend payment CHF 102,787,110. Allocation to free reserves CHF 310,000,000. Carried forward to new account CHF 7,617,294. If this proposal is approved, the gross dividend (before deduction of the Swiss withholding tax of 35%) will amount to CHF 3.- per share. Dividends will be paid out on April 21, 2011. Any shares held by Sulzer Ltd and its subsidiaries on the dividend payment date shall not be eligible to dividends

3	The Board of Directors proposes that discharge be granted to its members and the Corporate Executive Management for the business year 2010	Management	No Action	No Act
4.1.1	Re-election of Mr. Luciano Respini as a Board of Director for a further one-year term of office	Management	No Action	No Act
4.1.2	Re-election of Mr. Klaus Sturany as a Board of Director for a further one-year term of office	Management	No Action	No Act
4.1.3	Re-election of Mr. Timothy D. Summers as a Board of Director for a further one-year term of office	Management	No Action	No Act
4.2	The Board of Directors proposes to elect Mrs. Jill Lee for a one- year term as a new member to the Board	Management	No Action	No Act
5	The Board of Directors proposes to re-elect PricewaterhouseCoopers Ltd for a one year term as auditors for the designated legal duties	Management	No Action	No Act

### T. ROWE PRICE GROUP, INC.

SECURITY	74144T108	MEETING TYPE	Annual
TICKER SYMBOL	TROW	MEETING DATE	14-Apr-2011
ISIN	US74144T1088	AGENDA	933376609 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: EDWARD C. BERNARD	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES T. BRADY	Management	For	For
1C	ELECTION OF DIRECTOR: J. ALFRED BROADDUS, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: DONALD B. HEBB, JR.	Management	For	For
1E	ELECTION OF DIRECTOR: JAMES A.C. KENNEDY	Management	For	For
1F	ELECTION OF DIRECTOR: ROBERT F. MACLELLAN	Management	For	For
1G	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Management	For	For
1H	ELECTION OF DIRECTOR DR. ALFRED SOMMER	Management	For	For
1I	ELECTION OF DIRECTOR: DWIGHT S. TAYLOR	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1J	ELECTION OF DIRECTOR: ANNE MARIE WHITTEMORE	Management	For	For
02	TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	RECOMMEND, BY NON-BINDING ADVISORY VOTE, FREQUENCY OF VOTING BY HOLDERS ON COMPENSATION PAID BY COMPANY TO EXECUTIVE OFFICERS.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

BP P.L.C.

SECURITY	055622104	MEETING TYPE	Annual
TICKER SYMBOL	BP	MEETING DATE	14-Apr-2011
ISIN	US0556221044	AGENDA	933381446 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS.	Management	For	For
02	TO APPROVE THE DIRECTORS' REMUNERATION REPORT.	Management	For	For
03	TO RE-ELECT MR P M ANDERSON AS A DIRECTOR.	Management	For	For
04	TO RE-ELECT MR A BURGANS AS A DIRECTOR.	Management	For	For
05	TO RE-ELECT MRS C B CARROLL AS A DIRECTOR.	Management	For	For
06	TO RE-ELECT SIR WILLIAM CASTELL AS A DIRECTOR.	Management	For	For
07	TO RE-ELECT MR I C CONN AS A DIRECTOR.	Management	For	For
08	TO RE-ELECT MR G DAVID AS A DIRECTOR.	Management	For	For
09	TO RE-ELECT MR I E L DAVIS AS A DIRECTOR.	Management	For	For
10	TO RE-ELECT MR R W DUDLEY AS A DIRECTOR.	Management	For	For
11	TO RE-ELECT DR B E GROTE AS A DIRECTOR.	Management	For	For
12	TO ELECT MR F L BOWMAN AS A DIRECTOR.	Management	For	For
13	TO ELECT MR B R NELSON AS A DIRECTOR.	Management	For	For
14	TO ELECT MR F P NHLEKO AS A DIRECTOR.	Management	For	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

15	TO RE-ELECT MR C-H SVANBERG AS A DIRECTOR.	Management	For	For
16	TO REAPPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION.	Management	For	For
S17	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY.	Management	For	For
18	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT.	Management	For	For
S19	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS.	Management	For	For
S20	SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS.	Management	For	For
21	TO GIVE LIMITED AUTHORITY TO MAKE POLITICAL DONATIONS AND INCUR POLITICAL EXPENDITURE.	Management	For	For
22	TO APPROVE THE RENEWAL OF THE BP SHAREMATCH PLAN.	Management	For	For
23	TO APPROVE THE RENEWAL OF THE BP SHARESAVE UK PLAN.	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
29

REPSOL YPF, S.A.

SECURITY	76026T205	MEETING TYPE	Annual
TICKER SYMBOL	REPLY	MEETING DATE	15-Apr-2011
ISIN	US76026T2050	AGENDA	933386989 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	REVIEW AND APPROVAL, IF APPROPRIATE, OF THE ANNUAL FINANCIAL STATEMENTS AND THE MANAGEMENT REPORT OF REPSOL YPF, S.A., OF THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS AND THE CONSOLIDATED MANAGEMENT REPORT, FOR THE FISCAL YEAR ENDED	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	31ST DECEMBER 2010, OF THE PROPOSAL OF APPLICATION OF ITS EARNINGS.			
02	APPROVAL OF THE MANAGEMENT BY THE BOARD OF DIRECTORS DURING FISCAL YEAR 2010.	Management	For	For
03	APPOINTMENT OF THE ACCOUNTS AUDITOR OF REPSOL YPF, S.A. AND OF ITS CONSOLIDATED GROUP FOR THE FISCAL YEAR 2011.	Management	For	For
04	AMENDMENT OF ARTICLES 9, 11, 19, 24, 27, 29, 44, 50 AND 56 OF THE ARTICLES OF ASSOCIATION; AND OF THE ARTICLES 3, 5, 8, 13, 14 AND 15 OF THE REGULATIONS OF THE GENERAL SHAREHOLDERS MEETING.	Management	For	For
05	AMENDMENT OF ARTICLE 52 OF THE ARTICLES OF ASSOCIATION, REGARDING THE APPLICATION OF PROFIT/LOSS OF THE FISCAL YEAR.	Management	For	For
06	AMENDMENT OF ARTICLES 40 AND 35 OF THE ARTICLES OF ASSOCIATION, REGARDING THE INTERNAL POSITIONS AND MEETINGS OF THE BOARD OF DIRECTORS.	Management	For	For
07	RE-ELECTION OF MR. ANTONIO BRUFAU NIUBO AS DIRECTOR.	Management	For	For
08	RE-ELECTION OF MR. LUIS FERNANDO DEL RIVERO ASENSIO AS DIRECTOR.	Management	For	For
09	RE-ELECTION OF MR. JUAN ABELLO GALLO AS DIRECTOR.	Management	For	For
10	RE-ELECTION OF MR. LUIS CARLOS CROISSIER BATISTA AS DIRECTOR.	Management	For	For
11	RE-ELECTION OF MR. ANGEL DURANDEZ ADEVA AS DIRECTOR.	Management	For	For
12	RE-ELECTION OF MR. JOSE MANUEL LOUREDA MANTINAN AS DIRECTOR.	Management	For	For
13	APPOINTMENT OF MR. MARIO FERNANDEZ PELAZ AS DIRECTOR.	Management	For	For
14	DELIVERY PLAN SHARES TO THE BENEFICIARIES OF MULTI- ANNUAL PROGRAMS.	Management	For	For
15	STOCK PURCHASE PLAN 2011-2012.	Management	For	For
16	DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE FIXED RATE SECURITIES, CONVERTIBLE OR EXCHANGEABLE BY SHARES OF THE COMPANY OR EXCHANGEABLE BY SHARES OF OTHER COMPANIES, AS WELL AS WARRANTS. ESTABLISHMENT OF THE CRITERIA FOR THE DETERMINATION OF THE BASIS AND METHODS FOR THE CONVERSION AND/OR EXCHANGE AND DELEGATION TO THE BOARD OF DIRECTORS OF THE POWERS TO INCREASE THE CAPITAL STOCK IN THE NECESSARY AMOUNT, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
17	DELEGATION OF POWERS TO SUPPLEMENT, DEVELOP, EXECUTE, RECTIFY AND FORMALIZE THE RESOLUTIONS	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ADOPTED BY THE GENERAL SHAREHOLDERS' MEETING.

### ELI LILLY AND COMPANY

SECURITY	532457108	MEETING TYPE	Annual
TICKER SYMBOL	LLY	MEETING DATE	18-Apr-2011
ISIN	US5324571083	AGENDA	933376635 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR FOR THREE-YEAR TERM: M.L. ESKEW	Management	For	For
1B	ELECTION OF DIRECTOR FOR THREE-YEAR TERM: A.G. GILMAN	Management	For	For
1C	ELECTION OF DIRECTOR FOR THREE-YEAR TERM: K.N. HORN	Management	For	For
1D	ELECTION OF DIRECTOR FOR THREE-YEAR TERM: J.C. LECHLEITER	Management	For	For
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2011.	Management	For	For
03	APPROVE, BY NON-BINDING VOTE, 2010 COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS.	Management	For	For
06	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO ELIMINATE ALL SUPERMAJORITY VOTING REQUIREMENTS.	Management	For	For
07	APPROVE THE EXECUTIVE OFFICER INCENTIVE PLAN.	Management	For	For

### ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
30

### GENUINE PARTS COMPANY

SECURITY	372460105	MEETING TYPE	Annual
TICKER SYMBOL	GPC	MEETING DATE	18-Apr-2011
ISIN	US3724601055	AGENDA	933377156 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 DR. MARY B. BULLOCK		For	For
	2 JEAN DOUVILLE		For	For
	3 THOMAS C. GALLAGHER		For	For
	4 GEORGE C. "JACK" GUYNN		For	For
	5 JOHN R. HOLDER		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

6	JOHN D. JOHNS		For	For
7	MICHAEL M.E. JOHNS, MD		For	For
8	J. HICKS LANIER		For	For
9	R.C. LOUDERMILK JR.		For	For
10	WENDY B. NEEDHAM		For	For
11	JERRY W. NIX		For	For
12	GARY W. ROLLINS		For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON FREQUENCY OF SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RE-APPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS FOR QUALIFIED PERFORMANCE- BASED AWARDS UNDER THE GENUINE PARTS COMPANY 2006 LONG-TERM INCENTIVE PLAN.	Management	For	For
05	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For

IL SOLE 24 ORE SPA, MILANO

SECURITY	T52689105	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	19-Apr-2011
ISIN	IT0004269723	AGENDA	702891323 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Balance sheet as at december 31st, 2010. Board of directors report, board of auditors report, auditing company report. Related and consequent resolutions	Management	For	For
2	Integration of the board of directors pursuant to article 2386, paragraph 1, of the Italian civil code. Appointment of a director	Management	For	For

GOODRICH CORPORATION

SECURITY	382388106	MEETING TYPE	Annual
TICKER SYMBOL	GR	MEETING DATE	19-Apr-2011
ISIN	US3823881061	AGENDA	933377485 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 CAROLYN CORVI		For	For
	2 DIANE C. CREEL		For	For
	3 HARRIS E. DELOACH, JR.		For	For
	4 JAMES W. GRIFFITH		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	5 WILLIAM R. HOLLAND		For	For
	6 JOHN P. JUMPER		For	For
	7 MARSHALL O. LARSEN		For	For
	8 LLOYD W. NEWTON		For	For
	9 ALFRED M. RANKIN, JR.		For	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2011.	Management	For	For
03	APPROVE THE GOODRICH CORPORATION 2011 EQUITY COMPENSATION PLAN.	Management	For	For
04	ADOPT A RESOLUTION APPROVING, ON AN ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K IN THE PROXY STATEMENT.	Management	Abstain	Against
05	SELECT, ON AN ADVISORY BASIS, THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

SPECTRA ENERGY CORP

SECURITY	847560109	MEETING TYPE	Annual
TICKER SYMBOL	SE	MEETING DATE	19-Apr-2011
ISIN	US8475601097	AGENDA	933378843 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 WILLIAM T. ESREY		For	For
	2 GREGORY L. EBEL		For	For
	3 AUSTIN A. ADAMS		For	For
	4 PAUL M. ANDERSON		For	For
	5 PAMELA L. CARTER		For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
31

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	6 F. ANTHONY COMPER		For	For
	7 PETER B. HAMILTON		For	For
	8 DENNIS R. HENDRIX		For	For
	9 MICHAEL MCSHANE		For	For
	10 JOSEPH H. NETHERLAND		For	For
	11 MICHAEL E.J. PHELPS		For	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	SPECTRA ENERGY CORP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.			
03	APPROVAL OF THE SPECTRA ENERGY CORP 2007 LONG-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED.	Management	For	For
04	APPROVAL OF THE SPECTRA ENERGY CORP EXECUTIVE SHORT-TERM INCENTIVE PLAN, AS AMENDED AND RESTATED.	Management	For	For
05	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
07	SHAREHOLDER PROPOSAL FOR A DIRECTOR ELECTION MAJORITY VOTE STANDARD.	Shareholder	Against	For

### MOODY'S CORPORATION

SECURITY	615369105	MEETING TYPE	Annual
TICKER SYMBOL	MCO	MEETING DATE	19-Apr-2011
ISIN	US6153691059	AGENDA	933378879 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ELECTION OF DIRECTOR: ROBERT R. GLAUBER	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2011.	Management	For	For
03	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	STOCKHOLDER PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE COMPANY'S BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shareholder	Against	For
06	ELECTION OF DIRECTOR JORGE A. BERMUDEZ	Management	For	For

### M&T BANK CORPORATION

SECURITY	55261F104	MEETING TYPE	Annual
TICKER SYMBOL	MTB	MEETING DATE	19-Apr-2011
ISIN	US55261F1049	AGENDA	933379011 - Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 BRENT D. BAIRD		For	For
	2 ROBERT J. BENNETT		For	For
	3 C. ANGELA BONTEMPO		For	For
	4 ROBERT T. BRADY		For	For
	5 MICHAEL D. BUCKLEY		For	For
	6 T.J. CUNNINGHAM III		For	For
	7 MARK J. CZARNECKI		For	For
	8 GARY N. GEISEL		For	For
	9 PATRICK W.E. HODGSON		For	For
	10 RICHARD G. KING		For	For
	11 JORGE G. PEREIRA		For	For
	12 MICHAEL P. PINTO		For	For
	13 MELINDA R. RICH		For	For
	14 ROBERT E. SADLER, JR.		For	For
	15 HERBERT L. WASHINGTON		For	For
	16 ROBERT G. WILMERS		For	For
02	TO APPROVE THE COMPENSATION OF M&T BANK CORPORATION'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF M&T BANK CORPORATION FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For

### PUBLIC SERVICE ENTERPRISE GROUP INC.

SECURITY	744573106	MEETING TYPE	Annual
TICKER SYMBOL	PEG	MEETING DATE	19-Apr-2011
ISIN	US7445731067	AGENDA	933380266 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR : ALBERT R. GAMPER, JR.	Management	For	For
1B	ELECTION OF DIRECTOR: CONRAD K. HARPER	Management	For	For
1C	ELECTION OF DIRECTOR: WILLIAM V. HICKEY	Management	For	For
1D	ELECTION OF DIRECTOR: RALPH IZZO	Management	For	For
1E	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011

32

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1F	ELECTION OF DIRECTOR: DAVID LILLEY	Management	For	For
1G	ELECTION OF DIRECTOR: THOMAS A. RENYI	Management	For	For
1H	ELECTION OF DIRECTOR: HAK CHEOL SHIN	Management	For	For
1I	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR THE YEAR 2011.	Management	For	For

NORTHERN TRUST CORPORATION

SECURITY	665859104	MEETING TYPE	Annual
TICKER SYMBOL	NTRS	MEETING DATE	19-Apr-2011
ISIN	US6658591044	AGENDA	933383197 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	LINDA WALKER BYNOE	Management	For	For
2	NICHOLAS D. CHABRAJA	Management	For	For
3	SUSAN CROWN	Management	For	For
4	DIPAK C. JAIN	Management	For	For
5	ROBERT W. LANE	Management	For	For
6	ROBERT C. MCCORMACK	Management	For	For
7	EDWARD J. MOONEY	Management	For	For
8	JOHN W. ROWE	Management	For	For
9	MARTIN P. SLARK	Management	For	For
10	DAVID H.B. SMITH, JR.	Management	For	For
11	ENRIQUE J. SOSA	Management	For	For
12	CHARLES A. TRIBBETT III	Management	For	For
13	FREDERICK H. WADDELL	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For

BOUYGUES SA



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	F11487125	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	21-Apr-2011
ISIN	FR0000120503	AGENDA	702819547 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN " AGAINST" VOTE.	Non-Voting		
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions. The following applies to Non- Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as-Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100547.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100547.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0401/201104011100932.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0401/201104011100932.pdf</a>	Non-Voting		
0.1	Approval of the annual corporate financial statements and operations for the financial year 2010	Management	For	For
0.2	Approval of the consolidated financial statements and operations for the financial year 2010	Management	For	For
0.3	Allocation of income and setting the dividend	Management	For	For
0.4	Approval of the regulated Agreements and Undertakings	Management	For	For
0.5	Renewal of Mrs. Patricia Barbizet's term as Board member	Management	For	For
0.6	Renewal of Mr. Herve Le Bouc's term as Board member	Management	For	For
0.7	Renewal of Mr. Helman le Pas de Secheval's term as Board member	Management	For	For
0.8	Renewal of Mr. Nonce Paolini's term as Board member	Management	For	For
0.9	Authorization granted to the Board of	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Directors to allow the Company to trade its own shares			
E.10	Authorization granted to the Board of Directors to reduce the share capital by cancellation of treasury shares held by the Company	Management	For	For
E.11	Delegation of authority granted to the Board of Directors to increase the share capital with preferential subscription rights, by issuing shares or securities giving access to shares of the Company or a subsidiary's	Management	For	For
E.12	Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of premiums, reserves or profits	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

33

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
E.13	Delegation of authority granted to the Board of Directors to increase the share capital by way of a public offer with cancellation of preferential subscription rights, by issuing shares or securities giving access to shares of the Company or a subsidiary's	Management	For	For
E.14	Delegation of authority granted to the Board of Directors to issue, by way of an offer pursuant to Article L.411-2, II of the Monetary and Financial Code, shares and securities giving access to the capital of the Company with cancellation of preferential subscription rights of shareholders	Management	For	For
E.15	Authorization granted to the Board of Directors to set the issue price of equity securities to be issued immediately or in the future without preferential subscription rights, according to the terms decided by the General Meeting, by way of a public offer or an offer pursuant to Article L.411-2, II of the Monetary and Financial Code	Management	For	For
E.16	Authorization granted to the Board of Directors to increase the number of securities to be issued in the event of capital increase with or without preferential subscription rights	Management	For	For
E.17	Delegation of powers granted to the Board of Directors to increase the share capital, in consideration for in-kind contributions granted to the Company and	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	composed of equity securities or securities giving access to the capital of another company, outside of public exchange offer			
E.18	Delegation of authority granted to the Board of Directors to increase the share capital, without preferential subscription rights, in consideration for contributions of securities in case or public exchange offer initiated by the Company	Management	For	For
E.19	Delegation of authority granted to the Board of Directors to issue shares as a result of the issuance of securities by a subsidiary, giving access to shares of the Company	Management	For	For
E.20	Delegation of authority granted to the Board of Directors to issue any securities entitling to the allotment of debts securities	Management	For	For
E.21	Delegation of authority granted to the Board of Directors to increase the share capital in favor of employees or corporate officers of the Company or related companies participating in a company savings plan	Management	For	For
E.22	Authorization granted to the Board of Directors to grant options to subscribe for or purchase shares	Management	For	For
E.23	Delegation of authority granted to the Board of Directors to issue equity warrants during a public offer involving stocks of the Company	Management	For	For
E.24	Authorization granted to the Board of Directors to increase the share capital during a public offer involving stocks of the Company	Management	For	For
E.25	Powers for the formalities	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL LINK. IF-YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLE-SS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

VIVENDI SA

SECURITY	F97982106	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	21-Apr-2011
ISIN	FR0000127771	AGENDA	702819573 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" -AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED	Non-Voting		

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	AS AN "AGAINST" VOTE.			
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/-0304/201103041100553.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/-0304/201103041100553.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/03-30/201103301100972.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/03-30/201103301100972.pdf</a>	Non-Voting		
0.1	Approval of the reports and annual financial statements for the financial year 2010	Management	For	For
0.2	Approval of the reports and consolidated financial statements for the financial year 2010	Management	For	For
0.3	Approval of the Statutory Auditors' special report on new regulated Agreements and Undertakings concluded during the financial year 2010	Management	For	For
0.4	Allocation of income for the financial year 2010, setting the dividend and the date of payment	Management	For	For
0.5	Renewal of Mr. Jean-Yves Charlier's term as Supervisory Board member	Management	For	For
0.6	Renewal of Mr. Henri Lachmann's term as Supervisory Board member	Management	For	For
0.7	Renewal of Mr. Pierre Rodocanachi's term as Supervisory Board member	Management	For	For
0.8	Appointment of the company KPMG SA as principal statutory auditor	Management	For	For
0.9	Appointment of the company KPMG Audit Is SAS as deputy statutory auditor	Management	For	For
0.10	Authorization to be granted to the Executive Board to allow the	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.11	Company to purchase its own shares Authorization to be granted to the Executive Board to reduce the share capital by cancellation of shares	Management	For	For
E.12	Authorization to be granted to the Executive Board to grant options to subscribe for shares of the Company	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
34

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
E.13	Authorization to be granted to the Executive Board to carry out the allocation of performance shares existing or to be issued	Management	For	For
E.14	Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to the capital with preferential subscription rights of shareholders	Management	For	For
E.15	Delegation granted to the Executive Board to increase capital by issuing ordinary shares or any securities giving access to the capital without preferential subscription rights of shareholders	Management	For	For
E.16	Authorization to be granted to the Executive Board to increase the number of issuable securities in the event of surplus demand with a capital increase with or without preferential subscription rights, within the limit of 15% of the original issuance and within the limits set under the fourteenth and fifteenth resolutions	Management	For	For
E.17	Delegation granted to the Executive Board to increase the share capital, within the limit of 10% of the capital and within the limits set under the fourteenth and fifteenth resolutions, in consideration for in-kind contributions of equity securities or securities giving access to the capital of third party companies outside of a public exchange offer	Management	For	For
E.18	Delegation granted to the Executive Board to increase the share capital in favor of employees and retired employees participating in the Group Savings Plan	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.19	Delegation granted to the Executive Board to decide to increase the share capital in favor of employees of Vivendi foreign subsidiaries participating in the Group Savings Plan and to implement any similar plan	Management	For	For
E.20	Delegation granted to the Executive Board to increase the capital by incorporation of premiums, reserves, profits or other amounts	Management	For	For
E.21	Amendment of Article 10 of the Statutes "Organizing the Supervisory Board", by adding a new 6th paragraph: Censors	Management	For	For
E.22	Powers to accomplish the formalities	Management	For	For

### TEXAS INSTRUMENTS INCORPORATED

SECURITY	882508104	MEETING TYPE	Annual
TICKER SYMBOL	TXN	MEETING DATE	21-Apr-2011
ISIN	US8825081040	AGENDA	933376534 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: R.W. BABB, JR.	Management	For	For
1B	ELECTION OF DIRECTOR: D.A. CARP	Management	For	For
1C	ELECTION OF DIRECTOR: C.S. COX	Management	For	For
1D	ELECTION OF DIRECTOR: S.P. MACMILLAN	Management	For	For
1E	ELECTION OF DIRECTOR: P.H. PATSLEY	Management	For	For
1F	ELECTION OF DIRECTOR: R.E. SANCHEZ	Management	For	For
1G	ELECTION OF DIRECTOR: W.R. SANDERS	Management	For	For
1H	ELECTION OF DIRECTOR: R.J. SIMMONS	Management	For	For
1I	ELECTION OF DIRECTOR: R.K. TEMPLETON	Management	For	For
1J	ELECTION OF DIRECTOR: C.T. WHITMAN	Management	For	For
02	BOARD PROPOSAL REGARDING AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
03	BOARD PROPOSAL REGARDING AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
04	BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

REGISTERED PUBLIC ACCOUNTING  
FIRM FOR 2011.

### KIMBERLY-CLARK CORPORATION

SECURITY	494368103	MEETING TYPE	Annual
TICKER SYMBOL	KMB	MEETING DATE	21-Apr-2011
ISIN	US4943681035	AGENDA	933377550 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOHN R. ALM	Management	For	For
1B	ELECTION OF DIRECTOR: JOHN F. BERGSTROM	Management	For	For
1C	ELECTION OF DIRECTOR: ABELARDO E. BRU	Management	For	For
1D	ELECTION OF DIRECTOR: ROBERT W. DECHERD	Management	For	For
1E	ELECTION OF DIRECTOR: THOMAS J. FALK	Management	For	For
1F	ELECTION OF DIRECTOR: MAE C. JEMISON, M.D.	Management	For	For
1G	ELECTION OF DIRECTOR: JAMES M. JENNESS	Management	For	For
1H	ELECTION OF DIRECTOR: NANCY J. KARCH	Management	For	For
1I	ELECTION OF DIRECTOR: IAN C. READ	Management	For	For
1J	ELECTION OF DIRECTOR: LINDA JOHNSON RICE	Management	For	For
1K	ELECTION OF DIRECTOR: MARC J. SHAPIRO	Management	For	For
1L	ELECTION OF DIRECTOR: G. CRAIG SULLIVAN	Management	For	For
02	RATIFICATION OF AUDITORS	Management	For	For
03	APPROVAL OF THE 2011 OUTSIDE DIRECTORS' COMPENSATION PLAN	Management	For	For
04	APPROVAL OF THE 2011 EQUITY PARTICIPATION PLAN	Management	Against	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION PROGRAM	Management	Abstain	Against
06	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against

### ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
35

### CITIGROUP INC.

SECURITY	172967101	MEETING TYPE	Annual
TICKER SYMBOL	C	MEETING DATE	21-Apr-2011
ISIN	US1729671016	AGENDA	933378336 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ALAIN J.P. BELDA	Management	For	For
1B	ELECTION OF DIRECTOR: TIMOTHY C. COLLINS	Management	For	For
1C	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Management	For	For
1D	ELECTION OF DIRECTOR: ROBERT L. JOSS	Management	For	For
1E	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Management	For	For
1F	ELECTION OF DIRECTOR: VIKRAM S. PANDIT	Management	For	For
1G	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Management	For	For
1H	ELECTION OF DIRECTOR : LAWRENCE R. RICCIARDI	Management	For	For
1I	ELECTION OF DIRECTOR: JUDITH RODIN	Management	For	For
1J	ELECTION OF DIRECTOR: ROBERT L. RYAN	Management	For	For
1K	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Management	For	For
1L	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Management	For	For
1M	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Management	For	For
1N	ELECTION OF DIRECTOR: ERNESTO ZEDILLO	Management	For	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	PROPOSAL TO APPROVE AN AMENDMENT TO THE CITIGROUP 2009 STOCK INCENTIVE PLAN.	Management	For	For
04	APPROVAL OF CITI'S 2011 EXECUTIVE PERFORMANCE PLAN.	Management	For	For
05	ADVISORY VOTE ON CITI'S 2010 EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
07	PROPOSAL TO APPROVE THE REVERSE STOCK SPLIT EXTENSION.	Management	For	For
08	STOCKHOLDER PROPOSAL REGARDING POLITICAL NON- PARTISANSHIP.	Shareholder	Against	For
09	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

10	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON RESTORING TRUST AND CONFIDENCE IN THE FINANCIAL SYSTEM.	Shareholder	Against	For
11	STOCKHOLDER PROPOSAL REQUESTING THAT STOCKHOLDERS HOLDING 15% OR ABOVE HAVE THE RIGHT TO CALL SPECIAL STOCKHOLDER MEETINGS.	Shareholder	Against	For
12	STOCKHOLDER PROPOSAL REQUESTING THAT THE AUDIT COMMITTEE CONDUCT AN INDEPENDENT REVIEW AND REPORT ON CONTROLS RELATED TO LOANS, FORECLOSURES, AND SECURITIZATIONS.	Shareholder	Against	For

### AMEREN CORPORATION

SECURITY	023608102	MEETING TYPE	Annual
TICKER SYMBOL	AEE	MEETING DATE	21-Apr-2011
ISIN	US0236081024	AGENDA	933379415 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 STEPHEN F. BRAUER		For	For
	2 ELLEN M. FITZSIMMONS		For	For
	3 WALTER J. GALVIN		For	For
	4 GAYLE P.W. JACKSON		For	For
	5 JAMES C. JOHNSON		For	For
	6 STEVEN H. LIPSTEIN		For	For
	7 PATRICK T. STOKES		For	For
	8 THOMAS R. VOSS		For	For
	9 STEPHEN R. WILSON		For	For
	10 JACK D. WOODARD		For	For
02	AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO LIMIT THE LIABILITY OF DIRECTORS.	Management	For	For
03	RE-APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE 2006 OMNIBUS INCENTIVE COMPENSATION PLAN.	Management	For	For
04	ADVISORY APPROVAL OF THE COMPENSATION OF THE EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
05	ADVISORY APPROVAL ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY.	Management	Abstain	Against
06	RATIFICATION OF THE APPOINTMENT	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

OF  
 PRICEWATERHOUSECOOPERS LLP AS  
 INDEPENDENT  
 REGISTERED PUBLIC ACCOUNTING  
 FIRM FOR THE FISCAL  
 YEAR ENDING DECEMBER 31, 2011.  
 07 SHAREHOLDER PROPOSAL RELATING Shareholder Against For  
 TO REPORT ON  
 COAL COMBUSTION WASTE.

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 36

BUCYRUS INTERNATIONAL, INC.

SECURITY 118759109 MEETING TYPE Annual  
 TICKER SYMBOL BUCY MEETING DATE 21-Apr-2011  
 ISIN US1187591094 AGENDA 933379605 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR 1 MICHELLE L. COLLINS 2 GENE E. LITTLE 3 ROBERT K. ORTBERG	Management	For For For	For For For
2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
3	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	
4	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

ALLIANCE HOLDINGS GP L.P.

SECURITY 01861G100 MEETING TYPE Annual  
 TICKER SYMBOL AHGP MEETING DATE 21-Apr-2011  
 ISIN US01861G1004 AGENDA 933401818 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	NON-VOTING AGENDA	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

GATX CORPORATION

SECURITY	361448103	MEETING TYPE	Annual
TICKER SYMBOL	GMT	MEETING DATE	22-Apr-2011
ISIN	US3614481030	AGENDA	933382979 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ANNE L. ARVIA	Management	For	For
1B	ELECTION OF DIRECTOR: DEBORAH M. FRETZ	Management	For	For
1C	ELECTION OF DIRECTOR: ERNST A. HABERLI	Management	For	For
1D	ELECTION OF DIRECTOR: BRIAN A. KENNEY	Management	For	For
1E	ELECTION OF DIRECTOR: MARK G. MCGRATH	Management	For	For
1F	ELECTION OF DIRECTOR: JAMES B. REAM	Management	For	For
1G	ELECTION OF DIRECTOR: DAVID S. SUTHERLAND	Management	For	For
1H	ELECTION OF DIRECTOR: CASEY J. SYLLA	Management	For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011	Management	For	For
03	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY RESOLUTION ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against

GATX CORPORATION

SECURITY	361448202	MEETING TYPE	Annual
TICKER SYMBOL	GMTPR	MEETING DATE	22-Apr-2011
ISIN	US3614482020	AGENDA	933382979 -Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ANNE L. ARVIA	Management	For	For
1B	ELECTION OF DIRECTOR: DEBORAH M. FRETZ	Management	For	For
1C	ELECTION OF DIRECTOR: ERNST A. HABERLI	Management	For	For
1D	ELECTION OF DIRECTOR: BRIAN A. KENNEY	Management	For	For
1E	ELECTION OF DIRECTOR: MARK G. MCGRATH	Management	For	For
1F	ELECTION OF DIRECTOR: JAMES B. REAM	Management	For	For
1G	ELECTION OF DIRECTOR:	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1H	DAVID S. SUTHERLAND ELECTION OF DIRECTOR: CASEY J. SYLLA	Management	For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011	Management	For	For
03	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY RESOLUTION ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against

HONEYWELL INTERNATIONAL INC.

SECURITY	438516106	MEETING TYPE	Annual
TICKER SYMBOL	HON	MEETING DATE	25-Apr-2011
ISIN	US4385161066	AGENDA	933380115 -Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	For	For
1B	ELECTION OF DIRECTOR: KEVIN BURKE	Management	For	For
1C	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management	For	For
1D	ELECTION OF DIRECTOR: DAVID M. COTE	Management	For	For
1E	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Management	For	For
1F	ELECTION OF DIRECTOR: LINNET F. DEILY	Management	For	For
1G	ELECTION OF DIRECTOR: JUDD GREGG	Management	For	For
1H	ELECTION OF DIRECTOR: CLIVE R. HOLLICK	Management	For	For
1I	ELECTION OF DIRECTOR : GEORGE PAZ	Management	For	For
1J	ELECTION OF DIRECTOR: BRADLEY T. SHEARES	Management	For	For
02	APPROVAL OF INDEPENDENT ACCOUNTANTS.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
37

Item	Proposal	Type	Vote	For/Against Management
------	----------	------	------	---------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	2011 STOCK INCENTIVE PLAN OF HONEYWELL INTERNATIONAL INC. AND ITS AFFILIATES.	Management	Against	Against
06	HONEYWELL INTERNATIONAL INC. INCENTIVE COMPENSATION PLAN FOR EXECUTIVE EMPLOYEES, AMENDED AND RESTATED EFFECTIVE AS OF JANUARY 1, 2011.	Management	For	For
07	SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
08	SPECIAL SHAREOWNER MEETINGS.	Shareholder	Against	For

IL SOLE 24 ORE SPA, MILANO

SECURITY	T52689105	MEETING TYPE	Special General Meeting
TICKER SYMBOL		MEETING DATE	26-Apr-2011
ISIN	IT0004269723	AGENDA	702902114 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
1	Report related to the set up of a fund for the necessary expenses to cover common interests of preferred shareholders	Management	For	For
2	To appoint the Preferred shareholders Common Representative. Resolutions related there to	Management	For	For

EDISON SPA, MILANO

SECURITY	T3552V114	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	26-Apr-2011
ISIN	IT0003152417	AGENDA	702918004 - Management

ITEM	PROPOSAL	TYPE	VOTE	
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 795953 DUE TO RECEIPT OF N-AMES OF THE DIRECTORS AND AUDITORS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING-WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. T-HANK YOU.		Non-Voting	
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SE-COND CALL ON 27 APR 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN V-ALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.		Non-Voting	
1	Balance sheet as of 31 December 2010	Management	For	
2	Replanning of the losses for fiscal year 2010 through the use of reserve	Management	For	
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SLATES TO BE ELECTED AS DIRECTORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUC-TIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED T-O VOTE FOR ONLY 1 OF THE 2 SLATES. THANK YOU.		Non-Voting	
3.1	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Appointment of directors, executed on the basis of slates vote: List	Shareholder	Against	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

presented by Transalpina, representing 61.281% of company stock capital: Appointment of directors: 1. Giuliano Zuccoli 2. Henri Proglgio 3. Renato Amilcare Ravanelli 4. Thomas Piquemal 5. Paolo Rossetti 6. Jean Louis Mathias 7. Klaus Stocker 8. Bruno Lescoeur 9. Andrea Viero 10. Adrien Jami 11. Gregorio Gitti 12. Gian Maria Gros-Pietro

3.2	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Appointment of directors, executed on the basis of slates vote: List presented by Carlo Tassara , representing 10.025% of company stock capital: Appointment of directors: 1. Mario Cocchi 2. Gianfranco Farisoglio	Shareholder	
4	Appointment of the board of directors chairman	Management	For
5	Determination of the duration of tenor of the directors	Management	For
6	Determination of the emoluments of the board of directors	Management	For
0	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SLATES TO BE ELECTED AS AUDITORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCT-IONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO-VOTE FOR ONLY 1 OF THE 2 SLATES. THANK YOU.	Non-Voting	
7.1	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Appointment of the board of auditors and of its chairman: List presented by Transalpina, representing 61.281% of company stock capital: Appointment of: effective internal auditor: 1. Angelomaria Palma 2. Lionello Schinasi. alternate Internal Auditor: 1. Luca Aurelio Guarna 2. Giuseppe Cagliero	Shareholder	Against
7.2	PLEASE NOTE THAT THIS IS A SHAREHOLDER PROPOSAL: Appointment of the board of auditors and of its chairman: List presented by Carlo Tassara , representing 10.025% of company stock capital: Appointment of: effective internal auditor: 1. Alfredo Fossati. alternate internal auditor: 1. Guido Arie Petraroli	Shareholder	Against
8	Determination of the emoluments of the board of auditors chairman and of statutory auditors	Management	For
9	Assignment of the accounts legal auditing for the business years from 2011 to 2019 and determination of related emolument	Management	For

FORTUNE BRANDS, INC.

SECURITY	349631101	MEETING TYPE	Annual
TICKER SYMBOL	FO	MEETING DATE	26-Apr-2011
ISIN	US3496311016	AGENDA	933380153 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RICHARD A. GOLDSTEIN	Management	For	For
1B	ELECTION OF DIRECTOR: PIERRE E. LEROY	Management	For	For
1C	ELECTION OF DIRECTOR: A.D. DAVID MACKAY	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
38

FOR/AGAINST

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
1D	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Management	For	For
1E	ELECTION OF DIRECTOR: NORMAN H. WESLEY	Management	For	For
1F	ELECTION OF DIRECTOR: PETER M. WILSON	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
04	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVAL OF AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ALLOW STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Management	For	For
06	APPROVAL OF THE FORTUNE BRANDS, INC. 2011 LONG- TERM INCENTIVE PLAN.	Management	Against	Against

### HANESBRANDS INC.

SECURITY	410345102	MEETING TYPE	Annual
TICKER SYMBOL	HBI	MEETING DATE	26-Apr-2011
ISIN	US4103451021	AGENDA	933381244 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	LEE A. CHADEN		For	For
2	BOBBY J. GRIFFIN		For	For
3	JAMES C. JOHNSON		For	For
4	JESSICA T. MATHEWS		For	For
5	J. PATRICK MULCAHY		For	For
6	RONALD L. NELSON		For	For
7	RICHARD A. NOLL		For	For
8	ANDREW J. SCHINDLER		For	For
9	ANN E. ZIEGLER		For	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HANESBRANDS' 2011 FISCAL YEAR	Management	For	For
03	TO APPROVE, BY A NON-BINDING ADVISORY VOTE, EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING	Management	Abstain	Against
04	TO RECOMMEND, BY A NON-BINDING ADVISORY VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING EXECUTIVE COMPENSATION	Management	Abstain	Against

### THE PNC FINANCIAL SERVICES GROUP, INC.

SECURITY	693475105	MEETING TYPE	Annual
TICKER SYMBOL	PNC	MEETING DATE	26-Apr-2011
ISIN	US6934751057	AGENDA	933382866 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Management	For	For
1B	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Management	For	For
1C	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Management	For	For
1D	ELECTION OF DIRECTOR: KAY COLES JAMES	Management	For	For
1E	ELECTION OF DIRECTOR: RICHARD B. KELSON	Management	For	For
1F	ELECTION OF DIRECTOR: BRUCE C. LINDSAY	Management	For	For
1G	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Management	For	For
1H	ELECTION OF DIRECTOR: JANE G. PEPPER	Management	For	For
1I	ELECTION OF DIRECTOR: JAMES E. ROHR	Management	For	For
1J	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Management	For	For
1K	ELECTION OF DIRECTOR: LORENE K. STEFFES	Management	For	For
1L	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Management	For	For
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Management	For	For
1N	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Management	For	For
1O	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Management	For	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	APPROVAL OF 2006 INCENTIVE AWARD PLAN TERMS.	Management	Against	Against
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
39

AMERICAN ELECTRIC POWER COMPANY, INC.

SECURITY	025537101	MEETING TYPE	Annual
TICKER SYMBOL	AEP	MEETING DATE	26-Apr-2011
ISIN	US0255371017	AGENDA	933383779 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: DAVID J. ANDERSON	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES F. CORDES	Management	For	For
1C	ELECTION OF DIRECTOR: RALPH D. CROSBY, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: LINDA A. GOODSPEED	Management	For	For
1E	ELECTION OF DIRECTOR: THOMAS E. HOAGLIN	Management	For	For
1F	ELECTION OF DIRECTOR: LESTER A. HUDSON, JR.	Management	For	For
1G	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For	For
1H	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Management	For	For
1I	ELECTION OF DIRECTOR: LIONEL L. NOWELL III	Management	For	For
1J	ELECTION OF DIRECTOR: RICHARD L. SANDOR	Management	For	For
1K	ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN	Management	For	For
1L	ELECTION OF DIRECTOR: SARA MARTINEZ TUCKER	Management	For	For
1M	ELECTION OF DIRECTOR: JOHN F. TURNER	Management	For	For
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
3	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4 ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN                      Management    Abstain    Against  
 ADVISORY VOTE ON EXECUTIVE COMPENSATION.

CH ENERGY GROUP, INC.

SECURITY	12541M102	MEETING TYPE	Annual
TICKER SYMBOL	CHG	MEETING DATE	26-Apr-2011
ISIN	US12541M1027	AGENDA	933386472 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 MARGARITA K. DILLEY		For	For
	2 STEVEN M. FETTER		For	For
	3 STANLEY J. GRUBEL		For	For
	4 STEVEN V. LANT		For	For
	5 EDWARD T. TOKAR		For	For
	6 JEFFREY D. TRANEN		For	For
02	ADOPTION OF THE CORPORATION'S LONG-TERM EQUITY INCENTIVE PLAN.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	RATIFICATION OF THE APPOINTMENT OF THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

RPC, INC.

SECURITY	749660106	MEETING TYPE	Annual
TICKER SYMBOL	RES	MEETING DATE	26-Apr-2011
ISIN	US7496601060	AGENDA	933386535 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAI MANAGEMENT
01	DIRECTOR	Management		
	1 R. RANDALL ROLLINS		For	For
	2 HENRY B. TIPPIE		For	For
	3 JAMES B. WILLIAMS		For	For
02	TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	TO AMEND THE CERTIFICATE OF INCORPORATION OF COMPANY TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK TO 350,000,000 SHARES.	Management	For	For
04	TO APPROVE THE PERFORMANCE-BASED INCENTIVE CASH COMPENSATION PLAN FOR THE EXECUTIVE OFFICERS.	Management	For	For
05	TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
06	TO HOLD AN ADVISORY VOTE ON WHETHER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION SHOULD BE HELD EVERY ONE, TWO OR THREE YEARS.	Management	Abstain	Against

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

MEAD JOHNSON NUTRITION COMPANY

SECURITY	582839106	MEETING TYPE	Annual
TICKER SYMBOL	MJN	MEETING DATE	26-Apr-2011
ISIN	US5828391061	AGENDA	933396978 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	STEPHEN W. GOLSBY		For	For
2	DR. STEVEN M. ALTSCHULER		For	For
3	HOWARD B. BERNICK		For	For
4	KIMBERLY A. CASIANO		For	For
5	ANNA C. CATALANO		For	For
6	DR. CELESTE A. CLARK		For	For
7	JAMES M. CORNELIUS		For	For
8	PETER G. RATCLIFFE		For	For
9	DR. ELLIOTT SIGAL		For	For
10	ROBERT S. SINGER		For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

40

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
02	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	RECOMMEND, ON AN ADVISORY BASIS, THE FREQUENCY OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (INDEPENDENT AUDITORS) IN 2011.	Management	For	For

KAMAN CORPORATION

SECURITY	483548103	MEETING TYPE	Annual
TICKER SYMBOL	KAMN	MEETING DATE	27-Apr-2011
ISIN	US4835481031	AGENDA	933375734 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR	Management		
1	BRIAN E. BARENTS		For	For
2	GEORGE E. MINNICH		For	For
3	THOMAS W. RABAUT		For	For
2	TO PROVIDE AN ADVISORY VOTE ON EXECUTIVE	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPENSATION.				
3	TO PROVIDE AN ADVISORY VOTE ON THE FREQUENCY OF THE EXECUTIVE COMPENSATION ADVISORY VOTE.	Management	Abstain	Against
4	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

### BORGWARNER INC.

SECURITY	099724106	MEETING TYPE	Annual
TICKER SYMBOL	BWA	MEETING DATE	27-Apr-2011
ISIN	US0997241064	AGENDA	933378994 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ROBIN J. ADAMS	Management	For	For
1B	ELECTION OF DIRECTOR: DAVID T. BROWN	Management	For	For
1C	ELECTION OF DIRECTOR: JAN CARLSON	Management	For	For
1D	ELECTION OF DIRECTOR: DENNIS C. CUNEO	Management	For	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2011.	Management	For	For
03	TO SEEK YOUR ADVISORY VOTE ON EXECUTIVE COMPENSATION PROGRAMS AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS SECTION OF THE PROXY STATEMENT.	Management	Abstain	Against
04	THE COMPANY SEEKS STOCKHOLDERS' INPUT ON THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES ON EXECUTIVE COMPENSATION PROGRAMS.	Management	Abstain	Against

### THE COCA-COLA COMPANY

SECURITY	191216100	MEETING TYPE	Annual
TICKER SYMBOL	KO	MEETING DATE	27-Apr-2011
ISIN	US1912161007	AGENDA	933380418 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: HERBERT A. ALLEN	Management	For	For
1B	ELECTION OF DIRECTOR: RONALD W. ALLEN	Management	For	For
1C	ELECTION OF DIRECTOR: HOWARD G. BUFFETT	Management	For	For
1D	ELECTION OF DIRECTOR: BARRY DILLER	Management	For	For
1E	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Management	For	For
1F	ELECTION OF DIRECTOR: ALEXIS M. HERMAN	Management	For	For
1G	ELECTION OF DIRECTOR: MUHTAR KENT	Management	For	For
1H	ELECTION OF DIRECTOR: DONALD R. KEOUGH	Management	For	For
1I	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Management	For	For
1J	ELECTION OF DIRECTOR: DONALD F. MCHENRY	Management	For	For
1K	ELECTION OF DIRECTOR: SAM NUNN	Management	For	For
1L	ELECTION OF DIRECTOR: JAMES D. ROBINSON III	Management	For	For
1M	ELECTION OF DIRECTOR: PETER V. UEBERROTH	Management	For	For
1N	ELECTION OF DIRECTOR: JACOB WALLENBERG	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

10	ELECTION OF DIRECTOR: JAMES B. WILLIAMS	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Management	For	For
03	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE PERFORMANCE INCENTIVE PLAN OF THE COCA-COLA COMPANY TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Management	For	For
04	APPROVAL OF THE PERFORMANCE MEASURES AVAILABLE UNDER THE COCA-COLA COMPANY 1989 RESTRICTED STOCK AWARD PLAN TO PRESERVE THE TAX DEDUCTIBILITY OF THE AWARDS	Management	For	For
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY VOTE)	Management	Abstain	Against
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE SAY ON PAY VOTE	Management	Abstain	Against
07	SHAREOWNER PROPOSAL REGARDING A REPORT ON BISPHENOL-A	Shareholder	Against	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

41

MARATHON OIL CORPORATION

SECURITY	565849106	MEETING TYPE	Annual
TICKER SYMBOL	MRO	MEETING DATE	27-Apr-2011
ISIN	US5658491064	AGENDA	933383907 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Management	For	For
1B	ELECTION OF DIRECTOR: PIERRE BRONDEAU	Management	For	For
1C	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: DAVID A. DABERKO	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM L. DAVIS	Management	For	For
1F	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Management	For	For
1G	ELECTION OF DIRECTOR: PHILIP LADER	Management	For	For
1H	ELECTION OF DIRECTOR: CHARLES R. LEE	Management	For	For
1I	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Management	For	For
1J	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For	For
1K	ELECTION OF DIRECTOR: SETH E. SCHOFIELD	Management	For	For
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Management	For	For
1M	ELECTION OF DIRECTOR: THOMAS J. USHER	Management	For	For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2011.	Management	For	For
03	BOARD PROPOSAL TO AMEND OUR BY-LAWS TO LOWER THE THRESHOLD FOR STOCKHOLDERS TO CALL SPECIAL MEETINGS.	Management	For	For
04	BOARD PROPOSAL FOR A NON-BINDING ADVISORY VOTE ON OUR EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	BOARD PROPOSAL TO SELECT THE DESIRED FREQUENCY OF NON-BINDING ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	STOCKHOLDER PROPOSAL SEEKING A SAFETY REPORT OUTLINING THE COMPANY'S STEPS TO REDUCE THE RISK	Shareholder	Against	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

OF ACCIDENTS.

DPL INC.

SECURITY	233293109	MEETING TYPE	Annual
TICKER SYMBOL	DPL	MEETING DATE	27-Apr-2011
ISIN	US2332931094	AGENDA	933384012 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 PAUL M. BARBAS		For	For
	2 BARBARA S. GRAHAM		For	For
	3 GLENN E. HARDER		For	For
02	AN AMENDMENT TO DPL'S REGULATIONS APPROVED BY OUR BOARD OF DIRECTORS THAT REDUCES THE PERCENTAGE OF SHAREHOLDER VOTES NEEDED TO AMEND DPL'S REGULATIONS.	Management	For	For
03	AN ADVISORY, NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF DPL'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN OUR 2011 PROXY STATEMENT.	Management	Abstain	Against
04	TO RECOMMEND BY ADVISORY, NON-BINDING VOTE, THE FREQUENCY FOR HOLDING ADVISORY, NON-BINDING VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
05	RE-APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER DPL'S 2006 EQUITY PERFORMANCE AND INCENTIVE PLAN.	Management	For	For
06	RATIFICATION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT.	Management	For	For

E. I. DU PONT DE NEMOURS AND COMPANY

SECURITY	263534109	MEETING TYPE	Annual
TICKER SYMBOL	DD	MEETING DATE	27-Apr-2011
ISIN	US2635341090	AGENDA	933385521 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RICHARD H. BROWN	Management	For	For
1B	ELECTION OF DIRECTOR: ROBERT A. BROWN	Management	For	For
1C	ELECTION OF DIRECTOR: BERTRAND P. COLLOMB	Management	For	For
1D	ELECTION OF DIRECTOR: CURTIS J. CRAWFORD	Management	For	For
1E	ELECTION OF DIRECTOR: ALEXANDER M. CUTLER	Management	For	For
1F	ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT	Management	For	For
1G	ELECTION OF DIRECTOR: MARILLYN A. HEWSON	Management	For	For
1H	ELECTION OF DIRECTOR: LOIS D. JULIBER	Management	For	For
1I	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Management	For	For
1J	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Management	For	For
02	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ON AMENDED EQUITY AND INCENTIVE PLAN	Management	Against	Against
04	TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
42

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
05	TO RECOMMEND, BY ADVISORY VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES	Management	Abstain	Against
06	ON SPECIAL SHAREOWNER MEETINGS	Shareholder	Against	For
07	ON GENETICALLY ENGINEERED SEED	Shareholder	Against	For
08	ON EXECUTIVE COMPENSATION REPORT	Shareholder	Against	For

SJW CORP.

SECURITY	784305104	MEETING TYPE	Annual
TICKER SYMBOL	SJW	MEETING DATE	27-Apr-2011
ISIN	US7843051043	AGENDA	933387448 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 K. ARMSTRONG		For	For
	2 M.L. CALI		For	For
	3 J.P. DINAPOLI		For	For
	4 D.R. KING		For	For
	5 N.Y. MINETA		For	For
	6 R.B. MOSKOVITZ		For	For
	7 G.E. MOSS		For	For
	8 W.R. ROTH		For	For
	9 C.J. TOENISKOETTER		For	For
	10 R.A. VAN VALER		For	For
02	APPROVE THE ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.	Management	Abstain	Against
03	TO VOTE ON AN ADVISORY BASIS AS TO WHETHER THE ADVISORY SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY YEAR, ONCE EVERY TWO YEARS OR ONCE EVERY THREE YEARS.	Management	Abstain	Against
04	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2011.	Management	For	For

GENERAL ELECTRIC COMPANY

SECURITY	369604103	MEETING TYPE	Annual
TICKER SYMBOL	GE	MEETING DATE	27-Apr-2011
ISIN	US3696041033	AGENDA	933387664 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Management	For	For
A2	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management	For	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Management	For	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Management	For	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Management	For	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Management	For	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Management	For	For
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Management	For	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For	For
A12	ELECTION OF DIRECTOR: SAM NUNN	Management	For	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Management	For	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Management	For	For
A15	ELECTION OF DIRECTOR: JAMES S. TISCH	Management	For	For
A16	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Management	For	For
B1	RATIFICATION OF KPMG	Management	For	For
B2	ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Management	Abstain	Against
B3	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against
C1	SHAREOWNER PROPOSAL: CUMULATIVE VOTING	Shareholder	Against	For
C2	SHAREOWNER PROPOSAL: FUTURE STOCK OPTIONS	Shareholder	Against	For
C3	SHAREOWNER PROPOSAL: WITHDRAW STOCK OPTIONS GRANTED TO EXECUTIVES	Shareholder	Against	For
C4	SHAREOWNER PROPOSAL: CLIMATE CHANGE RISK DISCLOSURE	Shareholder	Against	For
C5	SHAREOWNER PROPOSAL: TRANSPARENCY IN ANIMAL RESEARCH	Shareholder	Against	For

TEXTRON INC.

SECURITY	883203101	MEETING TYPE	Annual
TICKER SYMBOL	TXT	MEETING DATE	27-Apr-2011
ISIN	US8832031012	AGENDA	933389202 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ELECTION OF DIRECTOR: JAMES T. CONWAY	Management	For	For
02	ELECTION OF DIRECTOR: PAUL E. GAGNE	Management	For	For
03	ELECTION OF DIRECTOR: DAIN M. HANCOCK	Management	For	For
04	ELECTION OF DIRECTOR: LLOYD G. TROTTER	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
43

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

05	PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATING TO EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
07	APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE A RIGHT FOR 25% SHAREHOLDERS TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Management	For	For
08	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

DANONE, PARIS

SECURITY	F12033134	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	28-Apr-2011
ISIN	FR0000120644	AGENDA	702819600 - Management

ITEM	PROPOSAL	TYPE	VOTE	MA
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting		
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card-directly to the sub custodian. Please contact your Client Service-Representative to obtain the necessary card, account details and directions.-The following applies to Non-Resident Shareowners: Proxy Cards: Voting-instructions will be forwarded to the Global Custodians that have become-Registered Intermediaries, on the Vote Deadline Date. In capacity as-Registered Intermediary, the Global Custodian will sign the Proxy Card and-forward to the local custodian. If you are unsure whether your Global-Custodian acts as Registered Intermediary, please contact your representative	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY-CLICKING ON THE MATERIAL URL LINK:- <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100550.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0304/201103041100550.pdf</a>	Non-Voting		
0.1	Approval of the corporate financial statements for the financial year ended on December 31, 2010	Management	For	Fo
0.2	Approval of the consolidated financial statements for the financial year ended on December 31, 2010	Management	For	Fo
0.3	Allocation of income for the financial year ended December 31, 2010 and setting the dividend at EUR 1.30 per share	Management	For	Fo
0.4	Ratification of the co-optation of Mr. Yoshihiro Kawabata as Board member	Management	For	Fo
0.5	Renewal of Mr. Bruno Bonnell's term as Board member	Management	For	Fo
0.6	Renewal of Mr. Bernard Hours's term as Board member	Management	For	Fo
0.7	Renewal of Mr. Yoshihiro Kawabata's term as Board member	Management	For	Fo
0.8	Renewal of Mr. Jacques Vincent's term as Board member	Management	For	Fo
0.9	Appointment of Mrs. Isabelle Seillier as Board member	Management	For	Fo
0.10	Appointment of Mr. Jean-Michel Severino as Board member	Management	For	Fo
0.11	Approval of the Agreements referred to in the Statutory Auditors' special report	Management	For	Fo
0.12	Approval of the Agreements and Undertakings pursuant to Articles L.225-38 and L.225-42-1 of the Commercial Code relating to Mr. Bernard Hours	Management	For	Fo
0.13	Authorization to be granted to the Board of Directors to purchase, hold or transfer Company's shares	Management	For	Fo



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.14	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to the capital of the Company, with preferential subscription rights of shareholders	Management	For	Fo
E.15	Delegation of authority to the Board of Directors to issue ordinary shares of the Company and securities giving access to the capital of the Company, with cancellation of preferential subscription rights of shareholders, but with obligation to grant a priority right	Management	For	Fo
E.16	Delegation of authority to the Board of Directors in the event of capital increase with or with cancellation of preferential subscription rights of shareholders to increase the amount of issuable securities	Management	For	Fo
E.17	Delegation of authority to the Board of Directors to issue ordinary shares and securities giving access to the capital of the Company, in the event of public exchange offer initiated by the Company	Management	For	Fo
E.18	Delegation of powers to the Board of Directors to issue ordinary shares, in consideration for in-kind contributions granted to the Company and composed of equity securities or securities giving access to the capital	Management	For	Fo
E.19	Delegation of authority to the Board of Directors to increase the Company's capital by incorporation of reserves, profits or premiums or other amounts which capitalization is authorized	Management	For	Fo
E.20	Delegation of authority to the Board of Directors to carry out capital increases reserved for employees participating in a company savings plan and/or transfers of reserved securities	Management	For	Fo
E.21	Authorization granted to the Board of Directors to reduce capital by cancellation of shares	Management	For	Fo
E.22	Powers for formalities	Management	For	Fo

DIEBOLD, INCORPORATED

SECURITY	253651103	MEETING TYPE	Annual
TICKER SYMBOL	DBD	MEETING DATE	28-Apr-2011
ISIN	US2536511031	AGENDA	933380317 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	PATRICK W. ALLENDER		For	For
2	BRUCE L. BYRNES		For	For
3	MEI-WEI CHENG		For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
44

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
4	PHILLIP R. COX		For	For
5	RICHARD L. CRANDALL		For	For
6	GALE S. FITZGERALD		For	For
7	PHILLIP B. LASSITER		For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

8	JOHN N. LAUER		For	For
9	THOMAS W. SWIDARSKI		For	For
10	HENRY D.G. WALLACE		For	For
11	ALAN J. WEBER		For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE YEAR 2011.	Management	For	For
03	TO HOLD AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
04	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY FOR FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against

### OLIN CORPORATION

SECURITY	680665205	MEETING TYPE	Annual
TICKER SYMBOL	OLN	MEETING DATE	28-Apr-2011
ISIN	US6806652052	AGENDA	933381129 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 GRAY G. BENOIST		For	For
	2 RICHARD M. ROMPALA		For	For
	3 JOSEPH D. RUPP		For	For
02	NON-BINDING VOTE ON APPROVAL OF THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	NON-BINDING VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

### THE EMPIRE DISTRICT ELECTRIC COMPANY

SECURITY	291641108	MEETING TYPE	Annual
TICKER SYMBOL	EDE	MEETING DATE	28-Apr-2011
ISIN	US2916411083	AGENDA	933381232 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 KENNETH R. ALLEN		For	For
	2 BRADLEY P. BEECHER		For	For
	3 WILLIAM L. GIPSON		For	For
	4 THOMAS M. OHLMACHER		For	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS EMPIRE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	TO VOTE UPON A NON-BINDING ADVISORY PROPOSAL TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
04	TO VOTE UPON A NON-BINDING ADVISORY PROPOSAL ON WHETHER THE NON-BINDING ADVISORY VOTE ON	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

EXECUTIVE COMPENSATION SHOULD OCCUR EVERY ONE,  
TWO OR THREE YEARS.

ROWAN COMPANIES, INC.

SECURITY	779382100	MEETING TYPE	Annual
TICKER SYMBOL	RDC	MEETING DATE	28-Apr-2011
ISIN	US7793821007	AGENDA	933382777 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: R.G. CROYLE	Management	For	For
1B	ELECTION OF DIRECTOR: LORD MOYNIHAN	Management	For	For
1C	ELECTION OF DIRECTOR: W. MATT RALLS	Management	For	For
1D	ELECTION OF DIRECTOR: JOHN J. QUICKE	Management	For	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS.	Management	For	For
03	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
45

JOHNSON & JOHNSON

SECURITY	478160104	MEETING TYPE	Annual
TICKER SYMBOL	JNJ	MEETING DATE	28-Apr-2011
ISIN	US4781601046	AGENDA	933382854 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: MARY SUE COLEMAN	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES G. CULLEN	Management	For	For
1C	ELECTION OF DIRECTOR: IAN E.L. DAVIS	Management	For	For
1D	ELECTION OF DIRECTOR: MICHAEL M.E. JOHNS	Management	For	For
1E	ELECTION OF DIRECTOR: SUSAN L. LINDQUIST	Management	For	For
1F	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Management	For	For
1G	ELECTION OF DIRECTOR: LEO F. MULLIN	Management	For	For
1H	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Management	For	For
1I	ELECTION OF DIRECTOR: CHARLES PRINCE	Management	For	For
1J	ELECTION OF DIRECTOR: DAVID SATCHER	Management	For	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management	For	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Management	For	For
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

05	SHAREHOLDER PROPOSAL ON PHARMACEUTICAL PRICE RESTRAINT	Shareholder	Against	For
06	SHAREHOLDER PROPOSAL ON AMENDMENT TO COMPANY'S EQUAL EMPLOYMENT OPPORTUNITY POLICY	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL ON ADOPTING NON-ANIMAL METHODS FOR TRAINING	Shareholder	Against	For

### THE HERSHEY COMPANY

SECURITY	427866108	MEETING TYPE	Annual
TICKER SYMBOL	HSY	MEETING DATE	28-Apr-2011
ISIN	US4278661081	AGENDA	933382929 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 P.M. ARWAY		For	For
	2 R.F. CAVANAUGH		For	For
	3 C.A. DAVIS		For	For
	4 J.M. MEAD		For	For
	5 J.E. NEVELS		For	For
	6 A.J. PALMER		For	For
	7 T.J. RIDGE		For	For
	8 D.L. SHEDLARZ		For	For
	9 D.J. WEST		For	For
02	RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.	Management	For	For
03	APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	SELECT, ON A NON-BINDING ADVISORY BASIS, THE FREQUENCY OF STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVE THE HERSHEY COMPANY AMENDED AND RESTATED EQUITY AND INCENTIVE COMPENSATION PLAN.	Management	Against	Against

### WILLIS GROUP HOLDINGS PLC

SECURITY	G96666105	MEETING TYPE	Annual
TICKER SYMBOL	WSH	MEETING DATE	28-Apr-2011
ISIN	IE00B4XGY116	AGENDA	933384365 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: WILLIAM W. BRADLEY	Management	For	For
1B	ELECTION OF DIRECTOR: JOSEPH A. CALIFANO	Management	For	For
1C	ELECTION OF DIRECTOR: ANNA C. CATALANO	Management	For	For
1D	ELECTION OF DIRECTOR: SIR ROY GARDNER	Management	For	For
1E	ELECTION OF DIRECTOR: SIR JEREMY HANLEY	Management	For	For
1F	ELECTION OF DIRECTOR: ROBYN S. KRAVIT	Management	For	For
1G	ELECTION OF DIRECTOR: JEFFREY B. LANE	Management	For	For
1H	ELECTION OF DIRECTOR: WENDY E. LANE	Management	For	For
1I	ELECTION OF DIRECTOR: JAMES F. MCCANN	Management	For	For
1J	ELECTION OF DIRECTOR: JOSEPH J. PLUMERI	Management	For	For
1K	ELECTION OF DIRECTOR: DOUGLAS B. ROBERTS	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1L	ELECTION OF DIRECTOR: MICHAEL J. SOMERS	Management	For	For
2	RATIFY THE REAPPOINTMENT OF DELOITTE LLP AS AUDITORS UNTIL THE CLOSE OF THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS AND AUTHORIZE THE BOARD OF DIRECTORS ACTING THROUGH THE AUDIT COMMITTEE TO FIX THE AUDITORS' REMUNERATION.	Management	For	For
3	RENEW THE AUTHORIZATION OF THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF THE COMPANY'S ORDINARY SHARES.	Management	For	For
4	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
5	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
46

EDISON INTERNATIONAL

SECURITY	281020107	MEETING TYPE	Annual
TICKER SYMBOL	EIX	MEETING DATE	28-Apr-2011
ISIN	US2810201077	AGENDA	933384846 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JAGJEET S. BINDRA	Management	For	For
1B	ELECTION OF DIRECTOR: VANESSA C.L. CHANG	Management	For	For
1C	ELECTION OF DIRECTOR: FRANCE A. CORDOVA	Management	For	For
1D	ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR.	Management	For	For
1E	ELECTION OF DIRECTOR: CHARLES B. CURTIS	Management	For	For
1F	ELECTION OF DIRECTOR: BRADFORD M. FREEMAN	Management	For	For
1G	ELECTION OF DIRECTOR: LUIS G. NOGALES	Management	For	For
1H	ELECTION OF DIRECTOR: RONALD L. OLSON	Management	For	For
1I	ELECTION OF DIRECTOR: JAMES M. ROSSER	Management	For	For
1J	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Management	For	For
1K	ELECTION OF DIRECTOR: THOMAS C. SUTTON	Management	For	For
1L	ELECTION OF DIRECTOR: BRETT WHITE	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
05	MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN	Management	Against	Against

PFIZER INC.

SECURITY	717081103	MEETING TYPE	Annual
TICKER SYMBOL	PFE	MEETING DATE	28-Apr-2011
ISIN	US7170811035	AGENDA	933392196 - Management

FOR/AGAINST

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
1A	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management	For	For
1B	ELECTION OF DIRECTOR: MICHAEL S. BROWN	Management	For	For
1C	ELECTION OF DIRECTOR: M. ANTHONY BURNS	Management	For	For
1D	ELECTION OF DIRECTOR: W. DON CORNWELL	Management	For	For
1E	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Management	For	For
1F	ELECTION OF DIRECTOR: WILLIAM H. GRAY III	Management	For	For
1G	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Management	For	For
1H	ELECTION OF DIRECTOR: JAMES M. KILTS	Management	For	For
1I	ELECTION OF DIRECTOR: GEORGE A. LORCH	Management	For	For
1J	ELECTION OF DIRECTOR: JOHN P. MASCOTTE	Management	For	For
1K	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management	For	For
1L	ELECTION OF DIRECTOR: IAN C. READ	Management	For	For
1M	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
02	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	SHAREHOLDER PROPOSAL REGARDING PUBLICATION OF POLITICAL CONTRIBUTIONS	Shareholder	Against	For
06	SHAREHOLDER PROPOSAL REGARDING PUBLIC POLICY INITIATIVES.	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL REGARDING PHARMACEUTICAL PRICE RESTRAINTS.	Shareholder	Against	For
08	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
09	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against	For
10	SHAREHOLDER PROPOSAL REGARDING ANIMAL RESEARCH	Shareholder	Against	For

SOUTH JERSEY INDUSTRIES, INC.

SECURITY	838518108	MEETING TYPE	Annual
TICKER SYMBOL	SJI	MEETING DATE	28-Apr-2011
ISIN	US8385181081	AGENDA	933397487 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	VICTOR A. FORTKIEWICZ*		For	For
2	EDWARD J. GRAHAM*		For	For
3	SHAHID MALIK*		For	For
4	KEITH S. CAMPBELL**		For	For
5	WALTER M. HIGGINS III**		For	For
6	JOSEPH H. PETROWSKI**		For	For
02	TO APPROVE THE NONBINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	TO DETERMINE THE FREQUENCY OF THE NONBINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

47

### PETROLEO BRASILEIRO S.A. - PETROBRAS

SECURITY	71654V408	MEETING TYPE	Annual
TICKER SYMBOL	PBR	MEETING DATE	28-Apr-2011
ISIN	US71654V4086	AGENDA	933430364 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	THE MANAGEMENT REPORT, FINANCIAL STATEMENTS AND FISCAL BOARD'S REPORT OF FISCAL YEAR OF 2010	Management	For	For
02	CAPITAL BUDGET FOR 2011	Management	For	For
03	DISTRIBUTION OF THE INCOME OF YEAR 2010	Management	For	For
04	ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS	Management	For	For
05	ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS	Management	For	For
06	ELECTION OF MEMBERS TO THE FISCAL BOARD AND THEIR RESPECTIVE SUBSTITUTES	Management	For	For
07	ESTABLISHMENT OF THE COMPENSATION OF MANAGEMENT AND EFFECTIVE MEMBERS OF THE FISCAL BOARD	Management	For	For
E1	CAPITAL INCREASE	Management	For	For

### DAVIDE CAMPARI-MILANO SPA

SECURITY	T24091117	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	29-Apr-2011
ISIN	IT0003849244	AGENDA	702874315 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANA
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 2 MAY 2011 AT 10:00 CONSEQUENTLY, YOUR VOTING INSTRUCTIONS-WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.		Non-Voting	
1	Approval of the balancesheet as of 31 December 2010 and consequential resolutions	Management	For	For
2	Approval of stock option plan ex art 114 BIS TUF	Management	For	For
3	Authorisation to buy and sell own shares	Management	For	For
4	Presentation of the report on the general politics of the executive directors remuneration	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION OF TEXT IN RESOLUTION-1 AND CHANGE IN MEETING TYPE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE D-O NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCT-IONS. THANK YOU.		Non-Voting	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ENEL ENTE NAZIONALE PER L'ENERGIA ELETTRICA SPA, R

SECURITY	T3679P115	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	29-Apr-2011
ISIN	IT0003128367	AGENDA	702919309 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 806416 DUE TO RECEIPT OF D-IRECTORS' NAMES. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDE-D AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
O.1	Financial statements as of December 31, 2010. Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditors. Related resolutions. Presentation of the consolidated financial statements for the year ended December 31, 2010	Management	For
O.2	Allocation of the net income of the year	Management	For
O.3	Determination of the number of the members of the Board of Directors	Management	For
O.4	Determination of the term of the Board of Directors	Management	For
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SLATES TO BE ELECTED AS DIRECTORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUC-TIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED T-O VOTE FOR ONLY 1 OF THE 2 SLATES. THANK YOU.	Non-Voting	
O.5.1	The slate filed by the Italian Ministry of Economy and Finance, which owns approximately 31.24% of Enel SpA's share capital is composed of the following candidates: 1. Mauro Miccio, 2. Paolo Andrea Colombo (nominated for the Chairmanship), 3. Fulvio Conti, 4. Lorenzo Codogno, 5. Fernando Napolitano and 6. Gianfranco Tosi	Shareholder	Against
O.5.2	The slate filed by a group of 19 mutual funds and other institutional investors (1), which together own approximately 0.98% of Enel SpA's share capital is composed of the following candidates: 1. Angelo Taraborrelli, 2. Alessandro Banchi and 3. Pedro Solbes	Shareholder	
O.6	Election of the Chairman of the Board of Directors	Management	For
O.7	Determination of the remuneration of the members of the Board of Directors	Management	For
O.8	Appointment of the External Auditors for the period 2011-2019 and determination of the remuneration	Management	For
E.1	Harmonization of the Bylaws with the provisions of: (a) Legislative Decree of January 27, 2010, No. 27 concerning the participation to the shareholders' meeting by electronic means; amendment of article 11 of the Bylaws, and (b) Regulation concerning the transactions with related parties, adopted by Consob with Resolution No. 17221 of March 12, 2010; amendment of articles 13 and 20 of the Bylaws	Management	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

48



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

HERA SPA, BOLOGNA

SECURITY	T5250M106	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	29-Apr-2011
ISIN	IT0001250932	AGENDA	702969467 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 800458 DUE TO ADDITION OF-RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AN-D YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
1	Financial statement at 31/12/2010, management report, distribution of profit proposal and board of auditors report. Any adjournment thereof	Management	For
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 3 SLATES TO BE ELECTED AS DIRECTORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUC-TIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED T-O VOTE FOR ONLY 1 OF THE 3 SLATES. THANK YOU.	Non-Voting	
2.1	Appointment of directors: The candidate slates for the Board of directors presented by a group of shareholders ( with Daniele Manca as president) representing 59,33%of the stock capital are: Tomaso Tommasi di Vignano, Maurizio Chiarini, Giorgio Razzoli, Nicodemo Montanari, Filippo Brandolini, Roberto Sacchetti, Valeriano Fantini, Rossella Saoncella, Giancarlo Tonelli, Mauro Roda, Mara Bernardini, Luca Mandrioli, Luigi Castagna, Fabio Giuliani	Shareholder	Against
2.2	Appointment of directors: The candidate slates for the Board of directors presented by Em. Ro Popolare societa finanziaria di partecipazioni, Finenergie International SA, Amaco S.r.l, Ing ferrari Spa e fondazione Cassa di Risparmio di Carpi, representing 1,38 of the stock capital is: Alberto Marri	Shareholder	
2.3	Appointment of directors: The candidate slates for the Board of directors presented by a group of shareholders : Carimonte Holding, Fondazione Cassa dei risparmi di Forl , Fondazione Cassa di risparmio di Imola, Fondazione Cassa di risparmio di Modena e Gruppo Societa gas di Rimini, representing 1% of the stock capital are: Enrico Giovanetti, Bruno Tani, Marco Cammelli, Piergiuseppe Dolcini	Shareholder	
3	Determination of emoluments of directors	Management	For
0	PLEASE NOTE THAT ALTHOUGH THERE ARE 2 SLATES TO BE ELECTED AS AUDITORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUC-TIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO-VOTE FOR ONLY 1 OF THE 2 SLATES. THANK YOU	Non-Voting	
4.1	Appointment of auditors and of chairman of the board of auditors: The candidate slates for internal Auditors presented by a group of shareholders ( with Daniele Manca as president) representing 59,33%of the stock capital are: Effective Auditors: Antonio Venturini, Elis Dall'Olio; Alternate Auditors: Roberto Picone	Shareholder	Against
4.2	Appointment of auditors and of chairman of the board of auditors: The candidate slates for Internal Auditors presented by a group of shareholders : Carimonte Holding, Fondazione Cassa dei risparmi di Forl , Fondazione Cassa di risparmio di Imola, Fondazione Cassa di risparmio di Modena e Gruppo Societa gas di Rimini,	Shareholder	Against

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

representing 1% of the stock capital are: Effective Auditors: Sergio santi; Alternate Auditors: Stefano Ceccacci

5	Determination of emoluments of auditors	Management	For
6	Renewal of authorization to share buyback and disposal. Any adjournment thereof	Management	For

AT&T INC.

SECURITY	00206R102	MEETING TYPE	Annual
TICKER SYMBOL	T	MEETING DATE	29-Apr-2011
ISIN	US00206R1023	AGENDA	933378437 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management	For	For
1B	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Management	For	For
1C	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Management	For	For
1E	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Management	For	For
1F	ELECTION OF DIRECTOR: JAMES P. KELLY	Management	For	For
1G	ELECTION OF DIRECTOR: JON C. MADONNA	Management	For	For
1H	ELECTION OF DIRECTOR: LYNN M. MARTIN	Management	For	For
1I	ELECTION OF DIRECTOR: JOHN B. MCCOY	Management	For	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1K	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Management	For	For
1L	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Management	For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management	For	For
03	APPROVE 2011 INCENTIVE PLAN.	Management	For	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
07	SPECIAL STOCKHOLDER MEETINGS.	Shareholder	Against	For
08	WRITTEN CONSENT.	Shareholder	Against	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

49

NOBLE CORPORATION

SECURITY	H5833N103	MEETING TYPE	Annual
TICKER SYMBOL	NE	MEETING DATE	29-Apr-2011
ISIN	CH0033347318	AGENDA	933383349 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR	Management		
	1 LAWRENCE J. CHAZEN	Management		For
	2 JON A. MARSHALL	Management		For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

3	MARY P. RICCIARDELLO	Management		For
2	APPROVAL OF THE 2010 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2010 AND THE STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2010	Management	For	For
3	APPROVAL OF THE CREATION OF A RESERVE THROUGH APPROPRIATION OF RETAINED EARNINGS	Management	For	For
4	APPROVAL OF A CAPITAL REDUCTION BY CANCELLATION OF CERTAIN SHARES HELD IN TREASURY	Management	For	For
5	APPROVAL OF AN EXTENSION OF BOARD AUTHORITY TO ISSUE AUTHORIZED SHARE CAPITAL UNTIL APRIL 28, 2013	Management	For	For
6	APPROVAL OF A RETURN OF CAPITAL IN THE FORM OF A PAR VALUE REDUCTION IN AN AMOUNT EQUAL TO SWISS FRANCS 0.52 PER SHARE	Management	For	For
7	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011 AND THE ELECTION OF PRICEWATERHOUSECOOPERS AG AS STATUTORY AUDITOR FOR A ONE-YEAR TERM	Management	For	For
8	APPROVAL OF THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS OF THE COMPANY FOR FISCAL YEAR 2010	Management	For	For
9	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
10	ADVISORY VOTE ON FREQUENCY OF THE EXECUTIVE COMPENSATION ADVISORY VOTE	Management	Abstain	Against

OWENS & MINOR, INC.

SECURITY	690732102	MEETING TYPE	Annual
TICKER SYMBOL	OMI	MEETING DATE	29-Apr-2011
ISIN	US6907321029	AGENDA	933383781 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	A. MARSHALL ACUFF, JR.	Management	For	For
2	J. ALFRED BROADDUS, JR.	Management	For	For
3	RICHARD E. FOGG	Management	For	For
4	JOHN W. GERDELMAN	Management	For	For
5	LEMUEL E. LEWIS	Management	For	For
6	G. GILMER MINOR, III	Management	For	For
7	EDDIE N. MOORE, JR.	Management	For	For
8	PETER S. REDDING	Management	For	For
9	JAMES E. ROGERS	Management	For	For
10	ROBERT C. SLEDD	Management	For	For
11	CRAIG R. SMITH	Management	For	For
12	ANNE MARIE WHITTEMORE	Management	For	For
02	VOTE TO RATIFY KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### ABBOTT LABORATORIES

SECURITY 002824100 MEETING TYPE Annual  
 TICKER SYMBOL ABT MEETING DATE 29-Apr-2011  
 ISIN US0028241000 AGENDA 933386319 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	R.J. ALPERN	Management	For	For
2	R.S. AUSTIN	Management	For	For
3	W.J. FARRELL	Management	For	For
4	H.L. FULLER	Management	For	For
5	E.M. LIDDY	Management	For	For
6	P.N. NOVAKOVIC	Management	For	For
7	W.A. OSBORN	Management	For	For
8	S.C. SCOTT III	Management	For	For
9	G.F. TILTON	Management	For	For
10	M.D. WHITE	Management	For	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS.	Management	For	For
03	SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	SAY WHEN ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	SHAREHOLDER PROPOSAL - PHARMACEUTICAL PRICING.	Shareholder	Against	For

### ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 50

### AGNICO-EAGLE MINES LIMITED

SECURITY 008474108 MEETING TYPE Annual and Special Meeting  
 TICKER SYMBOL AEM MEETING DATE 29-Apr-2011  
 ISIN CA0084741085 AGENDA 933403177 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	LEANNE M. BAKER	Management	For	For
2	DOUGLAS R. BEAUMONT	Management	For	For
3	SEAN BOYD	Management	For	For
4	MARTINE A. CELEJ	Management	For	For
5	CLIFFORD J. DAVIS	Management	For	For
6	ROBERT J. GEMMELL	Management	For	For
7	BERNARD KRAFT	Management	For	For
8	MEL LEIDERMAN	Management	For	For
9	JAMES D. NASSO	Management	For	For
10	SEAN RILEY	Management	For	For
11	J. MERFYN ROBERTS	Management	For	For
12	EBERHARD SCHERKUS	Management	For	For
13	HOWARD R. STOCKFORD	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

14	PERTTI VOUTILAINEN	Management	For	For
02	APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF THE CORPORATION AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For
03	AN ORDINARY RESOLUTION APPROVING AN AMENDMENT OF AGNICO-EAGLE'S STOCK OPTION PLAN.	Management	For	For
04	A NON-BINDING ADVISORY RESOLUTION ACCEPTING AGNICO-EAGLE'S APPROACH TO EXECUTIVE COMPENSATION.	Management	For	For

### FERRO CORPORATION

SECURITY	315405100	MEETING TYPE	Annual
TICKER SYMBOL	FOE	MEETING DATE	29-Apr-2011
ISIN	US3154051003	AGENDA	933404042 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
01	DIRECTOR	Management		
	1 SANDRA AUSTIN CRAYTON	Management	For	Agains
	2 RICHARD J. HIPPLE	Management	For	Agains
	3 WILLIAM B. LAWRENCE	Management	For	Agains
	4 TIMOTHY K. PISTELL	Management	For	Agains
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANT.	Management	For	For
03	APPROVAL, IN A NON-BINDING ADVISORY VOTE, OF THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.	Management	Abstain	Agains
04	RECOMMENDATION, IN A NON-BINDING ADVISORY VOTE, FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Agains

### ABB LTD

SECURITY	000375204	MEETING TYPE	Annual
TICKER SYMBOL	ABB	MEETING DATE	29-Apr-2011
ISIN	US0003752047	AGENDA	933411554 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
2A	APPROVAL OF THE ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS, AND THE ANNUAL FINANCIAL STATEMENTS FOR 2010	Management	For	For
2B	CONSULTATIVE VOTE ON THE 2010 REMUNERATION REPORT	Management	For	For
03	DISCHARGE OF THE BOARD OF DIRECTORS AND THE PERSONS ENTRUSTED WITH MANAGEMENT	Management	For	For
04	APPROPRIATION OF AVAILABLE EARNINGS AND CONVERSION OF CAPITAL CONTRIBUTION RESERVE	Management	For	For
05	CREATION OF ADDITIONAL CONTINGENT SHARE CAPITAL IN CONNECTION WITH EMPLOYEE PARTICIPATION	Management	For	For
06	RENEWAL OF AUTHORIZED SHARE CAPITAL	Management	For	For
7A	RE-ELECTION OF ROGER AGNELLI	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7B	RE-ELECTION OF LOUIS R. HUGHES	Management	For	For
7C	RE-ELECTION OF HANS ULRICH MAERKI	Management	For	For
7D	RE-ELECTION OF MICHEL DE ROSEN	Management	For	For
7E	RE-ELECTION OF MICHAEL TRESCHOW	Management	For	For
7F	RE-ELECTION OF JACOB WALLENBERG	Management	For	For
7G	RE-ELECTION OF HUBERTUS VON GRUNBERG	Management	For	For
7H	ELECTION OF MS. YING YEH TO THE BOARD OF DIRECTORS	Management	For	For
08	RE-ELECTION OF THE AUDITORS	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
51

NOBLE CORPORATION

SECURITY	H5833N103	MEETING TYPE	Annual
TICKER SYMBOL	NE	MEETING DATE	29-Apr-2011
ISIN	CH0033347318	AGENDA	933425248 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANA
1	DIRECTOR	Management		
	1 LAWRENCE J. CHAZEN	Management	For	For
	2 JON A. MARSHALL	Management	For	For
	3 MARY P. RICCIARDELLO	Management	For	For
2	APPROVAL OF THE 2010 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2010 AND THE STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2010	Management	For	For
3	APPROVAL OF THE CREATION OF A RESERVE THROUGH APPROPRIATION OF RETAINED EARNINGS	Management	For	For
4	APPROVAL OF A CAPITAL REDUCTION BY CANCELLATION OF CERTAIN SHARES HELD IN TREASURY	Management	For	For
5	APPROVAL OF AN EXTENSION OF BOARD AUTHORITY TO ISSUE AUTHORIZED SHARE CAPITAL UNTIL APRIL 28, 2013	Management	For	For
6	APPROVAL OF A RETURN OF CAPITAL IN THE FORM OF A PAR VALUE REDUCTION IN AN AMOUNT EQUAL TO SWISS FRANCS 0.52 PER SHARE	Management	For	For
7	APPROVAL OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011 AND THE ELECTION OF PRICEWATERHOUSECOOPERS AG AS STATUTORY AUDITOR FOR A ONE-YEAR TERM	Management	For	For
8	APPROVAL OF THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS OF THE COMPANY FOR FISCAL YEAR 2010	Management	For	For
9	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Agai
10	ADVISORY VOTE ON FREQUENCY OF THE EXECUTIVE COMPENSATION ADVISORY VOTE	Management	Abstain	Agai

GRUPO TELEVISIA, S.A.B.

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	40049J206	MEETING TYPE	Annual
TICKER SYMBOL	TV	MEETING DATE	29-Apr-2011
ISIN	US40049J2069	AGENDA	933432851 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
I	APPOINTMENT OR RATIFICATION, AS THE CASE MAY BE, OF THE MEMBERS OF THE BOARD OF DIRECTORS TO BE APPOINTED AT THIS MEETING PURSUANT TO ARTICLES TWENTY SIXTH, TWENTY SEVENTH AND OTHER APPLICABLE ARTICLES OF THE CORPORATE BY-LAWS.	Management	For	For
II	APPOINTMENT OF DELEGATES TO CARRY OUT AND FORMALIZE THE RESOLUTIONS ADOPTED AT THIS MEETING.	Management	For	For

### SWEDISH MATCH AB, STOCKHOLM

SECURITY	W92277115	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	02-May-2011
ISIN	SE0000310336	AGENDA	702874353 -Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT NOT ALL SUB CUSTODIANS IN SWEDEN ACCEPT ABSTAIN AS A VALID-VOTE OPTION. THANK YOU		Non-Voting
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED-ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO-PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE-POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED-IN ORDER FOR YOUR VOTE TO BE LODGED		Non-Voting
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF-ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING-INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO-BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE-REPRESENTATIVE		Non-Voting
1	Opening of the Meeting and election of the Chairman of the Meeting: Sven-Unger		Non-Voting
2	Preparation and approval of the voting list		Non-Voting
3	Election of one or two persons, to verify the Minutes		Non-Voting
4	Determination of whether the Meeting has been duly convened		Non-Voting
5	Approval of the Agenda		Non-Voting
6	Presentation of the Annual Report and the Auditors' Report, the Consolidated-Financial Statements and the Auditors' Report on the Consolidated Financial-Statements for 2010, the Auditors' Statement regarding compliance with the-principles for determination of remuneration to senior executives as well as-the Board of Directors' motion regarding the allocation of profit and-explanatory statements. In connection therewith, the President's address and-the report regarding the work of the Board of		Non-Voting

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7	Directors and the work and-function of the Audit Committee Adoption of the Income Statement and Balance Sheet and of the Consolidated Income Statement and Consolidated Balance Sheet	Management	No Acti
8	Resolution in respect of allocation of the Company's profit in accordance with the adopted Balance Sheet and resolution on record day for dividend	Management	No Acti
9	Resolution regarding discharge from liability for the Board members and the President	Management	No Acti
10a	Resolution regarding the reduction of the share capital by way of a recall of repurchased shares, and the transfer of the reduced amount to a fund for use in repurchasing the Company's own shares; and	Management	No Acti
10b	Resolution regarding a bonus issue	Management	No Acti
11	Resolution regarding the authorization of the Board of Directors to decide on the acquisition of shares in the Company	Management	No Acti
12	Adoption of principles for determination of remuneration payable to senior executives. In connection therewith the report regarding the work and function of the Compensation Committee	Management	No Acti
13	Determination of the number of Board members to be elected by the Meeting: The Board of Directors shall comprise six members elected by the Annual General Meeting and no Deputies	Management	No Acti
14	Determination of the remuneration to be paid to the Board of Directors	Management	No Acti
15	Election of members of the Board, the Chairman of the Board and the Deputy Chairman of the Board: The following Board members are proposed for re-election: Andrew Cripps, Karen Guerra, Conny Karlsson, and Meg Tiveus. The Nominating Committee proposes the election of Robert F. Sharpe and Joakim Westh as new members of the Board. Conny Karlsson is proposed to be re-elected as Chairman of the Board and Andrew Cripps is proposed be re-elected as Deputy Chairman of the Board	Management	No Acti
16	Resolution regarding the procedure for appointing members to the Nominating Committee and the matter of remuneration for the Nominating Committee, if any	Management	No Acti
17	Adoption of Instructions for Swedish Match AB's Nominating Committee	Management	No Acti

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
52

ZIMMER HOLDINGS, INC.

SECURITY	98956P102	MEETING TYPE	Annual
TICKER SYMBOL	ZMH	MEETING DATE	02-May-2011
ISIN	US98956P1021	AGENDA	933381915 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: BETSY J. BERNARD	Management	For	For
1B	ELECTION OF DIRECTOR: MARC N. CASPER	Management	For	For
1C	ELECTION OF DIRECTOR: DAVID C. DVORAK	Management	For	For
1D	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Management	For	For
1E	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Management	For	For
1F	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Management	For	For
1G	ELECTION OF DIRECTOR: JOHN L. MCGOLDRICK	Management	For	For
1H	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

02	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY")	Management	Abstain	Against
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES	Management	Abstain	Against
04	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Management	For	For

AFLAC INCORPORATED

SECURITY	001055102	MEETING TYPE	Annual
TICKER SYMBOL	AFL	MEETING DATE	02-May-2011
ISIN	US0010551028	AGENDA	933383616 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: DANIEL P. AMOS	Management	For	For
1B	ELECTION OF DIRECTOR: JOHN SHELBY AMOS II	Management	For	For
1C	ELECTION OF DIRECTOR: PAUL S. AMOS II	Management	For	For
1D	ELECTION OF DIRECTOR: MICHAEL H. ARMACOST	Management	For	For
1E	ELECTION OF DIRECTOR: KRISS CLONINGER III	Management	For	For
1F	ELECTION OF DIRECTOR: ELIZABETH J. HUDSON	Management	For	For
1G	ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON	Management	For	For
1H	ELECTION OF DIRECTOR: ROBERT B. JOHNSON	Management	For	For
1I	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Management	For	For
1J	ELECTION OF DIRECTOR: E. STEPHEN PURDOM, M.D.	Management	For	For
1K	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Management	For	For
1L	ELECTION OF DIRECTOR: MARVIN R. SCHUSTER	Management	For	For
1M	ELECTION OF DIRECTOR: DAVID GARY THOMPSON	Management	For	For
1N	ELECTION OF DIRECTOR: ROBERT L. WRIGHT	Management	For	For
1O	ELECTION OF DIRECTOR: TAKURO YOSHIDA	Management	For	For
02	TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE IN THE PROXY STATEMENT.	Management	Abstain	Against
03	NON-BINDING, ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

53

THE YORK WATER COMPANY

SECURITY	987184108	MEETING TYPE	Annual
TICKER SYMBOL	YORW	MEETING DATE	02-May-2011
ISIN	US9871841089	AGENDA	933386369 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 JOHN L. FINLAYSON 2 THOMAS C. NORRIS 3 ERNEST J. WATERS	Management	For	For
02	TO RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS AUDITORS.	Management	For	For
03	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

THE BOEING COMPANY

SECURITY 097023105 MEETING TYPE Annual  
TICKER SYMBOL BA MEETING DATE 02-May-2011  
ISIN US0970231058 AGENDA 933387397 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOHN E. BRYSON	Management	For	For
1B	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Management	For	For
1C	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: LINDA Z. COOK	Management	For	For
1E	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management	For	For
1F	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Management	For	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Management	For	For
1H	ELECTION OF DIRECTOR: JOHN F. MCDONNELL	Management	For	For
1I	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Management	For	For
1J	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Management	For	For
1K	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Management	For	For
1L	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	RECOMMEND THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2011.	Management	For	For
05	INDEPENDENT MONITORING OF THE HUMAN RIGHTS CODE.	Shareholder	Against	For
06	REPORT ON POLITICAL ACTIVITY.	Shareholder	Against	For
07	ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
08	CHANGE OWNERSHIP THRESHOLD TO CALL SPECIAL MEETINGS.	Shareholder	Against	For
09	INDEPENDENT CHAIRMAN.	Shareholder	Against	For

AMERICAN EXPRESS COMPANY

SECURITY 025816109 MEETING TYPE Annual  
TICKER SYMBOL AXP MEETING DATE 02-May-2011  
ISIN US0258161092 AGENDA 933388995 - Management

FOR/AGAINST

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	MANAGEMENT
01	DIRECTOR	Management		
	1 D.F. AKERSON	Management	For	For
	2 C. BARSHEFSKY	Management	For	For
	3 U.M. BURNS	Management	For	For
	4 K.I. CHENAULT	Management	For	For
	5 P. CHERNIN	Management	For	For
	6 T.J. LEONSIS	Management	For	For
	7 J. LESCHLY	Management	For	For
	8 R.C. LEVIN	Management	For	For
	9 R.A. MCGINN	Management	For	For
	10 E.D. MILLER	Management	For	For
	11 S.S REINEMUND	Management	For	For
	12 R.D. WALTER	Management	For	For
	13 R.A. WILLIAMS	Management	For	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY EXECUTIVE COMPENSATION VOTE.	Management	Abstain	Against
05	SHAREHOLDER PROPOSAL RELATING TO CUMULATIVE VOTING FOR DIRECTORS.	Shareholder	Against	For
06	SHAREHOLDER PROPOSAL RELATING TO THE CALLING OF SPECIAL SHAREHOLDER MEETINGS.	Shareholder	Against	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
54

COOPER INDUSTRIES PLC

SECURITY	G24140108	MEETING TYPE	Annual
TICKER SYMBOL	CBE	MEETING DATE	02-May-2011
ISIN	IE00B40K9117	AGENDA	933389531 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: LINDA A. HILL	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES J. POSTL	Management	For	For
1C	ELECTION OF DIRECTOR: MARK S. THOMPSON	Management	For	For
02	TO RECEIVE AND CONSIDER THE COMPANY'S IRISH STATUTORY ACCOUNTS AND THE RELATED REPORTS OF THE DIRECTORS AND AUDITORS	Management	For	For
03	APPOINT ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2011	Management	For	For
04	TO APPROVE THE 2011 OMNIBUS INCENTIVE COMPENSATION PLAN	Management	Against	Against
05	TO APPROVE ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
06	TO RECOMMEND ON AN ADVISORY BASIS THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
07	TO AUTHORIZE ANY SUBSIDIARY OF THE COMPANY TO	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

08 MAKE MARKET PURCHASES OF COMPANY SHARES  
 TO AUTHORIZE THE REISSUE PRICE RANGE OF TREASURY Management For For  
 SHARES

### DISH NETWORK CORPORATION

SECURITY 25470M109 MEETING TYPE Annual  
 TICKER SYMBOL DISH MEETING DATE 02-May-2011  
 ISIN US25470M1099 AGENDA 933390192 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JAMES DEFRANCO	Management	For	For
	2 CANTEY ERGEN	Management	For	For
	3 CHARLES W. ERGEN	Management	For	For
	4 STEVEN R. GOODBARN	Management	For	For
	5 GARY S. HOWARD	Management	For	For
	6 DAVID K. MOSKOWITZ	Management	For	For
	7 TOM A. ORTOLF	Management	For	For
	8 CARL E. VOGEL	Management	For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	THE ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	THE SHAREHOLDER PROPOSAL REGARDING DISH NETWORK CORPORATION'S DUAL CLASS CAPITAL STRUCTURE.	Shareholder	Against	For
06	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.	Management	For	For

### GREAT PLAINS ENERGY INCORPORATED

SECURITY 391164100 MEETING TYPE Annual  
 TICKER SYMBOL GXP MEETING DATE 03-May-2011  
 ISIN US3911641005 AGENDA 933384810 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 D.L. BODDE	Management	For	For
	2 M.J. CHESSER	Management	For	For
	3 W.H. DOWNEY	Management	For	For
	4 R.C. FERGUSON, JR.	Management	For	For
	5 G.D. FORSEE	Management	For	For
	6 J.A. MITCHELL	Management	For	For
	7 W.C. NELSON	Management	For	For
	8 J.J. SHERMAN	Management	For	For
	9 L.H. TALBOTT	Management	For	For
	10 R.H. WEST	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

03	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	APPROVAL OF THE AMENDED LONG-TERM INCENTIVE PLAN.	Management	For	For
05	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2011.	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011

Report Date: 07/08/2011

The Gabelli Dividend Income Trust

55

### BRISTOL-MYERS SQUIBB COMPANY

SECURITY	110122108	MEETING TYPE	Annual
TICKER SYMBOL	BMY	MEETING DATE	03-May-2011
ISIN	US1101221083	AGENDA	933386701 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Management	For	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Management	For	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Management	For	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Management	For	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Management	For	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Management	For	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Management	For	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Management	For	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Management	For	For
1J	ELECTION OF DIRECTOR: E. SIGAL, M.D., PH.D.	Management	For	For
1K	ELECTION OF DIRECTOR: T.D. WEST, JR.	Management	For	For
1L	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Management	Abstain	Against
05	EXECUTIVE COMPENSATION DISCLOSURE	Shareholder	Against	For
06	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against	For
07	PHARMACEUTICAL PRICE RESTRAINT	Shareholder	Against	For

### PEABODY ENERGY CORPORATION

SECURITY	704549104	MEETING TYPE	Annual
TICKER SYMBOL	BTU	MEETING DATE	03-May-2011
ISIN	US7045491047	AGENDA	933388692 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 GREGORY H. BOYCE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2	WILLIAM A. COLEY		For	For
3	WILLIAM E. JAMES		For	For
4	ROBERT B. KARN III		For	For
5	M. FRANCES KEETH		For	For
6	HENRY E. LENTZ		For	For
7	ROBERT A. MALONE		For	For
8	WILLIAM C. RUSNACK		For	For
9	JOHN F. TURNER		For	For
10	SANDRA A. VAN TREASE		For	For
11	ALAN H. WASHKOWITZ		For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVAL OF PEABODY'S 2011 LONG-TERM EQUITY INCENTIVE PLAN.	Management	For	For

### WELLS FARGO & COMPANY

SECURITY	949746101	MEETING TYPE	Annual
TICKER SYMBOL	WFC	MEETING DATE	03-May-2011
ISIN	US9497461015	AGENDA	933389151 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For	For
1C	ELECTION OF DIRECTOR: LLOYD H. DEAN	Management	For	For
1D	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Management	For	For
1E	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Management	For	For
1F	ELECTION OF DIRECTOR: DONALD M. JAMES	Management	For	For
1G	ELECTION OF DIRECTOR: MACKEY J. MCDONALD	Management	For	For
1H	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Management	For	For
1I	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Management	For	For
1J	ELECTION OF DIRECTOR: PHILIP J. QUIGLEY	Management	For	For
1K	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Management	For	For
1L	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
1M	ELECTION OF DIRECTOR: JOHN G. STUMPF	Management	For	For
1N	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Management	For	For
02	PROPOSAL TO APPROVE AN ADVISORY RESOLUTION TO APPROVE THE NAMED EXECUTIVES' COMPENSATION.	Management	Abstain	Against
03	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING NAMED EXECUTIVES' COMPENSATION.	Management	Abstain	Against
04	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2011.	Management	For	For
05	STOCKHOLDER PROPOSAL REGARDING AN AMENDMENT TO THE COMPANY'S BY-LAWS TO ALLOW HOLDERS OF 10% OF THE COMPANY'S COMMON STOCK TO CALL SPECIAL MEETINGS OF STOCKHOLDERS.	Shareholder	Against	For
06	STOCKHOLDER PROPOSAL TO PROVIDE FOR CUMULATIVE VOTING IN CONTESTED DIRECTOR ELECTIONS.	Shareholder	Against	For
07	STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shareholder	Against	For
08	STOCKHOLDER PROPOSAL REGARDING AN ADVISORY VOTE ON DIRECTOR COMPENSATION.	Shareholder	Against	For
09	STOCKHOLDER PROPOSAL REGARDING AN INVESTIGATION			

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

AND REPORT ON INTERNAL CONTROLS FOR MORTGAGE  
SERVICING OPERATIONS.

Shareholder    Against    For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
56

CINCINNATI BELL INC.

SECURITY	171871403	MEETING TYPE	Annual
TICKER SYMBOL	CBBPRB	MEETING DATE	03-May-2011
ISIN	US1718714033	AGENDA	933389264 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: PHILLIP R. COX	Management	For	For
1B	ELECTION OF DIRECTOR: BRUCE L. BYRNES	Management	For	For
1C	ELECTION OF DIRECTOR: JOHN F. CASSIDY	Management	For	For
1D	ELECTION OF DIRECTOR: JAKKI L. HAUSSLER	Management	For	For
1E	ELECTION OF DIRECTOR: CRAIG F. MAIER	Management	For	For
1F	ELECTION OF DIRECTOR: ALEX SHUMATE	Management	For	For
1G	ELECTION OF DIRECTOR: LYNN A. WENTWORTH	Management	For	For
1H	ELECTION OF DIRECTOR: JOHN M. ZRNO	Management	For	For
02	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.	Management	For	For
03	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
05	TO APPROVE THE CINCINNATI BELL INC. 2011 SHORT-TERM INCENTIVE PLAN.	Management	For	For

EXELON CORPORATION

SECURITY	30161N101	MEETING TYPE	Annual
TICKER SYMBOL	EXC	MEETING DATE	03-May-2011
ISIN	US30161N1019	AGENDA	933389517 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Management	For	For
1B	ELECTION OF DIRECTOR: M. WALTER D'ALESSIO	Management	For	For
1C	ELECTION OF DIRECTOR: NICHOLAS DEBENEDICTIS	Management	For	For
1D	ELECTION OF DIRECTOR: NELSON A. DIAZ	Management	For	For
1E	ELECTION OF DIRECTOR: SUE L. GIN	Management	For	For
1F	ELECTION OF DIRECTOR: ROSEMARIE B. GRECO	Management	For	For
1G	ELECTION OF DIRECTOR: PAUL L. JOSKOW	Management	For	For
1H	ELECTION OF DIRECTOR: RICHARD W. MIES	Management	For	For
1I	ELECTION OF DIRECTOR: JOHN M. PALMS	Management	For	For
1J	ELECTION OF DIRECTOR: WILLIAM C. RICHARDSON	Management	For	For
1K	ELECTION OF DIRECTOR: THOMAS J. RIDGE	Management	For	For
1L	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1M	ELECTION OF DIRECTOR: JOHN W. ROWE	Management	For	For
1N	ELECTION OF DIRECTOR: STEPHEN D. STEINOUR	Management	For	For
10	ELECTION OF DIRECTOR: DON THOMPSON	Management	For	For
02	THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS EXELON'S INDEPENDENT ACCOUNTANT FOR THE YEAR 2011	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against

### ECHOSTAR CORPORATION

SECURITY	278768106	MEETING TYPE	Annual
TICKER SYMBOL	SATS	MEETING DATE	03-May-2011
ISIN	US2787681061	AGENDA	933390205 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 JOSEPH P. CLAYTON		For	For
	2 R. STANTON DODGE		For	For
	3 MICHAEL T. DUGAN		For	For
	4 CHARLES W. ERGEN		For	For
	5 DAVID K. MOSKOWITZ		For	For
	6 TOM A. ORTOLF		For	For
	7 C. MICHAEL SCHROEDER		For	For
	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM			
02	FOR FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	THE ADVISORY VOTE ON EXECUTIVE COMPENSATION. THE ADVISORY VOTE ON THE FREQUENCY OF FUTURE	Management	Abstain	Against
04	ADVISORY VOTES ON EXECUTIVE COMPENSATION. TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY	Management	Abstain	Against
05	ADJOURNMENT THEREOF.	Management	For	For

### ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
57

### CAMERON INTERNATIONAL CORPORATION

SECURITY	13342B105	MEETING TYPE	Annual
TICKER SYMBOL	CAM	MEETING DATE	03-May-2011
ISIN	US13342B1052	AGENDA	933393047 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: PETER J. FLUOR	Management	For	For
1B	ELECTION OF DIRECTOR: JACK B. MOORE	Management	For	For
1C	ELECTION OF DIRECTOR: DAVID ROSS	Management	For	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC			



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	ACCOUNTANTS FOR 2011.	Management	For	For
03	TO APPROVE THE COMPANY'S 2011 MANAGEMENT INCENTIVE COMPENSATION PLAN.	Management	For	For
04	TO APPROVE AN AMENDMENT TO THE COMPANY'S 2005 EQUITY INCENTIVE PLAN TO CHANGE THE OPTION TERM FROM SEVEN TO TEN YEARS.	Management	For	For
05	TO CONDUCT AN ADVISORY VOTE ON THE COMPANY'S 2010 EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

### THOMAS & BETTS CORPORATION

SECURITY	884315102	MEETING TYPE	Annual
TICKER SYMBOL	TNB	MEETING DATE	04-May-2011
ISIN	US8843151023	AGENDA	933381890 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 M.L. DUCKER		For	For
	2 J.K. HAUSWALD		For	For
	3 D. JERNIGAN		For	For
	4 R.B. KALICH, SR.		For	For
	5 K.R. MASTERSON		For	For
	6 D.J. PILEGGI		For	For
	7 J.P. RICHARD		For	For
	8 R.H. RIVERS		For	For
	9 K.L. ROBERG		For	For
	10 D.D. STEVENS		For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

### CIRCOR INTERNATIONAL, INC.

SECURITY	17273K109	MEETING TYPE	Annual
TICKER SYMBOL	CIR	MEETING DATE	04-May-2011
ISIN	US17273K1097	AGENDA	933386903 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR	Management		
	1 A. WILLIAM HIGGINS		For	For
	2 C. WILLIAM ZADEL		For	For
	TO RATIFY THE AUDIT COMMITTEE OF THE BOARD OF			

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2 3 4	DIRECTOR'S SELECTION OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011. TO CONSIDER AND APPROVE AN ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. TO CONSIDER AND ACT UPON AN ADVISORY VOTE ON THE FREQUENCY AT WHICH THE COMPANY SHOULD INCLUDE AN ADVISORY VOTE REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS IN ITS PROXY STATEMENT FOR STOCKHOLDER CONSIDERATION.	Management  Management  Management	For  Abstain  Abstain	For  Against  Against
-------------	--	--	-----------------------------------	-----------------------------------

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 58

HESS CORPORATION

SECURITY	42809H107	MEETING TYPE	Annual
TICKER SYMBOL	HES	MEETING DATE	04-May-2011
ISIN	US42809H1077	AGENDA	933389428 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: E.E. HOLIDAY	Management	For	For
1B	ELECTION OF DIRECTOR: J.H. MULLIN	Management	For	For
1C	ELECTION OF DIRECTOR: F.B. WALKER	Management	For	For
1D	ELECTION OF DIRECTOR: R.N. WILSON	Management	For	For
02	APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	APPROVAL OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.	Management	Abstain	Against
04	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
05	APPROVAL OF THE PERFORMANCE INCENTIVE PLAN FOR SENIOR OFFICERS, AS AMENDED.	Management	For	For

ORMAT TECHNOLOGIES, INC.

SECURITY	686688102	MEETING TYPE	Annual
TICKER SYMBOL	ORA	MEETING DATE	04-May-2011
ISIN	US6866881021	AGENDA	933389935 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 YORAM BRONICKI 2 ROGER W. GALE	Management	For For	For For
02	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	TO RECOMMEND, ON AN ADVISORY BASIS, THE			

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	FREQUENCY OF THE STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For

PEPSICO, INC.

SECURITY	713448108	MEETING TYPE	Annual
TICKER SYMBOL	PEP	MEETING DATE	04-May-2011
ISIN	US7134481081	AGENDA	933392069 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: S.L. BROWN	Management	For	For
1B	ELECTION OF DIRECTOR: I.M. COOK	Management	For	For
1C	ELECTION OF DIRECTOR: D. DUBLON	Management	For	For
1D	ELECTION OF DIRECTOR: V.J. DZAU	Management	For	For
1E	ELECTION OF DIRECTOR: R.L. HUNT	Management	For	For
1F	ELECTION OF DIRECTOR: A. IBARGUEN	Management	For	For
1G	ELECTION OF DIRECTOR: A.C. MARTINEZ	Management	For	For
1H	ELECTION OF DIRECTOR: I.K. NOOYI	Management	For	For
1I	ELECTION OF DIRECTOR: S.P. ROCKEFELLER	Management	For	For
1J	ELECTION OF DIRECTOR: J.J. SCHIRO	Management	For	For
1K	ELECTION OF DIRECTOR: L.G. TROTTER	Management	For	For
1L	ELECTION OF DIRECTOR: D. VASELLA	Management	For	For
02	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
04	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2011.	Management	For	For
05	APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR DIRECTORS IN UNCONTESTED ELECTIONS.	Management	For	For
06	SHAREHOLDER PROPOSAL - RIGHT TO CALL SPECIAL SHAREHOLDER MEETINGS. (PROXY STATEMENT P.63)	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL - POLITICAL CONTRIBUTIONS REPORT (PROXY STATEMENT P.65)	Shareholder	Against	For

SOUTHERN UNION COMPANY

SECURITY	844030106	MEETING TYPE	Annual
TICKER SYMBOL	SUG	MEETING DATE	04-May-2011
ISIN	US8440301062	AGENDA	933400842 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 GEORGE L. LINDEMANN		For	For
	2 ERIC D. HERSCHMANN		For	For
	3 DAVID BRODSKY		For	For
	4 FRANK W. DENIUS		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5 KURT A. GITTER, M.D.

For

For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

59

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE
6	HERBERT H. JACOBI		For
7	THOMAS N. MCCARTER, III		For
8	GEORGE ROUNTREE, III		For
9	ALLAN D. SCHERER		For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS SOUTHERN UNION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For
03	TO ADOPT AN ADVISORY, NONBINDING RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For
04	TO SELECT ON AN ADVISORY, NONBINDING BASIS, THE FREQUENCY OF THE STOCKHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain
05	TO APPROVE A STOCKHOLDER PROPOSAL RELATING TO THE PREPARATION OF A CORPORATE SUSTAINABILITY REPORT.	Shareholder	Against

CONSOL ENERGY INC.

SECURITY	20854P109	MEETING TYPE	Annual
TICKER SYMBOL	CNX	MEETING DATE	04-May-2011
ISIN	US20854P1093	AGENDA	933401135 - Management

ITEM	PROPOSAL	TYPE	VOTE	FO	MA
01	DIRECTOR	Management			
1	J. BRETT HARVEY		For	For	For
2	JOHN WHITMIRE		For	For	For
3	PHILIP W. BAXTER		For	For	For
4	JAMES E. ALTMAYER, SR.		For	For	For
5	WILLIAM E. DAVIS		For	For	For
6	RAJ K. GUPTA		For	For	For
7	PATRICIA A. HAMMICK		For	For	For
8	DAVID C. HARDESTY, JR.		For	For	For
9	JOHN T. MILLS		For	For	For
10	WILLIAM P. POWELL		For	For	For
11	JOSEPH T. WILLIAMS		For	For	For
02	RATIFICATION OF ANTICIPATED SELECTION OF INDEPENDENT AUDITOR: ERNST & YOUNG LLP.	Management	For	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Ag	Ag
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Ag	Ag

LUFKIN INDUSTRIES, INC.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 549764108 MEETING TYPE Annual  
 TICKER SYMBOL LUFK MEETING DATE 04-May-2011  
 ISIN US5497641085 AGENDA 933410552 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 H.J. TROUT, JR.		For	For
	2 J.T. JONGEBLOED		For	For
	3 S.V. BAER		For	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management	For	For
03	TO CONSIDER AND ACT UPON A PROPOSAL OF THE BOARD OF DIRECTORS OF THE COMPANY TO APPROVE AND ADOPT THE AMENDMENT OF THE COMPANY'S FOURTH RESTATED ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 60,000,000 TO 150,000,000.	Management	For	For
04	TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
05	TO RECOMMEND, BY NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE SHAREHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

SUNOCO, INC.

SECURITY 86764P109 MEETING TYPE Annual  
 TICKER SYMBOL SUN MEETING DATE 05-May-2011  
 ISIN US86764P1093 AGENDA 933387525 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 C.C. CASCIATO		For	For
	2 G.W. EDWARDS		For	For
	3 L.L. ELSENHANS		For	For
	4 U.O. FAIRBAIRN		For	For
	5 J.P. JONES, III		For	For
	6 J.G. KAISER		For	For
	7 J.W. ROWE		For	For
	8 J.K. WULFF		For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 60

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	------------------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2011.	Management	For	Fo
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Ag
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Ag
05	SHAREHOLDER PROPOSAL REGARDING EQUITY AWARDS, IF SUCH PROPOSAL IS PROPERLY PRESENTED AT THE MEETING.	Shareholder	Against	Fo

### VERIZON COMMUNICATIONS INC.

SECURITY	92343V104	MEETING TYPE	Annual
TICKER SYMBOL	VZ	MEETING DATE	05-May-2011
ISIN	US92343V1044	AGENDA	933387830 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Management	For	For
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management	For	For
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Management	For	For
1D	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Management	For	For
1E	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Management	For	For
1F	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Management	For	For
1G	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management	For	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Management	For	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Management	For	For
1K	ELECTION OF DIRECTOR: RODNEY E. SLATER	Management	For	For
1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Management	For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against
05	DISCLOSE PRIOR GOVERNMENT SERVICE	Shareholder	Against	For
06	PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS	Shareholder	Against	For
07	CUMULATIVE VOTING	Shareholder	Against	For
08	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shareholder	Against	For

### DUKE ENERGY CORPORATION

SECURITY	26441C105	MEETING TYPE	Annual
TICKER SYMBOL	DUK	MEETING DATE	05-May-2011
ISIN	US26441C1053	AGENDA	933388539 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR	Management	
1	WILLIAM BARNET, III		For
2	G. ALEX BERNHARDT, SR.		For
3	MICHAEL G. BROWNING		For
4	DANIEL R. DIMICCO		For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

5	JOHN H. FORSGREN		For
6	ANN MAYNARD GRAY		For
7	JAMES H. HANCE, JR.		For
8	E. JAMES REINSCH		For
9	JAMES T. RHODES		For
10	JAMES E. ROGERS		For
11	PHILIP R. SHARP		For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2011	Management	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain
04	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain
05	SHAREHOLDER PROPOSAL RELATING TO PREPARATION OF A REPORT ON DUKE ENERGY CORPORATION'S GLOBAL WARMING-RELATED LOBBYING ACTIVITIES	Shareholder	Against
06	SHAREHOLDER PROPOSAL REGARDING THE ISSUANCE OF A REPORT ON THE FINANCIAL RISKS OF CONTINUED RELIANCE ON COAL	Shareholder	Against
07	SHAREHOLDER PROPOSAL REGARDING AN AMENDMENT TO OUR ORGANIZATIONAL DOCUMENTS TO REQUIRE MAJORITY VOTING FOR THE ELECTION OF DIRECTORS	Shareholder	Against

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

61

The Gabelli Dividend Income Trust

OWENS-ILLINOIS, INC.

SECURITY	690768403	MEETING TYPE	Annual
TICKER SYMBOL	OI	MEETING DATE	05-May-2011
ISIN	US6907684038	AGENDA	933390344 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR	Management	
1	PETER S. HELLMAN		For
2	ANASTASIA D. KELLY		For
3	JOHN J. MCMACKIN, JR.		For
4	HUGH H. ROBERTS		For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For
03	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain

MUELLER INDUSTRIES, INC.

SECURITY	624756102	MEETING TYPE	Annual
TICKER SYMBOL	MLI	MEETING DATE	05-May-2011
ISIN	US6247561029	AGENDA	933391079 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR	Management	
	1 ALEXANDER P. FEDERBUSH		For
	2 PAUL J. FLAHERTY		For
	3 GENNARO J. FULVIO		For
	4 GARY S. GLADSTEIN		For
	5 SCOTT J. GOLDMAN		For
	6 TERRY HERMANSON		For
	7 HARVEY L. KARP		For
	8 GREGORY L. CHRISTOPHER		For
02	APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS OF THE COMPANY.	Management	For
03	TO APPROVE, ON AN ADVISORY BASIS BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain
04	TO APPROVE, ON AN ADVISORY BASIS BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain
05	TO APPROVE THE ADOPTION OF THE COMPANY'S 2011 ANNUAL BONUS PLAN.	Management	For

SOUTHWEST GAS CORPORATION

SECURITY	844895102	MEETING TYPE	Annual
TICKER SYMBOL	SWX	MEETING DATE	05-May-2011
ISIN	US8448951025	AGENDA	933392677 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR	Management	
	1 ROBERT L. BOUGHNER		For
	2 THOMAS E. CHESTNUT		For
	3 STEPHEN C. COMER		For
	4 LEROY C. HANNEMAN, JR.		For
	5 MICHAEL O. MAFFIE		For
	6 ANNE L. MARIUCCI		For
	7 MICHAEL J. MELARKEY		For
	8 JEFFREY W. SHAW		For
	9 A. RANDALL THOMAN		For
	10 THOMAS A. THOMAS		For
	11 TERRENCE L. WRIGHT		For
02	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain
03	TO SELECT, ON AN ADVISORY BASIS, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR FISCAL YEAR 2011.	Management	For

AVON PRODUCTS, INC.

SECURITY	054303102	MEETING TYPE	Annual
TICKER SYMBOL	AVP	MEETING DATE	05-May-2011



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ISIN US0543031027 AGENDA 933394190 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 W. DON CORNWELL		For	For
	2 V. ANN HAILEY		For	For
	3 FRED HASSAN		For	For
	4 ANDREA JUNG		For	For
	5 MARIA ELENA LAGOMASINO		For	For
	6 ANN S. MOORE		For	For
	7 PAUL S. PRESSLER		For	For
	8 GARY M. RODKIN		For	For
	9 PAULA STERN		For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

62

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	10 LAWRENCE A. WEINBACH		For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	HOLD AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
05	APPROVE AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION AND BY-LAWS.	Management	For	For

### KANSAS CITY SOUTHERN

SECURITY	485170302	MEETING TYPE	Annual
TICKER SYMBOL	KSU	MEETING DATE	05-May-2011
ISIN	US4851703029	AGENDA	933395180 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 HENRY R. DAVIS		For	For
	2 ROBERT J. DRUTEN		For	For
	3 RODNEY E. SLATER		For	For
02	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	APPROVAL OF THE KANSAS CITY SOUTHERN ANNUAL INCENTIVE PLAN FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 162(M).	Management	For	For
04	ADVISORY (NON-BINDING) VOTE APPROVING THE 2010 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
05	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

THE NON-BINDING ADVISORY VOTE ON COMPENSATION OF  
OUR NAMED EXECUTIVE OFFICERS.

### WISCONSIN ENERGY CORPORATION

SECURITY	976657106	MEETING TYPE	Annual
TICKER SYMBOL	WEC	MEETING DATE	05-May-2011
ISIN	US9766571064	AGENDA	933402202 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
01	DIRECTOR	Management		
	1 JOHN F BERGSTROM		For	For
	2 BARBARA L BOWLES		For	For
	3 PATRICIA W CHADWICK		For	For
	4 ROBERT A CORNOG		For	For
	5 CURT S CULVER		For	For
	6 THOMAS J FISCHER		For	For
	7 GALE E KLAPPA		For	For
	8 ULICE PAYNE, JR.		For	For
	9 FREDERICK P STRATTON JR		For	For
02	VOTE TO INITIATE THE PROCESS TO ELECT DIRECTORS BY MAJORITY VOTE IN UNCONTESTED ELECTIONS.	Management	For	For
03	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2011.	Management	For	For
04	APPROVAL OF AMENDMENTS TO THE WISCONSIN ENERGY CORPORATION 1993 OMNIBUS STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED.	Management	Against	Against
05	ADVISORY VOTE ON COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Against	Against
06	ADVISORY VOTE TO ESTABLISH THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Against	Against

### PENNICHUCK CORPORATION

SECURITY	708254206	MEETING TYPE	Annual
TICKER SYMBOL	PNNW	MEETING DATE	05-May-2011
ISIN	US7082542066	AGENDA	933403660 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
01	DIRECTOR	Management		
	1 JOSEPH A. BELLAVANCE		For	For
	2 JANET M. HANSEN		For	For
	3 HANNAH M. MCCARTHY		For	For
	4 JAMES M. MURPHY		For	For
02	TO RATIFY THE APPOINTMENT OF PARENTEBEARD LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	TO HAVE AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF THE COMPENSATION OF THE COMPANYS NAMED EXECUTIVE OFFICERS ("SAY ON PAY") AS	Management	Against	Against

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

DISCLOSED IN THE PROXY STATEMENT FOR THIS MEETING.

04	TO HAVE AN ADVISORY (NON-BINDING) VOTE ON THE DESIRED FREQUENCY ON WHICH SHAREHOLDERS WILL HAVE AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ("SAY WHEN ON PAY").	Management	Against	Against
----	---	------------	---------	---------

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 63

APACHE CORPORATION

SECURITY	037411105	MEETING TYPE	Annual
TICKER SYMBOL	APA	MEETING DATE	05-May-2011
ISIN	US0374111054	AGENDA	933423395 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	ELECTION OF DIRECTOR: G. STEVEN FARRIS	Management	For
02	ELECTION OF DIRECTOR: RANDOLPH M. FERLIC	Management	For
03	ELECTION OF DIRECTOR: A.D. FRAZIER, JR.	Management	For
04	ELECTION OF DIRECTOR: JOHN A. KOCUR	Management	For
05	RATIFICATION OF ERNST & YOUNG AS APACHE'S INDEPENDENT AUDITORS	Management	For
06	ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Management	Against
07	TO RECOMMEND THE FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF APACHE'S NAMED EXECUTIVE OFFICERS	Management	Against
08	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL COMMON STOCK	Management	For
09	APPROVAL OF AMENDMENT TO APACHE'S RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE ADDITIONAL PREFERRED STOCK	Management	Against
10	APPROVAL OF APACHE'S 2011 OMNIBUS EQUITY COMPENSATION PLAN	Management	For

ROLLS-ROYCE GROUP PLC, LONDON

SECURITY	G7630U109	MEETING TYPE	Court Meeting
TICKER SYMBOL		MEETING DATE	06-May-2011
ISIN	GB0032836487	AGENDA	702859553 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE	Non-Voting	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ISSUER OR-ISSUERS AGENT.

1 Implement the Scheme of Arrangement Management For

ROLLS-ROYCE GROUP PLC, LONDON

SECURITY	G7630U109	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	06-May-2011
ISIN	GB0032836487	AGENDA	702859565 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	To receive the Director's report and financial statements for the year ended December 31, 2010	Management	For
2	To approve the Director's remuneration report for the year ended December 31, 2010	Management	For
3	To re-elect Sir Simon Robertson as a director of the Company	Management	For
4	To re-elect John Rishton as a director of the Company	Management	For
5	To re-elect Helen Alexander CBE a director of the Company	Management	For
6	To re-elect Peter Byrom as a director of the Company	Management	For
7	To re-elect Iain Conn as a director of the Company	Management	For
8	To re-elect Peter Gregson as a director of the Company	Management	For
9	To re-elect James Guyette as a director of the Company	Management	For
10	To re-elect John McAdam as a director of the Company	Management	For
11	To re-elect John Neill CBE as a director of the Company	Management	For
12	To re-elect Andrew Shilston as a director of the Company	Management	For
13	To re-elect Colin Smith as a director of the Company	Management	For
14	To re-elect Ian Strachan as a director of the Company	Management	For
15	To re-elect Mike Terrett as a director of the Company	Management	For
16	To re-appoint the auditors	Management	For
17	To authorise the directors to agree the auditor's remuneration	Management	For
18	To approve payment to shareholders	Management	For
19	To authorise political donation and political expenditure	Management	For
20	To approve the Rolls-Royce plc Share Purchase Plan	Management	For
21	To approve the Rolls-Royce UK Share Save Plan	Management	For
22	To approve the Rolls-Royce International Share Save Plan	Management	For
23	To adopt amended Articles of Association	Management	For
24	To authorise the directors to call general meetings on not less than 14 clear day's notice	Management	For
25	To authorise the directors to allot shares (s.551)	Management	For
26	To disapply pre-emption rights (s.561)	Management	For
27	To authorise the Company to purchase its own ordinary shares	Management	For
28	To implement the Scheme of Arrangement	Management	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 64

PORTUGAL TELECOM SGPS S A

SECURITY	X6769Q104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	06-May-2011
ISIN	PTPTC0AM0009	AGENDA	702929425 - Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE
CMMT	PLEASE NOTE THAT VOTING IN PORTUGUESE MEETINGS REQUIRES THE DISCLOSURE OF-BENEFICIAL OWNER INFORMATION, THROUGH DECLARATIONS OF PARTICIPATION AND-VOTING. BROADRIDGE WILL DISCLOSE THE BENEFICIAL OWNER INFORMATION FOR YOUR-VOTED ACCOUNTS. ADDITIONALLY, PORTUGUESE LAW DOES NOT PERMIT BENEFICIAL-OWNERS TO VOTE INCONSISTENTLY ACROSS THEIR HOLDINGS. OPPOSING VOTES MAY BE-REJECTED SUMMARILY BY THE COMPANY HOLDING THIS BALLOT. PLEASE CONTACT YOUR-CLIENT SERVICE REPRESENTATIVE FOR FURTHER DETAILS.	Non-Voting
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 23 MAY 2011. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL-REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting
1	To resolve on the management report, balance sheet and accounts for the year 2010	Management
2	To resolve on the consolidated management report, balance sheet and accounts for the year 2010	Management
3	To resolve on the proposal for application of profits	Management
4	To resolve on a general appraisal of the company's management and supervision	Management
5	To resolve on an amendment to article 13 and article 17 of the articles of association of the company	Management
6	To resolve on the acquisition and disposal of own shares	Management
7	To resolve, pursuant to article 8, number 4, of the articles of association, on the parameters applicable in the event of any issuance of bonds convertible into shares that may be resolved upon by the board of directors	Management
8	To resolve on the suppression of the pre-emptive right of shareholders in the subscription of any issuance of convertible bonds as referred to under item 7 hereof as may be resolved upon by the board of directors	Management
9	To resolve on the issuance of bonds and other securities, of whatever nature, by the board of directors, and notably on the fixing of the value of such securities, in accordance with articles 8, number 3 and 15, number 1, paragraph e), of the articles of association	Management
10	To resolve on the acquisition and disposal of own bonds and other own securities	Management
11	To resolve on the statement of the compensation committee on the remuneration policy for the members of the management and supervisory bodies of the company	Management
12	To resolve on the ratification of the appointment of new members of the board of directors to complete the 2009-2011 term-of-office	Management

ALCOA INC.

SECURITY	013817101	MEETING TYPE	Annual
TICKER SYMBOL	AA	MEETING DATE	06-May-2011
ISIN	US0138171014	AGENDA	933386179 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: KLAUS KLEINFELD	Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1B	ELECTION OF DIRECTOR: JAMES W. OWENS	Management
1C	ELECTION OF DIRECTOR: RATAN N. TATA	Management
02	RATIFY THE INDEPENDENT AUDITOR	Management
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
04	ADVISORY VOTE ON FREQUENCY OF EXECUTIVE COMPENSATION VOTE	Management
05	ADOPT INTERNAL REVENUE CODE SECTION 162(M) COMPLIANT ANNUAL CASH INCENTIVE COMPENSATION PLAN	Management
06	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN THE ARTICLES OF INCORPORATION - ARTICLE SEVENTH (FAIR PRICE PROTECTION)	Management
07	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN THE ARTICLES OF INCORPORATION - ARTICLE EIGHTH (DIRECTOR ELECTIONS)	Management
08	ELIMINATE SUPER-MAJORITY VOTING REQUIREMENT IN THE ARTICLES OF INCORPORATION - ARTICLE EIGHTH (REMOVAL OF DIRECTORS)	Management
09	SHAREHOLDER PROPOSAL - ACTION BY WRITTEN CONSENT	Shareholder
10	SHAREHOLDER PROPOSAL - DECLASSIFY THE BOARD	Shareholder

### UNISOURCE ENERGY CORPORATION

SECURITY	909205106	MEETING TYPE	Annual
TICKER SYMBOL	UNS	MEETING DATE	06-May-2011
ISIN	US9092051062	AGENDA	933389529 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Management
	1 PAUL J. BONAVIA	
	2 LAWRENCE J. ALDRICH	
	3 BARBARA M. BAUMANN	
	4 LARRY W. BICKLE	
	5 HAROLD W. BURLINGAME	
	6 ROBERT A. ELLIOTT	

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
65

ITEM	PROPOSAL	TYPE
	7 DANIEL W.L. FESSLER	
	8 LOUISE L. FRANCESCONI	
	9 WARREN Y. JOBE	
	10 RAMIRO G. PERU	
	11 GREGORY A. PIVIROTTA	
	12 JOAQUIN RUIZ	
02	RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR, PRICewaterHOUSECOOPERS, LLP, FOR THE FISCAL YEAR	Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	2011.		
03	APPROVAL OF THE UNISOURCE ENERGY CORPORATION 2011 OMNIBUS STOCK AND INCENTIVE PLAN.		Management
04	ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.		Management
05	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.		Management

### AMERICAN WATER WORKS COMPANY, INC.

SECURITY	030420103	MEETING TYPE	Annual
TICKER SYMBOL	AWK	MEETING DATE	06-May-2011
ISIN	US0304201033	AGENDA	933390647 - Management

ITEM	PROPOSAL		TYPE
1A	ELECTION OF DIRECTOR: STEPHEN P. ADIK		Management
1B	ELECTION OF DIRECTOR: MARTHA CLARK GOSS		Management
1C	ELECTION OF DIRECTOR: JULIE A. DOBSON		Management
1D	ELECTION OF DIRECTOR: RICHARD R. GRIGG		Management
1E	ELECTION OF DIRECTOR: JULIA L. JOHNSON		Management
1F	ELECTION OF DIRECTOR: GEORGE MACKENZIE		Management
1G	ELECTION OF DIRECTOR: WILLIAM J. MARRAZZO		Management
1H	ELECTION OF DIRECTOR: JEFFRY E. STERBA		Management
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR ENDED DECEMBER 31, 2011.		Management
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.		Management
04	ADVISORY VOTE ON FREQUENCY OF EXECUTIVE COMPENSATION VOTES.		Management

### OCCIDENTAL PETROLEUM CORPORATION

SECURITY	674599105	MEETING TYPE	Annual
TICKER SYMBOL	OXY	MEETING DATE	06-May-2011
ISIN	US6745991058	AGENDA	933401060 - Management

ITEM	PROPOSAL		TYPE
1A	ELECTION OF DIRECTOR: SPENCER ABRAHAM		Management
1B	ELECTION OF DIRECTOR: HOWARD I. ATKINS		Management
1C	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN		Management
1D	ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN		Management
1E	ELECTION OF DIRECTOR: JOHN E. FEICK		Management
1F	ELECTION OF DIRECTOR: MARGARET M. FORAN		Management
1G	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ		Management
1H	ELECTION OF DIRECTOR: RAY R. IRANI		Management
1I	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN		Management
1J	ELECTION OF DIRECTOR: RODOLFO SEGOVIA		Management
1K	ELECTION OF DIRECTOR: AZIZ D. SYRIANI		Management
1L	ELECTION OF DIRECTOR: ROSEMARY TOMICH		Management
1M	ELECTION OF DIRECTOR: WALTER L. WEISMAN		Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

02	RATIFICATION OF SELECTION OF KPMG AS INDEPENDENT AUDITORS.	Management
03	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Management
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
05	REPORT ON POLITICAL EXPENDITURES AND SPENDING PROCESSES.	Shareholder
06	REQUIRED NOMINATION OF DIRECTOR WITH ENVIRONMENTAL EXPERTISE.	Shareholder

OCEANEERING INTERNATIONAL, INC.

SECURITY	675232102	MEETING TYPE	Annual
TICKER SYMBOL	OII	MEETING DATE	06-May-2011
ISIN	US6752321025	AGENDA	933406351 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR 1 T. JAY COLLINS 2 D. MICHAEL HUGHES	Management
02	ADVISORY VOTE ON A RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management
03	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management
04	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011.	Management

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
66

ENDESA SA, MADRID

SECURITY	E41222113	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	09-May-2011
ISIN	ES0130670112	AGENDA	702971880 - Management

ITEM	PROPOSAL	TYPE
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A-SECOND CALL ON 09 MAY 2011 AT 12:31 PM. CONSEQUENTLY, YOUR VOTING-INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED.-THANK YOU.	Non-Voting
1	Examination and approval, if any, of the individual financial statements of Endesa, SA (Balance Sheet, Profit and Loss Account, Statement of Changes in Equity, Cash Flow Statement and Notes), as well as of the consolidated financial statements of Endesa, SA and Subsidiaries (Consolidated Balance Sheet, Profit	Management



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	and Loss Account Consolidated Consolidated Result Global, Statement of Changes in Equity Consolidated Cash Flow Statement Consolidated Report) for the year ended December 31, 2010	
2	Examination and approval, where appropriate, the individual management report of Endesa, SA and Consolidated Management Report of Endesa, SA and Subsidiaries for the year ended December 31, 2010	Management
3	Examination and approval, if any, of the Social Management for the year ended December 31, 2010	Management
4	Examination and approval, if applicable, the allocation of profits and the distribution of dividends for the year ended December 31, 2010	Management
5	Re-election of Director, Mr. Borja Prado Eulate	Management
6	Revocation and Appointment of Auditors	Management
7.1	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 8 of the Bylaws. Non-voting, redeemable and preference	Management
7.2	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 11 of the Bylaws. Modalities of the increase	Management
7.3	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 12 of the Bylaws. Delegation to managers of increased social capital	Management
7.4	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 14 of the Bylaws. Exclusion of pre- emptive rights	Management
7.5	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 15 of the Bylaws. Reduction of social capital	Management
7.6	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 16 of the Bylaws. Issuance of bonds	Management
7.7	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 22 of the Bylaws. Convocation of the General Board	Management
7.8	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 23 of the Bylaws. Convening authority and obligation	Management
7.9	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 26 of the Bylaws. Special agreements. Constitution	Management
7.10	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 33 of the Bylaws. Right to information	Management
7.11	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 36 of the Bylaws. Board of Directors. General functions	Management
7.12	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 40 of the Bylaws. Remuneration	Management
7.13	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 42 of the Bylaws. Incompatibilities of the Directors	Management
7.14	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 44 of the Bylaws. Constitution of the Council	Management
7.15	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 51 of the Bylaws. Audit and Compliance Committee	Management
7.16	Modification of adaptation to the latest legislative reforms of the Association: Amend Article 54 of the Bylaws. Contents of the annual accounts	Management
7.17	Modification of adaptation to the latest legislative reforms of the Association: Approve the revised text of the Bylaws	Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

8.1	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 3 of the General Meeting Regulations. Advertising	Management
8.2	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 7 of the General Meeting Regulations. Convening authority and obligation	Management
8.3	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 8 of the General Meeting Regulations. Publication and notice of meeting	Management
8.4	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 9 of the General Meeting Regulations. Right to information	Management
8.5	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 10 of the General Meeting Regulations. Right to attend	Management
8.6	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 11 of the General Meeting Regulations. Representation	Management

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

67

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE
8.7	Modification of adaptation to the latest legislative reforms of the General Regulations: Amend Article 24 of the General Meeting Regulations. Publication	Management
8.8	Modification of adaptation to the latest legislative reforms of the General Regulations: To approve the revised text of the General Meeting Regulations	Management
9	Annual Report on Remuneration of Directors for the advisory vote	Management
10	Delegation to the Board of Directors for the execution and development of resolutions adopted by the Board, so as to substitute the powers received from the Board and granting of powers to a public deed and registration of such agreements and for correction, if necessary	Management
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF CONSERVATIVE RECORD DATE-. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM-UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting

INTERNATIONAL PAPER COMPANY

SECURITY	460146103	MEETING TYPE	Annual
TICKER SYMBOL	IP	MEETING DATE	09-May-2011
ISIN	US4601461035	AGENDA	933416883 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: DAVID J. BRONCZEK	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/A
1B	ELECTION OF DIRECTOR: AHMET C. DORDUNCU	Management	For	For
1C	ELECTION OF DIRECTOR: LYNN LAVERTY ELSENHANS	Management	For	For
1D	ELECTION OF DIRECTOR: JOHN V. FARACI	Management	For	For
1E	ELECTION OF DIRECTOR: SAMIR G. GIBARA	Management	For	For
1F	ELECTION OF DIRECTOR: STACEY J. MOBLEY	Management	For	For
1G	ELECTION OF DIRECTOR: JOHN L. TOWNSEND, III	Management	For	For
1H	ELECTION OF DIRECTOR: JOHN F. TURNER	Management	For	For
1I	ELECTION OF DIRECTOR: WILLIAM G. WALTER	Management	For	For
1J	ELECTION OF DIRECTOR: ALBERTO WEISSER	Management	For	For
1K	ELECTION OF DIRECTOR: J. STEVEN WHISLER	Management	For	For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	APPROVAL OF THE NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
04	NON-BINDING VOTE ON THE FREQUENCY WITH WHICH SHAREOWNERS WILL APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
05	SHAREOWNER PROPOSAL CONCERNING SHAREOWNER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For

HAWAIIAN ELECTRIC INDUSTRIES, INC.

SECURITY	419870100	MEETING TYPE	Annual
TICKER SYMBOL	HE	MEETING DATE	10-May-2011
ISIN	US4198701009	AGENDA	933387777 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A
01	DIRECTOR 1 PEGGY Y. FOWLER 2 KEITH P. RUSSELL 3 BARRY K. TANIGUCHI	Management	For	For
02	APPROVE THE 2011 NONEMPLOYEE DIRECTOR STOCK PLAN	Management	For	For
03	RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES	Management	Abstain	Again
04	APPROVE, BY NON-BINDING VOTE, THE SHAREHOLDER RESOLUTION APPROVING HEI'S EXECUTIVE COMPENSATION	Management	Abstain	Again
05	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HEI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Management	For	For

ALLETE, INC.

SECURITY	018522300	MEETING TYPE	Annual
TICKER SYMBOL	ALE	MEETING DATE	10-May-2011
ISIN	US0185223007	AGENDA	933390368 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A
1A	ELECTION OF DIRECTOR: KATHLEEN A. BREKKEN	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1B	ELECTION OF DIRECTOR: KATHRYN W. DINDO	Management	For	For
1C	ELECTION OF DIRECTOR: HEIDI J. EDDINS	Management	For	For
1D	ELECTION OF DIRECTOR: SIDNEY W. EMERY, JR.	Management	For	For
1E	ELECTION OF DIRECTOR: JAMES S. HAINES, JR.	Management	For	For
1F	ELECTION OF DIRECTOR: ALAN R. HODNIK	Management	For	For
1G	ELECTION OF DIRECTOR: JAMES J. HOOLIHAN	Management	For	For
1H	ELECTION OF DIRECTOR: MADELEINE W. LUDLOW	Management	For	For
1I	ELECTION OF DIRECTOR: DOUGLAS C. NEVE	Management	For	For
1J	ELECTION OF DIRECTOR: LEONARD C. RODMAN	Management	For	For
1K	ELECTION OF DIRECTOR: DONALD J. SHIPPAR	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 68

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1L	ELECTION OF DIRECTOR: BRUCE W. STENDER	Management	For	For
02	APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
03	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Again
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS ALLETE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

SPRINT NEXTEL CORPORATION

SECURITY	852061100	MEETING TYPE	Annual
TICKER SYMBOL	S	MEETING DATE	10-May-2011
ISIN	US8520611000	AGENDA	933396536 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: ROBERT R. BENNETT	Management	For	For
1B	ELECTION OF DIRECTOR: GORDON M. BETHUNE	Management	For	For
1C	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	For	For
1E	ELECTION OF DIRECTOR: DANIEL R. HESSE	Management	For	For
1F	ELECTION OF DIRECTOR: V. JANET HILL	Management	For	For
1G	ELECTION OF DIRECTOR: FRANK IANNA	Management	For	For
1H	ELECTION OF DIRECTOR: SVEN-CHRISTER NILSSON	Management	For	For
1I	ELECTION OF DIRECTOR: WILLIAM R. NUTI	Management	For	For
1J	ELECTION OF DIRECTOR: RODNEY O'NEAL	Management	For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF SPRINT NEXTEL FOR 2011.	Management	For	For
03	TO APPROVE, BY A NON-BINDING ADVISORY VOTE, OUR EXECUTIVE COMPENSATION.	Management	Abstain	Again
04	TO RECOMMEND, BY A NON-BINDING ADVISORY VOTE, THE	Management	Abstain	Again

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

FREQUENCY OF ADVISORY VOTES ON OUR EXECUTIVE COMPENSATION.

05	TO VOTE ON A SHAREHOLDER PROPOSAL CONCERNING POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
06	TO VOTE ON A SHAREHOLDER PROPOSAL CONCERNING THE RETENTION OF EQUITY AWARDS.	Shareholder	Against	For
07	TO VOTE ON A SHAREHOLDER PROPOSAL REQUESTING CHANGE TO A VOTING REQUIREMENT.	Shareholder	Against	For

ITT CORPORATION

SECURITY	450911102	MEETING TYPE	Annual
TICKER SYMBOL	ITT	MEETING DATE	10-May-2011
ISIN	US4509111021	AGENDA	933396586 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 STEVEN R. LORANGER		For	For
	2 CURTIS J. CRAWFORD		For	For
	3 CHRISTINA A. GOLD		For	For
	4 RALPH F. HAKE		For	For
	5 JOHN J. HAMRE		For	For
	6 PAUL J. KERN		For	For
	7 FRANK T. MACINNIS		For	For
	8 SURYA N. MOHAPATRA		For	For
	9 LINDA S. SANFORD		For	For
	10 MARKOS I. TAMBAKERAS		For	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS ITT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	APPROVAL OF THE ITT CORPORATION 2011 OMNIBUS INCENTIVE PLAN.	Management	For	For
04	APPROVAL OF A PROPOSAL TO AMEND THE COMPANY'S RESTATED ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO CALL SPECIAL MEETINGS.	Management	For	For
05	TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
06	TO DETERMINE, IN A NON-BINDING VOTE, WHETHER A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.	Management	Abstain	Again
07	TO VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE COMPANY AMEND, WHERE APPLICABLE, ITT'S POLICIES RELATED TO HUMAN RIGHTS.	Shareholder	Against	For

NISOURCE INC.

SECURITY	65473P105	MEETING TYPE	Annual
TICKER SYMBOL	NI	MEETING DATE	10-May-2011
ISIN	US65473P1057	AGENDA	933396598 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
----	-----	----	----	-----

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

I1	ELECTION OF DIRECTOR: RICHARD A. ABDOO	Management	For	For
I2	ELECTION OF DIRECTOR: STEVEN C. BEERING	Management	For	For
I3	ELECTION OF DIRECTOR: MICHAEL E. JESANIS	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
69

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
I4	ELECTION OF DIRECTOR: MARTY R. KITTRELL	Management	For	For
I5	ELECTION OF DIRECTOR: W. LEE NUTTER	Management	For	For
I6	ELECTION OF DIRECTOR: DEBORAH S. PARKER	Management	For	For
I7	ELECTION OF DIRECTOR: IAN M. ROLLAND	Management	For	For
I8	ELECTION OF DIRECTOR: ROBERT C. SKAGGS, JR.	Management	For	For
I9	ELECTION OF DIRECTOR: RICHARD L. THOMPSON	Management	For	For
I10	ELECTION OF DIRECTOR: CAROLYN Y. WOO	Management	For	For
II	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.	Management	For	For
III	TO CONSIDER AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
IV	TO CONSIDER AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
V	TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For

AMERICAN STATES WATER COMPANY

SECURITY	029899101	MEETING TYPE	Annual
TICKER SYMBOL	AWR	MEETING DATE	10-May-2011
ISIN	US0298991011	AGENDA	933398655 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR 1 JAMES F. MCNULTY 2 ROBERT J. SPROWLS 3 JANICE F. WILKINS	Management	For	For
02	TO APPROVE THE AMENDMENT TO THE BYLAWS TO INCREASE THE MAXIMUM AND MINIMUM SIZE OF THE BOARD FROM A RANGE OF FIVE TO NINE DIRECTORS TO A RANGE OF SIX TO ELEVEN DIRECTORS.	Management	For	For
03	NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION.	Management	Abstain	Against
04	NON-BINDING RESOLUTION TO DETERMINE HOW FREQUENTLY (EVERY ONE, TWO OR THREE YEARS), WE	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SHOULD CONDUCT AN ADVISORY VOTE ON THE  
 COMPENSATION OF OUR EXECUTIVE OFFICERS.  
 05 TO RATIFY THE APPOINTMENT OF Management For For  
 PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT  
 REGISTERED PUBLIC ACCOUNTING FIRM.

### ALLIANT ENERGY CORPORATION

SECURITY 018802108 MEETING TYPE Annual  
 TICKER SYMBOL LNT MEETING DATE 10-May-2011  
 ISIN US0188021085 AGENDA 933399520 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 WILLIAM D. HARVEY		For	For
	2 SINGLETON B. MCALLISTER		For	For
02	ADVISORY VOTE ON APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
03	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
04	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

### VECTREN CORPORATION

SECURITY 92240G101 MEETING TYPE Annual  
 TICKER SYMBOL VVC MEETING DATE 11-May-2011  
 ISIN US92240G1013 AGENDA 933385545 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 CARL L. CHAPMAN		For	For
	2 J.H. DEGRAFFENREIDT, JR		For	For
	3 NIEL C. ELLERBROOK		For	For
	4 JOHN D. ENGELBRECHT		For	For
	5 ANTON H. GEORGE		For	For
	6 MARTIN C. JISCHKE		For	For
	7 ROBERT G. JONES		For	For
	8 WILLIAM G. MAYS		For	For
	9 J. TIMOTHY MCGINLEY		For	For
	10 R. DANIEL SADLIER		For	For
	11 MICHAEL L. SMITH		For	For
	12 JEAN L. WOJTOWICZ		For	For
02	APPROVE THE VECTREN CORPORATION AT RISK COMPENSATION PLAN, AS AMENDED AND RESTATED.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

70

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
03	APPROVE A NON-BINDING ADVISORY RESOLUTION APPROVING THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
04	TO PROVIDE, BY NON-BINDING VOTE, THE FREQUENCY OF THE NON-BINDING SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
05	RATIFY THE REAPPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR VECTREN FOR 2011.	Management	For	For

### PHILIP MORRIS INTERNATIONAL INC.

SECURITY	718172109	MEETING TYPE	Annual
TICKER SYMBOL	PM	MEETING DATE	11-May-2011
ISIN	US7181721090	AGENDA	933393744 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: HAROLD BROWN	Management	For	For
1B	ELECTION OF DIRECTOR: MATHIS CABIALAVETTA	Management	For	For
1C	ELECTION OF DIRECTOR: LOUIS C. CAMILLERI	Management	For	For
1D	ELECTION OF DIRECTOR: J. DUDLEY FISHBURN	Management	For	For
1E	ELECTION OF DIRECTOR: JENNIFER LI	Management	For	For
1F	ELECTION OF DIRECTOR: GRAHAM MACKAY	Management	For	For
1G	ELECTION OF DIRECTOR: SERGIO MARCHIONNE	Management	For	For
1H	ELECTION OF DIRECTOR: LUCIO A. NOTO	Management	For	For
1I	ELECTION OF DIRECTOR: CARLOS SLIM HELU	Management	For	For
1J	ELECTION OF DIRECTOR: STEPHEN M. WOLF	Management	For	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Management	For	For
03	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	Abstain	Again
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Again
05	STOCKHOLDER PROPOSAL 1 - FOOD INSECURITY AND TOBACCO USE	Shareholder	Against	For
06	STOCKHOLDER PROPOSAL 2 - INDEPENDENT BOARD CHAIR	Shareholder	Against	For

### MURPHY OIL CORPORATION

SECURITY	626717102	MEETING TYPE	Annual
TICKER SYMBOL	MUR	MEETING DATE	11-May-2011
ISIN	US6267171022	AGENDA	933393934 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1A	ELECTION OF DIRECTOR: F.W. BLUE	Management	For	For
1B	ELECTION OF DIRECTOR: C.P. DEMING	Management	For	For
1C	ELECTION OF DIRECTOR: R.A. HERMES	Management	For	For
1D	ELECTION OF DIRECTOR: J.V. KELLEY	Management	For	For
1E	ELECTION OF DIRECTOR: R.M. MURPHY	Management	For	For
1F	ELECTION OF DIRECTOR: W.C. NOLAN, JR.	Management	For	For
1G	ELECTION OF DIRECTOR: N.E. SCHMALE	Management	For	For
1H	ELECTION OF DIRECTOR: D.J.H. SMITH	Management	For	For
1I	ELECTION OF DIRECTOR: C.G. THEUS	Management	For	For
1J	ELECTION OF DIRECTOR: D.M. WOOD	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	APPROVE THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

CVS CAREMARK CORPORATION

SECURITY	126650100	MEETING TYPE	Annual
TICKER SYMBOL	CVS	MEETING DATE	11-May-2011
ISIN	US1266501006	AGENDA	933397110 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Management	For	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Management	For	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Management	For	For
1D	ELECTION OF DIRECTOR: ANNE M. FINUCANE	Management	For	For
1E	ELECTION OF DIRECTOR: KRISTEN GIBNEY WILLIAMS	Management	For	For
1F	ELECTION OF DIRECTOR: MARIAN L. HEARD	Management	For	For
1G	ELECTION OF DIRECTOR: LARRY J. MERLO	Management	For	For
1H	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Management	For	For
1I	ELECTION OF DIRECTOR: TERRENCE MURRAY	Management	For	For
1J	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Management	For	For
1K	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Management	For	For
1L	ELECTION OF DIRECTOR: TONY L. WHITE	Management	For	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2011 FISCAL YEAR.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 71

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
03	PROPOSAL TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.	Management	Abstain	Against
04	FREQUENCY OF FUTURE EXECUTIVE COMPENSATION	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

VOTES.				
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shareholder	Against	For
06	STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For

### INTEGRYS ENERGY GROUP INC

SECURITY	45822P105	MEETING TYPE	Annual
TICKER SYMBOL	TEG	MEETING DATE	11-May-2011
ISIN	US45822P1057	AGENDA	933397576 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
01	DIRECTOR	Management		
	1 KEITH E. BAILEY		For	For
	2 WILLIAM J. BRODSKY		For	For
	3 ALBERT J. BUDNEY, JR.		For	For
	4 P. SAN JUAN CAFFERTY		For	For
	5 ELLEN CARNAHAN		For	For
	6 MICHELLE L. COLLINS		For	For
	7 K.M. HASSELBLAD-PASCALE		For	For
	8 JOHN W. HIGGINS		For	For
	9 JAMES L. KEMERLING		For	For
	10 MICHAEL E. LAVIN		For	For
	11 WILLIAM F. PROTZ, JR.		For	For
	12 CHARLES A. SCHROCK		For	For
02	APPROVAL OF A NON-BINDING ADVISORY RESOLUTION ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
03	A NON-BINDING ADVISORY VOTE REGARDING THE FREQUENCY OF FUTURE ADVISORY VOTES RELATED TO THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Again
04	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR INTEGRYS ENERGY GROUP AND ITS SUBSIDIARIES FOR 2011.	Management	For	For

### BANK OF AMERICA CORPORATION

SECURITY	060505104	MEETING TYPE	Annual
TICKER SYMBOL	BAC	MEETING DATE	11-May-2011
ISIN	US0605051046	AGENDA	933398491 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1A	ELECTION OF DIRECTOR: MUKESH D. AMBANI	Management	For	For
1B	ELECTION OF DIRECTOR: SUSAN S. BIES	Management	For	For
1C	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Management	For	For
1D	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management	For	For
1E	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Management	For	For
1F	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Management	For	For
1G	ELECTION OF DIRECTOR: D. PAUL JONES, JR.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1H	ELECTION OF DIRECTOR: MONICA C. LOZANO	Management	For	For
1I	ELECTION OF DIRECTOR: THOMAS J. MAY	Management	For	For
1J	ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN	Management	For	For
1K	ELECTION OF DIRECTOR: DONALD E. POWELL	Management	For	For
1L	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Management	For	For
1M	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Management	For	For
02	AN ADVISORY (NON-BINDING) "SAY ON PAY" VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	AN ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY "SAY ON PAY" VOTES.	Management	Abstain	Against
04	RATIFICATION OF THE REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
05	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT.	Shareholder	Against	For
06	STOCKHOLDER PROPOSAL - STOCKHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
07	STOCKHOLDER PROPOSAL - MORTGAGE SERVICING OPERATIONS.	Shareholder	Against	For
08	STOCKHOLDER PROPOSAL - GRASSROOTS LOBBYING.	Shareholder	Against	For
09	STOCKHOLDER PROPOSAL - OTC DERIVATIVES TRADING.	Shareholder	Against	For
10	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING IN CONTESTED ELECTIONS.	Shareholder	Against	For
11	STOCKHOLDER PROPOSAL - RECOUPMENT OF INCENTIVE COMPENSATION.	Shareholder	Against	For
12	STOCKHOLDER PROPOSAL - PROHIBITION OF CERTAIN RELOCATION BENEFITS.	Shareholder	Against	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

72

The Gabelli Dividend Income Trust

### CONOCOPHILLIPS

SECURITY	20825C104	MEETING TYPE	Annual
TICKER SYMBOL	COP	MEETING DATE	11-May-2011
ISIN	US20825C1045	AGENDA	933398732 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Management	For	For
1B	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Management	For	For
1C	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Management	For	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Management	For	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Management	For	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Management	For	For
1H	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Management	For	For
1I	ELECTION OF DIRECTOR: HARALD J. NORVIK	Management	For	For
1J	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Management	For	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Management	For	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Management	For	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Management	For	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVAL OF 2011 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Management	For	For
06	GENDER EXPRESSION NON-DISCRIMINATION.	Shareholder	Against	For
07	POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
08	REPORT ON GRASSROOTS LOBBYING EXPENDITURES.	Shareholder	Against	For
09	ACCIDENT RISK MITIGATION.	Shareholder	Against	For
10	COMPANY ENVIRONMENTAL POLICY (LOUISIANA WETLANDS).	Shareholder	Against	For
11	GREENHOUSE GAS REDUCTION TARGETS.	Shareholder	Against	For
12	REPORT ON FINANCIAL RISKS FROM CLIMATE CHANGE.	Shareholder	Against	For
13	CANADIAN OIL SANDS.	Shareholder	Against	For

### TUPPERWARE BRANDS CORPORATION

SECURITY	899896104	MEETING TYPE	Annual
TICKER SYMBOL	TUP	MEETING DATE	11-May-2011
ISIN	US8998961044	AGENDA	933399114 -- Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CATHERINE A. BERTINI	Management	For	For
1B	ELECTION OF DIRECTOR: RITA BORNSTEIN, PH.D.	Management	For	For
1C	ELECTION OF DIRECTOR: KRISS CLONINGER, III	Management	For	For
1D	ELECTION OF DIRECTOR: E. V. GOINGS	Management	For	For
1E	ELECTION OF DIRECTOR: CLIFFORD J. GRUM	Management	For	For
1F	ELECTION OF DIRECTOR: JOE R. LEE	Management	For	For
1G	ELECTION OF DIRECTOR: BOB MARBUT	Management	For	For
1H	ELECTION OF DIRECTOR: ANGEL R. MARTINEZ	Management	For	For
1I	ELECTION OF DIRECTOR: A. MONTEIRO DE CASTRO	Management	For	For
1J	ELECTION OF DIRECTOR: ROBERT J. MURRAY	Management	For	For
1K	ELECTION OF DIRECTOR: DAVID R. PARKER	Management	For	For
1L	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1M	ELECTION OF DIRECTOR: J. PATRICK SPAINHOUR	Management	For	For
1N	ELECTION OF DIRECTOR: M. ANNE SZOSTAK	Management	For	For
2	PROPOSAL TO RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3	ADVISORY VOTE REGARDING THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM	Management	Abstain	Against
4	ADVISORY VOTE REGARDING THE FREQUENCY OF VOTING ON THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM	Management	Abstain	Against

### PROGRESS ENERGY, INC.

SECURITY	743263105	MEETING TYPE	Annual
TICKER SYMBOL	PGN	MEETING DATE	11-May-2011
ISIN	US7432631056	AGENDA	933401983 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES E. BOSTIC JR.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1C	ELECTION OF DIRECTOR: HARRIS E. DELOACH JR.	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES B. HYLER JR.	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM D. JOHNSON	Management	For	For
1F	ELECTION OF DIRECTOR: ROBERT W. JONES	Management	For	For
1G	ELECTION OF DIRECTOR: W. STEVEN JONES	Management	For	For
1H	ELECTION OF DIRECTOR: MELQUIADES R. MARTINEZ	Management	For	For
1I	ELECTION OF DIRECTOR: E. MARIE MCKEE	Management	For	For
1J	ELECTION OF DIRECTOR: JOHN H. MULLIN III	Management	For	For
1K	ELECTION OF DIRECTOR: CHARLES W. PRYOR JR.	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

73

The Gabelli Dividend Income Trust

Item	Proposal	Type	Vote	For/Against Management
1L	ELECTION OF DIRECTOR: CARLOS A. SALADRIGAS	Management	For	For
1M	ELECTION OF DIRECTOR: THERESA M. STONE	Management	For	For
1N	ELECTION OF DIRECTOR: ALFRED C. TOLLISON JR.	Management	For	For
2	AN ADVISORY (NONBINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain	Against
3	TO RECOMMEND, BY AN ADVISORY (NONBINDING) VOTE, THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
4	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS PROGRESS ENERGY INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

### BROOKFIELD ASSET MANAGEMENT INC.

SECURITY	112585104	MEETING TYPE	Annual and Special Meeting
TICKER SYMBOL	BAM	MEETING DATE	11-May-2011
ISIN	CA1125851040	AGENDA	933413750 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 MARCEL R. COUTU		For	For
	2 MAUREEN KEMPSTON DARKES		For	For
	3 LANCE LIEBMAN		For	For
	4 G. WALLACE F. MCCAIN		For	For
	5 FRANK J. MCKENNA		For	For
	6 JACK M. MINTZ		For	For
	7 YOUSSEF A. NASR		For	For
	8 JAMES A. PATTISON		For	For
02	THE APPOINTMENT OF THE EXTERNAL AUDITOR AND AUTHORIZING THE DIRECTORS TO SET ITS REMUNERATION.	Management	For	For
03	THE ESCROWED STOCK PLAN RESOLUTION.	Management	For	For

THE DOW CHEMICAL COMPANY

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	260543103	MEETING TYPE	Annual
TICKER SYMBOL	DOW	MEETING DATE	12-May-2011
ISIN	US2605431038	AGENDA	933392057 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ARNOLD A. ALLEMANG	Management	For	For
1B	ELECTION OF DIRECTOR: JACQUELINE K. BARTON	Management	For	For
1C	ELECTION OF DIRECTOR: JAMES A. BELL	Management	For	For
1D	ELECTION OF DIRECTOR: JEFF M. FETTIG	Management	For	For
1E	ELECTION OF DIRECTOR: BARBARA H. FRANKLIN	Management	For	For
1F	ELECTION OF DIRECTOR: JENNIFER M. GRANHOLM	Management	For	For
1G	ELECTION OF DIRECTOR: JOHN B. HESS	Management	For	For
1H	ELECTION OF DIRECTOR: ANDREW N. LIVERIS	Management	For	For
1I	ELECTION OF DIRECTOR: PAUL POLMAN	Management	For	For
1J	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Management	For	For
1K	ELECTION OF DIRECTOR: JAMES M. RINGLER	Management	For	For
1L	ELECTION OF DIRECTOR: RUTH G. SHAW	Management	For	For
1M	ELECTION OF DIRECTOR: PAUL G. STERN	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	STOCKHOLDER PROPOSAL ON SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For

AVISTA CORP.

SECURITY	05379B107	MEETING TYPE	Annual
TICKER SYMBOL	AVA	MEETING DATE	12-May-2011
ISIN	US05379B1070	AGENDA	933393629 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ELECTION OF DIRECTOR: MARC F. RACICOT	Management	For	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION AND BYLAWS TO PROVIDE FOR THE ANNUAL ELECTION OF THE BOARD OF DIRECTORS.	Management	For	For
04	ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	IF PRESENTED, CONSIDERATION OF A SHAREHOLDER PROPOSAL TO REQUEST THE BOARD TO TAKE THE STEPS NECESSARY SO THAT EACH SHAREHOLDER VOTING REQUIREMENT IN THE ARTICLES OF INCORPORATION AND BYLAWS THAT CALLS FOR A GREATER THAN A SIMPLE MAJORITY VOTE BE CHANGED TO A MAJORITY OF VOTES CAST FOR OR AGAINST THE PROPOSAL IN COMPLIANCE WITH APPLICABLE LAWS.	Shareholder	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 74

FORD MOTOR COMPANY

SECURITY 345370860 MEETING TYPE Annual  
 TICKER SYMBOL F MEETING DATE 12-May-2011  
 ISIN US3453708600 AGENDA 933396219 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Management	For	For
1B	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Management	For	For
1C	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: EDSEL B. FORD II	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Management	For	For
1F	ELECTION OF DIRECTOR: RICHARD A. GEPHARDT	Management	For	For
1G	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	For	For
1H	ELECTION OF DIRECTOR: IRVINE O. HOCKADAY, JR.	Management	For	For
1I	ELECTION OF DIRECTOR: RICHARD A. MANOOGIAN	Management	For	For
1J	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Management	For	For
1K	ELECTION OF DIRECTOR: ALAN MULALLY	Management	For	For
1L	ELECTION OF DIRECTOR: HOMER A. NEAL	Management	For	For
1M	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Management	For	For
1N	ELECTION OF DIRECTOR: JOHN L. THORNTON	Management	For	For
02	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	SAY ON PAY -- AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Management	Abstain	Against
04	SAY WHEN ON PAY -- AN ADVISORY VOTE ON THE FREQUENCY OF A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Management	Abstain	Against
05	RELATING TO DISCLOSURE OF THE COMPANY'S POLITICAL CONTRIBUTIONS.	Shareholder	Against	For
06	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shareholder	Against	For
07	RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Shareholder	Against	For

ST. JUDE MEDICAL, INC.

SECURITY 790849103 MEETING TYPE Annual  
 TICKER SYMBOL STJ MEETING DATE 12-May-2011  
 ISIN US7908491035 AGENDA 933398679 - Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: RICHARD R. DEVENUTI	Management	For	For
1B	ELECTION OF DIRECTOR: THOMAS H. GARRETT III	Management	For	For
1C	ELECTION OF DIRECTOR: WENDY L. YARNO	Management	For	For
02	ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	TO APPROVE AMENDMENTS TO THE ST. JUDE MEDICAL, INC. 2007 STOCK INCENTIVE PLAN.	Management	Against	Against
05	TO CONSIDER AND ACT UPON A SHAREHOLDER PROPOSAL REGARDING THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	Shareholder	For	For
06	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

### BCE INC.

SECURITY	05534B760	MEETING TYPE	Annual
TICKER SYMBOL	BCE	MEETING DATE	12-May-2011
ISIN	CA05534B7604	AGENDA	933399366 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
1	B.K. ALLEN		For	For
2	A. BERARD		For	For
3	R.A. BRENNEMAN		For	For
4	S. BROCHU		For	For
5	R.E. BROWN		For	For
6	G.A. COPE		For	For
7	A.S. FELL		For	For
8	E.C. LUMLEY		For	For
9	T.C. O'NEILL		For	For
10	R.C. SIMMONDS		For	For
11	C. TAYLOR		For	For
12	P.R. WEISS		For	For
02	APPOINTMENT OF DELOITTE & TOUCHE LLP AS AUDITORS.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 75

Item	Proposal	Type	Vote	For/Against Management
03	RESOLVED, ON AN ADVISORY BASIS AND NOT TO DIMINISH THE ROLE AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS, THAT THE SHAREHOLDERS ACCEPT THE	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

APPROACH TO EXECUTIVE COMPENSATION DISCLOSED IN THE 2011 MANAGEMENT PROXY CIRCULAR DATED MARCH 10, 2011 DELIVERED IN ADVANCE OF THE 2011 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BCE.

4A	CRITICAL MASS OF QUALIFIED WOMEN ON BOARD.	Shareholder	Against	For
4B	EQUITY RATIO.	Shareholder	Against	For
4C	ADDITIONAL INFORMATION ON COMPARATOR GROUPS.	Shareholder	Against	For

DOMINION RESOURCES, INC.

SECURITY	25746U109	MEETING TYPE	Annual
TICKER SYMBOL	D	MEETING DATE	12-May-2011
ISIN	US25746U1097	AGENDA	933400892 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: WILLIAM P. BARR	Management	For	For
1B	ELECTION OF DIRECTOR: PETER W. BROWN	Management	For	For
1C	ELECTION OF DIRECTOR: GEORGE A. DAVIDSON, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: HELEN E. DRAGAS	Management	For	For
1E	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Management	For	For
1F	ELECTION OF DIRECTOR: JOHN W. HARRIS	Management	For	For
1G	ELECTION OF DIRECTOR: ROBERT S. JEPSON, JR.	Management	For	For
1H	ELECTION OF DIRECTOR: MARK J. KINGTON	Management	For	For
1I	ELECTION OF DIRECTOR: MARGARET A. MCKENNA	Management	For	For
1J	ELECTION OF DIRECTOR: FRANK S. ROYAL	Management	For	For
1K	ELECTION OF DIRECTOR: ROBERT H. SPILMAN, JR.	Management	For	For
1L	ELECTION OF DIRECTOR: DAVID A. WOLLARD	Management	For	For
02	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT AUDITORS FOR 2011	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY ON PAY")	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE SAY ON PAY VOTE	Management	Abstain	Against
05	REPORT RELATED TO USE OF MOUNTAINTOP REMOVAL COAL MINING	Shareholder	Against	For
06	20% RENEWABLE ELECTRICITY ENERGY GENERATION BY 2024	Shareholder	Against	For
07	REPORT ON FINANCIAL RISKS OF CONTINUED RELIANCE ON COAL	Shareholder	Against	For
08	NEW NUCLEAR CONSTRUCTION	Shareholder	Against	For
09	POLICY FOR INDEPENDENT CHAIRMAN OF THE BOARD	Shareholder	Against	For
10	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against	For
11	EXECUTIVE SUPPLEMENTAL RETIREMENT BENEFITS	Shareholder	Against	For

AQUA AMERICA, INC.

SECURITY	03836W103	MEETING TYPE	Annual
TICKER SYMBOL	WTR	MEETING DATE	12-May-2011
ISIN	US03836W1036	AGENDA	933405537 -- Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1	MARY C. CARROLL		For	For
2	ELLEN T. RUFF		For	For
3	MARIO MELE		For	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE 2011 FISCAL YEAR.	Management	For	For
03	TO RECOMMEND, BY NON-BINDING VOTE, APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION PROGRAMS.	Management	Abstain	Against
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES. THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE "AGAINST" THE FOLLOWING PROPOSAL	Management	Abstain	Against
05	SHAREHOLDER PROPOSAL TO DECLASSIFY THE BOARD FOR THE PURPOSE OF DIRECTOR ELECTIONS.	Shareholder	Against	For

### DEUTSCHE TELEKOM AG

SECURITY	251566105	MEETING TYPE	Annual
TICKER SYMBOL	DTEGY	MEETING DATE	12-May-2011
ISIN	US2515661054	AGENDA	933416009 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
02	RESOLUTION ON THE APPROPRIATION OF NET INCOME.	Management	For	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THE 2010 FINANCIAL YEAR.	Management	For	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF DR. KLAUS ZUMWINKEL, WHO RESIGNED FROM THE SUPERVISORY BOARD, FOR THE 2008 FINANCIAL YEAR.	Management	For	For
05	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD FOR THE 2010 FINANCIAL YEAR.	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

76

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
06	RESOLUTION ON THE APPOINTMENT OF THE INDEPENDENT AUDITOR AND THE GROUP AUDITOR PURSUANT TO SECTION 318 (1) HGB FOR THE 2011 FINANCIAL YEAR AS WELL AS THE INDEPENDENT AUDITOR TO REVIEW THE CONDENSED FINANCIAL STATEMENTS AND THE INTERIM MANAGEMENT REPORT PURSUANT TO SECTION 37W (5), SECTION 37Y NO. 2 WPHG (WERTPAPIERHANDELSGESETZ - GERMAN SECURITIES TRADING ACT) IN THE 2011 FINANCIAL YEAR.	Management	For	For
07	RESOLUTION ON THE AUTHORIZATION TO ACQUIRE TREASURY SHARES AND USE THEM WITH POSSIBLE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	EXCLUSION OF SUBSCRIPTION RIGHTS AND ANY RIGHT TO OFFER SHARES AS WELL AS OF THE OPTION TO REDEEM TREASURY SHARES, REDUCING THE CAPITAL STOCK.			
08	ELECTION OF A SUPERVISORY BOARD MEMBER (DR. HUBERTUS VON GRUNBERG)	Management	For	For
09	ELECTION OF A SUPERVISORY BOARD MEMBER (DR. H.C. BERNHARD WALTER)	Management	For	For
10	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH T-SYSTEMS INTERNATIONAL GMBH.	Management	For	For
11	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DETEFLEETSERVICES GMBH.	Management	For	For
12	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DFMG HOLDING GMBH.	Management	For	For
13	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DETEASSEKURANZ - DEUTSCHE TELEKOM ASSEKURANZ-VERMITTLUNGSGESELLSCHAFT MBH.	Management	For	For
14	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH VIVENTO CUSTOMER SERVICES GMBH.	Management	For	For
15	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH VIVENTO TECHNICAL SERVICES GMBH.	Management	For	For
16	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DEUTSCHE TELEKOM ACCOUNTING GMBH.	Management	For	For
17	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DEUTSCHE TELEKOM TRAINING GMBH.	Management	For	For
18	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH NORMA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For	For
19	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH DETEASIA HOLDING GMBH.	Management	For	For
20	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH TRAVIATA TELEKOMMUNIKATIONSDIENSTE GMBH.	Management	For	For
21	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH SCOUT24 HOLDING GMBH.	Management	For	For
22	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH T-MOBILE WORLDWIDE HOLDING GMBH.	Management	For	For
23	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH TELEKOM DEUTSCHLAND GMBH.	Management	For	For
24	RESOLUTION REGARDING APPROVAL OF THE AMENDMENT TO THE PROFIT AND LOSS TRANSFER AGREEMENT WITH MAGYARCOM HOLDING GMBH.	Management	For	For
25	RESOLUTION ON THE AMENDMENT TO SECTION 2 OF THE ARTICLES OF INCORPORATION.	Management	For	For
26	RESOLUTION REGARDING APPROVAL OF THE SETTLEMENT AGREEMENT WITH THE FORMER MEMBER OF THE BOARD OF MANAGEMENT KAI UWE RICKE.	Management	For	For
27	RESOLUTION REGARDING APPROVAL OF THE SETTLEMENT AGREEMENT WITH THE FORMER MEMBER OF THE SUPERVISORY BOARD DR. KLAUS ZUMWINKEL.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

BG GROUP PLC

SECURITY	055434203	MEETING TYPE	Annual
TICKER SYMBOL	BRGY	MEETING DATE	12-May-2011
ISIN	US0554342032	AGENDA	933416047 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ANNUAL REPORT AND ACCOUNTS	Management	For	For
02	REMUNERATION REPORT	Management	For	For
03	DECLARATION OF DIVIDEND	Management	For	For
04	ELECTION OF FABIO BARBOSA	Management	For	For
05	ELECTION OF CAIO KOCH-WESER	Management	For	For
06	ELECTION OF PATRICK THOMAS	Management	For	For
07	RE-ELECTION OF PETER BACKHOUSE	Management	For	For
08	RE-ELECTION OF FRANK CHAPMAN	Management	For	For
09	RE-ELECTION OF BARONESS HOGG	Management	For	For
10	RE-ELECTION OF DR JOHN HOOD	Management	For	For
11	RE-ELECTION OF MARTIN HOUSTON	Management	For	For
12	RE-ELECTION OF SIR DAVID MANNING	Management	For	For
13	RE-ELECTION OF MARK SELIGMAN	Management	For	For
14	RE-ELECTION OF PHILIPPE VARIN	Management	For	For
15	RE-ELECTION OF SIR ROBERT WILSON	Management	For	For
16	RE-APPOINTMENT OF AUDITORS	Management	For	For
17	REMUNERATION OF AUDITORS	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

77

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
18	POLITICAL DONATIONS	Management	For	For
19	AUTHORITY TO ALLOT SHARES	Management	For	For
S20	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	For	For
S21	AUTHORITY TO MAKE MARKET PURCHASES OF OWN SHARES	Management	For	For
S22	NOTICE PERIODS FOR GENERAL MEETINGS	Management	For	For

LADBROKES PLC

SECURITY	G5337D107	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	13-May-2011
ISIN	GB00B0ZSH635	AGENDA	702838080 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	To receive and adopt the reports and accounts for 2010	Management	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2	To declare a final dividend	Management	For
3	To appoint R I Glynn as a director	Management	For
4	To appoint J M Kelly as a director	Management	For
5	To re-appoint P Erskine as a director	Management	For
6	To re-appoint R J Ames as a director	Management	For
7	To re-appoint B G Wallace as a director	Management	For
8	To re-appoint S Bailey as a director	Management	For
9	To re-appoint J F Jarvis as a director	Management	For
10	To re-appoint C J Rodrigues as a director	Management	For
11	To re-appoint D M Shapland as a director	Management	For
12	To re-appoint C P Wicks as a director	Management	For
13	To re-appoint Ernst & Young LLP as auditor and to authorise the directors to agree the auditor's remuneration	Management	For
14	To approve the remuneration report	Management	For
15	To authorise political donations and expenditure	Management	For
16	To authorise the Company to purchase its own shares	Management	For
17	To authorise the directors to allot shares	Management	For
18	To disapply Section 561(1) of the Companies Act 2006	Management	For
19	To authorise the calling of general meetings (excluding annual general meetings) by notice of at least 14 clear days	Management	For
20	To amend the share Incentive plan PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RES-OLUTION 15 AND 16. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK-YOU.	Management Non-Voting	For

### WASTE MANAGEMENT, INC.

SECURITY	94106L109	MEETING TYPE	Annual
TICKER SYMBOL	WM	MEETING DATE	13-May-2011
ISIN	US94106L1098	AGENDA	933396168 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: PASTORA SAN JUAN CAFFERTY	Management	For	For
1B	ELECTION OF DIRECTOR: FRANK M. CLARK, JR.	Management	For	For
1C	ELECTION OF DIRECTOR: PATRICK W. GROSS	Management	For	For
1D	ELECTION OF DIRECTOR: JOHN C. POPE	Management	For	For
1E	ELECTION OF DIRECTOR: W. ROBERT REUM	Management	For	For
1F	ELECTION OF DIRECTOR: STEVEN G. ROTHMEIER	Management	For	For
1G	ELECTION OF DIRECTOR: DAVID P. STEINER	Management	For	For
1H	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Management	For	For
02	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For
03	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management	Abstain	Against
05	AN AMENDMENT TO THE COMPANY'S BY-LAWS TO ALLOW STOCKHOLDERS WHO HAVE HELD AT LEAST A 25% NET LONG POSITION IN OUR COMMON STOCK FOR ONE YEAR TO CALL SPECIAL STOCKHOLDER MEETINGS.	Management	For	For

### SEMPRA ENERGY

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	816851109	MEETING TYPE	Annual
TICKER SYMBOL	SRE	MEETING DATE	13-May-2011
ISIN	US8168511090	AGENDA	933398566 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
1A	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR.	Management	For	For
1C	ELECTION OF DIRECTOR: DONALD E. FELSINGER	Management	For	For
1D	ELECTION OF DIRECTOR: WILFORD D. GODBOLD JR.	Management	For	For
1E	ELECTION OF DIRECTOR: WILLIAM D. JONES	Management	For	For
1F	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Management	For	For
1G	ELECTION OF DIRECTOR: CARLOS RUIZ	Management	For	For
1H	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Management	For	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

78

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
1I	ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE	Management	For	For
1J	ELECTION OF DIRECTOR: LYNN SCHENK	Management	For	For
1K	ELECTION OF DIRECTOR: NEAL E. SCHMALE	Management	For	For
1L	ELECTION OF DIRECTOR: LUIS M. TELLEZ	Management	For	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	SHAREHOLDER PROPOSAL TO ALLOW SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For
06	SHAREHOLDER PROPOSAL REGARDING RETIREMENT BENEFITS.	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY.	Shareholder	Against	For

WATSON PHARMACEUTICALS, INC.

SECURITY	942683103	MEETING TYPE	Annual
TICKER SYMBOL	WPI	MEETING DATE	13-May-2011
ISIN	US9426831031	AGENDA	933399215 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGA MANAGEM
1A	ELECTION OF DIRECTOR: MICHAEL J. FEDIDA	Management	For	For
1B	ELECTION OF DIRECTOR: ALBERT F. HUMMEL	Management	For	For
1C	ELECTION OF DIRECTOR: CATHERINE M. KLEMA	Management	For	For
1D	ELECTION OF DIRECTOR: ANTHONY SELWYN TABATZNIK	Management	For	For
02	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	COMPANY'S ARTICLES OF INCORPORATION TO PROVIDE FOR THE DECLASSIFICATION OF THE BOARD OF DIRECTORS AND TO DELETE CERTAIN PROVISIONS FROM THE ARTICLES OF INCORPORATION.			
03	TO APPROVE THE FOURTH AMENDMENT AND RESTATEMENT OF THE 2001 INCENTIVE AWARD PLAN OF WATSON PHARMACEUTICALS, INC.	Management	Against	Against
04	TO TAKE AN ADVISORY (NON-BINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
05	TO TAKE AN ADVISORY (NON-BINDING) VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
06	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For

TRANSOCEAN, LTD.

SECURITY	H8817H100	MEETING TYPE	Annual
TICKER SYMBOL	RIG	MEETING DATE	13-May-2011
ISIN	CH0048265513	AGENDA	933405373 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGA MANAGEM
01	APPROVAL OF THE 2010 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2010 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2010.	Management	For	For
02	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT FROM LIABILITY FOR ACTIVITIES DURING FISCAL YEAR 2010.	Management	For	For
03	APPROPRIATION OF AVAILABLE EARNINGS FOR FISCAL YEAR 2010.	Management	For	For
04	PROPOSED REALLOCATION OF FREE RESERVE TO LEGAL RESERVE, RESERVE FROM CAPITAL CONTRIBUTIONS.	Management	For	For
05	RESCISSION OF THE DISTRIBUTION TO SHAREHOLDERS IN THE FORM OF A PAR VALUE REDUCTION AS APPROVED AT THE 2010 ANNUAL GENERAL MEETING.	Management	For	For
06	RELEASE AND ALLOCATION OF LEGAL RESERVE, RESERVE FROM CAPITAL CONTRIBUTIONS, TO DIVIDEND RESERVE FROM CAPITAL CONTRIBUTIONS; DIVIDEND DISTRIBUTION OUT OF THE DIVIDEND RESERVE FROM CAPITAL CONTRIBUTIONS. IF PROPOSAL 3 AND PROPOSAL 5 ARE NOT APPROVED AS PROPOSED BY THE BOARD OF DIRECTORS, THERE WILL BE NO VOTE ON THIS PROPOSAL 6.	Management	For	For
07	NEW AUTHORIZED SHARE CAPITAL.	Management	For	For
08	REDUCTION OF THE MAXIMUM NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS TO 12.	Management	For	For
9A	ELECTION OF CLASS III DIRECTOR: JAGJEET S. BINDRA	Management	For	For
9B	ELECTION OF CLASS III DIRECTOR: STEVE LUCAS	Management	For	For
9C	ELECTION OF CLASS I DIRECTOR: TAN EK KIA	Management	For	For
9D	REELECTION OF CLASS III DIRECTOR: MARTIN B. MCNAMARA	Management	For	For
9E	REELECTION OF CLASS III DIRECTOR: IAN C. STRACHAN	Management	For	For
10	APPOINTMENT OF ERNST & YOUNG LLP AS THE	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM.

11	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
12	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTE.	Management	Abstain	Against

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

79

The Gabelli Dividend Income Trust

TOTAL S.A.

SECURITY	89151E109	MEETING TYPE	Annual
TICKER SYMBOL	TOT	MEETING DATE	13-May-2011
ISIN	US89151E1091	AGENDA	933432661 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
O1	APPROVAL OF PARENT COMPANY FINANCIAL STATEMENTS	Management	For	For
O2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	Management	For	For
O3	ALLOCATION OF EARNINGS, DECLARATION OF DIVIDEND	Management	For	For
O4	AGREEMENTS COVERED BY ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	Management	For	For
O5	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO TRADE IN SHARES OF THE COMPANY	Management	For	For
O6	RENEWAL OF THE APPOINTMENT OF MS. PATRICIA BARBIZET AS A DIRECTOR	Management	For	For
O7	RENEWAL OF THE APPOINTMENT OF MR. PAUL DESMARAIS JR. AS A DIRECTOR	Management	For	For
O8	RENEWAL OF THE APPOINTMENT OF MR. CLAUDE MANDIL AS A DIRECTOR	Management	For	For
O9	APPOINTMENT OF MS. MARIE-CHRISTINE COISNE AS A DIRECTOR	Management	For	For
O10	APPOINTMENT OF MS. BARBARA KUX AS A DIRECTOR	Management	For	For
E11	AUTHORIZATION TO GRANT RESTRICTED SHARES IN COMPANY TO EMPLOYEES OF GROUP AND TO MANAGERS OF COMPANY OR OTHER GROUP COMPANIES.	Management	For	For
A	AMENDMENT OF ARTICLE 9 OF THE COMPANY'S ARTICLES OF ASSOCIATION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Shareholder	Against	For

TRANSOCEAN, LTD.

SECURITY	H8817H100	MEETING TYPE	Annual
TICKER SYMBOL	RIG	MEETING DATE	13-May-2011
ISIN	CH0048265513	AGENDA	933443171 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
O1	APPROVAL OF THE 2010 ANNUAL REPORT, INCLUDING THE CONSOLIDATED FINANCIAL STATEMENTS OF TRANSOCEAN	Management	For	For



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	LTD. FOR FISCAL YEAR 2010 AND THE STATUTORY FINANCIAL STATEMENTS OF TRANSOCEAN LTD. FOR FISCAL YEAR 2010.			
02	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT FROM LIABILITY FOR ACTIVITIES DURING FISCAL YEAR 2010.	Management	For	For
03	APPROPRIATION OF AVAILABLE EARNINGS FOR FISCAL YEAR 2010.	Management	For	For
04	PROPOSED REALLOCATION OF FREE RESERVE TO LEGAL RESERVE, RESERVE FROM CAPITAL CONTRIBUTIONS.	Management	For	For
05	RESCISSION OF THE DISTRIBUTION TO SHAREHOLDERS IN THE FORM OF A PAR VALUE REDUCTION AS APPROVED AT THE 2010 ANNUAL GENERAL MEETING.	Management	For	For
06	RELEASE AND ALLOCATION OF LEGAL RESERVE, RESERVE FROM CAPITAL CONTRIBUTIONS, TO DIVIDEND RESERVE FROM CAPITAL CONTRIBUTIONS; DIVIDEND DISTRIBUTION OUT OF THE DIVIDEND RESERVE FROM CAPITAL CONTRIBUTIONS. IF PROPOSAL 3 AND PROPOSAL 5 ARE NOT APPROVED AS PROPOSED BY THE BOARD OF DIRECTORS, THERE WILL BE NO VOTE ON THIS PROPOSAL 6.	Management	For	For
07	NEW AUTHORIZED SHARE CAPITAL.	Management	For	For
08	REDUCTION OF THE MAXIMUM NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS TO 12.	Management	For	For
9A	ELECTION OF CLASS III DIRECTOR: JAGJEET S. BINDRA	Management	For	For
9B	ELECTION OF CLASS III DIRECTOR: STEVE LUCAS	Management	For	For
9C	ELECTION OF CLASS I DIRECTOR: TAN EK KIA	Management	For	For
9D	REELECTION OF CLASS III DIRECTOR: MARTIN B. MCNAMARA	Management	For	For
9E	REELECTION OF CLASS III DIRECTOR: IAN C. STRACHAN	Management	For	For
10	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011 AND REELECTION OF ERNST & YOUNG LTD., ZURICH, AS THE COMPANY'S AUDITOR FOR A FURTHER ONE-YEAR TERM.	Management	For	For
11	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
12	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTE.	Management	Abstain	Against

### CONSOLIDATED EDISON, INC.

SECURITY	209115104	MEETING TYPE	Annual
TICKER SYMBOL	ED	MEETING DATE	16-May-2011
ISIN	US2091151041	AGENDA	933410019 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: K. BURKE	Management	For	For
1B	ELECTION OF DIRECTOR: V.A. CALARCO	Management	For	For
1C	ELECTION OF DIRECTOR: G. CAMPBELL, JR.	Management	For	For
1D	ELECTION OF DIRECTOR: G.J. DAVIS	Management	For	For
1E	ELECTION OF DIRECTOR: M.J. DEL GIUDICE	Management	For	For
1F	ELECTION OF DIRECTOR: E.V. FUTTER	Management	For	For
1G	ELECTION OF DIRECTOR: J.F. HENNESSY III	Management	For	For
1H	ELECTION OF DIRECTOR: S. HERNANDEZ	Management	For	For
1I	ELECTION OF DIRECTOR: J.F. KILLIAN	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 80

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1J	ELECTION OF DIRECTOR: E.R. MCGRATH	Management	For	For
1K	ELECTION OF DIRECTOR: M.W. RANGER	Management	For	For
1L	ELECTION OF DIRECTOR: L.F. SUTHERLAND	Management	For	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	ADDITIONAL COMPENSATION INFORMATION.	Shareholder	Against	For

### VEOLIA ENVIRONNEMENT, PARIS

SECURITY	F9686M107	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	17-May-2011
ISIN	FR0000124141	AGENDA	702888441 - Management

ITEM	PROPOSAL	TYPE
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AN-D "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative-to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011-/0330/201103301100961.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011-/0330/201103301100961.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0-429/201104291101710.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0-429/201104291101710.pdf</a>	Non-Voting
0.1	Approval of the corporate financial statements for the financial year 2010	Management
0.2	Approval of the consolidated financial statements for the financial year 2010	Management
0.3	Approval of expenses and expenditures pursuant to Article 39-4 of the General Tax Code	Management
0.4	Allocation of income for the financial year 2010 and payment of the dividend	Management
0.5	Option for payment of dividend in shares	Management

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

O.6	Approval of the regulated Agreements and Commitments	Management
O.7	Renewal of Mr. Jean Azema's term as Board member	Management
O.8	Renewal of Mr. Pierre-Andre de Chalendar's term as Board member	Management
O.9	Renewal of Mr. Baudouin Prot's term as Board member	Management
O.10	Renewal of Mr. Louis Schweitzer's term as Board member	Management
O.11	Renewal of term of the company Ernst & Young et Autres as principal Statutory Auditor	Management
O.12	Renewal of term of the company Auditex as deputy Statutory Auditor	Management
O.13	Setting the amount of attendance allowances allocated to the Board members	Management
O.14	Authorization to be granted to the Board of Directors to trade the Company's own shares	Management
E.15	Delegation of powers to be granted to the Board of Directors to carry out share capital increase by issuing shares or securities providing access to capital reserved for members of company savings plans with cancellation of preferential subscription rights in favor of the latter	Management
E.16	Delegation of powers to be granted to the Board of Directors to carry out share capital increase by issuing shares reserved for a given category of persons with cancellation of preferential subscription rights in favor of the latter	Management
E.17	Amendment of the Statutes relating to voting and participation terms to General Meeting by any telecommunication and remote transmission means	Management
OE.18	Powers for formalities	Management
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF LINKS. IF YOU HAVE ALRE-ADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE-TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting

MGE ENERGY, INC.

SECURITY	55277P104	MEETING TYPE	Annual
TICKER SYMBOL	MGEE	MEETING DATE	17-May-2011
ISIN	US55277P1049	AGENDA	933391182 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINS MANAGEMENT
01	DIRECTOR 1 LONDA J. DEWEY 2 REGINA M. MILLNER 3 THOMAS R. STOLPER	Management	For For For	For For For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR 2011.	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
81

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
03	APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT UNDER THE HEADING "EXECUTIVE COMPENSATION".	Management	Abstain	Against
04	WHETHER SHAREHOLDER ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT SHOULD OCCUR EVERY.	Management	Abstain	Against

EL PASO CORPORATION

SECURITY	28336L109	MEETING TYPE	Annual
TICKER SYMBOL	EP	MEETING DATE	17-May-2011
ISIN	US28336L1098	AGENDA	933400753 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JUAN CARLOS BRANIFF	Management	For	For
1B	ELECTION OF DIRECTOR: DAVID W. CRANE	Management	For	For
1C	ELECTION OF DIRECTOR: DOUGLAS L. FOSHEE	Management	For	For
1D	ELECTION OF DIRECTOR: ROBERT W. GOLDMAN	Management	For	For
1E	ELECTION OF DIRECTOR: ANTHONY W. HALL, JR.	Management	For	For
1F	ELECTION OF DIRECTOR: THOMAS R. HIX	Management	For	For
1G	ELECTION OF DIRECTOR: FERRELL P. MCCLEAN	Management	For	For
1H	ELECTION OF DIRECTOR: TIMOTHY J. PROBERT	Management	For	For
1I	ELECTION OF DIRECTOR: STEVEN J. SHAPIRO	Management	For	For
1J	ELECTION OF DIRECTOR: J. MICHAEL TALBERT	Management	For	For
1K	ELECTION OF DIRECTOR: ROBERT F. VAGT	Management	For	For
1L	ELECTION OF DIRECTOR: JOHN L. WHITMIRE	Management	For	For
02	APPROVAL OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

ANADARKO PETROLEUM CORPORATION

SECURITY	032511107	MEETING TYPE	Annual
TICKER SYMBOL	APC	MEETING DATE	17-May-2011
ISIN	US0325111070	AGENDA	933403622 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOHN R. BUTLER, JR.	Management	For	For
1B	ELECTION OF DIRECTOR: KEVIN P. CHILTON	Management	For	For
1C	ELECTION OF DIRECTOR: LUKE R. CORBETT	Management	For	For
1D	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1E	ELECTION OF DIRECTOR: PRESTON M. GEREN III	Management	For	For
1F	ELECTION OF DIRECTOR: JOHN R. GORDON	Management	For	For
1G	ELECTION OF DIRECTOR: JAMES T. HACKETT	Management	For	For
02	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR.	Management	For	For
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
05	STOCKHOLDER PROPOSAL- GENDER IDENTITY NON-DISCRIMINATION POLICY.	Shareholder	Against	For
06	STOCKHOLDER PROPOSAL- ADOPTION OF POLICY OF INDEPENDENT DIRECTOR CHAIRMAN.	Shareholder	Against	For
07	STOCKHOLDER PROPOSAL- ADOPTION OF POLICY ON ACCELERATED VESTING OF EQUITY AWARDS.	Shareholder	Against	For
08	STOCKHOLDER PROPOSAL- REPORT ON POLITICAL CONTRIBUTIONS.	Shareholder	Against	For

JPMORGAN CHASE & CO.

SECURITY	46625H100	MEETING TYPE	Annual
TICKER SYMBOL	JPM	MEETING DATE	17-May-2011
ISIN	US46625H1005	AGENDA	933404028 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Management	For	For
1B	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Management	For	For
1C	ELECTION OF DIRECTOR: DAVID M. COTE	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES S. CROWN	Management	For	For
1E	ELECTION OF DIRECTOR: JAMES DIMON	Management	For	For
1F	ELECTION OF DIRECTOR: ELLEN V. FUTTER	Management	For	For
1G	ELECTION OF DIRECTOR: WILLIAM H. GRAY, III	Management	For	For
1H	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Management	For	For
1I	ELECTION OF DIRECTOR: DAVID C. NOVAK	Management	For	For
1J	ELECTION OF DIRECTOR: LEE R. RAYMOND	Management	For	For
1K	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Management	For	For
02	APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 82

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
04	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
05	APPROVAL OF AMENDMENT TO LONG-TERM INCENTIVE PLAN	Management	Against	Against

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

06	POLITICAL NON-PARTISANSHIP	Shareholder	Against	For
07	SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against	For
08	MORTGAGE LOAN SERVICING	Shareholder	Against	For
09	POLITICAL CONTRIBUTIONS	Shareholder	Against	For
10	GENOCIDE-FREE INVESTING	Shareholder	Against	For
11	INDEPENDENT LEAD DIRECTOR	Shareholder	Against	For

FIRSTENERGY CORP.

SECURITY	337932107	MEETING TYPE	Annual
TICKER SYMBOL	FE	MEETING DATE	17-May-2011
ISIN	US3379321074	AGENDA	933406995 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR	Management	
	1 PAUL T. ADDISON		For
	2 ANTHONY J. ALEXANDER		For
	3 MICHAEL J. ANDERSON		For
	4 DR. CAROL A. CARTWRIGHT		For
	5 WILLIAM T. COTTLE		For
	6 ROBERT B. HEISLER, JR.		For
	7 JULIA L. JOHNSON		For
	8 TED J. KLEISNER		For
	9 ERNEST J. NOVAK, JR.		For
	10 CATHERINE A. REIN		For
	11 GEORGE M. SMART		For
	12 WES M. TAYLOR		For
	13 JESSE T. WILLIAMS, SR.		For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For
03	REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL A SPECIAL MEETING OF SHAREHOLDER	Management	For
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain
05	RECOMMEND ADVISORY VOTE ON FREQUENCY OF FUTURE VOTES ON EXECUTIVE COMPENSATION	Management	Abstain
06	SHAREHOLDER PROPOSAL: REPORT ON COAL COMBUSTION WASTE	Shareholder	Against
07	SHAREHOLDER PROPOSAL: LOWER PERCENTAGE REQUIRED FOR SHAREHOLDER ACTION BY WRITTEN CONSENT	Shareholder	Against
08	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shareholder	Against
09	SHAREHOLDER PROPOSAL: REPORT ON FINANCIAL RISKS OF RELIANCE ON COAL	Shareholder	Against

UNITED STATES CELLULAR CORPORATION

SECURITY	911684108	MEETING TYPE	Annual
TICKER SYMBOL	USM	MEETING DATE	17-May-2011
ISIN	US9116841084	AGENDA	933425503 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
------	----------	------	------	----------------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

01	DIRECTOR 1 J. SAMUEL CROWLEY	Management		
02	RATIFY ACCOUNTANTS FOR 2011.	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	For	For
04	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

### ROYAL DUTCH SHELL PLC

SECURITY	780259206	MEETING TYPE	Annual
TICKER SYMBOL	RDSA	MEETING DATE	17-May-2011
ISIN	US7802592060	AGENDA	933426036 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF ANNUAL REPORT & ACCOUNTS	Management	For	For
02	APPROVAL OF REMUNERATION REPORT	Management	For	For
03	APPOINTMENT OF LINDA G. STUNTZ AS A DIRECTOR OF THE COMPANY	Management	For	For
4A	RE-APPOINTMENT OF DIRECTOR: JOSEF ACKERMANN	Management	For	For
4B	RE-APPOINTMENT OF DIRECTOR: MALCOLM BRINDED	Management	For	For
4C	RE-APPOINTMENT OF DIRECTOR: GUY ELLIOTT	Management	For	For
4D	RE-APPOINTMENT OF DIRECTOR: SIMON HENRY	Management	For	For
4E	RE-APPOINTMENT OF DIRECTOR: CHARLES O. HOLLIDAY	Management	For	For
4F	RE-APPOINTMENT OF DIRECTOR: LORD KERR OF KINLOCHARD	Management	For	For
4G	RE-APPOINTMENT OF DIRECTOR: GERARD KLEISTERLEE	Management	For	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
83

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
4H	RE-APPOINTMENT OF DIRECTOR: CHRISTINE MORIN- POSTEL	Management	For	For
4I	RE-APPOINTMENT OF DIRECTOR: JORMA OLLILA	Management	For	For
4J	RE-APPOINTMENT OF DIRECTOR: JEROEN VAN DER VEER	Management	For	For
4K	RE-APPOINTMENT OF DIRECTOR: PETER VOSER	Management	For	For
4L	RE-APPOINTMENT OF DIRECTOR: HANS WIJERS	Management	For	For
05	RE-APPOINTMENT OF AUDITORS	Management	For	For
06	REMUNERATION OF AUDITORS	Management	For	For
07	AUTHORITY TO ALLOT SHARES	Management	For	For
08	DISAPPLICATION OF PRE-EMPTION RIGHTS	Management	For	For
09	AUTHORITY TO PURCHASE OWN SHARES	Management	For	For
10	AUTHORITY FOR CERTAIN DONATIONS AND EXPENDITURE	Management	For	For

### TELEFONICA, S.A.

SECURITY	879382208	MEETING TYPE	Annual
----------	-----------	--------------	--------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL	TEF	MEETING DATE	17-May-2011
ISIN	US8793822086	AGENDA	933445757 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	EXAMINATION AND APPROVAL, IF APPLICABLE, OF THE INDIVIDUAL ANNUAL ACCOUNTS, THE CONSOLIDATED FINANCIAL STATEMENTS (CONSOLIDATED ANNUAL ACCOUNTS) AND THE MANAGEMENT REPORT OF TELEFONICA, S.A AND OF ITS CONSOLIDATED GROUP OF COMPANIES, AS WELL AS OF THE PROPOSED ALLOCATION OF THE PROFITS/LOSSES OF TELEFONICA, S.A. AND THE MANAGEMENT OF ITS BOARD OF DIRECTORS, ALL WITH RESPECT TO FISCAL YEAR 2010.	Management	For
02	COMPENSATION OF SHAREHOLDERS: DISTRIBUTION OF DIVIDENDS TO BE CHARGED TO UNRESTRICTED RESERVES.	Management	For
3A	AMENDMENT OF THE BY-LAWS: AMENDMENT OF ARTICLES 1, 6.2, 7, 14, 16.1, 17.4, 18.4, 31 BIS AND 36 OF THE BY-LAWS FOR ADJUSTMENT THEREOF TO THE LATEST LEGISLATIVE DEVELOPMENTS.	Management	For
3B	AMENDMENT OF THE BY-LAWS: ADDITION OF A NEW PARAGRAPH 5 TO ARTICLE 16 OF THE BY-LAWS.	Management	For
3C	AMENDMENT OF THE BY-LAWS: ADDITION OF A NEW ARTICLE 26 BIS TO THE BY-LAWS.	Management	For
4A	AMENDMENT OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING: AMENDMENT OF ARTICLES 5, 8.1, 11 AND 13.1 OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING FOR ADJUSTMENT TO THE LATEST LEGISLATIVE DEVELOPMENTS.	Management	For
4B	AMENDMENT OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING: AMENDMENT OF ARTICLE 14.1 OF THE REGULATIONS FOR THE GENERAL SHAREHOLDERS' MEETING.	Management	For
5A	RE-ELECTION OF MR. ISIDRO FAINE CASAS.	Management	For
5B	RE-ELECTION OF MR. VITALINO MANUEL NAFRIA AZNAR.	Management	For
5C	RE-ELECTION OF MR. JULIO LINARES LOPEZ.	Management	For
5D	RE-ELECTION OF MR. DAVID ARCULUS.	Management	For
5E	RE-ELECTION OF MR. CARLOS COLOMER CASELLAS.	Management	For
5F	RE-ELECTION OF MR. PETER ERSKINE.	Management	For
5G	RE-ELECTION OF MR. ALFONSO FERRARI HERRERO.	Management	For
5H	RE-ELECTION OF MR. ANTONIO MASSANELL LAVILLA.	Management	For
5I	APPOINTMENT OF MR. CHANG XIAOBING.	Management	For
06	AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL PURSUANT TO THE TERMS AND CONDITIONS OF SECTION 297.1.B) OF THE COMPANIES ACT, OVER A MAXIMUM PERIOD OF FIVE YEARS, DELEGATING THE POWER TO EXCLUDE PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 506 OF THE COMPANIES ACT.	Management	For
07	RE-ELECTION OF THE AUDITOR FOR FISCAL YEAR 2011.	Management	For
08	LONG-TERM INCENTIVE PLAN BASED ON SHARES OF TELEFONICA, S.A. APPROVAL OF A LONG-TERM INCENTIVE PLAN CONSISTING OF THE DELIVERY OF SHARES OF TELEFONICA, S.A. AIMED AT MEMBERS OF THE EXECUTIVE TEAM OF THE TELEFONICA GROUP (INCLUDING EXECUTIVE DIRECTORS).	Management	For
09	RESTRICTED SHARE PLAN OF TELEFONICA, S.A. APPROVAL OF A LONG-TERM INCENTIVE RESTRICTED PLAN	Management	For



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	CONSISTING OF THE DELIVERY OF SHARES OF TELEFONICA, S.A. AIMED AT EMPLOYEES AND EXECUTIVE PERSONNEL AND LINKED TO THEIR CONTINUED EMPLOYMENT IN THE TELEFONICA GROUP.		
10	GLOBAL INCENTIVE SHARE PURCHASE PLAN OF TELEFONICA, S.A. APPROVAL OF AN INCENTIVE SHARE PURCHASE GLOBAL PLAN FOR THE EMPLOYEES OF THE TELEFONICA GROUP.	Management	For
11	DELEGATION OF POWERS TO FORMALIZE, INTERPRETS, CORRECT AND IMPLEMENT THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE GENERAL SHAREHOLDERS' MEETING.	Management	For

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 84  
 The Gabelli Dividend Income Trust

RHODIA

SECURITY	F7813K523	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	18-May-2011
ISIN	FR0010479956	AGENDA	703016522 - Management

ITEM	PROPOSAL	TYPE	V
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 800629 DUE TO DELETION OF RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure whether your Global Custodian acts as Registered Intermediary, please contact your representative	Non-Voting	
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINK: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/-0422/201104221101446.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/-0422/201104221101446.pdf</a>	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year 2010	Management	F
0.2	Approval of the consolidated financial statements for the financial year 2010	Management	F
0.3	Allocation of income for the financial year ended December 31, 2010 and setting the dividend	Management	F
0.4	Option for payment of dividend in shares	Management	F
0.5	Authorization to be granted to the Board of Directors to trade the	Management	F

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	Company's shares		
E.6	Authorization to be granted to the Board of Directors to reduce capital by cancellation of treasury shares	Management	F
E.7	Delegation of authority granted to the Board of Directors to increase capital by issuing shares and/or securities providing access to capital, issued by the Company in favor of members of a company savings plan	Management	F
E.8	Delegation of authority granted to the Board of Directors to increase capital by issuing shares and/or securities providing access to capital, issued by the Company reserved for employees of foreign companies of Rhodia Group, outside of a company savings plan	Management	F
E.9	Powers	Management	F

### PINNACLE WEST CAPITAL CORPORATION

SECURITY	723484101	MEETING TYPE	Annual
TICKER SYMBOL	PNW	MEETING DATE	18-May-2011
ISIN	US7234841010	AGENDA	933402024 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 EDWARD N. BASHA, JR.		For	For
	2 DONALD E. BRANDT		For	For
	3 SUSAN CLARK-JOHNSON		For	For
	4 DENIS A. CORTESE, M.D.		For	For
	5 MICHAEL L. GALLAGHER		For	For
	6 PAMELA GRANT		For	For
	7 R.A. HERBERGER, JR, PHD		For	For
	8 DALE E. KLEIN, PH.D.		For	For
	9 HUMBERTO S. LOPEZ		For	For
	10 KATHRYN L. MUNRO		For	For
	11 BRUCE J. NORDSTROM		For	For
	12 W. DOUGLAS PARKER		For	For
02	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION AS DISCLOSED IN THE 2011 PROXY STATEMENT.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For

### FIDELITY NAT'L INFORMATION SERVICES INC

SECURITY	31620M106	MEETING TYPE	Annual
TICKER SYMBOL	FIS	MEETING DATE	18-May-2011
ISIN	US31620M1062	AGENDA	933405804 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: DAVID K. HUNT	Management	For	For
1B	ELECTION OF DIRECTOR: RICHARD N. MASSEY	Management	For	For
02	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2011 FISCAL YEAR.			
03	ADVISORY VOTE ON FIDELITY NATIONAL INFORMATION SERVICES, INC. 2010 EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE FIS ANNUAL INCENTIVE PLAN.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 85

### STATE STREET CORPORATION

SECURITY	857477103	MEETING TYPE	Annual
TICKER SYMBOL	STT	MEETING DATE	18-May-2011
ISIN	US8574771031	AGENDA	933410108 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST/ABSTAIN MANAGEMENT
1A	ELECTION OF DIRECTOR: K. BURNES	Management	For	For
1B	ELECTION OF DIRECTOR: P. COYM	Management	For	For
1C	ELECTION OF DIRECTOR: P. DE SAINT-AIGNAN	Management	For	For
1D	ELECTION OF DIRECTOR: A. FAWCETT	Management	For	For
1E	ELECTION OF DIRECTOR: D. GRUBER	Management	For	For
1F	ELECTION OF DIRECTOR: L. HILL	Management	For	For
1G	ELECTION OF DIRECTOR: J. HOOLEY	Management	For	For
1H	ELECTION OF DIRECTOR: R. KAPLAN	Management	For	For
1I	ELECTION OF DIRECTOR: C. LAMANTIA	Management	For	For
1J	ELECTION OF DIRECTOR: R. SERGEL	Management	For	For
1K	ELECTION OF DIRECTOR: R. SKATES	Management	For	For
1L	ELECTION OF DIRECTOR: G. SUMME	Management	For	For
1M	ELECTION OF DIRECTOR: R. WEISSMAN	Management	For	For
02	TO APPROVE AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION	Management	Abstain	Against
03	TO APPROVE AN ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY PROPOSALS ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	TO APPROVE THE 2011 SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN	Management	For	For
05	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS STATE STREET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011	Management	For	For
06	TO ACT ON A SHAREHOLDER PROPOSAL RELATING TO DISCLOSURE OF CERTAIN POLITICAL CONTRIBUTIONS	Shareholder	Against	For

### XCEL ENERGY INC.

SECURITY	98389B100	MEETING TYPE	Annual
TICKER SYMBOL	XEL	MEETING DATE	18-May-2011
ISIN	US98389B1008	AGENDA	933410259 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: FREDRIC W. CORRIGAN	Management	For	For
1B	ELECTION OF DIRECTOR: RICHARD K. DAVIS	Management	For	For
1C	ELECTION OF DIRECTOR: BENJAMIN G.S. FOWKE III	Management	For	For
1D	ELECTION OF DIRECTOR: RICHARD C. KELLY	Management	For	For
1E	ELECTION OF DIRECTOR: ALBERT F. MORENO	Management	For	For
1F	ELECTION OF DIRECTOR: CHRISTOPHER J. POLICINSKI	Management	For	For
1G	ELECTION OF DIRECTOR: A. PATRICIA SAMPSON	Management	For	For
1H	ELECTION OF DIRECTOR: JAMES J. SHEPPARD	Management	For	For
1I	ELECTION OF DIRECTOR: DAVID A. WESTERLUND	Management	For	For
1J	ELECTION OF DIRECTOR: KIM WILLIAMS	Management	For	For
1K	ELECTION OF DIRECTOR: TIMOTHY V. WOLF	Management	For	For
02	COMPANY PROPOSAL TO APPROVE AN AMENDMENT TO INCREASE THE NUMBER OF SHARES UNDER THE XCEL ENERGY INC. NON-EMPLOYEE DIRECTORS' STOCK EQUIVALENT PLAN, AS AMENDED AND RESTATED	Management	For	For
03	COMPANY PROPOSAL TO APPROVE AN AMENDMENT TO OUR RESTATED ARTICLES OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING IN THE ELECTION OF DIRECTORS	Management	Against	Against
04	COMPANY PROPOSAL TO APPROVE OTHER AMENDMENTS TO, AND THE RESTATEMENT OF, OUR RESTATED ARTICLES OF INCORPORATION	Management	For	For
05	COMPANY PROPOSAL TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
06	COMPANY PROPOSAL TO HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
07	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS XCEL ENERGY INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Management	For	For

MORGAN STANLEY

SECURITY	617446448	MEETING TYPE	Annual
TICKER SYMBOL	MS	MEETING DATE	18-May-2011
ISIN	US6174464486	AGENDA	933423915 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: ROY J. BOSTOCK	Management	For	For
1B	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Management	For	For
1C	ELECTION OF DIRECTOR: HOWARD J. DAVIES	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES P. GORMAN	Management	For	For
1E	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Management	For	For
1F	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 86

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1G	ELECTION OF DIRECTOR: JOHN J. MACK	Management	For	For
1H	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Management	For	For
1I	ELECTION OF DIRECTOR: HUTHAM S. OLAYAN	Management	For	For
1J	ELECTION OF DIRECTOR: JAMES W. OWENS	Management	For	For
1K	ELECTION OF DIRECTOR: O. GRIFFITH SEXTON	Management	For	For
1L	ELECTION OF DIRECTOR: MASA AKI TANAKA	Management	For	For
1M	ELECTION OF DIRECTOR: LAURA D. TYSON	Management	For	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Management	For	For
03	TO AMEND THE 2007 EQUITY INCENTIVE COMPENSATION PLAN	Management	Against	Against
04	TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION)	Management	Abstain	Against
05	TO VOTE ON THE FREQUENCY OF HOLDING A NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY VOTE)	Management	Abstain	Against

PETROCHINA COMPANY LIMITED

SECURITY	71646E100	MEETING TYPE	Annual
TICKER SYMBOL	PTR	MEETING DATE	18-May-2011
ISIN	US71646E1001	AGENDA	933436316 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO CONSIDER AND APPROVE THE REPORT OF THE BOARD OF DIRECTORS OF THE COMPANY FOR THE YEAR 2010.	Management	For	For
02	TO CONSIDER AND APPROVE THE REPORT OF THE SUPERVISORY COMMITTEE OF THE COMPANY FOR THE YEAR 2010.	Management	For	For
03	TO CONSIDER AND APPROVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2010.	Management	For	For
04	TO CONSIDER AND APPROVE THE DECLARATION AND PAYMENT OF THE FINAL DIVIDENDS FOR THE YEAR ENDED 31 DECEMBER 2010 IN THE AMOUNT AND IN THE MANNER RECOMMENDED BY THE BOARD OF DIRECTORS.	Management	For	For
05	TO CONSIDER AND APPROVE THE AUTHORISATION OF THE BOARD OF DIRECTORS TO DETERMINE THE DISTRIBUTION OF INTERIM DIVIDENDS FOR THE YEAR 2011.	Management	For	For
06	TO CONSIDER AND APPROVE THE CONTINUATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS, CERTIFIED PUBLIC ACCOUNTANTS, AS THE INTERNATIONAL AUDITORS OF THE COMPANY AND PRICEWATERHOUSECOOPERS ZHONG TIAN CPAS COMPANY LIMITED, CERTIFIED PUBLIC ACCOUNTANTS, AS THE DOMESTIC AUDITORS OF THE COMPANY, FOR THE YEAR 2011 AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION.	Management	For	For
7A	TO CONSIDER AND APPROVE THE ELECTION OF MR JIANG JIEMIN AS DIRECTOR OF THE COMPANY.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

7B	TO CONSIDER AND APPROVE THE ELECTION OF MR ZHOU JIPING AS DIRECTOR OF THE COMPANY.	Management	For	For
7C	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG YILIN AS DIRECTOR OF THE COMPANY.	Management	For	For
7D	TO CONSIDER AND APPROVE THE ELECTION OF MR LI XINHUA AS DIRECTOR OF THE COMPANY.	Management	For	For
7E	TO CONSIDER AND APPROVE THE ELECTION OF MR LIAO YONGYUAN AS DIRECTOR OF THE COMPANY.	Management	For	For
7F	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG GUOLIANG AS DIRECTOR OF THE COMPANY.	Management	For	For
7G	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG DONGJIN AS DIRECTOR OF THE COMPANY.	Management	For	For
7H	TO CONSIDER AND APPROVE THE ELECTION OF MR YU BAOCAL AS DIRECTOR OF THE COMPANY.	Management	For	For
7I	TO CONSIDER AND APPROVE THE ELECTION OF MR RAN XINQUAN AS DIRECTOR OF THE COMPANY.	Management	For	For
7J	TO CONSIDER AND APPROVE THE ELECTION OF MR LIU HONGRU AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For	For
7K	TO CONSIDER AND APPROVE THE ELECTION OF MR FRANCO BERNABE AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For	For
7L	TO CONSIDER AND APPROVE THE ELECTION OF MR LI YONGWU AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For	For
7M	TO CONSIDER AND APPROVE THE ELECTION OF MR CUI JUNHUI AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For	For
7N	TO CONSIDER AND APPROVE THE ELECTION OF MR CHEN ZHIWU AS INDEPENDENT DIRECTOR OF THE COMPANY.	Management	For	For
8A	TO CONSIDER AND APPROVE THE ELECTION OF MR CHEN MING AS SUPERVISOR OF THE COMPANY.	Management	For	For
8B	TO CONSIDER AND APPROVE THE ELECTION OF MR GUO JINPING AS SUPERVISOR OF THE COMPANY.	Management	For	For
8C	TO CONSIDER AND APPROVE THE ELECTION OF MR WEN QINGSHAN AS SUPERVISOR OF THE COMPANY.	Management	For	For
8D	TO CONSIDER AND APPROVE THE ELECTION OF MR SUN XIANFENG AS SUPERVISOR OF THE COMPANY.	Management	For	For
8E	TO CONSIDER AND APPROVE THE ELECTION OF MR LI YUAN AS INDEPENDENT SUPERVISOR OF THE COMPANY.	Management	For	For
8F	TO CONSIDER AND APPROVE THE ELECTION OF MR WANG DAOCHENG AS INDEPENDENT SUPERVISOR OF THE COMPANY.	Management	For	For
S9	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, TO GRANT A GENERAL MANDATE TO THE BOARD OF DIRECTORS TO SEPARATELY OR CONCURRENTLY ISSUE, ALLOT AND DEAL WITH ADDITIONAL DOMESTIC SHARES AND OVERSEAS LISTED FOREIGN SHARES IN THE COMPANY NOT EXCEEDING 20% OF EACH OF ITS EXISTING DOMESTIC SHARES AND OVERSEAS LISTED FOREIGN SHARES OF THE COMPANY IN ISSUE.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 87

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
S10	TO CONSIDER AND APPROVE, BY WAY OF SPECIAL RESOLUTION, TO	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

UNCONDITIONALLY GRANT A GENERAL MANDATE TO DETERMINE AND HANDLE THE ISSUE OF DEBT OF FINANCING INSTRUMENTS OF THE COMPANY IN THE OUTSTANDING BALANCE AMOUNT OF UP TO RMB100 BILLION, UPON SUCH TERMS AND CONDITIONS TO BE DETERMINED BY THE BOARD OF DIRECTORS.

TELEKOM AUSTRIA AG, WIEN

SECURITY	A8502A102	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	19-May-2011
ISIN	AT0000720008	AGENDA	702974735 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Presentation annual report	Management	For	For
2	Approval of usage of earnings	Management	For	For
3	Approval of discharge of bod	Management	For	For
4	Approval of discharge of supervisory Board	Management	For	For
5	Approval of remuneration of supervisory Board	Management	For	For
6	Election auditor	Management	For	For
7	Election to the supervisory Board (split)	Management	For	For
8	Report on buy back of own shs	Management	For	For
9	Approval of buyback	Management	For	For
	PLEASE NOTE THAT THIS IS A REVISION DUE TO MODIFICATION IN THE TEXT OF THE RES-OLUTION 9. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS P-ROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

DR PEPPER SNAPPLE GROUP, INC.

SECURITY	26138E109	MEETING TYPE	Annual
TICKER SYMBOL	DPS	MEETING DATE	19-May-2011
ISIN	US26138E1091	AGENDA	933393782 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1B	ELECTION OF DIRECTOR: WAYNE R. SANDERS	Management	For	For
1C	ELECTION OF DIRECTOR: JACK L. STAHL	Management	For	For
1D	ELECTION OF DIRECTOR: LARRY D. YOUNG	Management	For	For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management	For	For
03	RESOLVED, THAT THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES AND REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND THE NARRATIVE DISCUSSION IS HEREBY APPROVED.	Management	Abstain	Against
04	TO VOTE, ON AN ADVISORY (NON-BINDING) BASIS, ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. STOCKHOLDERS MAY CHOOSE TO APPROVE HOLDING AN ADVISORY VOTE ON THE COMPENSATION OF OUR	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

NAMED EXECUTIVE OFFICERS EVERY YEAR, EVERY TWO YEARS OR  
EVERY THREE YEARS OR STOCKHOLDERS MAY ABSTAIN FROM VOTING.

OGE ENERGY CORP

SECURITY	670837103	MEETING TYPE	Annual
TICKER SYMBOL	OGE	MEETING DATE	19-May-2011
ISIN	US6708371033	AGENDA	933395130 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR 1 KIRK HUMPHREYS 2 LINDA PETREE LAMBERT 3 LEROY C. RICHIE	Management	For For For
02	AMENDMENT OF THE RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 125,000,000 TO 225,000,000.	Management	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain
04	ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain
05	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S PRINCIPAL INDEPENDENT ACCOUNTANTS FOR 2011.	Management	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

88

The Gabelli Dividend Income Trust

HALLIBURTON COMPANY

SECURITY	06216101	MEETING TYPE	Annual
TICKER SYMBOL	HAL	MEETING DATE	19-May-2011
ISIN	US4062161017	AGENDA	933402668 - Management

ITEM	PROPOSAL
1A	ELECTION OF DIRECTOR: A.M. BENNETT
1B	ELECTION OF DIRECTOR: J.R. BOYD
1C	ELECTION OF DIRECTOR: M. CARROLL
1D	ELECTION OF DIRECTOR: N.K. DICCIANI
1E	ELECTION OF DIRECTOR: S.M. GILLIS
1F	ELECTION OF DIRECTOR: A.S. JUM'AH
1G	ELECTION OF DIRECTOR: D.J. LESAR
1H	ELECTION OF DIRECTOR: R.A. MALONE
1I	ELECTION OF DIRECTOR: J.L. MARTIN
1J	ELECTION OF DIRECTOR: D.L. REED
02	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.
03	PROPOSAL FOR ADVISORY VOTE ON EXECUTIVE COMPENSATION.
04	PROPOSAL FOR ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.
05	PROPOSAL ON HUMAN RIGHTS POLICY.
06	PROPOSAL ON POLITICAL CONTRIBUTIONS.



## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

### INTEL CORPORATION

SECURITY	458140100	MEETING TYPE	Annual
TICKER SYMBOL	INTC	MEETING DATE	19-May-2011
ISIN	US4581401001	AGENDA	933403812 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management
1B	ELECTION OF DIRECTOR: SUSAN L. DECKER	Management
1C	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Management
1D	ELECTION OF DIRECTOR: REED E. HUNDT	Management
1E	ELECTION OF DIRECTOR: PAUL S. OTELLINI	Management
1F	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Management
1G	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management
1H	ELECTION OF DIRECTOR: JANE E. SHAW	Management
1I	ELECTION OF DIRECTOR: FRANK D. YEARY	Management
1J	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management
02	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR CURRENT YEAR	Management
03	AMENDMENT AND EXTENSION OF THE 2006 EQUITY INCENTIVE PLAN	Management
04	AMENDMENT AND EXTENSION OF THE 2006 STOCK PURCHASE PLAN	Management
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
06	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management

### ALTRIA GROUP, INC.

SECURITY	02209S103	MEETING TYPE	Annual
TICKER SYMBOL	MO	MEETING DATE	19-May-2011
ISIN	US02209S1033	AGENDA	933406046 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ELIZABETH E. BAILEY	Management
1B	ELECTION OF DIRECTOR: GERALD L. BALILES	Management
1C	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Management
1D	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Management
1E	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Management
1F	ELECTION OF DIRECTOR: THOMAS W. JONES	Management
1G	ELECTION OF DIRECTOR: GEORGE MUNOZ	Management
1H	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Management
1I	ELECTION OF DIRECTOR: MICHAEL E. SZYMANCZYK	Management
02	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management
03	ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. ***THE BOARD OF DIRECTORS DOES NOT HAVE A RECOMMENDATION FOR VOTING ON THIS PROPOSAL. IF NO SPECIFICATION IS MADE, THIS PROPOSAL WILL BE VOTED ABSTAIN.***	Management
05	SHAREHOLDER PROPOSAL - ADDRESS CONCERNS REGARDING TOBACCO FLAVORING.	Shareholder

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 89

SLM CORPORATION

SECURITY	78442P106	MEETING TYPE	Annual
TICKER SYMBOL	SLM	MEETING DATE	19-May-2011
ISIN	US78442P1066	AGENDA	933412063 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: ANN TORRE BATES	Management
1B	ELECTION OF DIRECTOR: W.M. DIEFENDERFER III	Management
1C	ELECTION OF DIRECTOR: DIANE SUITT GILLELAND	Management
1D	ELECTION OF DIRECTOR: EARL A. GOODE	Management
1E	ELECTION OF DIRECTOR: RONALD F. HUNT	Management
1F	ELECTION OF DIRECTOR: ALBERT L. LORD	Management
1G	ELECTION OF DIRECTOR: MICHAEL E. MARTIN	Management
1H	ELECTION OF DIRECTOR: BARRY A. MUNITZ	Management
1I	ELECTION OF DIRECTOR: HOWARD H. NEWMAN	Management
1J	ELECTION OF DIRECTOR: A. ALEXANDER PORTER, JR.	Management
1K	ELECTION OF DIRECTOR: FRANK C. PULEO	Management
1L	ELECTION OF DIRECTOR: WOLFGANG SCHOELLKOPF	Management
1M	ELECTION OF DIRECTOR: STEVEN L. SHAPIRO	Management
1N	ELECTION OF DIRECTOR: J. TERRY STRANGE	Management
1O	ELECTION OF DIRECTOR: ANTHONY P. TERRACCIANO	Management
1P	ELECTION OF DIRECTOR: BARRY L. WILLIAMS	Management
02	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
03	APPROVAL OF AN ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Management
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management

SAFeway INC.

SECURITY	786514208	MEETING TYPE	Annual
TICKER SYMBOL	SWY	MEETING DATE	19-May-2011
ISIN	US7865142084	AGENDA	933412695 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: STEVEN A. BURD	Management
1B	ELECTION OF DIRECTOR: JANET E. GROVE	Management
1C	ELECTION OF DIRECTOR: MOHAN GYANI	Management
1D	ELECTION OF DIRECTOR: PAUL HAZEN	Management
1E	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Management
1F	ELECTION OF DIRECTOR: KENNETH W. ODER	Management
1G	ELECTION OF DIRECTOR: T. GARY ROGERS	Management
1H	ELECTION OF DIRECTOR: ARUN SARIN	Management
1I	ELECTION OF DIRECTOR: MICHAEL S. SHANNON	Management
1J	ELECTION OF DIRECTOR: WILLIAM Y. TAUSCHER	Management
02	NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Management
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES.	Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

04	APPROVAL OF THE 2011 EQUITY AND INCENTIVE AWARD PLAN.	Management
05	RE-APPROVAL OF THE 2001 AMENDED AND RESTATED OPERATING PERFORMANCE BONUS PLAN.	Management
06	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management
07	STOCKHOLDER PROPOSAL REQUESTING CUMULATIVE VOTING.	Shareholder

WESTAR ENERGY, INC.

SECURITY	95709T100	MEETING TYPE	Annual
TICKER SYMBOL	WR	MEETING DATE	19-May-2011
ISIN	US95709T1007	AGENDA	933412784 - Management

ITEM PROPOSAL

01	DIRECTOR	
	1 MOLLIE H. CARTER	
	2 JERRY B. FARLEY	
	3 ARTHUR B. KRAUSE	
	4 WILLIAM B. MOORE	
02	TO PROVIDE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management
03	TO PROVIDE AN ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management
04	TO APPROVE AN AMENDMENT TO OUR LONG TERM INCENTIVE AND SHARE AWARD PLAN AND APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN	Management
05	TO APPROVE AN AMENDMENT TO OUR RESTATED ARTICLES OF INCORPORATION TO INCREASE OUR AUTHORIZED SHARES OF COMMON STOCK	Management
06	TO RATIFY AND CONFIRM OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011	Management

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 90

TELEPHONE AND DATA SYSTEMS, INC.

SECURITY	879433100	MEETING TYPE	Annual
TICKER SYMBOL	TDS	MEETING DATE	19-May-2011
ISIN	US8794331004	AGENDA	933427444 - Management

ITEM PROPOSAL

01	DIRECTOR	Management
	1 C.A. DAVIS	
	2 C.D. O'LEARY	
	3 G.L. SUGARMAN	
	4 H.S. WANDER	
02	RATIFY ACCOUNTANTS FOR 2011.	Management
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
04	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
05	SHAREHOLDER PROPOSAL TO RECAPITALIZE TDS' OUTSTANDING STOCK.	Shareholder

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TELEPHONE AND DATA SYSTEMS, INC.

SECURITY	879433860	MEETING TYPE	Annual
TICKER SYMBOL	TDSS	MEETING DATE	19-May-2011
ISIN	US8794338603	AGENDA	933427456 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 C.A. DAVIS		For	For
	2 C.D. O'LEARY		For	For
	3 G.L. SUGARMAN		For	For
	4 H.S. WANDER		For	For

STATOIL ASA

SECURITY	85771P102	MEETING TYPE	Annual
TICKER SYMBOL	STO	MEETING DATE	19-May-2011
ISIN	US85771P1021	AGENDA	933440567 - Management

ITEM	PROPOSAL	TYPE
02	ELECTION OF OLAUG SVARVA AS CHAIR OF THE MEETING	Mana
03	APPROVAL OF THE NOTICE AND THE AGENDA	Mana
05	ELECTION OF TWO PERSONS TO CO-SIGN THE MINUTES TOGETHER WITH THE CHAIR OF THE MEETING	Mana
06	APPROVAL OF THE ANNUAL REPORT AND ACCOUNTS INCLUDING DISTRIBUTION OF THE DIVIDEND	Mana
07	DECLARATION ON STIPULATION OF SALARY AND OTHER REMUNERATION FOR EXECUTIVE MANAGEMENT	Mana
08	DETERMINATION OF REMUNERATION FOR THE COMPANY'S AUDITOR	Mana
09	DETERMINATION OF REMUNERATION FOR THE CORPORATE ASSEMBLY	Mana
10	ELECTION OF INGRID RASMUSSEN NEW ELECTED AS MEMBER OF THE NOMINATION COMMITTEE	Mana
11	DETERMINATION OF REMUNERATION FOR THE NOMINATION COMMITTEE	Mana
12	AUTHORISATION TO ACQUIRE STATOIL SHARES IN THE MARKET TO CONTINUE IMPLEMENTATION OF THE SHARE SAVING PLAN FOR EMPLOYEES	Mana
13	AUTHORISATION TO ACQUIRE STATOIL SHARES IN THE MARKET FOR SUBSEQUENT ANNULMENT	Mana
14	MARKETING INSTRUCTIONS FOR STATOIL ASA - ADJUSTMENTS	Mana
15	CHANGES TO THE ARTICLES OF ASSOCIATION	Mana
16	ADOPT INSTRUCTION FOR THE NOMINATION COMMITTEE	Mana
17	PROPOSAL FROM A SHAREHOLDER	Shar

NEXTERA ENERGY, INC.

SECURITY	65339F101	MEETING TYPE	Annual
TICKER SYMBOL	NEE	MEETING DATE	20-May-2011
ISIN	US65339F1012	AGENDA	933401286 - Management

ITEM PROPOSAL

01	DIRECTOR	
	1 SHERRY S. BARRAT	
	2 ROBERT M. BEALL, II	
	3 J. HYATT BROWN	

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- 4 JAMES L. CAMAREN
- 5 KENNETH B. DUNN
- 6 J. BRIAN FERGUSON
- 7 LEWIS HAY, III
- 8 TONI JENNINGS
- 9 OLIVER D. KINGSLEY, JR.
- 10 RUDY E. SCHUPP
- 11 WILLIAM H. SWANSON
- 12 MICHAEL H. THAMAN
- 13 HANSEL E. TOOKES, II
- 02 RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.
- 03 APPROVAL OF THE NEXTERA ENERGY, INC. 2011 LONG TERM INCENTIVE PLAN.
- 04 APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.
- 05 NON-BINDING ADVISORY VOTE ON WHETHER NEXTERA ENERGY SHOULD HOLD A NON-BINDING SHAREHOLDER ADVISORY VOTE TO APPROVE NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS EVERY 1, 2 OR 3 YEARS.

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 91  
 The Gabelli Dividend Income Trust

TIME WARNER INC.

SECURITY	887317303	MEETING TYPE	Annual
TICKER SYMBOL	TWX	MEETING DATE	20-May-2011
ISIN	US8873173038	AGENDA	933411124 - Management

ITEM PROPOSAL

- 1A ELECTION OF DIRECTOR: JAMES L. BARKSDALE
- 1B ELECTION OF DIRECTOR: WILLIAM P. BARR
- 1C ELECTION OF DIRECTOR: JEFFREY L. BEWKES
- 1D ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH
- 1E ELECTION OF DIRECTOR: FRANK J. CAUFIELD
- 1F ELECTION OF DIRECTOR: ROBERT C. CLARK
- 1G ELECTION OF DIRECTOR: MATHIAS DOPFNER
- 1H ELECTION OF DIRECTOR: JESSICA P. EINHORN
- 1I ELECTION OF DIRECTOR: FRED HASSAN
- 1J ELECTION OF DIRECTOR: MICHAEL A. MILES
- 1K ELECTION OF DIRECTOR: KENNETH J. NOVACK
- 1L ELECTION OF DIRECTOR: PAUL D. WACHTER
- 1M ELECTION OF DIRECTOR: DEBORAH C. WRIGHT
- 02 RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.
- 03 ADVISORY VOTE ON EXECUTIVE COMPENSATION.
- 04 ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.
- 05 APPROVAL OF AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO REMOVE ABSOLUTE MAJORITY VOTE PROVISIONS IN THE FORM ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX B.
- 06 STOCKHOLDER PROPOSAL ON SHAREHOLDER ACTION BY WRITTEN CONSENT.

PEPCO HOLDINGS, INC.

SECURITY	713291102	MEETING TYPE	Annual
----------	-----------	--------------	--------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL	POM	MEETING DATE	20-May-2011
ISIN	US7132911022	AGENDA	933412289 - Management

ITEM PROPOSAL

01	DIRECTOR		
	1 JACK B. DUNN, IV		
	2 TERENCE C. GOLDEN		
	3 PATRICK T. HARKER		
	4 FRANK O. HEINTZ		
	5 BARBARA J. KRUMSIEK		
	6 GEORGE F. MACCORMACK		
	7 LAWRENCE C. NUSSDORF		
	8 PATRICIA A. OELRICH		
	9 JOSEPH M. RIGBY		
	10 FRANK K. ROSS		
	11 PAULINE A. SCHNEIDER		
	12 LESTER P. SILVERMAN		
02	A PROPOSAL TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.		Man
03	A PROPOSAL RECOMMENDING, BY NON-BINDING VOTE, THE FREQUENCY OF AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.		Man
04	A PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2011.		Man

ProxyEdge	Report Date: 07/08/2011
Meeting Date Range: 07/01/2010 to 06/30/2011	92
The Gabelli Dividend Income Trust	

MACY'S INC.

SECURITY	55616P104	MEETING TYPE	Annual
TICKER SYMBOL	M	MEETING DATE	20-May-2011
ISIN	US55616P1049	AGENDA	933416984 - Management

ITEM PROPOSAL

01	DIRECTOR		
	1 STEPHEN F. BOLLENBACH		
	2 DEIRDRE P. CONNELLY		
	3 MEYER FELDBERG		
	4 SARA LEVINSON		
	5 TERRY J. LUNDGREN		
	6 JOSEPH NEUBAUER		
	7 JOSEPH A. PICHLER		
	8 JOYCE M. ROCHE		
	9 CRAIG E. WEATHERUP		
	10 MARNA C. WHITTINGTON		
02	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 28, 2012.		
03	THE PROPOSED APPROVAL OF AN AMENDMENT OF THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.		

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- 04 ADVISORY VOTE ON EXECUTIVE COMPENSATION.
- 05 ADVISORY VOTE ON THE FREQUENCY OF THE VOTE ON EXECUTIVE COMPENSATION.

DIAMOND OFFSHORE DRILLING, INC.

SECURITY	25271C102	MEETING TYPE	Annual
TICKER SYMBOL	DO	MEETING DATE	23-May-2011
ISIN	US25271C1027	AGENDA	933414447 - Management

ITEM PROPOSAL

- 1A ELECTION OF DIRECTOR: JAMES S. TISCH
- 1B ELECTION OF DIRECTOR: LAWRENCE R. DICKERSON
- 1C ELECTION OF DIRECTOR: JOHN R. BOLTON
- 1D ELECTION OF DIRECTOR: CHARLES L. FABRIKANT
- 1E ELECTION OF DIRECTOR: PAUL G. GAFFNEY II
- 1F ELECTION OF DIRECTOR: EDWARD GREBOW
- 1G ELECTION OF DIRECTOR: HERBERT C. HOFMANN
- 1H ELECTION OF DIRECTOR: ANDREW H. TISCH
- 1I ELECTION OF DIRECTOR: RAYMOND S. TROUBH
- 02 RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2011.
- 03 TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.
- 04 TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.

KRAFT FOODS INC.

SECURITY	50075N104	MEETING TYPE	Annual
TICKER SYMBOL	KFT	MEETING DATE	24-May-2011
ISIN	US50075N1046	AGENDA	933395255 - Management

ITEM PROPOSAL

- 1A ELECTION OF DIRECTOR: AJAYPAL S. BANGA
- 1B ELECTION OF DIRECTOR: MYRA M. HART
- 1C ELECTION OF DIRECTOR: PETER B. HENRY
- 1D ELECTION OF DIRECTOR: LOIS D. JULIBER
- 1E ELECTION OF DIRECTOR: MARK D. KETCHUM
- 1F ELECTION OF DIRECTOR: RICHARD A. LERNER, M.D.
- 1G ELECTION OF DIRECTOR: MACKAY J. MCDONALD
- 1H ELECTION OF DIRECTOR: JOHN C. POPE
- 1I ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS
- 1J ELECTION OF DIRECTOR: IRENE B. ROSENFELD
- 1K ELECTION OF DIRECTOR: J.F. VAN BOXMEER
- 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION.
- 3 ADVISORY VOTE ON THE FREQUENCY OF AN EXECUTIVE COMPENSATION VOTE.
- 4 APPROVAL OF THE KRAFT FOODS INC. AMENDED AND RESTATED 2006 STOCK COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS.
- 5 RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 93

MERCK & CO., INC.

SECURITY	58933Y105	MEETING TYPE	Annual
TICKER SYMBOL	MRK	MEETING DATE	24-May-2011
ISIN	US58933Y1055	AGENDA	933416744 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: LESLIE A. BRUN	Management
1B	ELECTION OF DIRECTOR: THOMAS R. CECH	Management
1C	ELECTION OF DIRECTOR: RICHARD T. CLARK	Management
1D	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Management
1E	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management
1F	ELECTION OF DIRECTOR: STEVEN F. GOLDSTONE	Management
1G	ELECTION OF DIRECTOR: WILLIAM B. HARRISON. JR.	Management
1H	ELECTION OF DIRECTOR: HARRY R. JACOBSON	Management
1I	ELECTION OF DIRECTOR: WILLIAM N. KELLEY	Management
1J	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Management
1K	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management
1L	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Management
1M	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Management
1N	ELECTION OF DIRECTOR: THOMAS E. SHENK	Management
1O	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Management
1P	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Management
1Q	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management
1R	ELECTION OF DIRECTOR: PETER C. WENDELL	Management
02	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES ON EXECUTIVE COMPENSATION.	Management

LORAL SPACE & COMMUNICATIONS INC.

SECURITY	543881106	MEETING TYPE	Annual
TICKER SYMBOL	LORL	MEETING DATE	24-May-2011
ISIN	US5438811060	AGENDA	933434829 - Management

ITEM	PROPOSAL
01	DIRECTOR 1 JOHN D. HARKEY, JR. 2 MICHAEL B. TARGOFF
02	ACTING UPON A PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2011.
03	ACTING UPON A PROPOSAL TO APPROVE, ON A NON- BINDING, ADVISORY BASIS, COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE COMPANY'S PROXY STATEMENT.
04	ACTING UPON A PROPOSAL TO SELECT, ON A NON- BINDING, ADVISORY BASIS, THE FREQUENCY OF FUTURE NON-BINDING, ADVISORY VOTES ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

CABLEVISION SYSTEMS CORPORATION

SECURITY	12686C109	MEETING TYPE	Annual
TICKER SYMBOL	CVC	MEETING DATE	24-May-2011
ISIN	US12686C1099	AGENDA	933435542 - Management

ITEM PROPOSAL

- |    |   |  |  |
|----|---|--|--|
| 01 | DIRECTOR<br>1 ZACHARY W. CARTER<br>2 THOMAS V. REIFENHEISER<br>3 JOHN R. RYAN<br>4 VINCENT TESE<br>5 LEONARD TOW            |  |  |
| 02 | TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL YEAR 2011. |  |  |
| 03 | TO APPROVE CABLEVISION SYSTEMS CORPORATION 2011 CASH INCENTIVE PLAN.  |  |  |
| 04 | TO APPROVE AN ADVISORY VOTE ON THE COMPENSATION OF EXECUTIVE OFFICERS.  |  |  |
| 05 | AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR EXECUTIVE OFFICERS.                       |  |  |

ONEOK, INC.

SECURITY	682680103	MEETING TYPE	Annual
TICKER SYMBOL	OKE	MEETING DATE	25-May-2011
ISIN	US6826801036	AGENDA	933410829 - Management

ITEM PROPOSAL

- |    |   |  |  |
|----|---|--|--|
| 1A | ELECTION OF DIRECTOR: JAMES C. DAY  |  |  |
| 1B | ELECTION OF DIRECTOR: JULIE H. EDWARDS  |  |  |
| 1C | ELECTION OF DIRECTOR: WILLIAM L. FORD   |  |  |
| 1D | ELECTION OF DIRECTOR: JOHN W. GIBSON  |  |  |
| 1E | ELECTION OF DIRECTOR: BERT H. MACKIE  |  |  |
| 1F | ELECTION OF DIRECTOR: JIM W. MOGG   |  |  |
| 1G | ELECTION OF DIRECTOR: PATTYE L. MOORE   |  |  |
| 1H | ELECTION OF DIRECTOR: GARY D. PARKER  |  |  |
| 1I | ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ  |  |  |
| 1J | ELECTION OF DIRECTOR: GERALD B. SMITH   |  |  |
| 1K | ELECTION OF DIRECTOR: DAVID J. TIPPECONNIC  |  |  |
| 02 | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DEC 31, 2011. |  |  |
| 03 | ADVISORY VOTE ON EXECUTIVE COMPENSATION.  |  |  |
| 04 | ADVISORY VOTE ON THE FREQUENCY OF HOLDING THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.  |  |  |

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
94

INTERMEC, INC.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	458786100	MEETING TYPE	Annual
TICKER SYMBOL	IN	MEETING DATE	25-May-2011
ISIN	US4587861000	AGENDA	933414269 - Management

ITEM PROPOSAL

- 1A ELECTION OF DIRECTOR: PATRICK J. BYRNE
- 1B ELECTION OF DIRECTOR: ERIC J. DRAUT
- 1C ELECTION OF DIRECTOR: GREGORY K. HINCKLEY
- 1D ELECTION OF DIRECTOR: LYDIA H. KENNARD
- 1E ELECTION OF DIRECTOR: ALLEN J. LAUER
- 1F ELECTION OF DIRECTOR: STEPHEN P. REYNOLDS
- 1G ELECTION OF DIRECTOR: STEVEN B. SAMPLE
- 1H ELECTION OF DIRECTOR: OREN G. SHAFFER
- 1I ELECTION OF DIRECTOR: LARRY D. YOST
- 02 RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INTERMEC, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.
- 03 ADOPT ADVISORY RESOLUTION APPROVING COMPENSATION OF INTERMEC, INC.'S NAMED EXECUTIVE OFFICERS FOR 2010.
- 04 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF INTERMEC, INC.'S NAMED EXECUTIVE OFFICERS.
- 05 APPROVE AMENDMENT TO THE INTERMEC, INC. 2008 OMNIBUS INCENTIVE PLAN.

FIDELITY NATIONAL FINANCIAL, INC

SECURITY	31620R105	MEETING TYPE	Annual
TICKER SYMBOL	FNF	MEETING DATE	25-May-2011
ISIN	US31620R1059	AGENDA	933416732 - Management

ITEM PROPOSAL

- | ITEM | PROPOSAL  | TYPE       |
|------|---|------------|
| 01   | DIRECTOR<br>1 WILLIAM P. FOLEY, II<br>2 DOUGLAS K. AMMERMAN<br>3 THOMAS M. HAGERTY<br>4 PETER O. SHEA, JR.  | Management |
| 02   | TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE FIDELITY NATIONAL FINANCIAL, INC. AMENDED AND RESTATED 2005 OMNIBUS INCENTIVE PLAN.  | Management |
| 03   | TO APPROVE THE MATERIAL TERMS OF THE FIDELITY NATIONAL FINANCIAL, INC. ANNUAL INCENTIVE PLAN IN ORDER FOR SUCH PLAN TO GRANT AWARDS THAT CAN QUALIFY AS PERFORMANCE-BASED COMPENSATION FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Management |
| 04   | TO APPROVE A NON-BINDING ADVISORY RESOLUTION ON THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.  | Management |
| 05   | TO SELECT ON A NON-BINDING ADVISORY BASIS THE FREQUENCY (ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH WE WILL SOLICIT FUTURE NON-BINDING ADVISORY VOTES ON THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS.                                      | Management |
| 06   | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Management For For FOR THE 2011 FISCAL YEAR.   | Management |

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 95

EXXON MOBIL CORPORATION

SECURITY 30231G102 MEETING TYPE Annual  
 TICKER SYMBOL XOM MEETING DATE 25-May-2011  
 ISIN US30231G1022 AGENDA 933416908 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	DIRECTOR	Management	
	1 M.J. BOSKIN		For
	2 P. BRABECK-LETMATHE		For
	3 L.R. FAULKNER		For
	4 J.S. FISHMAN		For
	5 K.C. FRAZIER		For
	6 W.W. GEORGE		For
	7 M.C. NELSON		For
	8 S.J. PALMISANO		For
	9 S.S. REINEMUND		For
	10 R.W. TILLERSON		For
	11 E.E. WHITACRE, JR.		For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 55)	Management	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 56)	Management	Abstain
04	FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Management	Abstain
05	INDEPENDENT CHAIRMAN (PAGE 58)	Shareholder	Against
06	REPORT ON POLITICAL CONTRIBUTIONS (PAGE 59)	Shareholder	Against
07	AMENDMENT OF EEO POLICY (PAGE 61)	Shareholder	Against
08	POLICY ON WATER (PAGE 62)	Shareholder	Against
09	REPORT ON CANADIAN OIL SANDS (PAGE 64)	Shareholder	Against
10	REPORT ON NATURAL GAS PRODUCTION (PAGE 65)	Shareholder	Against
11	REPORT ON ENERGY TECHNOLOGY (PAGE 67)	Shareholder	Against
12	GREENHOUSE GAS EMISSIONS GOALS (PAGE 68)	Shareholder	Against

CHEVRON CORPORATION

SECURITY 166764100 MEETING TYPE Annual  
 TICKER SYMBOL CVX MEETING DATE 25-May-2011  
 ISIN US1667641005 AGENDA 933419687 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR
1A	ELECTION OF DIRECTOR: L.F. DEILY	Management	For	For
1B	ELECTION OF DIRECTOR: R.E. DENHAM	Management	For	For
1C	ELECTION OF DIRECTOR: R.J. EATON	Management	For	For
1D	ELECTION OF DIRECTOR: C. HAGEL	Management	For	For
1E	ELECTION OF DIRECTOR: E. HERNANDEZ	Management	For	For
1F	ELECTION OF DIRECTOR: G.L. KIRKLAND	Management	For	For
1G	ELECTION OF DIRECTOR: D.B. RICE	Management	For	For
1H	ELECTION OF DIRECTOR: K.W. SHARER	Management	For	For
1I	ELECTION OF DIRECTOR: C.R. SHOEMATE	Management	For	For
1J	ELECTION OF DIRECTOR: J.G. STUMPF	Management	For	For
1K	ELECTION OF DIRECTOR: R.D. SUGAR	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1L	ELECTION OF DIRECTOR: C. WARE	Management	For	For
1M	ELECTION OF DIRECTOR: J.S. WATSON	Management	For	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Ag
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Ag
05	INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE.	Shareholder	Against	For
06	HUMAN RIGHTS COMMITTEE.	Shareholder	Against	For
07	SUSTAINABILITY METRIC FOR EXECUTIVE COMPENSATION.	Shareholder	Against	For
08	GUIDELINES FOR COUNTRY SELECTION.	Shareholder	Against	For
09	FINANCIAL RISKS FROM CLIMATE CHANGE.	Shareholder	Against	For
10	HYDRAULIC FRACTURING.	Shareholder	Against	For
11	OFFSHORE OIL WELLS.	Shareholder	Against	For

MOLSON COORS BREWING CO.

SECURITY	60871R209	MEETING TYPE	Annual
TICKER SYMBOL	TAP	MEETING DATE	25-May-2011
ISIN	US60871R2094	AGENDA	933423496 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTORS	Management		
	1 JOHN E. CLEGHORN		For	For
	2 CHARLES M. HERINGTON		For	For
	3 DAVID P. O'BRIEN		For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 96

THE SOUTHERN COMPANY

SECURITY	842587107	MEETING TYPE	Annual
TICKER SYMBOL	SO	MEETING DATE	25-May-2011
ISIN	US8425871071	AGENDA	933425402 - Management

ITEM	PROPOSAL	TYPE
01	DIRECTOR	Mana
	1 J.P. BARANCO	
	2 J.A. BOSCIA	
	3 H.A. CLARK III	
	4 T.A. FANNING	
	5 H.W. HABERMEYER, JR.	
	6 V.M. HAGEN	
	7 W.A. HOOD, JR.	
	8 D.M. JAMES	
	9 D.E. KLEIN	
	10 J.N. PURCELL	
	11 W.G. SMITH, JR.	
	12 S.R. SPECKER	

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- 13 L.D. THOMPSON
- 02 RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011
  - 03 ADVISORY VOTE ON EXECUTIVE COMPENSATION
  - 04 ADVISORY VOTE ON THE FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION
  - 05 APPROVAL OF OMNIBUS INCENTIVE COMPENSATION PLAN
  - 06 STOCKHOLDER PROPOSAL ON COAL COMBUSTION BYPRODUCTS ENVIRONMENTAL REPORT

BLACK HILLS CORPORATION

SECURITY	092113109	MEETING TYPE	Annual
TICKER SYMBOL	BKH	MEETING DATE	25-May-2011
ISIN	US0921131092	AGENDA	933426024 - Management

- ITEM PROPOSAL
- 01 DIRECTOR
    - 1 DAVID R. EMERY
    - 2 REBECCA B. ROBERTS
    - 3 WARREN L. ROBINSON
    - 4 JOHN B. VERING
  - 02 RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP TO SERVE AS BLACK HILLS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.
  - 03 APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.
  - 04 APPROVE HOLDING THE ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.

WEATHERFORD INTERNATIONAL LTD

SECURITY	H27013103	MEETING TYPE	Annual
TICKER SYMBOL	WFT	MEETING DATE	25-May-2011
ISIN	CH0038838394	AGENDA	933429359 - Management

- ITEM PROPOSAL
- 01 APPROVAL OF THE 2010 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF WEATHERFORD INTERNATIONAL LTD. FOR THE YEAR ENDED DECEMBER 31, 2010 AND THE STATUTORY FINANCIAL STATEMENTS OF WEATHERFORD INTERNATIONAL LTD. FOR THE YEAR ENDED DECEMBER 31, 2010.
  - 02 DISCHARGE OF THE BOARD OF DIRECTORS AND EXECUTIVE OFFICERS FROM LIABILITY FOR ACTIONS OR OMISSIONS DURING THE YEAR ENDED DECEMBER 31, 2010.
  - 3A ELECTION OF DIRECTOR: BERNARD J. DUROC-DANNER
  - 3B ELECTION OF DIRECTOR: SAMUEL W. BODMAN, III
  - 3C ELECTION OF DIRECTOR: NICHOLAS F. BRADY
  - 3D ELECTION OF DIRECTOR: DAVID J. BUTTERS
  - 3E ELECTION OF DIRECTOR: WILLIAM E. MACAULAY
  - 3F ELECTION OF DIRECTOR: ROBERT B. MILLARD
  - 3G ELECTION OF DIRECTOR: ROBERT K. MOSES, JR.
  - 3H ELECTION OF DIRECTOR: GUILLERMO ORTIZ
  - 3I ELECTION OF DIRECTOR: EMYR JONES PARRY
  - 3J ELECTION OF DIRECTOR: ROBERT A. RAYNE
  - 04 APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2011 AND THE RE-ELECTION OF ERNST & YOUNG LTD, ZURICH AS

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

STATUTORY AUDITOR FOR YEAR ENDING DECEMBER 31,  
2011.

- 05 APPROVAL OF AN ADVISORY RESOLUTION REGARDING EXECUTIVE COMPENSATION.
- 06 ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.

BLACKROCK, INC.

SECURITY	09247X101	MEETING TYPE	Annual
TICKER SYMBOL	BLK	MEETING DATE	25-May-2011
ISIN	US09247X1019	AGENDA	933435605 - Management

ITEM PROPOSAL

- 01 DIRECTOR  
1 MURRY S. GERBER  
2 JAMES GROSFELD  
3 SIR DERYCK MAUGHAN  
4 THOMAS K. MONTAG  
5 LINDA GOSDEN ROBINSON  
6 JOHN S. VARLEY
- 02 APPROVAL, IN A NON-BINDING VOTE, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, AS DISCLOSED AND DISCUSSED IN THE PROXY STATEMENT.
- 03 RECOMMENDATION, IN A NON-BINDING VOTE, OF THE FREQUENCY OF SHAREHOLDER VOTES CAST ON EXECUTIVE COMPENSATION.
- 04 RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS BLACKROCK'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
97

THE TRAVELERS COMPANIES, INC.

SECURITY	89417E109	MEETING TYPE	Annual
TICKER SYMBOL	TRV	MEETING DATE	26-May-2011
ISIN	US89417E1091	AGENDA	933414714 - Management

ITEM PROPOSAL

- 1A ELECTION OF DIRECTOR: ALAN L. BELLER Management
- 1B ELECTION OF DIRECTOR: JOHN H. DASBURG Management
- 1C ELECTION OF DIRECTOR: JANET M. DOLAN Management
- 1D ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN Management
- 1E ELECTION OF DIRECTOR: JAY S. FISHMAN Management
- 1F ELECTION OF DIRECTOR: LAWRENCE G. GRAEV Management
- 1G ELECTION OF DIRECTOR: PATRICIA L. HIGGINS Management
- 1H ELECTION OF DIRECTOR: THOMAS R. HODGSON Management
- 1I ELECTION OF DIRECTOR: CLEVE L. KILLINGSWORTH, JR. Management
- 1J ELECTION OF DIRECTOR: DONALD J. SHEPARD Management
- 1K ELECTION OF DIRECTOR: LAURIE J. THOMSEN Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS TRAVELERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management
03	NON-BINDING VOTE ON EXECUTIVE COMPENSATION.	Management
04	NON-BINDING VOTE ON THE FREQUENCY OF FUTURE VOTES ON EXECUTIVE COMPENSATION.	Management

INVESCO LTD

SECURITY	G491BT108	MEETING TYPE	Annual
TICKER SYMBOL	IVZ	MEETING DATE	26-May-2011
ISIN	BMG491BT1088	AGENDA	933417708 - Management

ITEM	PROPOSAL	TYPE
1A	ELECTION OF DIRECTOR: REX D. ADAMS	Management
1B	ELECTION OF DIRECTOR: SIR JOHN BANHAM	Management
1C	ELECTION OF DIRECTOR: DENIS KESSLER	Management
02	ADVISORY VOTE TO APPROVE 2010 EXECUTIVE COMPENSATION	Management
03	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management
04	APPROVAL OF THE INVESCO LTD. 2011 GLOBAL EQUITY INCENTIVE PLAN	Management
05	APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management

BOYD GAMING CORPORATION

SECURITY	103304101	MEETING TYPE	Annual
TICKER SYMBOL	BYD	MEETING DATE	26-May-2011
ISIN	US1033041013	AGENDA	933424260 - Management

ITEM	PROPOSAL	TYPE
1	DIRECTOR 1 ROBERT L. BOUGHNER 2 WILLIAM R. BOYD 3 WILLIAM S. BOYD 4 THOMAS V. GIRARDI 5 MARIANNE BOYD JOHNSON 6 BILLY G. MCCOY 7 FREDERICK J. SCHWAB 8 KEITH E. SMITH 9 CHRISTINE J. SPADAFOR 10 PETER M. THOMAS 11 VERONICA J. WILSON	
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	
3	TO REAPPROVE THE COMPANY'S 2000 EXECUTIVE MANAGEMENT INCENTIVE PLAN.	
4	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	
5	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
98

DEUTSCHE BANK AG

SECURITY	D18190898	MEETING TYPE	Annual
TICKER SYMBOL	DB	MEETING DATE	26-May-2011
ISIN	DE0005140008	AGENDA	933449375 - Management

ITEM PROPOSAL

02 APPROPRIATION OF DISTRIBUTABLE PROFIT  
03 RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2010 FINANCIAL YEAR  
04 RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2010 FINANCIAL YEAR  
05 ELECTION OF THE AUDITOR FOR THE 2011 FINANCIAL YEAR, INTERIM ACCOUNTS  
06 AUTHORIZATION TO ACQUIRE OWN SHARES AND FOR THEIR USE WITH THE POSSIBLE EXCLUSION OF PRE-EMPTIVE RIGHTS  
07 AUTHORIZATION TO USE DERIVATIVES WITHIN FRAMEWORK OF PURCHASE OF OWN SHARES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT  
08 AUTHORIZATION TO ISSUE PARTICIPATORY NOTES WITH WARRANTS AND/OR CONVERTIBLE PARTICIPATORY NOTES, BONDS WITH WARRANTS AND CONVERTIBLE BONDS (WITH THE POSSIBILITY OF EXCLUDING PRE-EMPTIVE RIGHTS), CREATION OF CONDITIONAL CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION  
09 NEW AUTHORIZED CAPITAL IN AN AMOUNT OF 230.4 MILLION EURO, POSSIBILITY TO EXCLUDE SHAREHOLDERS' PRE-EMPTIVE RIGHTS.  
10 NEW AUTHORIZED CAPITAL OF 230.4 MILLION EURO, POSSIBILITY TO EXCLUDE PRE-EMPTIVE RIGHTS FOR CAPITAL INCREASE IN KIND  
11 NEW AUTHORIZED CAPITAL, AMOUNT OF 691.2 MILLION EURO WITHOUT EXCLUSION OF PRE-EMPTIVE RIGHTS EXCEPT FOR FRACTIONAL AMOUNTS.  
12 ELECTION TO THE SUPERVISORY BOARD  
13 APPROVAL OF CONCLUSION OF PARTIAL PROFIT TRANSFER AGREEMENT BETWEEN DEUTSCHE BANK AG AND DEUTSCHE BANK FINANCIAL LLC  
CM1 COUNTER MOTION 1  
CM2 COUNTER MOTION 2

DEUTSCHE BANK AG

SECURITY	D18190898	MEETING TYPE	Annual
TICKER SYMBOL	DB	MEETING DATE	26-May-2011
ISIN	DE0005140008	AGENDA	933461547 - Management

ITEM PROPOSAL

02 APPROPRIATION OF DISTRIBUTABLE PROFIT  
03 RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2010 FINANCIAL YEAR  
04 RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2010 FINANCIAL YEAR  
05 ELECTION OF THE AUDITOR FOR THE 2011 FINANCIAL YEAR, INTERIM ACCOUNTS  
06 AUTHORIZATION TO ACQUIRE OWN SHARES AND FOR THEIR USE WITH THE POSSIBLE EXCLUSION OF PRE-EMPTIVE RIGHTS  
07 AUTHORIZATION TO USE DERIVATIVES WITHIN FRAMEWORK OF PURCHASE OF OWN SHARES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT  
08 AUTHORIZATION TO ISSUE PARTICIPATORY NOTES WITH WARRANTS AND/OR CONVERTIBLE PARTICIPATORY NOTES, BONDS WITH WARRANTS AND CONVERTIBLE BONDS (WITH THE POSSIBILITY OF EXCLUDING PRE-EMPTIVE RIGHTS), CREATION OF CONDITIONAL CAPITAL AND AMENDMENT TO THE ARTICLES OF ASSOCIATION



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- 09 NEW AUTHORIZED CAPITAL IN AN AMOUNT OF 230.4 MILLION EURO, POSSIBILITY TO EXCLUDE SHAREHOLDERS' PRE-EMPTIVE RIGHTS.
- 10 NEW AUTHORIZED CAPITAL OF 230.4 MILLION EURO, POSSIBILITY TO EXCLUDE PRE-EMPTIVE RIGHTS FOR CAPITAL INCREASE IN KIND
- 11 NEW AUTHORIZED CAPITAL, AMOUNT OF 691.2 MILLION EURO WITHOUT EXCLUSION OF PRE-EMPTIVE RIGHTS EXCEPT FOR FRACTIONAL AMOUNTS.
- 12 ELECTION TO THE SUPERVISORY BOARD
- 13 APPROVAL OF CONCLUSION OF PARTIAL PROFIT TRANSFER AGREEMENT BETWEEN DEUTSCHE BANK AG AND DEUTSCHE BANK FINANCIAL LLC
- CM1 COUNTER MOTION 1
- CM2 COUNTER MOTION 2

HSBC HOLDINGS PLC

SECURITY	404280406	MEETING TYPE	Annual
TICKER SYMBOL	HBC	MEETING DATE	27-May-2011
ISIN	US4042804066	AGENDA	933434970 - Management

ITEM PROPOSAL

- 01 TO RECEIVE THE REPORT AND ACCOUNTS FOR 2010
- 02 TO APPROVE THE DIRECTORS' REMUNERATION REPORT FOR 2010
- 3A TO RE-ELECT S A CATZ A DIRECTOR
- 3B TO RE-ELECT L M L CHA A DIRECTOR
- 3C TO RE-ELECT M K T CHEUNG A DIRECTOR
- 3D TO RE-ELECT J D COOMBE A DIRECTOR
- 3E TO RE-ELECT R A FAIRHEAD A DIRECTOR

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 99

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
----	-----	-----	-----	-----
3F	TO RE-ELECT D J FLINT A DIRECTOR	Management	For	For
3G	TO RE-ELECT A A FLOCKHART A DIRECTOR	Management	For	For
3H	TO RE-ELECT S T GULLIVER A DIRECTOR	Management	For	For
3I	TO RE-ELECT J W J HUGHES-HALLET A DIRECTOR	Management	For	For
3J	TO RE-ELECT W S H LAIDLAW A DIRECTOR	Management	For	For
3K	TO RE-ELECT J R LOMAX A DIRECTOR	Management	For	For
3L	TO RE-ELECT I J MACKAY A DIRECTOR	Management	For	For
3M	TO RE-ELECT G MORGAN A DIRECTOR	Management	For	For
3N	TO RE-ELECT N R N MURTHY A DIRECTOR	Management	For	For
3O	TO RE-ELECT SIR SIMON ROBERTSON A DIRECTOR	Management	For	For
3P	TO RE-ELECT J L THORNTON A DIRECTOR	Management	For	For
3Q	TO RE-ELECT SIR BRIAN WILLIAMSON A DIRECTOR	Management	For	For
04	TO REAPPOINT THE AUDITOR AT REMUNERATION TO BE DETERMINED BY THE GROUP AUDIT COMMITTEE	Management	For	For
05	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management	For	For
S6	TO DISAPPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Management	For	For
07	TO APPROVE THE HSBC SHARE PLAN 2011	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

08	TO APPROVE FEES PAYABLE TO NON-EXECUTIVE DIRECTORS	Management	For	For
09	TO APPROVE GENERAL MEETINGS (OTHER THAN ANNUAL GENERAL MEETINGS) BEING CALLED ON 14 CLEAR DAYS' NOTICE (SPECIAL RESOLUTION)	Management	For	For

IBERDROLA SA

SECURITY	450737101	MEETING TYPE	Annual
TICKER SYMBOL	IBDRY	MEETING DATE	27-May-2011
ISIN	US4507371015	AGENDA	933458386 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
02	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
03	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
04	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
05	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
06	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
07	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
08	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
09	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
10	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
11	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
12	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
13A	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
13B	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
13C	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING			
13D	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
13E	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
13F	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
13G	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
14	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
15	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
16	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For
17	PLEASE SEE THE ENCLOSED AGENDA FOR INFORMATION ON THE ITEMS TO BE VOTED ON FOR THE GENERAL SHAREHOLDERS' MEETING	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 100

ACCOR SA, COURCOURONNES

SECURITY	F00189120	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	30-May-2011
ISIN	FR0000120404	AGENDA	703070805 - Management

ITEM	PROPOSAL	TYPE	VOT
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 828379 DUE TO ADDITION OF RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE "FOR" AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.	Non-Voting	
CMMT	French Resident Shareowners must complete, sign and forward the Proxy Card directly to the sub custodian. Please contact your Client Service Representative to obtain the necessary card, account details and directions. The following applies to Non-Resident Shareowners: Proxy Cards: Voting instructions will be forwarded to the Global Custodians that have become Registered Intermediaries, on the Vote Deadline Date. In capacity as Registered Intermediary, the Global Custodian will sign the Proxy Card and forward to the local custodian. If you are unsure	Non-Voting	

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	whether your Global Custodian acts as Registered Intermediary, please contact your representative		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLIC-KING ON THE MATERIAL URL LINKS: <a href="https://balo.journal-officiel.gouv.fr/pdf/2011-/0420/201104201101433.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011-/0420/201104201101433.pdf</a> , <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0420-/201104201101516.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0420-/201104201101516.pdf</a> AND <a href="https://balo.journal-officiel.gouv.fr/pdf/2011/0513/201105131102314.pdf">https://balo.journal-officiel.gouv.fr/pdf/2011/0513/201105131102314.pdf</a>	Non-Voting	
0.1	Approval of the corporate financial statements for the financial year 2010	Management	For
0.2	Approval of the consolidated financial statements for the financial year 2010	Management	For
0.3	Allocation of income and distribution of the dividend	Management	For
0.4	Renewal of Mrs. Virginie Morgon's term as Board member	Management	For
0.5	Renewal of Mr. Sebastien Bazin's term as Board member	Management	For
0.6	Renewal of Mr. Denis Hennequin's term as Board member	Management	For
0.7	Renewal of Mr. Franck Riboud's term as Board member	Management	For
0.8	Ratification of the cooptation of Mrs. Mercedes Erra as Board member	Management	For
0.9	Setting attendance allowances	Management	For
0.10	Approval of a regulated Agreement: agency agreement entered into between the Company, Groupe Lucien Barriere and a banking syndicate	Management	For
0.11	Approval of a regulated Agreement: addendum to the employment contract of Mr. Yann Caillere following his appointment as Managing Director	Management	For
0.12	Approval of a regulated Agreement: terms and agreements concerning the termination of the employment contract of Mr. Gilles Pelisson and revocation of his mandate as CEO	Management	For
0.13	Approval of a regulated Agreement: commitments benefiting Mr. Denis Hennequin following his appointment as CEO	Management	For
0.14	Authorization to the Board of Directors to trade the Company's shares	Management	For
E.15	Authorization to the Board of Directors to reduce the share capital by cancellation of shares	Management	For
E.16	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities providing access to share capital, while maintaining preferential subscription rights	Management	For
E.17	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities providing access to share capital, with cancellation of preferential subscription rights by way of a public offer	Management	For
E.18	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities providing access to share capital, with cancellation of preferential subscription rights by way of reserved offer	Management	For
E.19	Delegation of authority to the Board of Directors to increase the number of issuable securities in case of share capital increase with or without preferential subscription rights	Management	For
E.20	Delegation of authority to the Board of Directors to carry out capital increases by issuing shares or securities, in consideration for in-kind contributions granted to the Company	Management	For
E.21	Delegation of authority to the Board of Directors to increase capital by incorporation of reserves, profits, premiums or other amounts	Management	For
E.22	Limitation of the overall amount of capital increases that may be completed pursuant to the previous delegations	Management	For
E.23	Delegation of authority to the Board of Directors to carry out the issuance of shares or securities providing access to the share capital in favor of employees participating in a Company Savings Plan	Management	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E.24	Authorization to the Board of Directors to carry out the issuance of plans of options to subscribe for or purchase shares in favor of employees and corporate officers	Management	For
E.25	Authorization to the Board of Directors to carry out free allocations of shares to employees and corporate officers	Management	For
E.26	Powers to accomplish all necessary formalities	Management	For
E.27	Transfer of the Company's registered office and corresponding amendment to Article 4 of the Articles of Association	Management	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

101

The Gabelli Dividend Income Trust

TENARIS, S.A.

SECURITY	88031M109	MEETING TYPE	Annual
TICKER SYMBOL	TS	MEETING DATE	01-Jun-2011
ISIN	US88031M1099	AGENDA	933446189 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	CONSIDERATION OF THE BOARD'S MANAGEMENT REPORT & CERTIFICATIONS AND THE INDEPENDENT AUDITORS' REPORTS ON CONSOLIDATED FINANCIAL STATEMENTS AND THE COMPANY'S ANNUAL ACCOUNTS	Management	For	For
02	APPROVAL OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008	Management	For	For
03	APPROVAL OF THE COMPANY'S ANNUAL ACCOUNTS AS AT DECEMBER 31, 2010	Management	For	For
04	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT FOR THE YEAR ENDED DECEMBER 31, 2010	Management	For	For
05	DISCHARGE OF THE MEMBERS OF THE BOARD FOR THE EXERCISE OF THEIR MANDATE DURING THE YEAR ENDED DECEMBER 31, 2010	Management	For	For
06	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS	Management	For	For
07	COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS	Management	For	For
08	APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011, AND APPROVAL OF THEIR FEES	Management	For	For
09	AUTHORIZATION TO BOARD TO CAUSE THE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS, INCLUDING ITS SHAREHOLDER MEETING, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Management	For	For
E1	ADAPTATION OF ARTICLES OF ASSOCIATION TO ABOLISHMENT OF LAW OF JULY 31, 1929, ALL AS MORE FULLY DESCRIBED IN PROXY STATEMENT	Management	For	For
E2	CHANGE OF THE DATE OF THE ANNUAL GENERAL MEETING SO THAT IT BE HELD ON FIRST WEDNESDAY OF MAY OF EACH YEAR AT 11:00 A.M., AND CONSEQUENTIAL AMENDMENT TO ARTICLE 15 OF ARTICLES OF ASSOCIATION	Management	For	For

TENARIS, S.A.

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY 88031M109 MEETING TYPE Annual  
 TICKER SYMBOL TS MEETING DATE 01-Jun-2011  
 ISIN US88031M1099 AGENDA 933465709 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	CONSIDERATION OF THE BOARD'S MANAGEMENT REPORT & CERTIFICATIONS AND THE INDEPENDENT AUDITORS' REPORTS ON CONSOLIDATED FINANCIAL STATEMENTS AND THE COMPANY'S ANNUAL ACCOUNTS	Management	For	For
02	APPROVAL OF THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008	Management	For	For
03	APPROVAL OF THE COMPANY'S ANNUAL ACCOUNTS AS AT DECEMBER 31, 2010	Management	For	For
04	ALLOCATION OF RESULTS AND APPROVAL OF DIVIDEND PAYMENT FOR THE YEAR ENDED DECEMBER 31, 2010	Management	For	For
05	DISCHARGE OF THE MEMBERS OF THE BOARD FOR THE EXERCISE OF THEIR MANDATE DURING THE YEAR ENDED DECEMBER 31, 2010	Management	For	For
06	ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS	Management	For	For
07	COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS	Management	For	For
08	APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011, AND APPROVAL OF THEIR FEES	Management	For	For
09	AUTHORIZATION TO BOARD TO CAUSE THE DISTRIBUTION OF ALL SHAREHOLDER COMMUNICATIONS, INCLUDING ITS SHAREHOLDER MEETING, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Management	For	For
E1	ADAPTATION OF ARTICLES OF ASSOCIATION TO ABOLISHMENT OF LAW OF JULY 31, 1929, ALL AS MORE FULLY DESCRIBED IN PROXY STATEMENT	Management	For	For
E2	CHANGE OF THE DATE OF THE ANNUAL GENERAL MEETING SO THAT IT BE HELD ON FIRST WEDNESDAY OF MAY OF EACH YEAR AT 11:00 A.M., AND CONSEQUENTIAL AMENDMENT TO ARTICLE 15 OF ARTICLES OF ASSOCIATION	Management	For	For

THE HOME DEPOT, INC.

SECURITY 437076102 MEETING TYPE Annual  
 TICKER SYMBOL HD MEETING DATE 02-Jun-2011  
 ISIN US4370761029 AGENDA 933427127 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Management	For	For
1B	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Management	For	For
1C	ELECTION OF DIRECTOR: ARI BOUSBIB	Management	For	For
1D	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Management	For	For
1E	ELECTION OF DIRECTOR: J. FRANK BROWN	Management	For	For
1F	ELECTION OF DIRECTOR: ALBERT P. CAREY	Management	For	For
1G	ELECTION OF DIRECTOR: ARMANDO CODINA	Management	For	For
1H	ELECTION OF DIRECTOR: BONNIE G. HILL	Management	For	For
1I	ELECTION OF DIRECTOR: KAREN L. KATEN	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 102

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1J	ELECTION OF DIRECTOR: RONALD L. SARGENT	Management	For	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
05	COMPANY PROPOSAL TO IMPLEMENT SHAREHOLDER ABILITY TO ACT BY WRITTEN CONSENT (APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION)	Management	For	For
06	SHAREHOLDER PROPOSAL REGARDING CUMULATIVE VOTING	Shareholder	Against	For
07	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shareholder	Against	For
08	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shareholder	Against	For
09	SHAREHOLDER PROPOSAL REGARDING ELECTIONEERING POLICIES AND CONTRIBUTIONS	Shareholder	Against	For

NEW YORK COMMUNITY BANCORP, INC.

SECURITY	649445103	MEETING TYPE	Annual
TICKER SYMBOL	NYB	MEETING DATE	02-Jun-2011
ISIN	US6494451031	AGENDA	933431277 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/MANA
01	DIRECTOR 1 DOMINICK CIAMPA 2 W.C. FREDERICK, M.D. 3 MAX L. KUPFERBERG 4 SPIROS J. VOUTSINAS 5 ROBERT WANN	Management		
			For	For
			For	For
			For	For
			For	For
02	THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF NEW YORK COMMUNITY BANCORP, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
03	REAPPROVAL OF THE NEW YORK COMMUNITY BANCORP, INC. MANAGEMENT INCENTIVE COMPENSATION PLAN, WHICH WAS ORIGINALLY APPROVED BY THE COMPANY'S STOCKHOLDERS IN 2006, AND THE MATERIAL TERMS OF WHICH ARE DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.	Management	For	For
04	REAPPROVAL OF THE NEW YORK COMMUNITY BANCORP, INC. 2006 STOCK INCENTIVE PLAN, WHICH WAS ORIGINALLY APPROVED BY THE COMPANY'S	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

STOCKHOLDERS IN 2006, AND THE MATERIAL TERMS OF WHICH ARE DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.

05	TO APPROVE, BY NON-BINDING VOTE, AN ADVISORY PROPOSAL ON COMPENSATION FOR CERTAIN OF OUR EXECUTIVE OFFICERS.	Management	Abstain	Agai
06	TO PROVIDE AN ADVISORY VOTE ON THE FREQUENCY WITH WHICH THE ADVISORY VOTE ON THE EXECUTIVE OFFICERS' COMPENSATION SHALL OCCUR.	Management	Abstain	Agai

WAL-MART STORES, INC.

SECURITY	931142103	MEETING TYPE	Annual
TICKER SYMBOL	WMT	MEETING DATE	03-Jun-2011
ISIN	US9311421039	AGENDA	933425236 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: AIDA M. ALVAREZ	Management	For	For
1B	ELECTION OF DIRECTOR: JAMES W. BREYER	Management	For	For
1C	ELECTION OF DIRECTOR: M. MICHELE BURNS	Management	For	For
1D	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Management	For	For
1E	ELECTION OF DIRECTOR: ROGER C. CORBETT	Management	For	For
1F	ELECTION OF DIRECTOR: DOUGLAS N. DAFT	Management	For	For
1G	ELECTION OF DIRECTOR: MICHAEL T. DUKE	Management	For	For
1H	ELECTION OF DIRECTOR: GREGORY B. PENNER	Management	For	For
1I	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Management	For	For
1J	ELECTION OF DIRECTOR: H. LEE SCOTT, JR.	Management	For	For
1K	ELECTION OF DIRECTOR: ARNE M. SORENSON	Management	For	For
1L	ELECTION OF DIRECTOR: JIM C. WALTON	Management	For	For
1M	ELECTION OF DIRECTOR: S. ROBSON WALTON	Management	For	For
1N	ELECTION OF DIRECTOR: CHRISTOPHER J. WILLIAMS	Management	For	For
1O	ELECTION OF DIRECTOR: LINDA S. WOLF	Management	For	For
02	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT ACCOUNTANTS	Management	For	For
03	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against
05	GENDER IDENTITY NON-DISCRIMINATION POLICY	Shareholder	Against	For
06	POLITICAL CONTRIBUTIONS REPORT	Shareholder	Against	For
07	SPECIAL SHAREOWNER MEETINGS	Shareholder	Against	For
08	REQUIRE SUPPLIER(S) TO PUBLISH AN ANNUAL SUSTAINABILITY REPORT	Shareholder	Against	For
09	CLIMATE CHANGE RISK DISCLOSURE	Shareholder	Against	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 103

SANDISK CORPORATION

SECURITY	80004C101	MEETING TYPE	Annual
TICKER SYMBOL	SNDK	MEETING DATE	07-Jun-2011
ISIN	US80004C1018	AGENDA	933433738 - Management



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
01	DIRECTOR 1 MICHAEL MARKS 2 KEVIN DENUCCIO 3 IRWIN FEDERMAN 4 STEVEN J. GOMO 5 EDDY W. HARTENSTEIN 6 DR. CHENMING HU 7 CATHERINE P. LEGO 8 SANJAY MEHROTRA	Management	For	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 1, 2012.	Management	For	For
03	TO APPROVE AMENDMENTS TO THE SANDISK CORPORATION 2005 INCENTIVE PLAN.	Management	Against	Against
04	TO APPROVE AMENDMENTS TO THE SANDISK CORPORATION 2005 EMPLOYEE STOCK PURCHASE PLANS.	Management	For	For
05	TO APPROVE AN ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against
06	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Management	Abstain	Against

FRANCE TELECOM

SECURITY	35177Q105	MEETING TYPE	Annual
TICKER SYMBOL	FTE	MEETING DATE	07-Jun-2011
ISIN	US35177Q1058	AGENDA	933448878 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2010	Management	For	For
02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2010	Management	For	For
03	ALLOCATION OF THE INCOME FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2010, AS STATED IN THE ANNUAL FINANCIAL STATEMENTS	Management	For	For
04	AGREEMENTS REFERRED TO IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE (CODE DE COMMERCE)	Management	For	For
05	RENEWAL OF THE APPOINTMENT OF MR. BERNARD DUFAU AS A DIRECTOR	Management	For	For
06	APPOINTMENT OF MRS. HELLE KRISTOFFERSEN AS A DIRECTOR	Management	For	For
07	APPOINTMENT OF MRS. MURIEL PENICAUD AS A DIRECTOR	Management	For	For
08	APPOINTMENT OF MR. JEAN-MICHEL SEVERINO AS A DIRECTOR	Management	For	For
09	AUTHORIZATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO PURCHASE OR TRANSFER FRANCE TELECOM'S SHARES	Management	For	For
E10	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E11	SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITH SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS IN THE CONTEXT OF A PUBLIC OFFER	Management	For	For
E12	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OF THE COMPANY AND SECURITIES GIVING ACCESS TO SHARES OF THE COMPANY OR OF ONE OF ITS SUBSIDIARIES, WITHOUT SHAREHOLDER PRE-EMPTIVE SUBSCRIPTION RIGHTS, IN THE CONTEXT OF AN OFFER AS DESCRIBED IN PARAGRAPH II OF ARTICLE L. 411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (CODE MONETAIRE ET FINANCIER)	Management	For	For
E13	AUTHORIZATION TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF ISSUABLE SECURITIES, IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS	Management	For	For
E14	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO SHARES, IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY	Management	For	For
E15	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO SHARES, IN ORDER TO COMPENSATE CONTRIBUTIONS IN KIND GRANTED TO THE COMPANY AND COMPRISED OF SHARES OR SECURITIES GIVING ACCESS TO SHARE CAPITAL	Management	For	For
E16	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO ISSUE SHARES RESERVED FOR PERSONS THAT SIGNED A LIQUIDITY CONTRACT WITH THE COMPANY IN THEIR CAPACITY AS HOLDERS OF SHARES OR STOCK OPTIONS OF ORANGE S.A.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 104

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
E17	DELEGATION OF POWERS TO THE BOARD OF DIRECTORS TO PROCEED WITH THE FREE ISSUANCE OF OPTION-BASED LIQUIDITY INSTRUMENTS RESERVED FOR THOSE HOLDERS OF STOCK OPTIONS OF ORANGE S.A. THAT HAVE SIGNED A LIQUIDITY CONTRACT WITH THE COMPANY	Management	For	For
E18	OVERALL LIMIT OF AUTHORIZATIONS	Management	For	For
E19	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SECURITIES GIVING ACCESS TO THE ALLOCATION OF DEBT SECURITIES	Management	For	For
E20	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE COMPANY'S CAPITAL BY CAPITALIZATION OF RESERVES, PROFITS OR PREMIUMS	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

E21	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO PROCEED WITH CAPITAL INCREASES RESERVED FOR MEMBERS OF SAVINGS PLANS	Management	For	For
E22	AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF SHARES	Management	For	For
E23	POWERS FOR FORMALITIES	Management	For	For

### MASTERCARD INCORPORATED

SECURITY	57636Q104	MEETING TYPE	Annual
TICKER SYMBOL	MA	MEETING DATE	07-Jun-2011
ISIN	US57636Q1040	AGENDA	933452396 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: MARC OLIVIE	Management	For	For
1B	ELECTION OF DIRECTOR: RIMA QURESHI	Management	For	For
1C	ELECTION OF DIRECTOR: MARK SCHWARTZ	Management	For	For
1D	ELECTION OF DIRECTOR: JACKSON P. TAI	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Management	Abstain	Against
03	ADVISORY VOTE ON FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR 2011	Management	For	For

### CME GROUP

SECURITY	12572Q105	MEETING TYPE	Annual
TICKER SYMBOL	CME	MEETING DATE	08-Jun-2011
ISIN	US12572Q1058	AGENDA	933430984 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 CRAIG S. DONOHUE		For	For
	2 TIMOTHY S. BITSBERGER		For	For
	3 JACKIE M. CLEGG		For	For
	4 JAMES A. DONALDSON		For	For
	5 J. DENNIS HASTERT		For	For
	6 WILLIAM P. MILLER II		For	For
	7 TERRY L. SAVAGE		For	For
	8 CHRISTOPHER STEWART		For	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

DEVON ENERGY CORPORATION

SECURITY	25179M103	MEETING TYPE	Annual
TICKER SYMBOL	DVN	MEETING DATE	08-Jun-2011
ISIN	US25179M1036	AGENDA	933435491 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANA
01	DIRECTOR	Management		
	1 ROBERT H. HENRY		For	For
	2 JOHN A. HILL		For	For
	3 MICHAEL M. KANOVSKY		For	For
	4 ROBERT A. MOSBACHER, JR		For	For
	5 J. LARRY NICHOLS		For	For
	6 DUANE C. RADTKE		For	For
	7 MARY P. RICCIARDELLO		For	For
	8 JOHN RICHEL		For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Agai
03	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Agai
04	AMEND THE RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS.	Management	For	For

ProxyEdge

Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
105

ITEM	PROPOSAL	TYPE	VOTE	FOR/ MANA
05	AMEND AND RESTATE THE RESTATED CERTIFICATE OF INCORPORATION TO REMOVE UNNECESSARY AND OUTDATED PROVISIONS.	Management	For	For
06	RATIFY THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR 2011.	Management	For	For
07	SHAREHOLDER ACTION BY WRITTEN CONSENT.	Shareholder	Against	For

DOLLAR THRIFTY AUTOMOTIVE GROUP, INC.

SECURITY	256743105	MEETING TYPE	Annual
TICKER SYMBOL	DTG	MEETING DATE	09-Jun-2011
ISIN	US2567431059	AGENDA	933439540 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAI MANAGEMENT
01	DIRECTOR	Management		
	1 THOMAS P. CAPO		For	For
	2 MARYANN N. KELLER		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

	3 HON. EDWARD C. LUMLEY		For	For
	4 RICHARD W. NEU		For	For
	5 JOHN C. POPE		For	For
	6 SCOTT L. THOMPSON		For	For
02	RATIFICATION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011.	Management	For	For
03	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against

THE LUBRIZOL CORPORATION

SECURITY	549271104	MEETING TYPE	Special
TICKER SYMBOL	LZ	MEETING DATE	09-Jun-2011
ISIN	US5492711040	AGENDA	933450710 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 13, 2011, BY AND AMONG BERKSHIRE HATHAWAY INC., OHIO MERGER SUB, INC., AND THE LUBRIZOL CORPORATION.	Management	For	For
02	ANY PROPOSAL TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For	For

LAYNE CHRISTENSEN COMPANY

SECURITY	521050104	MEETING TYPE	Annual
TICKER SYMBOL	LAYN	MEETING DATE	09-Jun-2011
ISIN	US5210501046	AGENDA	933454085 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AG MANAGE
01	DIRECTOR	Management		
	1 DAVID A.B. BROWN		For	For
	2 J. SAMUEL BUTLER		For	For
	3 ROBERT R. GILMORE		For	For
	4 ANTHONY B. HELFET		For	For
	5 NELSON OBUS		For	For
	6 JEFFREY J. REYNOLDS		For	For
	7 RENE J. ROBICHAUD		For	For
	8 ANDREW B. SCHMITT		For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	PROPOSAL TO RATIFY THE SELECTION OF THE ACCOUNTING FIRM OF DELOITTE & TOUCHE LLP AS LAYNE CHRISTENSEN'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JANUARY 31, 2012.	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

05 STOCKHOLDER PROPOSAL REGARDING THE PREPARATION OF A SUSTAINABILITY REPORT. Shareholder For For

CHINA MENGNIU DAIRY CO LTD

SECURITY	G21096105	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	10-Jun-2011
ISIN	KYG210961051	AGENDA	703019782 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/20110426/LTN20110426493.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/20110426/LTN20110426493.pdf</a>	Non-Voting	
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR ALL RESOLUTIONS.THANK YOU.	Non-Voting	
1	To review and consider the audited financial statements and the reports of the directors and the independent auditors for the year ended 31 December 2010	Management	For

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
106

ITEM	PROPOSAL	TYPE	VOTE
2	To approve the proposed final dividend	Management	For
3A	To re-elect Mr. Yang Wenjun as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3B	To re-elect Mr. Bai Ying as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3C	To re-elect Mr. Fang Fenglei as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3D	To re-elect Mr. Liu Fuchun as director and authorise the board of directors of the Company to fix his remuneration	Management	For
3E	To re-elect Mr. Zhang Xiaoya as director and authorise the board of directors of the Company to fix his remuneration	Management	For
4	To re-appoint Ernst & Young as the auditors of the Company and authorise the board of directors to fix their remuneration	Management	For
5	Ordinary resolution No. 5 set out in the Notice of Annual General Meeting (to give a general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share capital of the Company)	Management	For
6	Ordinary resolution No. 6 set out in the Notice of Annual General Meeting (to give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company)	Management	For
7	Ordinary resolution No. 7 set out in the Notice of Annual General Meeting (to give a general mandate to extend the general mandate to the directors to allot, issue and deal with additional shares in the Company to include the nominal amount of shares	Management	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

CMMT repurchased under resolution no. 5, if passed) PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ACTUAL RECORD DATE. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU Non-Voting

LAS VEGAS SANDS CORP.

SECURITY	517834107	MEETING TYPE	Annual
TICKER SYMBOL	LVS	MEETING DATE	10-Jun-2011
ISIN	US5178341070	AGENDA	933441420 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 CHARLES D. FORMAN 2 GEORGE P. KOO 3 IRWIN A. SIEGEL	Management	For	For
02	TO CONSIDER AND ACT UPON THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
03	TO CONSIDER AND ACT UPON AN ADVISORY (NON-BINDING) PROPOSAL ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	TO CONSIDER AND ACT UPON AN ADVISORY (NON-BINDING) PROPOSAL ON HOW FREQUENTLY STOCKHOLDERS SHOULD VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against

CHESAPEAKE ENERGY CORPORATION

SECURITY	165167107	MEETING TYPE	Annual
TICKER SYMBOL	CHK	MEETING DATE	10-Jun-2011
ISIN	US1651671075	AGENDA	933455126 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/MANAGEMENT
01	DIRECTOR 1 AUBREY K. MCCLENDON 2 DON NICKLES 3 KATHLEEN M. EISBRENNER 4 LOUIS A. SIMPSON	Management	For	For
02	TO APPROVE AN AMENDMENT TO OUR LONG TERM INCENTIVE PLAN.	Management	For	For
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.	Management	For	For
04	AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
05	AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
06	SHAREHOLDER PROPOSAL REQUESTING AN ADVISORY SHAREHOLDER VOTE ON DIRECTOR COMPENSATION.	Shareholder	Against	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

NICOR INC.

SECURITY 654086107 MEETING TYPE Annual  
 TICKER SYMBOL GAS MEETING DATE 14-Jun-2011  
 ISIN US6540861076 AGENDA 933437217 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 R.M. BEAVERS, JR.		For	For
	2 B.P. BICKNER		For	For
	3 J.H. BIRDSALL, III		For	For
	4 N.R. BOBINS		For	For
	5 B.J. GAINES		For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 107

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	6 R.A. JEAN		For	For
	7 D.J. KELLER		For	For
	8 R.E. MARTIN		For	For
	9 G.R. NELSON		For	For
	10 A.J. OLIVERA		For	For
	11 J. RAU		For	For
	12 J.C. STALEY		For	For
	13 R.M. STROBEL		For	For
02	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF NICOR'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.	Management	Abstain	Against
03	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF A STOCKHOLDER VOTE ON THE COMPENSATION OF NICOR'S NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NICOR'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Management	For	For

NICOR INC.

SECURITY 654086107 MEETING TYPE Special  
 TICKER SYMBOL GAS MEETING DATE 14-Jun-2011  
 ISIN US6540861076 AGENDA 933458259 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
------	----------	------	------	---------------------------



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

01	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 6, 2010, BY AND AMONG AGL RESOURCES INC., APOLLO ACQUISITION CORP., OTTAWA ACQUISITION LLC AND NICOR INC.	Management	For	For
02	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY AND APPROPRIATE.	Management	For	For

BELL ALIANT INC.

SECURITY	07786R105	MEETING TYPE	Annual
TICKER SYMBOL		MEETING DATE	14-Jun-2011
ISIN	US07786R1059	AGENDA	933458653 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR	Management		
	1 GEORGE COPE		For	For
	2 CATHERINE BENNETT		For	For
	3 ROBERT DEXTER		For	For
	4 EDWARD REEVEY		For	For
	5 KAREN SHERIFF		For	For
	6 ANDREW SMITH		For	For
	7 LOUIS TANGUAY		For	For
	8 MARTINE TURCOTTE		For	For
	9 SIIM VANASELJA		For	For
	10 DAVID WELLS		For	For
02	RE-APPOINTMENT OF DELOITTE & TOUCHE LLP AS BELL ALIAN'T'S AUDITORS.	Management	For	For
03	APPROVAL OF A NON-BINDING ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION (THE FULL TEXT OF WHICH IS SET OUT IN THE SECTION ENTITLED "WHAT THE MEETING WILL COVER - 4. NON-BINDING ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION" OF BELL ALIANT'S INFORMATION CIRCULAR).	Management	For	For

FREEPORT-MCMORAN COPPER & GOLD INC.

SECURITY	35671D857	MEETING TYPE	Annual
TICKER SYMBOL	FCX	MEETING DATE	15-Jun-2011
ISIN	US35671D8570	AGENDA	933435720 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	DIRECTOR	Management		
	1 RICHARD C. ADKERSON		For	For
	2 ROBERT J. ALLISON, JR.		For	For
	3 ROBERT A. DAY		For	For
	4 GERALD J. FORD		For	For
	5 H. DEVON GRAHAM, JR.		For	For
	6 CHARLES C. KRULAK		For	For
	7 BOBBY LEE LACKEY		For	For
	8 JON C. MADONNA		For	For
	9 DUSTAN E. MCCOY		For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

10	JAMES R. MOFFETT			For	For
11	B.M. RANKIN, JR.			For	For
12	STEPHEN H. SIEGELE			For	For
2	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management		Abstain	Ag

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
108

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
3	APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain	Ag
4	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
5	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shareholder	Against	For

PENNICHUCK CORPORATION

SECURITY	708254206	MEETING TYPE	Special
TICKER SYMBOL	PNNW	MEETING DATE	15-Jun-2011
ISIN	US7082542066	AGENDA	933436392 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPROVE THE AGREEMENT AND PLAN OF MERGER EFFECTIVE AS OF NOVEMBER 11, 2010 (THE "MERGER AGREEMENT") BETWEEN THE COMPANY AND THE CITY OF NASHUA, NEW HAMPSHIRE (THE "CITY" OR "NASHUA"), WHEREBY THE CITY HAS AGREED TO ACQUIRE ALL OF THE OUTSTANDING SHARES OF PENNICHUCK CORPORATION COMMON STOCK FOR \$29.00 PER SHARE IN CASH.	Management	Against	Against
02	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN FAVOR OF APPROVING THE MERGER AGREEMENT.	Management	Against	Against

LIBERTY GLOBAL, INC.

SECURITY	530555101	MEETING TYPE	Annual
TICKER SYMBOL	LBTYA	MEETING DATE	21-Jun-2011
ISIN	US5305551013	AGENDA	933446709 - Management

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	DIRECTOR 1 MICHAEL T. FRIES 2 PAUL A. GOULD 3 JOHN C. MALONE 4 LARRY E. ROMRELL	Management	For For For For	For For For For
02	APPROVAL OF A RESOLUTION ON COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
03	APPROVAL OF A RESOLUTION ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain	Against
04	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2011.	Management	For	For

YAKULT HONSHA CO., LTD.

SECURITY	J95468120	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	22-Jun-2011
ISIN	JP3931600005	AGENDA	703133760 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/A MANAG
1	Amend Articles to: Reduce Board Size to 15, Adopt Reduction of Liability System for All Directors and All Auditors	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
2.14	Appoint a Director	Management	For	For
2.15	Appoint a Director	Management	For	For

KIKKOMAN CORPORATION

SECURITY	J32620106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	23-Jun-2011
ISIN	JP3240400006	AGENDA	703115320 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1.	Please reference meeting materials. Approve Appropriation of Retained Earnings	Non-Voting Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 109

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
3.	Appoint a Corporate Auditor	Management	For	For
4.	Appoint a Substitute Corporate Auditor	Management	For	For

YAHOO! INC.

SECURITY	984332106	MEETING TYPE	Annual
TICKER SYMBOL	YHOO	MEETING DATE	23-Jun-2011
ISIN	US9843321061	AGENDA	933448575 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1A	ELECTION OF DIRECTOR: CAROL BARTZ	Management	For	For
1B	ELECTION OF DIRECTOR: ROY J. BOSTOCK	Management	For	For
1C	ELECTION OF DIRECTOR: PATTI S. HART	Management	For	For
1D	ELECTION OF DIRECTOR: SUSAN M. JAMES	Management	For	For
1E	ELECTION OF DIRECTOR: VYOMESH JOSHI	Management	For	For
1F	ELECTION OF DIRECTOR: DAVID W. KENNY	Management	For	For
1G	ELECTION OF DIRECTOR: ARTHUR H. KERN	Management	For	For
1H	ELECTION OF DIRECTOR: BRAD D. SMITH	Management	For	For
1I	ELECTION OF DIRECTOR: GARY L. WILSON	Management	For	For
1J	ELECTION OF DIRECTOR: JERRY YANG	Management	For	For
02	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
03	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management	Abstain	Against
04	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
05	SHAREHOLDER PROPOSAL REGARDING HUMAN RIGHTS PRINCIPLES, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shareholder	Against	For

HELLENIC TELECOMMUNICATIONS ORG. S.A.

SECURITY	423325307	MEETING TYPE	Consent
----------	-----------	--------------	---------

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

TICKER SYMBOL	HLTOY	MEETING DATE	23-Jun-2011
ISIN	US4233253073	AGENDA	933479998 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	SUBMISSION FOR APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF OTE S.A. (BOTH SEPARATE AND CONSOLIDATED) OF THE FISCAL YEAR 2010 (1/1/2010-31/12/2010), WITH THE RELEVANT BOARD OF DIRECTORS' AND CERTIFIED AUDITORS' REPORTS, AND APPROVAL OF PROFIT DISTRIBUTION.	Management	For	For
02	EXONERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CERTIFIED AUDITORS OF ALL LIABILITY, FOR THE FISCAL YEAR 2010, PURSUANT TO ARTICLE 35 OF C.L.2190/1920.	Management	For	For
03	APPOINTMENT OF CHARTERED AUDITORS FOR THE ORDINARY AUDIT OF THE FINANCIAL STATEMENTS OF OTE S.A. (BOTH SEPARATE AND CONSOLIDATED), IN ACCORDANCE WITH THE INTERNATIONAL FINANCIAL REPORTING STANDARDS, FOR THE FISCAL YEAR 2011 AND DETERMINATION OF THEIR FEES.	Management	For	For
04	APPROVAL OF THE REMUNERATION AND EXPENSES PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS, THE AUDIT COMMITTEE AND THE COMPENSATION & HUMAN RESOURCES COMMITTEE FOR THE FISCAL YEAR 2010 AND DETERMINATION OF THEM FOR THE FISCAL YEAR 2011.	Management	For	For
05	APPROVAL OF THE RENEWAL OF THE CONTRACT FOR THE INSURANCE COVERAGE OF THE COMPANY'S MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS AGAINST LIABILITIES INCURRED IN THE EXERCISE OF THEIR RESPONSIBILITIES, DUTIES OR AUTHORITIES AND GRANTING OF POWER TO SIGN IT.	Management	For	For
06	APPROVAL OF THE AMENDMENT OF TERMS OF THE STOCK OPTION PLAN IN FORCE FOR EXECUTIVES OF THE COMPANY AND ITS AFFILIATED COMPANIES, IN THE CONTEXT OF ARTICLE 42E OF C.L.2190/1920.	Management	For	For
07	APPROVAL OF THE AMENDMENT OF ARTICLES 9 "ELECTION, COMPOSITION AND TERM OF THE BOARD OF DIRECTORS", 17 "NOTIFICATION - DAILY AGENDA OF THE GENERAL ASSEMBLY OF THE SHAREHOLDERS OF THE COMPANY", 18 "SUBMISSION OF DOCUMENTS FOR PARTICIPATION IN THE GENERAL ASSEMBLY", 19 "ORDINARY QUORUM AND MAJORITY OF THE GENERAL ASSEMBLY", 20 "EXTRAORDINARY QUORUM AND MAJORITY", 24 "RIGHTS OF MINORITY SHAREHOLDERS" AND 28 "ALLOCATION OF PROFITS", OF THE ARTICLES OF INCORPORATION IN FORCE, FOR PURPOSE OF ADAPTING THEM TO PROVISIONS OF C.L.2190/1920, AS IN FORCE.	Management	For	For
08	APPROVAL OF THE ACQUISITION BY OTE S.A. OF OWN SHARES, PURSUANT TO ARTICLE 16 OF C.L.2190/1920.	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 110

ELECTRIC POWER DEVELOPMENT CO.,LTD.

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

SECURITY	J12915104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	JP3551200003	AGENDA	703132922 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST
	Please reference meeting materials.	Non-Voting		
1.	Approve Appropriation of Retained Earnings	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
2.12	Appoint a Director	Management	For	For
2.13	Appoint a Director	Management	For	For
3.1	Appoint a Corporate Auditor	Management	For	For
3.2	Appoint a Corporate Auditor	Management	For	For

### CHUBU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J06510101	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	JP3526600006	AGENDA	703141301 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST
	Please reference meeting materials.	Non-Voting		
1.	Approve Appropriation of Retained Earnings	Management	For	For
2.	Amend Articles to: Allow Use of Electronic Systems for Public Notifications	Management	For	For
3.1	Appoint a Director	Management	For	For
3.2	Appoint a Director	Management	For	For
3.3	Appoint a Director	Management	For	For
3.4	Appoint a Director	Management	For	For
3.5	Appoint a Director	Management	For	For
3.6	Appoint a Director	Management	For	For
3.7	Appoint a Director	Management	For	For
3.8	Appoint a Director	Management	For	For
3.9	Appoint a Director	Management	For	For
3.10	Appoint a Director	Management	For	For
3.11	Appoint a Director	Management	For	For
3.12	Appoint a Director	Management	For	For
3.13	Appoint a Director	Management	For	For
3.14	Appoint a Director	Management	For	For
3.15	Appoint a Director	Management	For	For
3.16	Appoint a Director	Management	For	For
3.17	Appoint a Director	Management	For	For
4.1	Appoint a Corporate Auditor	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

4.2	Appoint a Corporate Auditor	Management	For	F
4.3	Appoint a Corporate Auditor	Management	For	F
5.	Approve Payment of Bonuses to Directors	Management	For	F
6.	Shareholders' Proposals: Amend Articles to Add a New Chapter with Regard to a Roadmap to Abandon Nuclear Power Generation	Shareholder	Against	F
7.	Shareholders' Proposals: Amend Articles to Close the Hamaoka Nuclear Power Plant	Shareholder	Against	F
8.	Shareholders' Proposals: Amend Articles to Add a New Chapter with Regard to Prohibit Specific Operation of Nuclear-Power-Generation-related	Shareholder	Against	F
9.	Shareholders' Proposals: Amend Articles to Add a New Chapter with Regard to Spent Nuclear Fuel and Highly Radioactive Waste	Shareholder	Against	F
10.	Shareholders' Proposals: Amend Articles to Add a New Chapter with Regard to Creation of Best Mix for Consumer Side	Shareholder	Against	F
11.	Shareholders' Proposals: Amend Articles to Change Business Lines	Shareholder	Against	F

KYUSHU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J38468104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	JP3246400000	AGENDA	703142428 - Management

ITEM	PROPOSAL	TYPE	VOTE
	Please reference meeting materials.	Non-Voting	
1.	Approve Appropriation of Retained Earnings	Management	For
2.1	Appoint a Director	Management	For
2.2	Appoint a Director	Management	For
2.3	Appoint a Director	Management	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 111

ITEM	PROPOSAL	TYPE	VOTE
2.4	Appoint a Director	Management	For
2.5	Appoint a Director	Management	For
2.6	Appoint a Director	Management	For
2.7	Appoint a Director	Management	For
2.8	Appoint a Director	Management	For
2.9	Appoint a Director	Management	For
2.10	Appoint a Director	Management	For
2.11	Appoint a Director	Management	For
2.12	Appoint a Director	Management	For
2.13	Appoint a Director	Management	For
2.14	Appoint a Director	Management	For
3.1	Appoint a Corporate Auditor	Management	For
3.2	Appoint a Corporate Auditor	Management	For
4.	Appoint a Substitute Corporate Auditor	Management	For
5.	Shareholders' Proposals: Amend Articles of Incorporation (1)	Shareholder	Agai

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

- (Require Additional Article of " Declaration of Nuclear Power Generation" to Promise to Close Nuclear Power Stations Gradually from Older Ones, and Neither to Make New Site Selections nor to Build Additional Stations)
- |    |   |             |      |
|----|---|-------------|------|
| 6. | Shareholders' Proposals: Amend Articles of Incorporation (2)<br>(Require Additional Article of Establishment of Division for Natural Energy Power Generation)   | Shareholder | Agai |
| 7. | Shareholders' Proposals: Amend Articles of Incorporation (3)<br>(Require Additional Article of Establishment of "Research Committee for Nuclear Power Station, Earthquake/Tsunami and Volcanic Activity") | Shareholder | Agai |
| 8. | Shareholders' Proposals: Amend Articles of Incorporation (4)<br>(Require Additional Article of "Declaration of Pluthermal Power Generation" to Promise to Close Pluthermal Power Generations)             | Shareholder | Agai |

PARMALAT S P A

SECURITY	T7S73M107	MEETING TYPE	MIX
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	IT0003826473	AGENDA	703148797 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 813670 DUE TO RECEIPT OF N-AMES OF DIRECTORS AND AUDITORS AND APPLICATION OF SPIN CONTROL. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING DATE FROM 25 JUNE-2011 TO 28 JUNE 2011. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	
O.1	To approve financial statement as of 31-Dec-10 and report on management activity. Proposal of profit allocation. To examine Internal Auditors' report. Resolutions related thereto	Management	For
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 3 SLATES TO BE ELECTED AS DIRECTORS, THERE IS ONLY 1 SLATE AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO VOTE FOR ONLY 1 SLATE OF THE 3 SLATES OF DIRECTORS. THANK YOU	Non-Voting	
O.2.1	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Board of Directors presented by Groupe Lactalis SA, holding 33,840,033 ordinary shares of Parmalat S.p.A are the following: Antonio Sala, Marco Reboa, Francesco Gatti, Francesco Tato, Daniel Jaouen, Marco Jesi, Olivier Savary, Riccardo Zingales and Ferdinando Grimaldi Gualtieri	Shareholder	Agai
O.2.2	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Board of Directors presented by Mackenzie Financial corporation, holding 135,972,662 ordinary shares, Skagen As, holding 95,375,464 ordinary shares and Zenit Asset management holding 34,396,826 ordinary shares of Parmalat S.p.A are the following: Rainer Maserà, Massimo Rossi, Enrico Salza, Peter Harf, Gerardus Wenceslaus Ignatius Maria	Shareholder	



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

van Kesteren, Johannes Gerardus Maria Priem, Dario Trevisan, Marco Pincioli, Marco Rigotti, Francesco Daveri and Valter Lazzari

O.2.3	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: Group of Minority shareholders: Aletti Gestierre SGR S.p.A, Anima SGR S.p.A, APG Algemene Pensioen Groep NV, Arca SGR S.p.A, Bancoposta Fondi SGR, BNP Paribas Investment partners SGR S.p.A, Eurizon Capital SGR S.p.A, Fideuram gestions S.p.A, Governance for Owners LLP, Interfund Sicav, Mediolanum Gestione fondi SGR and Pioneer investment management SGRpa: The candidate slate for the Board of Directors presented by Group of Minority shareholders holding 39,647,014 ordinary shares of Parmalat S.p.A are the following: Gatetano Mele, Nigel Cooper and Paolo Dal Pino	Shareholder	
CMMT	PLEASE NOTE THAT ALTHOUGH THERE ARE 3 SLATES TO BE ELECTED AS AUDITORS, THERE-IS ONLY 1 VACANCY AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO-VOTE FOR ONLY 1 OF THE 3 SLATES. THANK YOU.	Non-Voting	
O.3.1	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Internal Auditors presented by Groupe Lactalis SA, holding 33,840,033 ordinary shares of Parmalat S.p.A are the following: Alfredo Malguzzi (Effective auditor), Roberto Cravero (Effective auditor), Massimiliano Nova (Effective auditor), Andrea Lionzo (alternate auditor) and Enrico Cossa (alternate auditor)	Shareholder	Agai

ProxyEdge  
Meeting Date Range: 07/01/2010 to 06/30/2011  
The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
112

ITEM	PROPOSAL	TYPE	VOTE
O.3.2	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slate for the Internal Auditors presented by Mackenzie Financial corporation, holding 135,972,662 ordinary shares, Skagen As, holding 95,375,464 ordinary shares and Zenit Asset management holding 34,396,826 ordinary shares of Parmalat S.p.A are the following: Giorgio Picone (Effective auditor), Paolo Alinovi (Effective auditor), Angelo Anedda (Effective auditor), Andrea Foschi (alternate auditor) and Cristian Tundo (alternate auditor)	Shareholder	Agai
O.3.3	PLEASE NOTE THAT THIS IS A SHAREHOLDERS' PROPOSAL: The candidate slates for the Internal Auditors presented by Group of Minority shareholders holding 39,647,014 ordinary shares of Parmalat S.p.A are the following: Mario Stella Richter (Effective auditor) and Michele Rutigliano (alternate auditor)	Shareholder	Agai
E.1	Proposal to issue ordinary shares, free of payment, for maximum EUR 90,019,822 by using the allocation to issue new shares upon partial amendment of the capital increase resolution approved by the extraordinary shareholders meeting held on 01-Mar-05. To modify art. 5 (Stock capital) of the Bylaw a part from stock capital's nominal value approved by the shareholders meeting held on 01-Mar-05. Resolution related thereto	Management	For
E.2	Proposal to modify art. 8 (Shareholders Meeting), 9 (Proxy Voting)	Management	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

and 23 (Audit) of the Bylaw and amendment of the audit paragraph's title. Resolution related thereto

### HOKURIKU ELECTRIC POWER COMPANY

SECURITY	J22050108	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	JP3845400005	AGENDA	703153394 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Approve Appropriation of Profits	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
3	Approve Payment of Bonuses to Directors	Management	For	For

### THE TOKYO ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J86914108	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	28-Jun-2011
ISIN	JP3585800000	AGENDA	703157087 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	Please reference meeting materials.	Non-Voting		
1.1	Election of a Director	Management	No Action	
1.2	Election of a Director	Management	No Action	
1.3	Election of a Director	Management	No Action	
1.4	Election of a Director	Management	No Action	
1.5	Election of a Director	Management	No Action	
1.6	Election of a Director	Management	No Action	
1.7	Election of a Director	Management	No Action	
1.8	Election of a Director	Management	No Action	
1.9	Election of a Director	Management	No Action	
1.10	Election of a Director	Management	No Action	
1.11	Election of a Director	Management	No Action	
1.12	Election of a Director	Management	No Action	
1.13	Election of a Director	Management	No Action	
1.14	Election of a Director	Management	No Action	
1.15	Election of a Director	Management	No Action	
1.16	Election of a Director	Management	No Action	
1.17	Election of a Director	Management	No Action	
2.1	Election of an Auditor	Management	For	For
2.2	Election of an Auditor	Management	For	For
3.	Shareholders' Proposals : Partial Amendments to the Articles of	Shareholder	Against	For

# Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

Incorporation

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 113

VIMPELCOM LTD.

SECURITY	92719A106	MEETING TYPE	Consent
TICKER SYMBOL	VIP	MEETING DATE	28-Jun-2011
ISIN	US92719A1060	AGENDA	933479962 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
01	TO APPOINT DR. HANS PETER KOHLHAMMER AS AN UNAFFILIATED DIRECTOR.	Management	For	For
02	TO APPOINT AUGIE K. FABELA II AS AN UNAFFILIATED DIRECTOR, SUBJECT TO THE PASSING OF RESOLUTION 12 BELOW.	Management	For	For
03	TO APPOINT LEONID NOVOSELSKY AS AN UNAFFILIATED DIRECTOR.	Management	For	For
04	TO APPOINT MIKHAIL FRIDMAN AS A NOMINATED DIRECTOR.	Management	For	For
05	TO APPOINT KJELL MARTEN JOHNSEN AS A NOMINATED DIRECTOR.	Management	For	For
06	TO APPOINT OLEG MALIS AS A NOMINATED DIRECTOR.	Management	For	For
07	TO APPOINT ALEXEY REZNIKOVICH AS A NOMINATED DIRECTOR.	Management	For	For
08	TO APPOINT OLE BJORN SJULSTAD AS A NOMINATED DIRECTOR.	Management	For	For
09	TO APPOINT JAN-EDVARD THYGESSEN AS A NOMINATED DIRECTOR.	Management	For	For
10	TO RE-APPOINT ERNST & YOUNG ACCOUNTANTS LLP AS AUDITOR AND TO AUTHORISE THE SUPERVISORY BOARD TO DETERMINE ITS REMUNERATION.	Management	For	For
11	TO EXTEND THE PERIOD FOR PREPARATION OF THE STATUTORY ANNUAL ACCOUNTS OF THE COMPANY.	Management	For	For
12	TO RESOLVE THAT AUGIE K. FABELA II WILL BE DEEMED "UNAFFILIATED" AND "INDEPENDENT" FOR THE PURPOSES OF HIS APPOINTMENT AS A DIRECTOR.	Management	For	For

NISSIN FOODS HOLDINGS CO., LTD.

SECURITY	J58063124	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	JP3675600005	AGENDA	703141969 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	Please reference meeting materials.	Non-Voting		
1.	Approve Appropriation of Retained Earnings	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
2.11	Appoint a Director	Management	For	For
3.1	Appoint a Corporate Auditor	Management	For	For
3.2	Appoint a Corporate Auditor	Management	For	For

HOKKAIDO ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J21378104	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	JP3850200001	AGENDA	703142430 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	Please reference meeting materials.	Non-Voting		
1.	Approve Appropriation of Retained Earnings	Management	For	For
2.	Approve Payment of Bonuses to Directors	Management	For	For
3.1	Appoint a Director	Management	For	For
3.2	Appoint a Director	Management	For	For
3.3	Appoint a Director	Management	For	For
3.4	Appoint a Director	Management	For	For
3.5	Appoint a Director	Management	For	For
3.6	Appoint a Director	Management	For	For
3.7	Appoint a Director	Management	For	For
3.8	Appoint a Director	Management	For	For
3.9	Appoint a Director	Management	For	For
3.10	Appoint a Director	Management	For	For
3.11	Appoint a Director	Management	For	For
3.12	Appoint a Director	Management	For	For
3.13	Appoint a Director	Management	For	For
4.	Appoint a Corporate Auditor	Management	For	For

ProxyEdge  
 Meeting Date Range: 07/01/2010 to 06/30/2011  
 The Gabelli Dividend Income Trust

Report Date: 07/08/2011  
 114

SHIKOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J72079106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	JP3350800003	AGENDA	703142531 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
	Please reference meeting materials.	Non-Voting		
1.	Approve Appropriation of Retained Earnings	Management	For	For

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.	Amend Articles to: Allow Disclosure of Shareholder Meeting Materials on the Internet, Reduce Term of Office of Directors to One Year, Allow Electronic Records for BOD Resolution, Adopt Reduction of Liability System for All Directors and All Auditors	Management	For	For
3.	Approve Purchase of Own Shares	Management	For	For
4.1	Appoint a Director	Management	For	For
4.2	Appoint a Director	Management	For	For
4.3	Appoint a Director	Management	For	For
4.4	Appoint a Director	Management	For	For
4.5	Appoint a Director	Management	For	For
4.6	Appoint a Director	Management	For	For
4.7	Appoint a Director	Management	For	For
4.8	Appoint a Director	Management	For	For
4.9	Appoint a Director	Management	For	For
4.10	Appoint a Director	Management	For	For
4.11	Appoint a Director	Management	For	For
4.12	Appoint a Director	Management	For	For
4.13	Appoint a Director	Management	For	For
5.1	Appoint a Corporate Auditor	Management	For	For
5.2	Appoint a Corporate Auditor	Management	For	For
6.	Approve Provision of Retirement Allowance for Retiring Directors and Retiring Corporate Auditors	Management	For	For

### MORINAGA MILK INDUSTRY CO., LTD.

SECURITY	J46410114	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	JP3926800008	AGENDA	703147858 - Management

ITEM	PROPOSAL	TYPE	VOTE	FOR/AGAINST MANAGEMENT
1	Approve Appropriation of Profits	Management	For	For
2.1	Appoint a Director	Management	For	For
2.2	Appoint a Director	Management	For	For
2.3	Appoint a Director	Management	For	For
2.4	Appoint a Director	Management	For	For
2.5	Appoint a Director	Management	For	For
2.6	Appoint a Director	Management	For	For
2.7	Appoint a Director	Management	For	For
2.8	Appoint a Director	Management	For	For
2.9	Appoint a Director	Management	For	For
2.10	Appoint a Director	Management	For	For
3	Appoint a Corporate Auditor	Management	For	For
4	Appoint a Supplementary Auditor	Management	For	For

### THE KANSAI ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J30169106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	JP3228600007	AGENDA	703150881 - Management

ITEM	PROPOSAL	TYPE	VOTE
	Please reference meeting materials.		Non-Voting

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

1.	Approve Appropriation of Retained Earnings	Management	For
2.1	Appoint a Director	Management	For
2.2	Appoint a Director	Management	For
2.3	Appoint a Director	Management	For
2.4	Appoint a Director	Management	For
2.5	Appoint a Director	Management	For
2.6	Appoint a Director	Management	For
2.7	Appoint a Director	Management	For
2.8	Appoint a Director	Management	For
2.9	Appoint a Director	Management	For
2.10	Appoint a Director	Management	For
2.11	Appoint a Director	Management	For
2.12	Appoint a Director	Management	For
2.13	Appoint a Director	Management	For
2.14	Appoint a Director	Management	For
2.15	Appoint a Director	Management	For
2.16	Appoint a Director	Management	For
2.17	Appoint a Director	Management	For
2.18	Appoint a Director	Management	For
2.19	Appoint a Director	Management	For
3.1	Appoint a Corporate Auditor	Management	For
3.2	Appoint a Corporate Auditor	Management	For
3.3	Appoint a Corporate Auditor	Management	For
3.4	Appoint a Corporate Auditor	Management	For
3.5	Appoint a Corporate Auditor	Management	For
3.6	Appoint a Corporate Auditor	Management	For

ProxyEdge

Report Date: 07/08/2011

Meeting Date Range: 07/01/2010 to 06/30/2011

115

The Gabelli Dividend Income Trust

ITEM	PROPOSAL	TYPE	VOTE
3.7	Appoint a Corporate Auditor	Management	For
4.	Approve Payment of Bonuses to Directors	Management	For
5.	Shareholders' Proposal: Amend Articles of Incorporation- Require Additional Article to Run the Company Based on International Corporate Social Responsibility (CSR) Standards	Shareholder	Against
6.	Shareholders' Proposals: Amend Articles of Incorporation- Require Amendment of Article with Regard to Official Minutes of Shareholders' Meeting for Website Disclosure	Shareholder	Against
7.	Shareholders' Proposals: Amend Articles of Incorporation- Require Reduce Total Number of Directors within 12	Shareholder	Against
8.	Shareholders' Proposals: Amend Articles of Incorporation- Require Reduce Total Number of Corporate Auditors within 6, and Ensure 3 of them Recommended by Environmental NGOs	Shareholder	Against
9.	Shareholders' Proposals: Amend Articles of Incorporation- Require Additional Article With Regard to Business Operation Based on CSR For Global Environment Conservation	Shareholder	Against
10.	Shareholders' Proposals: Amend Articles of Incorporation- Require Additional Article With Regard to Business Operation Based on CSR to Declare Change From Nuclear Power Generation to Natural Energy Generation	Shareholder	Against
11.	Shareholders' Proposals: Amend Articles of Incorporation- Require Additional Article With Regard to Business Operation Based on CSR to Abandon All-Electric Policy	Shareholder	Against

## Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

12.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Business Operation Based on CSR to Improve Basic Human Rights for Employees, Consumers and Local Residents, and Always Prioritize Improvement of Work Environment of Whole Group of the Company	Shareholder	Against
13.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Business Operation Based on CSR to Always Prioritize Business Investment and Manpower Maintenance For Enhancement Lifeline Utilities	Shareholder	Against
14.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Business Operation Based on CSR to Develop Power Network Throughout Japan	Shareholder	Against
15.	Shareholders' Proposals: Approve Appropriation of Retained Earnings	Shareholder	Against
16.	Shareholders' Proposals: Remove a Director	Shareholder	Against
17.	Shareholders' Proposals: Amend Articles of Incorporation-Require Close of Nuclear Power Stations Without Radiation Treatment System	Shareholder	Against
18.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Suspension of Compensation for Directors Until Abandonment of Nuclear Power Generation	Shareholder	Against
19.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Establishment of Examination Committee for Seismic Adequacy of Nuclear Power Stations	Shareholder	Against
20.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Abandonment of Nuclear Fuel Reprocessing	Shareholder	Against
21.	Shareholders' Proposals: Amend Articles of Incorporation-Require Additional Article With Regard to Freeze Plutonium-thermal Project	Shareholder	Against

### THE CHUGOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY	J07098106	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	29-Jun-2011
ISIN	JP3522200009	AGENDA	703150918 - Management

ITEM	PROPOSAL	TYPE	VOTE	F
	Please reference meeting materials.	Non-Voting		
1.	Approve Appropriation of Retained Earnings	Management	For	F
2.1	Appoint a Director	Management	For	F
2.2	Appoint a Director	Management	For	F
2.3	Appoint a Director	Management	For	F
2.4	Appoint a Director	Management	For	F
2.5	Appoint a Director	Management	For	F
2.6	Appoint a Director	Management	For	F
2.7	Appoint a Director	Management	For	F
2.8	Appoint a Director	Management	For	F
2.9	Appoint a Director	Management	For	F
2.10	Appoint a Director	Management	For	F
2.11	Appoint a Director	Management	For	F
2.12	Appoint a Director	Management	For	F
2.13	Appoint a Director	Management	For	F
2.14	Appoint a Director	Management	For	F

Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

2.15	Appoint a Director	Management	For	F
3.	Appoint a Corporate Auditor	Management	For	F
4.	Shareholders' Proposals: Approve Appropriation of Retained Earnings	Shareholder	Against	F
5.	Shareholders' Proposals: Amend Articles to Halt and Control Nuclear Power Plants	Shareholder	Against	F
6.	Shareholders' Proposals: Amend Articles to Abandon Plan to Build Kaminoseki Nuclear Plant and Abolish Construction of New Nuclear Plants	Shareholder	Against	F
7.	Shareholders' Proposals: Amend Articles to Abolish SIAP Litigation	Shareholder	Against	F
8.	Shareholders' Proposals: Remove a Director	Shareholder	Against	F
9.	Shareholders' Proposals: Appoint a Director	Shareholder	Against	F

ProxyEdge Report Date: 07/08/2011  
 Meeting Date Range: 07/01/2010 to 06/30/2011 116  
 The Gabelli Dividend Income Trust

TOHOKU ELECTRIC POWER COMPANY, INCORPORATED

SECURITY J85108108 MEETING TYPE Annual General Meeting  
 TICKER SYMBOL MEETING DATE 29-Jun-2011  
 ISIN JP3605400005 AGENDA 703169032 - Management

ITEM	PROPOSAL		TYPE	VO
	Please reference meeting materials.		Non-Voting	
1.	Approve Appropriation of Retained Earnings	Management	For	F
2.1	Appoint a Director	Management	For	F
2.2	Appoint a Director	Management	For	F
2.3	Appoint a Director	Management	For	F
2.4	Appoint a Director	Management	For	F
2.5	Appoint a Director	Management	For	F
2.6	Appoint a Director	Management	For	F
2.7	Appoint a Director	Management	For	F
2.8	Appoint a Director	Management	For	F
2.9	Appoint a Director	Management	For	F
2.10	Appoint a Director	Management	For	F
2.11	Appoint a Director	Management	For	F
2.12	Appoint a Director	Management	For	F
2.13	Appoint a Director	Management	For	F
2.14	Appoint a Director	Management	For	F
2.15	Appoint a Director	Management	For	F
2.16	Appoint a Director	Management	For	F
2.17	Appoint a Director	Management	For	F
3.1	Appoint a Corporate Auditor	Management	For	F
3.2	Appoint a Corporate Auditor	Management	For	F
3.3	Appoint a Corporate Auditor	Management	For	F
3.4	Appoint a Corporate Auditor	Management	For	F
3.5	Appoint a Corporate Auditor	Management	For	F
4.	Approve Payment of Bonuses to Directors	Management	For	F
5.	Shareholders' Proposals: Amend Articles of Incorporation (1) - Shut Down Nuclear Power Stations	Shareholder	Agai	
6.	Shareholders' Proposals: Amend Articles of Incorporation (2) - Abandon Investment to Nuclear Fuel Recycling Project	Shareholder	Agai	
7.	Shareholders' Proposals: Disapprove Payment of Bonus to	Shareholder	Agai	



Edgar Filing: GABELLI DIVIDEND & INCOME TRUST - Form N-PX

Directors (This proposal is the counter-proposal for "Approval of Payment of Bonuses to Directors" proposed by Management in proposal #4. If you vote for both proposals, all your vote for these two proposals will be treated as invalid.)

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 The Gabelli Dividend & Income Trust

By (Signature and Title)\* /s/ Bruce N. Alpert  
-----  
Bruce N. Alpert, Principal Executive Officer

Date 8/10/11

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