

LAZARD GLOBAL TOTAL RETURN & INCOME FUND INC  
Form N-PX  
August 25, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-21511  
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LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

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(Exact name of registrant as specified in charter)

c/o Lazard Asset Management LLC  
30 Rockefeller Plaza  
New York, New York 10112

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(Address of principal executive offices) (Zip code)

Nathan A. Paul, Esq.  
30 Rockefeller Plaza  
New York, New York 10112

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(Name and address of agent for service)

Registrant's telephone number, including area code: (800) 823-6300

Date of fiscal year end: 12/31

Date of reporting period: July 1, 2008-June 30, 2009  
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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-21511  
Reporting Period: 07/01/2008 - 06/30/2009  
Lazard Global Total Return & Income Fund, Inc.

===== LAZARD GLOBAL TOTAL RETURN & INCOME FUND =====

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BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: DEC 5, 2008 Meeting Type: Special  
 Record Date: OCT 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with Acquisition	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Adjourn Meeting	For	Against	Management

BANK OF NEW YORK MELLON CORP., THE

Ticker: BK Security ID: 064058100  
 Meeting Date: APR 14, 2009 Meeting Type: Annual  
 Record Date: FEB 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ruth E. Bruch	For	For	Management
1.2	Elect Director Nicholas M. Donofrio	For	For	Management
1.3	Elect Director Gerald L. Hassell	For	For	Management
1.4	Elect Director Edmund F. Kelly	For	For	Management
1.5	Elect Director Robert P. Kelly	For	For	Management
1.6	Elect Director Richard J. Kogan	For	For	Management
1.7	Elect Director Michael J. Kowalski	For	For	Management
1.8	Elect Director John A. Luke, Jr.	For	For	Management
1.9	Elect Director Robert Mehrabian	For	For	Management
1.10	Elect Director Mark A. Nordenberg	For	For	Management
1.11	Elect Director Catherine A. Rein	For	For	Management
1.12	Elect Director William C. Richardson	For	For	Management
1.13	Elect Director Samuel C. Scott III	For	For	Management
1.14	Elect Director John P. Surma	For	For	Management
1.15	Elect Director Wesley W. von Schack	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Provide for Cumulative Voting	Against	For	Shareholder
5	Stock Retention/Holding Period	Against	Against	Shareholder

BP PLC

Ticker: BP Security ID: 055622104  
 Meeting Date: APR 16, 2009 Meeting Type: Annual  
 Record Date: FEB 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO RECEIVE THE DIRECTORS ANNUAL REPORT AND ACCOUNTS	For	For	Management
2	TO APPROVE THE DIRECTORS REMUNERATION REPORT	For	Against	Management
3	DIRECTOR MR A BURGMANS	For	For	Management
4	DIRECTOR MRS C B CARROLL	For	For	Management
5	DIRECTOR SIR WILLIAM CASTELL	For	For	Management

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6	DIRECTOR MR I C CONN	For	For	Management
7	DIRECTOR MR G DAVID	For	For	Management
8	DIRECTOR MR E B DAVIS, JR	For	For	Management
9	DIRECTOR MR R DUDLEY	For	For	Management
10	DIRECTOR MR D J FLINT	For	For	Management
11	DIRECTOR DR B E GROTE	For	For	Management
12	DIRECTOR DR A B HAYWARD	For	For	Management
13	DIRECTOR MR A G INGLIS	For	For	Management
14	DIRECTOR DR D S JULIUS	For	For	Management
15	DIRECTOR SIR TOM MCKILLOP	For	Withhold	Management
16	DIRECTOR SIR IAN PROSSER	For	For	Management
17	DIRECTOR MR P D SUTHERLAND	For	For	Management
18	TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THEBOARD TO FIX THEIR REMUNERATION	For	For	Management
19	SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASEOF ITS OWN SHARES BY THE COMPANY	For	For	Management
20	TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIEDAMOUNT	For	For	Management
21	SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBEROF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS	For	For	Management
22	SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14CLEAR DAYS	For	For	Management

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BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108  
 Meeting Date: MAY 5, 2009 Meeting Type: Annual  
 Record Date: MAR 12, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L. Andreotti	For	For	Management
2	Elect Director L. B. Campbell	For	For	Management
3	Elect Director J. M. Cornelius	For	For	Management
4	Elect Director L. J. Freeh	For	For	Management
5	Elect Director L. H. Glimcher	For	For	Management
6	Elect Director M. Grobstein	For	For	Management
7	Elect Director L. Johansson	For	For	Management
8	Elect Director A. J. Lacy	For	For	Management
9	Elect Director V. L. Sato	For	For	Management
10	Elect Director T. D. West, Jr.	For	For	Management
11	Elect Director R. S. Williams	For	For	Management
12	Ratify Auditors	For	For	Management
13	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
14	Reduce Supermajority Vote Requirement	Against	Against	Shareholder
15	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
16	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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CADBURY PLC

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Ticker: CBY Security ID: 12721E102  
 Meeting Date: MAY 14, 2009 Meeting Type: Annual  
 Record Date: APR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend of 11.1 Pence Per Ordinary Share	For	For	Management
3	Approve Remuneration Report	For	For	Management
4	Re-elect Roger Carr as Director	For	For	Management
5	Re-elect Todd Stitzer as Director	For	For	Management
6	Elect Baroness Hogg as Director	For	For	Management
7	Elect Colin Day as Director	For	For	Management
8	Elect Andrew Bonfield as Director	For	For	Management
9	Reappoint Deloitte LLP as Auditors of the Company	For	For	Management
10	Authorise Board to Fix Remuneration of Auditors	For	For	Management
11	Authorise Company and its Subsidiaries to Make EU Political Donations to Political Parties or Independent Election Candidates, to Political Organisations Other than Political Parties and to Incur EU Political Expenditure up to GBP 100,000	For	For	Management
12	Authorise Issue of Equity with Pre-emptive Rights Under a General Authority up to GBP 45,410,520 and an Additional Amount Pursuant to a Rights Issue of up to GBP 90,821,040 After Deducting Any Securities Issued Under the General Authority	For	For	Management
13	Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 6,811,578	For	For	Management
14	Authorise Market Purchase of up to GBP 13,623,156	For	For	Management
15	Approve That a General Meeting Other Than an Annual General Meeting May Be Called on Not Less than 14 Clear Days' Notice	For	For	Management

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 CANON INC.

Ticker: 7751 Security ID: 138006309  
 Meeting Date: MAR 27, 2009 Meeting Type: Annual  
 Record Date: MAR 3, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	DIVIDEND FROM SURPLUS	For	For	Management
2	PARTIAL AMENDMENT TO THE ARTICLES OF INCORPORATION	For	For	Management
3.1	DIRECTOR FUJIO MITARAI	For	For	Management
3.2	DIRECTOR TSUNEJI UCHIDA	For	For	Management
3.3	DIRECTOR TOSHIZO TANAKA	For	For	Management
3.4	DIRECTOR NOBUYOSHI TANAKA	For	For	Management

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3.5	DIRECTOR JUNJI ICHIKAWA	For	For	Management
3.6	DIRECTOR AKIYOSHI MOROE	For	For	Management
3.7	DIRECTOR KUNIO WATANABE	For	For	Management
3.8	DIRECTOR YOROKU ADACHI	For	For	Management
3.9	DIRECTOR YASUO MITSUHASHI	For	For	Management
3.10	DIRECTOR TOMONORI IWASHITA	For	For	Management
3.11	DIRECTOR MASAHIRO OSAWA	For	For	Management
3.12	DIRECTOR SHIGEYUKI MATSUMOTO	For	For	Management
3.13	DIRECTOR KATSUICHI SHIMIZU	For	For	Management
3.14	DIRECTOR RYOICHI BAMBA	For	For	Management
3.15	DIRECTOR TOSHIO HOMMA	For	For	Management
3.16	DIRECTOR MASAKI NAKAOKA	For	For	Management
3.17	DIRECTOR HARUHISA HONDA	For	For	Management
3.18	DIRECTOR TOSHIYUKI KOMATSU	For	For	Management
3.19	DIRECTOR TETSURO TAHARA	For	For	Management
3.20	DIRECTOR SEIJIRO SEKINE	For	For	Management
3.21	DIRECTOR SHUNJI ONDA	For	For	Management
3.22	DIRECTOR KAZUNORI FUKUMA	For	For	Management
3.23	DIRECTOR HIDEKI OZAWA	For	For	Management
3.24	DIRECTOR MASAYA MAEDA	For	For	Management
3.25	DIRECTOR TOSHIAKI IKOMA	For	For	Management
4	GRANT OF RETIREMENT ALLOWANCE TO A DIRECTOR TO RETIRE	For	For	Management
5	GRANT OF BONUS TO DIRECTORS	For	For	Management
6	ISSUANCE OF SHARE OPTIONS AS STOCK OPTIONS WITHOUT COMPENSATION	For	For	Management

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CISCO SYSTEMS, INC.

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carol A. Bartz	For	For	Management
2	Elect Director M. Michele Burns	For	For	Management
3	Elect Director Michael D. Capellas	For	For	Management
4	Elect Director Larry R. Carter	For	For	Management
5	Elect Director John T. Chambers	For	For	Management
6	Elect Director Brian L. Halla	For	For	Management
7	Elect Director John L. Hennessy	For	For	Management
8	Elect Director Richard M. Kovacevich	For	For	Management
9	Elect Director Roderick C. McGeary	For	For	Management
10	Elect Director Michael K. Powell	For	For	Management
11	Elect Director Steven M. West	For	For	Management
12	Elect Director Jerry Yang	For	Against	Management
13	Ratify Auditors	For	For	Management
14	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
15	Report on Internet Fragmentation	Against	Against	Shareholder

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CONOCOPHILLIPS

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

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard L. Armitage	For	For	Management
1.2	Elect Director Richard H. Auchinleck	For	For	Management
1.3	Elect Director James E. Copeland, Jr.	For	For	Management
1.4	Elect Director Kenneth M. Duberstein	For	For	Management
1.5	Elect Director Ruth R. Harkin	For	For	Management
1.6	Elect Director Harold W. McGraw III	For	For	Management
1.7	Elect Director James J. Mulva	For	For	Management
1.8	Elect Director Harald J. Norvik	For	For	Management
1.9	Elect Director William K. Reilly	For	For	Management
1.10	Elect Director Bobby S. Shackouls	For	For	Management
1.11	Elect Director Victoria J. Tschinkel	For	For	Management
1.12	Elect Director Kathryn C. Turner	For	For	Management
1.13	Elect Director William E. Wade, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Adopt Principles for Health Care Reform	Against	For	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
6	Report on Political Contributions	Against	For	Shareholder
7	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
8	Report on Environmental Impact of Oil Sands Operations in Canada	Against	For	Shareholder
9	Require Director Nominee Qualifications	Against	Against	Shareholder

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CREDIT SUISSE GROUP (FORMERLY CS HOLDING)

Ticker: CS Security ID: 225401108  
 Meeting Date: APR 24, 2009 Meeting Type: Annual  
 Record Date: MAR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Receive Financial Statements and Statutory Reports (Non-Voting)	None	None	Management
1.2	Approve Remuneration Report	For	For	Management
1.3	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Discharge of Board and Senior Management	For	For	Management
3	Approve Allocation of Retained Earnings and Dividends of CHF 0.10 per Share	For	For	Management
4.1	Approve Issuance of Convertible Bonds and/or Options without Preemptive Rights; Approve EUR 4 Million Increase of Existing Pool of Capital to Guarantee Conversion Rights	For	For	Management
4.2	Approve Creation of CHF 4 Million Pool of Capital without Preemptive Rights	For	For	Management
5.1	Amend Articles Re: Auditors	For	For	Management
5.2	Amend Articles Re: Presence Quorum for Board Resolutions	For	For	Management
5.3	Amend Articles Re: Contributions in Kind	For	For	Management
6.1.1	Reelect Hans-Ulrich Doerig as Director	For	For	Management
6.1.2	Reelect Walter Kielholz as Director	For	For	Management
6.1.3	Reelect Richard Thornburgh as Director	For	For	Management
6.1.4	Elect Andreas Koopmann as Director	For	For	Management

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6.1.5 Elect Urs Rohner as Director	For	For	Management
6.1.6 Elect John Tiner as Director	For	For	Management
6.2 Ratify KPMG AG as Auditors	For	For	Management
6.3 Ratify BDO Visura as Special Auditors	For	For	Management

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### CRH PLC

Ticker: CRH Security ID: 12626K203  
 Meeting Date: MAY 6, 2009 Meeting Type: Annual  
 Record Date: MAR 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Dividends	For	For	Management
3a	Reelect W.P. Egan as Director	For	For	Management
3b	Reelect J.M. de Jong as Director	For	For	Management
3c	Reelect M. Lee as Director	For	For	Management
3d	Reelect G.A. Culpepper as Director	For	For	Management
3e	Reelect A. Manifold as Director	For	For	Management
3f	Reelect W.I. O'Mahony as Director	For	For	Management
3g	Reelect M.S. Towe as Director	For	For	Management
4	Authorize Board to Fix Remuneration of Auditors	For	For	Management
5	Increase in Authorized Share Capital	For	For	Management
6	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights	For	For	Management
7	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	Management
8	Authorize Share Repurchase	For	For	Management
9	Amend Articles of Association Re: Treasury Shares	For	For	Management
10	Authorize Reissuance of Treasury Shares	For	For	Management
11	Approve Scrip Dividend Program	For	For	Management
12	Approve Notice of Period for Extraordinary General Meetings	For	For	Management
13	Amend Articles of Association	For	For	Management

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### DIAGEO PLC

Ticker: DEO Security ID: 25243Q205  
 Meeting Date: OCT 15, 2008 Meeting Type: Annual  
 Record Date: SEP 8, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	REPORT AND ACCOUNTS 2008	For	For	Management
2	DIRECTORS REMUNERATION REPORT 2008	For	For	Management
3	DECLARATION OF FINAL DIVIDEND	For	For	Management
4	TO RE-ELECT DR FB HUMER (MEMBER OF NOMINATION COMMITTEE, CHAIRMAN OF COMMITTEE) AS A DIRECTOR	For	For	Management
5	TO RE-ELECT M LILJA (MEMBER OF AUDIT, NOMINATION, REMUNERATION COMMITTEE) AS A DIRECTOR	For	For	Management

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6	TO RE-ELECT WS SHANAHAN (MEMBER OF AUDIT, NOMINATION, REMUNERATION COMMITTEE) AS A DIRECTOR	For	For	Management
7	TO RE-ELECT HT STITZER (MEMBER OF AUDIT, NOMINATION, REMUNERATION COMMITTEE) AS A DIRECTOR	For	For	Management
8	ELECTION OF PG SCOTT (MEMBER OF AUDIT, CHAIRMAN OF COMMITTEE, NOMINATION, REMUNERATION) AS A DIRECTOR	For	For	Management
9	RATIFY AUDITORS	For	For	Management
10	AUTHORITY TO ALLOT RELEVANT SECURITIES	For	For	Management
11	DISAPPLICATION OF PRE-EMPTION RIGHTS	For	For	Management
12	AUTHORITY TO PURCHASE OWN ORDINARY SHARES	For	For	Management
13	AUTHORITY TO MAKE POLITICAL DONATIONS AND/OR TO INCUR POLITICAL EXPENDITURE	For	For	Management
14	ADOPTION OF THE DIAGEO PLC 2008 PERFORMANCE SHARE PLAN	For	For	Management
15	ADOPTION OF THE DIAGEO PLC 2008 SENIOR EXECUTIVE SHARE OPTION PLAN	For	For	Management
16	AUTHORITY TO ESTABLISH INTERNATIONAL SHARE PLANS	For	For	Management
17	AMENDMENTS TO THE ARTICLES OF ASSOCIATION	For	For	Management

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EXXON MOBIL CORP.

Ticker: XOM Security ID: 30231G102  
 Meeting Date: MAY 27, 2009 Meeting Type: Annual  
 Record Date: APR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director M.J. Boskin	For	For	Management
1.2	Elect Director L.R. Faulkner	For	For	Management
1.3	Elect Director K.C. Frazier	For	For	Management
1.4	Elect Director .W. George	For	For	Management
1.5	Elect Director R.C. King	For	For	Management
1.6	Elect Director M.C. Nelson	For	For	Management
1.7	Elect Director S.J. Palmisano	For	For	Management
1.8	Elect Director S.S Reinemund	For	For	Management
1.9	Elect Director R.W. Tillerson	For	For	Management
1.10	Elect Director E.E. Whitacre, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
5	Reincorporate in Another State [from New Jersey to North Dakota]	Against	Against	Shareholder
6	Require Independent Board Chairman	Against	For	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
8	Compare CEO Compensation to Average U.S. per Capita Income	Against	Against	Shareholder
9	Review Anti-discrimination Policy on Corporate Sponsorships and Executive Perks	Against	Against	Shareholder
10	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Against	For	Shareholder

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11	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
12	Report on Climate Change Impacts on Emerging Countries	Against	Against	Shareholder
13	Adopt Policy to Increase Renewable Energy	Against	Against	Shareholder

GDF SUEZ

Ticker: Security ID: 36160B105  
 Meeting Date: DEC 17, 2008 Meeting Type: Special  
 Record Date: NOV 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Spin-Off Agreement and Its Remuneration to GDF Investissements 31	For	For	Management
2	Approve Spin-Off Agreement and Its Remuneration to GDF Investissements 37	For	For	Management
3	Amend Article 16 of the Bylaws Re: Election of Vice-Chairman	For	For	Management
4	Amend Articles 13.1 and 13.3 of the Bylaws Re: Election of Shareholder Employee Representative to the Board of Directors	For	For	Management
5	Authorize Filing of Required Documents/Other Formalities	For	For	Management

GDF SUEZ

Ticker: Security ID: 36160B105  
 Meeting Date: MAY 4, 2009 Meeting Type: Annual/Special  
 Record Date: APR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Accept Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.20 per Share	For	For	Management
4	Approve Auditors' Special Report Regarding Related-Party Transactions	For	For	Management
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
6	Elect Patrick Arnaud as Representative of Employee Shareholders to the Board	For	Against	Management
7	Elect Charles Bourgeois as Representative of Employee Shareholders to the Board	For	Against	Management
8	Elect Emmanuel Bridoux as Representative of Employee Shareholders to the Board	For	Against	Management
9	Elect Gabrielle Prunet as Representative of Employee Shareholders to the Board	For	Against	Management
10	Elect Jean-Luc Rigo as Representative	For	Against	Management

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	of Employee Shareholders to the Board			
11	Elect Philippe Taurines as Representative of Employee Shareholders to the Board	For	Against	Management
12	Elect Robin Vander Putten as Representative of Employee Shareholders to the Board	For	Against	Management
13	Approve Employee Stock Purchase Plan for International Employees	For	For	Management
14	Authorize up to 0.5 Percent of Issued Capital for Use in Stock Option Plan	For	For	Management
15	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plan	For	Against	Management
16	Authorize Filing of Required Documents/Other Formalities	For	For	Management
A	Authorize up to 0.5 Percent of Issued Capital for Use in Stock Option Plan to All Employees	Against	Against	Shareholder
B	Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plan to All Employees and Officers	Against	Against	Shareholder
C	Approve Dividends of EUR 0.80 per Share	Against	Against	Shareholder

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GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103  
Meeting Date: APR 22, 2009 Meeting Type: Annual  
Record Date: FEB 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James I. Cash, Jr.	For	For	Management
1.2	Elect Director William M. Castell	For	For	Management
1.3	Elect Director Ann M. Fudge	For	For	Management
1.4	Elect Director Susan Hockfield	For	For	Management
1.5	Elect Director Jeffrey R. Immelt	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Alan G. (A.G.) Lafley	For	For	Management
1.8	Elect Director Robert W. Lane	For	For	Management
1.9	Elect Director Ralph S. Larsen	For	For	Management
1.10	Elect Director Rochelle B. Lazarus	For	For	Management
1.11	Elect Director James J. Mulva	For	For	Management
1.12	Elect Director Sam Nunn	For	For	Management
1.13	Elect Director Roger S. Penske	For	For	Management
1.14	Elect Director Robert J. Swieringa	For	For	Management
1.15	Elect Director Douglas A. Warner III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	Against	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Evaluate the Potential Conversion of the Corporation's Business Units into Four or More Public Corporations and Distribute New Shares	Against	Against	Shareholder
6	Adopt Policy to Cease the Payments of Dividends or Equivalent Payments to Senior Executives for Shares Not Owned	Against	For	Shareholder
7	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	For	Shareholder

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 GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105  
 Meeting Date: MAY 20, 2009 Meeting Type: Annual/Special  
 Record Date: MAR 11, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	For	Management
3	Elect James Murdoch as Director	For	For	Management
4	Re-elect Larry Culp as Director	For	For	Management
5	Re-elect Sir Crispin Davis as Director	For	For	Management
6	Re-elect Dr Moncef Slaoui as Director	For	For	Management
7	Re-elect Tom de Swaan as Director	For	For	Management
8	Reappoint PricewaterhouseCoopers LLP as Auditors of the Company	For	For	Management
9	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Management
10	Authorise the Company and its Subsidiaries to Make EU Political Donations to Political Organisations Other than Political Parties up to GBP 50,000 and to Incur EU Political Expenditure up to GBP 50,000	For	For	Management
11	Authorise Issue of Equity with Pre-emptive Rights Under a General Authority up to GBP 432,359,137 and an Additional Amount Pursuant to a Rights Issue of up to GBP 864,692,333 After Deducting Any Securities Issued Under the General Authority	For	For	Management
12	Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP 64,854,519	For	For	Management
13	Authorise 518,836,153 Ordinary Shares for Market Purchase	For	For	Management
14	Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditor's Reports	For	For	Management
15	Approve That a General Meeting of the Company Other Than an Annual General Meeting May Be Called on Not Less Than 14 Clear Days' Notice	For	For	Management
16	Approve GlaxoSmithKline 2009 Performance Share Plan	For	For	Management
17	Approve GlaxoSmithKline 2009 Share Option Plan	For	For	Management
18	Approve GlaxoSmithKline 2009 Deferred Annual Bonus Plan	For	For	Management

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 HOME DEPOT, INC.

## Edgar Filing: LAZARD GLOBAL TOTAL RETURN & INCOME FUND INC - Form N-PX

Ticker: HD Security ID: 437076102  
 Meeting Date: MAY 28, 2009 Meeting Type: Annual  
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director David H. Batchelder	For	For	Management
3	Elect Director Francis S. Blake	For	For	Management
4	Elect Director Ari Bousbib	For	For	Management
5	Elect Director Gregory D. Brenneman	For	For	Management
6	Elect Director Albert P. Carey	For	For	Management
7	Elect Director Armando Codina	For	For	Management
8	Elect Director Bonnie G. Hill	For	For	Management
9	Elect Director Karen L. Katen	For	For	Management
10	Ratify Auditors	For	For	Management
11	Approve Right to Call Special Meetings	For	Against	Management
12	Provide for Cumulative Voting	Against	For	Shareholder
13	Call Special Meetings	Against	For	Shareholder
14	Prepare Employment Diversity Report	Against	For	Shareholder
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
16	Assess Energy Use and Establish Reduction Targets	Against	For	Shareholder

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### HSBC HOLDINGS PLC

Ticker: HBC Security ID: 404280406  
 Meeting Date: MAR 19, 2009 Meeting Type: Special  
 Record Date: MAR 3, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Increase in Authorised Ordinary Share Capital from USD 7,500,100,000, GBP 401,500 and EUR 100,000 to USD 10,500,100,000, GBP 401,500 and EUR 100,000	For	For	Management
2	Subject to the Passing of Resolution 1, Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of USD 2,530,200,000 (Rights Issue)	For	For	Management
3	Subject to the Passing of Resolution 2, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of USD 2,530,200,000 (Rights Issue)	For	For	Management

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### HSBC HOLDINGS PLC

Ticker: HBC Security ID: 404280406  
 Meeting Date: MAY 22, 2009 Meeting Type: Annual  
 Record Date: MAR 31, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	For	Management
3a	Re-elect Safra Catz as Director	For	For	Management
3b	Re-elect Vincent Cheng as Director	For	For	Management
3c	Re-elect Marvin Cheung as Director	For	For	Management
3d	Re-elect John Coombe as Director	For	For	Management
3e	Re-elect Jose Duran as Director	For	For	Management
3f	Re-elect Rona Fairhead as Director	For	For	Management
3g	Re-elect Douglas Flint as Director	For	For	Management
3h	Re-elect Alexander Flockhart as Director	For	For	Management
3i	Re-elect Lun Fung as Director	For	For	Management
3j	Re-elect Michael Geoghegan as Director	For	For	Management
3k	Re-elect Stephen Green as Director	For	For	Management
3l	Re-elect Stuart Gulliver as Director	For	For	Management
3m	Re-elect James Hughes-Hallett as Director	For	For	Management
3n	Re-elect Sam Laidlaw as Director	For	For	Management
3o	Re-elect J Lomaxas Director	For	For	Management
3p	Re-elect Sir Mark Moody-Stuart as Director	For	For	Management
3q	Re-elect Gwyn Morgan as Director	For	For	Management
3r	Re-elect Nagavara Murthy as Director	For	For	Management
3s	Re-elect Simon Robertson as Director	For	For	Management
3t	Re-elect John Thornton as Director	For	For	Management
3u	Re-elect Sir Brian Williamson as Director	For	For	Management
4	Reappoint KPMG Audit plc as Auditors and Authorise the Group Audit Committee to Determine Their Remuneration	For	For	Management
5	Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of GBP 100,000	For	For	Management
6	Subject to the Passing of Resolution 5, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of GBP	For	For	Management
7	Authorise 1,720,481,200 Ordinary Shares for Market Purchase	For	For	Management
8	Adopt New Articles of Association	For	For	Management
9	Approve That a General Meeting Other Than an Annual General Meeting May Be Called on Not Less Than 14 Clear Days' Notice	For	For	Management

INTERNATIONAL BUSINESS MACHINES CORP.

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director A. J. P. Belda	For	For	Management
1.2	Elect Director C. Black	For	For	Management
1.3	Elect Director W. R. Brody	For	For	Management
1.4	Elect Director K. I. Chenault	For	For	Management

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1.5	Elect Director M. L. Eskew	For	For	Management
1.6	Elect Director S. A. Jackson	For	For	Management
1.7	Elect Director T. Nishimuro	For	For	Management
1.8	Elect Director J. W. Owens	For	For	Management
1.9	Elect Director S. J. Palmisano	For	For	Management
1.10	Elect Director J. E. Spero	For	For	Management
1.11	Elect Director S. Taurel	For	For	Management
1.12	Elect Director L. H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Provide for Cumulative Voting	Against	Against	Shareholder
5	Review Executive Compensation	Against	Against	Shareholder
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

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### JOHNSON & JOHNSON

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Michael M.E. Johns	For	For	Management
1.4	Elect Director Arnold G. Langbo	For	For	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director William D. Perez	For	For	Management
1.8	Elect Director Charles Prince	For	For	Management
1.9	Elect Director David Satcher	For	For	Management
1.10	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

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### JPMORGAN CHASE & CO.

Ticker:           JPM                           Security ID: 46625H100  
 Meeting Date: MAY 19, 2009   Meeting Type: Annual  
 Record Date: MAR 20, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Crandall C. Bowles	For	For	Management
1.2	Elect Director Stephen B. Burke	For	For	Management
1.3	Elect Director David M. Cote	For	For	Management
1.4	Elect Director James S. Crown	For	For	Management
1.5	Elect Director James Dimon	For	For	Management
1.6	Elect Director Ellen V. Futter	For	For	Management
1.7	Elect Director William H. Gray, III	For	For	Management
1.8	Elect Director Laban P. Jackson, Jr.	For	For	Management
1.9	Elect Director David C. Novak	For	For	Management
1.10	Elect Director Lee R. Raymond	For	For	Management
1.11	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
	Officers' Compensation			
4	Disclose Prior Government Service	Against	Against	Shareholder
5	Provide for Cumulative Voting	Against	Against	Shareholder
6	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
7	Report on Predatory Lending Policies	Against	Against	Shareholder
8	Amend Key Executive Performance Plan	Against	For	Shareholder
9	Stock Retention/Holding Period	Against	Against	Shareholder
10	Prepare Carbon Principles Report	Against	Against	Shareholder

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### MICROSOFT CORP.

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Ballmer	For	For	Management
2	Elect Director James I. Cash, Jr.	For	For	Management
3	Elect Director Dina Dublon	For	For	Management
4	Elect Director William H. Gates, III	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director Reed Hastings	For	For	Management
7	Elect Director David F. Marquardt	For	For	Management
8	Elect Director Charles H. Noski	For	For	Management
9	Elect Director Helmut Panke	For	For	Management
10	Approve Executive Incentive Bonus Plan	For	For	Management
11	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
12	Ratify Auditors	For	For	Management
13	Adopt Policies to Protect Freedom of Access to the Internet	Against	Against	Shareholder
14	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	Shareholder
15	Report on Charitable Contributions	Against	Against	Shareholder

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### MITSUBISHI UFJ FINANCIAL GROUP

Ticker: 8306 Security ID: 606822104  
 Meeting Date: JUN 26, 2009 Meeting Type: Annual  
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Allocation of Income, with a Final Dividend of JPY 5 for Ordinary Shares	For	For	Management
2	Amend Articles To Amend Provisions on Preferred Shares to Reflect Cancellation - Reflect Digitalization of Share Certificates - Authorize Public Announcements in Electronic Format	For	For	Management
3.1	Elect Director Ryosuke Tamakoshi	For	For	Management
3.2	Elect Director Haruya Uehara	For	For	Management
3.3	Elect Director Nobuo Kuroyanagi	For	For	Management
3.4	Elect Director Kyota Omori	For	For	Management

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3.5	Elect Director Saburo Sano	For	For	Management
3.6	Elect Director Hiroshi Saito	For	For	Management
3.7	Elect Director Nobushige Kamei	For	For	Management
3.8	Elect Director Shintaro Yasuda	For	For	Management
3.9	Elect Director Katsunori Nagayasu	For	For	Management
3.10	Elect Director Fumiyuki Akikusa	For	For	Management
3.11	Elect Director Kazuo Takeuchi	For	For	Management
3.12	Elect Director Kinya Okauchi	For	For	Management
3.13	Elect Director Kaoru Wachi	For	For	Management
3.14	Elect Director Takashi Oyamada	For	For	Management
3.15	Elect Director Akio Harada	For	For	Management
3.16	Elect Director Ryuji Araki	For	For	Management
3.17	Elect Director Takuma Otoshi	For	For	Management
4.1	Appoint Statutory Auditor Tetsuo Maeda	For	For	Management
4.2	Appoint Statutory Auditor Tsutomu Takasuka	For	For	Management
4.3	Appoint Statutory Auditor Kunie Okamoto	For	For	Management
4.4	Appoint Statutory Auditor Yasushi Ikeda	For	For	Management

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NESTLE SA

Ticker: NSRGY Security ID: 641069406  
 Meeting Date: APR 23, 2009 Meeting Type: Annual  
 Record Date: MAR 13, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Accept Financial Statements and Statutory Reports	For	For	Management
1.2	Approve Remuneration Report	For	For	Management
2	Approve Discharge of Board and Senior Management	For	For	Management
3	Approve Allocation of Income and Dividends of CHF 1.40 per Share	For	For	Management
4.1.1	Reelect Daniel Borel as Director	For	For	Management
4.1.2	Reelect Carolina Mueller-Moehl as Director	For	For	Management
4.2	Ratify KPMG AG as Auditors	For	For	Management
5	Approve CHF 180 million Reduction in Share Capital	For	For	Management
6	MARK THE FOR BOX TO THE RIGHT IF YOU WISH TO GIVE A PROXY TO INDEPENDENT REPRESENTATIVE, MR. JEAN-LUDOVIC HARTMAN	None	Against	Management

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NOKIA CORP.

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Open Meeting	None	None	Management
2	Calling the Meeting to Order	None	None	Management
3	Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	None	None	Management
4	Acknowledge Proper Convening of Meeting	None	None	Management

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5	Prepare and Approve List of Shareholders	None	None	Management
6	Receive Financial Statements and Statutory Reports; Receive CEO's Review	None	None	Management
7	Accept Financial Statements and Statutory Reports	For	For	Management
8	Approve Allocation of Income and Dividends of EUR 0.40 Per Share	For	For	Management
9	Approve Discharge of Board and President	For	For	Management
10	Approve Remuneration of Directors in the Amount of EUR 440,000 for Chairman, EUR 150,000 for Vice Chairman, and EUR 130,000 for Other Directors; Approve Remuneration for Committee Work	For	For	Management
11	Fix Number of Directors at 11	For	For	Management
12.1	Reelect Georg Ehrnrooth as Director	For	For	Management
12.2	Reelect Lalita D. Gupte as Director	For	For	Management
12.3	Reelect Bengt Holmstrom as Director	For	For	Management
12.4	Reelect Henning Kagermann as Director	For	For	Management
12.5	Reelect Olli-Pekka Kallasvuo as Director	For	For	Management
12.6	Reelect Per Karlsson as Director	For	For	Management
12.7	Reelect Jorma Ollila as Director	For	For	Management
12.8	Reelect Marjorie Scardino as Director	For	For	Management
12.9	Reelect Risto Siilasmaa as Director	For	For	Management
12.10	Reelect Keijo Suila as Directors as Director	For	For	Management
12.11	Elect Isabel Marey-Semper as New Director	For	For	Management
13	Approve Remuneration of Auditors	For	For	Management
14	Ratify PricewaterhouseCoopers Oy as Auditors	For	For	Management
15	Authorize Repurchase of up to 360 Million Nokia Shares	For	For	Management
16	Close Meeting	None	None	Management
17	MARK THE FOR BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO LEENA SIIRALA OR ESA NIINIMAKI, BOTH LEGALCOUNSELS OF NOKIA CORPORATION, TO VOTE, IN THEIR DISCRETION, ONYOUR BEHALF ONLY UPON ITEM 17.	None	Against	Management

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NOMURA HOLDINGS INC.

Ticker: 8604 Security ID: 65535H208  
 Meeting Date: JUN 25, 2009 Meeting Type: Annual  
 Record Date: MAR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Articles To Approve Creation of New Classes of Preferred Shares - Reflect Digitalization of Share Certificates	For	For	Management
2.1	Elect Director Junichi Ujiie	For	For	Management
2.2	Elect Director Kenichi Watanabe	For	For	Management
2.3	Elect Director Takumi Shibata	For	For	Management
2.4	Elect Director Masanori Itatani	For	For	Management
2.5	Elect Director Yoshifumi Kawabata	For	For	Management

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2.6	Elect Director Masaharu Shibata	For	For	Management
2.7	Elect Director Hideaki Kubori	For	For	Management
2.8	Elect Director Haruo Tsuji	For	For	Management
2.9	Elect Director Fumihide Nomura	For	For	Management
2.10	Elect Director Masahiro Sakane	For	For	Management
2.11	Elect Director Tsuguoki Fujinuma	For	For	Management
2.12	Elect Director Hajime Sawabe	For	For	Management
3	Approve Stock Option Plan and Deep-Discount Option Plan	For	For	Management

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### NOVARTIS AG

Ticker: NVS Security ID: 66987V109  
 Meeting Date: FEB 24, 2009 Meeting Type: Annual  
 Record Date: JAN 23, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Discharge of Board and Senior Management	For	For	Management
3	Approve Allocation of Income and Dividends of CHF 2 per Share	For	For	Management
4	Approve CHF 3 Million Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
5.1	Amend Articles Re: Require Annual Advisory Vote on Remuneration Report, incl. Disclosure of Compensation Amount Paid to Board of Directors and Executive Management	Against	For	Shareholder
5.2	Amend Corporate Purpose Re: Sustainability	For	For	Management
5.3	Amend Articles Re: Auditors	For	For	Management
6.1	Retirement of Peter Burckhardt and William George as Directors (Non-Voting)	None	None	Management
6.2.1	Reelect Srikant Datar as Director	For	For	Management
6.2.2	Reelect Andreas von Planta as Director	For	For	Management
6.2.3	Reelect Wendelin Wiedeking as Director	For	For	Management
6.2.4	Reelect Rolf Zinkernagel as Director	For	For	Management
6.3	Elect William Brody as Director	For	For	Management
7	Ratify PricewaterhouseCoopers AG as Auditors	For	For	Management

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### ORACLE CORP.

Ticker: ORCL Security ID: 68389X105  
 Meeting Date: OCT 10, 2008 Meeting Type: Annual  
 Record Date: AUG 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey O. Henley	For	For	Management
1.2	Elect Director Lawrence J. Ellison	For	For	Management
1.3	Elect Director Donald L. Lucas	For	For	Management
1.4	Elect Director Michael J. Boskin	For	For	Management

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1.5	Elect Director Jack F. Kemp	For	For	Management
1.6	Elect Director Jeffrey S. Berg	For	For	Management
1.7	Elect Director Safra A. Catz	For	For	Management
1.8	Elect Director Hector Garcia-Molina	For	For	Management
1.9	Elect Director H. Raymond Bingham	For	For	Management
1.10	Elect Director Charles E. Phillips, Jr.	For	For	Management
1.11	Elect Director Naomi O. Seligman	For	For	Management
1.12	Elect Director George H. Conrades	For	For	Management
1.13	Elect Director Bruce R. Chizen	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

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### SANOFI AVENTIS

Ticker: SNY                      Security ID: 80105N105  
Meeting Date: APR 17, 2009      Meeting Type: Annual/Special  
Record Date: MAR 16, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Accept Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.20 per Share	For	For	Management
4	Ratify Appointment of Chris Viehbacher as Director	For	For	Management
5	Approve Auditors' Special Report Regarding Related-Party Transactions	For	For	Management
6	Approve Transaction with Chris Viehbacher Re: Severance Payments	For	Against	Management
7	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
8	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 1.3 Billion	For	For	Management
9	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 500 Million	For	For	Management
10	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	For	For	Management
11	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	For	For	Management
12	Authorize Capitalization of Reserves of Up to EUR 500 Million for Bonus Issue or Increase in Par Value	For	For	Management
13	Approve Employee Stock Purchase Plan	For	For	Management
14	Authorize up to 2.5 Percent of Issued Capital for Use in Stock Option Plan	For	Against	Management
15	Authorize up to 1.0 Percent of Issued Capital for Use in Restricted Stock Plan	For	Against	Management

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16	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
17	Amend Article 15 of the Bylaws Re: Audit Committee	For	For	Management
18	Authorize Filing of Required Documents/Other Formalities	For	For	Management

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### SUEZ

Ticker: Security ID: 864686100  
 Meeting Date: JUL 16, 2008 Meeting Type: Annual/Special  
 Record Date: JUN 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger by Absorption of Rivolam	For	For	Management
2	Approve Spin-Off of Suez Environnement	For	For	Management
3	Approve Distribution of 65 percent of Suez Environnement to Suez's Shareholders	For	For	Management
4	Approve Special Auditors' Report Regarding Related-Party Transactions	For	For	Management
5	Approve Merger by Absorption of Suez by GDF	For	For	Management
6	Authorize Filing of Required Documents/Other Formalities	For	For	Management

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### TOTAL SA

Ticker: TOT Security ID: 89151E109  
 Meeting Date: MAY 15, 2009 Meeting Type: Annual/Special  
 Record Date: APR 7, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.28 per Share	For	For	Management
4	Approve Special Auditors' Report Presenting Ongoing Related-Party Transactions	For	For	Management
5	Approve Transaction with Thierry Desmarest	For	For	Management
6	Approve Transaction with Christophe de Margerie	For	For	Management
7	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
8	Reelect Anne Lauvergeon as Director	For	Against	Management
9	Reelect Daniel Bouton as Director	For	Against	Management
10	Reelect Bertrand Collomb as Director	For	For	Management
11	Reelect Christophe de Margerie as Director	For	For	Management
12	Reelect Michel Pebereau as Director	For	Against	Management
13	Electe Patrick Artus as Director	For	For	Management
14	Amend Article 12 of Bylaws Re: Age	For	For	Management

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A	Limit for Chairman Amend Article 19 of Bylaws Re: Disclosure of Individual Stock Option Plans	Against	Against	Shareholder
B	Amend Article 11 of Bylaws Re: Nomination of Employee's Shareholder Representative to the Board of Directors	Against	Against	Shareholder
C	Approve Restricted Stock Plan for Employee	Against	Against	Shareholder

UBS AG

Ticker: UBS Security ID: H89231338  
Meeting Date: OCT 2, 2008 Meeting Type: Special  
Record Date: SEP 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECTION OF DIRECTOR: SALLY BOTT	For	For	Management
2	ELECTION OF DIRECTOR: RAINER-MARC FREY	For	For	Management
3	ELECTION OF DIRECTOR: BRUNO GEHRIG	For	For	Management
4	ELECTION OF DIRECTOR: WILLIAM G. PARRETT	For	For	Management
5	AMENDMENTS TO THE ARTICLES OF ASSOCIATION: ADJUSTMENT TO THE NEW UBS CORPORATE GOVERNANCE EFFECTIVE AS OF 1 JULY 2008	For	For	Management
6	IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS	For	Against	Management

UBS AG

Ticker: UBS Security ID: H89231338  
Meeting Date: NOV 27, 2008 Meeting Type: Special  
Record Date: OCT 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	MANDATORY CONVERTIBLE NOTES CREATION OF CONDITIONAL CAPITAL APPROVAL OF ARTICLE 4A PARA. 4 OF THE ARTICLES OF ASSOCIATION	For	For	Management
2	IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS	For	Against	Management

UBS AG

Ticker: UBS Security ID: H89231338

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Meeting Date: APR 15, 2009 Meeting Type: Annual

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Accept Financial Statements and Statutory Reports	For	Did Not Vote	Management
1.2	Approve 2009 Compensation Model	For	Did Not Vote	Management
2	Approve Carrying Forward of Net Loss	For	Did Not Vote	Management
3.1.1	Reelect Peter Voser as Director	For	Did Not Vote	Management
3.1.2	Reelect David Sidwell as Director	For	Did Not Vote	Management
3.1.3	Reelect Sally Bott as Director	For	Did Not Vote	Management
3.1.4	Reelect Rainer-Marc Frey as Director	For	Did Not Vote	Management
3.1.5	Reelect Bruno Gehrig as Director	For	Did Not Vote	Management
3.1.6	Reelect William Parrett as Director	For	Did Not Vote	Management
3.2.1	Elect Kaspar Villiger as Director	For	Did Not Vote	Management
3.2.2	Elect Michel Demare as Director	For	Did Not Vote	Management
3.2.3	Elect Ann Goodbehere as Director	For	Did Not Vote	Management
3.2.4	Elect Axel Lehmann as Director	For	Did Not Vote	Management
3.3	Ratify Ernst & Young Ltd. as Auditors	For	Did Not Vote	Management
3.4	Ratify BDO Visura as Special Auditors	For	Did Not Vote	Management
4	Approve Issuance of Warrants without Preemptive Rights; Approve Creation of CHF 10 Million Pool of Capital to Guarantee Conversion Rights	For	Did Not Vote	Management
5	Approve Creation of CHF 29.3 Million Pool of Capital without Preemptive Rights	For	Did Not Vote	Management

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UNITED TECHNOLOGIES CORP.

Ticker: UTX Security ID: 913017109

Meeting Date: APR 8, 2009 Meeting Type: Annual

Record Date: FEB 10, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Louis R. Chenevert	For	For	Management
1.2	Elect Director George David	For	For	Management
1.3	Elect Director John V. Faraci	For	For	Management
1.4	Elect Director Jean-Pierre Garnier	For	For	Management
1.5	Elect Director Jamie S. Gorelick	For	For	Management
1.6	Elect Director Carlos M. Gutierrez	For	For	Management
1.7	Elect Director Edward A. Kangas	For	For	Management
1.8	Elect Director Charles R. Lee	For	For	Management
1.9	Elect Director Richard D. McCormick	For	For	Management
1.10	Elect Director Harold McGraw III	For	For	Management
1.11	Elect Director Richard B. Myers	For	For	Management
1.12	Elect Director H. Patrick Swygert	For	For	Management
1.13	Elect Director Andre Villeneuve	For	For	Management
1.14	Elect Director Christine Todd Whitman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Foreign Military Sales Offsets	Against	Against	Shareholder

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VODAFONE GROUP PLC

Ticker: VOD Security ID: 92857W209

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Meeting Date: JUL 29, 2008 Meeting Type: Annual

Record Date: JUN 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Re-elect Sir John Bond as Director	For	For	Management
3	Re-elect John Buchanan as Director	For	For	Management
4	Re-elect Vittorio Colao as Director	For	For	Management
5	Re-elect Andy Halford as Director	For	For	Management
6	Re-elect Alan Jebson as Director	For	For	Management
7	Re-elect Nick Land as Director	For	For	Management
8	Re-elect Anne Lauvergeon as Director	For	For	Management
9	Re-elect Simon Murray as Director	For	For	Management
10	Re-elect Luc Vandavelde as Director	For	For	Management
11	Re-elect Anthony Watson as Director	For	For	Management
12	Re-elect Philip Yea as Director	For	For	Management
13	Approve Final Dividend of 5.02 Pence Per Ordinary Share	For	For	Management
14	Approve Remuneration Report	For	For	Management
15	Reappoint Deloitte & Touche LLP as Auditors of the Company	For	For	Management
16	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Management
17	Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of USD 1,100,000,000	For	For	Management
18	Subject to the Passing of Resolution 17, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of USD 300,000,000	For	For	Management
19	Authorise 5,300,000,000 Ordinary Shares for Market Purchase	For	For	Management
20	Authorise the Company and its Subsidiaries to Make EU Political Donations to Political Parties, and/or Independent Election Candidates, to Political Organisations Other Than Political Parties and Incur EU Political Expenditure up to GBP 100,000	For	For	Management
21	Amend Articles of Association	For	For	Management
22	Approve Vodafone Group 2008 Sharesave Plan	For	For	Management

===== END NPX REPORT

## SIGNATURES

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

LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

By: /s/ Charles Carroll  
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Charles Carroll  
Chief Executive Officer

Date: August 25, 2009

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

By: /s/ Charles Carroll  
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Charles Carroll  
Chief Executive Officer

Date: August 25, 2009