

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

ZWEIG TOTAL RETURN FUND INC
Form N-PX
August 27, 2007

.
.
.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

OMB APPROVAL
OMB Number: 3235-0582
Expires: March 31, 2006
Estimated average burden
hours per response..14.4

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-05620

Zweig Total Return Fund Inc.

(Exact name of registrant as specified in charter)

900 Third Avenue, New York, NY 10022

(Address of principal executive offices) (Zip code)

Marc Baltuch c/o Phoenix/Zweig Advisers, 900 Third Avenue, New York, NY 10022

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-451-1100

Date of fiscal year end: 12/31/07

Date of reporting period: 6/30/07

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, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

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

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

ICA File Number: 811-05620
Reporting Period: 07/01/2006 - 06/30/2007
Zweig Total Return Fund Inc

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

ABERCROMBIE & FITCH CO.

Ticker: ANF Security ID: 002896207
Meeting Date: JUN 13, 2007 Meeting Type: Annual
Record Date: APR 17, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John A. Golden	For	For	Management
1.2	Elect Director Edward F. Limato	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management
4	Ratify Auditors	For	For	Management

ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109
Meeting Date: JUN 12, 2007 Meeting Type: Annual
Record Date: APR 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William S. Ayer	For	For	Management
1.2	Elect Director R. Marc Langland	For	For	Management
1.3	Elect Director Dennis F. Madsen	For	For	Management
2	Reimbursement For Short-Slate Proxy Contests	Against	Against	Shareholder
3	Provide for Cumulative Voting	Against	Against	Shareholder
4	Separate Chairman and CEO Positions	Against	For	Shareholder
5	Amend Bylaws/Governance Documents -- Call Special Meetings	Against	For	Shareholder
6	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	Against	Shareholder

ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101

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

Meeting Date: MAY 15, 2007 Meeting Type: Annual

Record Date: MAR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	For	Management
2	Elect Director James G. Andress	For	For	Management
3	Elect Director Robert D. Beyer	For	For	Management
4	Elect Director W. James Farrell	For	For	Management
5	Elect Director Jack M. Greenberg	For	For	Management
6	Elect Director Ronald T. LeMay	For	For	Management
7	Elect Director Edward M. Liddy	For	For	Management
8	Elect Director J. Christopher Reyes	For	For	Management
9	Elect Director H. John Riley, Jr.	For	For	Management
10	Elect Director Joshua I. Smith	For	For	Management
11	Elect Director Judith A. Sprieser	For	For	Management
12	Elect Director Mary Alice Taylor	For	For	Management
13	Elect Director Thomas J. Wilson	For	For	Management
14	Ratify Auditors	For	For	Management
15	Reduce Supermajority Vote Requirement	For	For	Management

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103

Meeting Date: APR 26, 2007 Meeting Type: Annual

Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Elizabeth E. Bailey	For	For	Management
1.2	Elect Director Harold Brown	For	For	Management
1.3	Elect Director Mathis Cabiallavetta	For	For	Management
1.4	Elect Director Louis C. Camilleri	For	For	Management
1.5	Elect Director J. Dudley Fishburn	For	For	Management
1.6	Elect Director Robert E. R. Huntley	For	For	Management
1.7	Elect Director Thomas W. Jones	For	For	Management
1.8	Elect Director George Munoz	For	For	Management
1.9	Elect Director Lucio A. Noto	For	For	Management
1.10	Elect Director John S. Reed	For	For	Management
1.11	Elect Director Stephen M. Wolf	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Disclose Information on Secondhand Smoke	Against	Against	Shareholder
5	Cease Add Campaigns Oriented to Prevent Youth Smoking	Against	Against	Shareholder
6	Cease Production, Promotion, and Marketing of Tobacco Products	Against	Against	Shareholder
7	Adopt Animal Welfare Policy	Against	Against	Shareholder

AMDOCS LIMITED

Ticker: DOX Security ID: G02602103

Meeting Date: JAN 18, 2007 Meeting Type: Annual

Record Date: NOV 20, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce K. Anderson	For	For	Management
1.2	Elect Director Adrian Gardner	For	For	Management

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

1.3	Elect Director Charles E. Foster	For	For	Management
1.4	Elect Director James S. Kahan	For	For	Management
1.5	Elect Director Dov Baharav	For	For	Management
1.6	Elect Director Julian A. Brodsky	For	For	Management
1.7	Elect Director Eli Gelman	For	For	Management
1.8	Elect Director Nehemia Lemelbaum	For	For	Management
1.9	Elect Director John T. McLennan	For	For	Management
1.10	Elect Director Robert A. Minicucci	For	For	Management
1.11	Elect Director Simon Olswang	For	For	Management
1.12	Elect Director Mario Segal	For	Withhold	Management
1.13	Elect Director Joseph Vardi	For	For	Management
2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2006.	For	For	Management
3	RATIFICATION AND APPROVAL OF ERNST & YOUNG LLP AND AUTHORIZATION OF AUDIT COMMITTEE OF BOARD TO FIX REMUNERATION.	For	For	Management

AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874107
Meeting Date: MAY 16, 2007 Meeting Type: Annual
Record Date: MAR 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Marshall A. Cohen	For	For	Management
1.2	Elect Director Martin S. Feldstein	For	For	Management
1.3	Elect Director Ellen V. Futter	For	For	Management
1.4	Elect Director Stephen L. Hammerman	For	For	Management
1.5	Elect Director Richard C. Holbrooke	For	For	Management
1.6	Elect Director Fred H. Langhammer	For	For	Management
1.7	Elect Director George L. Miles, Jr.	For	For	Management
1.8	Elect Director Morris W. Offit	For	For	Management
1.9	Elect Director James F. Orr, III	For	For	Management
1.10	Elect Director Virginia M. Rometty	For	For	Management
1.11	Elect Director Martin J. Sullivan	For	For	Management
1.12	Elect Director Michael H. Sutton	For	For	Management
1.13	Elect Director Edmund S.W. Tse	For	For	Management
1.14	Elect Director Robert B. Willumstad	For	For	Management
1.15	Elect Director Frank G. Zarb	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder

AMGEN, INC.

Ticker: AMGN Security ID: 031162100
Meeting Date: MAY 9, 2007 Meeting Type: Annual
Record Date: MAR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Frank J. Biondi, Jr.	For	For	Management
2	Elect Director Jerry D. Choate	For	For	Management
3	Elect Director Frank C. Herringer	For	For	Management
4	Elect Director Gilbert S. Omenn	For	For	Management
5	Ratify Auditors	For	For	Management

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

6	Declassify the Board of Directors	For	For	Management
7	Declassify the Board of Directors	For	For	Management
8	Develop an Animal Welfare Policy	Against	Against	Shareholder
9	Prepare a Sustainability Report	Against	Against	Shareholder

AMR CORP.

Ticker: AMR Security ID: 001765106
Meeting Date: MAY 16, 2007 Meeting Type: Annual
Record Date: MAR 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerard J. Arpey	For	For	Management
1.2	Elect Director John W. Bachmann	For	For	Management
1.3	Elect Director David L. Boren	For	For	Management
1.4	Elect Director Armando M. Codina	For	For	Management
1.5	Elect Director Earl G. Graves	For	For	Management
1.6	Elect Director Ann M. Korologos	For	For	Management
1.7	Elect Director Michael A. Miles	For	For	Management
1.8	Elect Director Philip J. Purcell	For	For	Management
1.9	Elect Director Ray M. Robinson	For	For	Management
1.10	Elect Director Judith Rodin	For	For	Management
1.11	Elect Director Matthew K. Rose	For	For	Management
1.12	Elect Director Roger T. Staubach	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Amend Bylaws -- Call Special Meetings	Against	For	Shareholder
5	Performance-Based Equity Awards	Against	Against	Shareholder
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102
Meeting Date: NOV 2, 2006 Meeting Type: Annual
Record Date: SEP 15, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G.A. Andreas	For	For	Management
1.2	Elect Director A.L. Boeckmann	For	For	Management
1.3	Elect Director M.H. Carter	For	Withhold	Management
1.4	Elect Director R.S. Joslin	For	For	Management
1.5	Elect Director A. Maciel	For	For	Management
1.6	Elect Director P.J. Moore	For	For	Management
1.7	Elect Director M.B. Mulroney	For	For	Management
1.8	Elect Director T.F. O'Neill	For	For	Management
1.9	Elect Director O.G. Webb	For	Withhold	Management
1.10	Elect Director K.R. Westbrook	For	For	Management
1.11	Elect Director P.A. Woertz	For	For	Management
2	Report on Genetically Modified Organisms (GMO)	Against	Against	Shareholder
3	Adopt ILO Standards	Against	For	Shareholder

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

AT&T INC

Ticker: T Security ID: 00206R102
 Meeting Date: APR 27, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William F. Aldinger III	For	For	Management
2	Elect Director Gilbert F. Amelio	For	For	Management
3	Elect Director Reuben V. Anderson	For	For	Management
4	Elect Director James H. Blanchard	For	For	Management
5	Elect Director August A. Busch III	For	For	Management
6	Elect Director James P. Kelly	For	For	Management
7	Elect Director Charles F. Knight	For	For	Management
8	Elect Director Jon C. Madonna	For	For	Management
9	Elect Director Lynn M. Martin	For	For	Management
10	Elect Director John B. McCoy	For	For	Management
11	Elect Director Mary S. Metz	For	For	Management
12	Elect Director Toni Rembe	For	For	Management
13	Elect Director Joyce M. Roche	For	For	Management
14	Elect Director Randall L. Stephenson	For	For	Management
15	Elect Director Laura D' Andrea Tyson	For	For	Management
16	Elect Director Patricia P. Upton	For	For	Management
17	Elect Director Edward E. Whitacre, Jr.	For	For	Management
18	Ratify Auditors	For	For	Management
19	Compensation Specific-Severance Payments to Executives	For	For	Management
20	Report on Political Contributions	Against	Against	Shareholder
21	Amend Articles/Bylaws/Charter - Call Special Meetings	Against	For	Shareholder
22	Pay For Superior Performance	Against	For	Shareholder
23	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
24	Establish SERP Policy	Against	For	Shareholder

 BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William Barnet, III	For	For	Management
2	Elect Director Frank P. Bramble, Sr.	For	For	Management
3	Elect Director John T. Collins	For	For	Management
4	Elect Director Gary L. Countryman	For	For	Management
5	Elect Director Tommy R. Franks	For	For	Management
6	Elect Director Charles K. Gifford	For	For	Management
7	Elect Director W. Steven Jones	For	For	Management
8	Elect Director Kenneth D. Lewis	For	For	Management
9	Elect Director Monica C. Lozano	For	For	Management
10	Elect Director Walter E. Massey	For	For	Management
11	Elect Director Thomas J. May	For	For	Management
12	Elect Director Patricia E. Mitchell	For	For	Management
13	Elect Director Thomas M. Ryan	For	For	Management
14	Elect Director O. Temple Sloan, Jr.	For	For	Management
15	Elect Director Meredith R. Spangler	For	For	Management
16	Elect Director Robert L. Tillman	For	For	Management
17	Elect Director Jackie M. Ward	For	For	Management

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

18	Ratify Auditors	For	For	Management
19	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
20	Change Size of Board of Directors	Against	Against	Shareholder
21	Separate Chairman and CEO Positions	Against	Against	Shareholder

BOEING CO., THE

Ticker: BA Security ID: 097023105
 Meeting Date: APR 30, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John H. Biggs	For	For	Management
2	Elect Director John E. Bryson	For	For	Management
3	Elect Director Arthur D. Collins, Jr.	For	For	Management
4	Elect Director Linda Z. Cook	For	For	Management
5	Elect Director William M. Daley	For	For	Management
6	Elect Director Kenneth M. Duberstein	For	For	Management
7	Elect Director John F. McDonnell	For	For	Management
8	Elect Director W. James McNerney, Jr.	For	For	Management
9	Elect Director Richard D. Nanula	For	For	Management
10	Elect Director Rozanne L. Ridgway	For	For	Management
11	Elect Director Mike S. Zafirovski	For	For	Management
12	Ratify Auditors	For	For	Management
13	Report on Foreign Arms Sales	Against	Against	Shareholder
14	Adopt Human Rights Policy	Against	For	Shareholder
15	Report on Charitable Contributions	Against	Against	Shareholder
16	Report on Political Contributions	Against	For	Shareholder
17	Separate Chairman and CEO Positions	Against	Against	Shareholder
18	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	Against	Shareholder
19	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
20	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
21	Claw-back of Payments under Restatements	Against	Against	Shareholder

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108
 Meeting Date: MAY 1, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lewis B. Campbell	For	For	Management
2	Elect Director James M. Cornelius	For	For	Management
3	Elect Director Louis J. Freeh	For	For	Management
4	Elect Director Laurie H. Glimcher	For	For	Management
5	Elect Director Michael Grobstein	For	For	Management
6	Elect Director Leif Johansson	For	For	Management
7	Elect Director James D. Robinson III	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director R. Sanders Williams	For	For	Management
10	Ratify Auditors	For	For	Management
11	Approve Omnibus Stock Plan	For	For	Management
12	Approve Executive Incentive Bonus Plan	For	For	Management

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

13	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
14	Claw-back of Payments under Restatements	Against	Against	Shareholder
15	Restore or Provide for Cumulative Voting	Against	For	Shareholder

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: NOV 15, 2006 Meeting Type: Annual
 Record Date: SEP 18, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Carol A. Bartz	For	For	Management
1.2	Elect Director M. Michele Burns	For	For	Management
1.3	Elect Director Michael D. Capellas	For	For	Management
1.4	Elect Director Larry R. Carter	For	For	Management
1.5	Elect Director John T. Chambers	For	For	Management
1.6	Elect Director Dr. John L. Hennessy	For	For	Management
1.7	Elect Director Richard M. Kovacevich	For	For	Management
1.8	Elect Director Roderick C. McGeary	For	For	Management
1.9	Elect Director Steven M. West	For	For	Management
1.10	Elect Director Jerry Yang	For	For	Management
2	Ratify Auditors	For	For	Management
3	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
4	Report on Pay Disparity	Against	Against	Shareholder
5	Report on Internet Fragmentation	Against	For	Shareholder

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 9, 2007 Meeting Type: Annual
 Record Date: MAR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James E. Copeland, Jr.	For	For	Management
2	Elect Director Kenneth M. Duberstein	For	For	Management
3	Elect Director Ruth R. Harkin	For	For	Management
4	Elect Director William R. Rhodes	For	For	Management
5	Elect Director J. Stapleton Roy	For	For	Management
6	Elect Director William E. Wade, Jr.	For	For	Management
7	Ratify Auditors	For	For	Management
8	Report on Political Contributions	Against	Against	Shareholder
9	Report on Renewable Energy Sources	Against	Against	Shareholder
10	Require Director Nominee Qualifications	Against	Against	Shareholder
11	Report on Environmental Damage from Drilling in the National Petroleum Reserve	Against	For	Shareholder
12	Report on Indigenous Peoples Rights Policies	Against	Against	Shareholder
13	Report on Community Impact of Operations	Against	Against	Shareholder

CONTINENTAL AIRLINES, INC.

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

Ticker: CAL Security ID: 210795308
 Meeting Date: JUN 12, 2007 Meeting Type: Annual
 Record Date: APR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas J. Barrack, Jr.	For	For	Management
1.2	Elect Director Kirbyjon H. Caldwell	For	For	Management
1.3	Elect Director Lawrence W. Kellner	For	For	Management
1.4	Elect Director Douglas H. McCorkindale	For	For	Management
1.5	Elect Director Henry L. Meyer, III	For	For	Management
1.6	Elect Director Oscar Munoz	For	For	Management
1.7	Elect Director George G.C. Parker	For	For	Management
1.8	Elect Director Jeffery A. Smisek	For	For	Management
1.9	Elect Director Karen Hastie Williams	For	For	Management
1.10	Elect Director Ronald B. Woodard	For	For	Management
1.11	Elect Director Charles A. Yamarone	For	For	Management
2	Ratify Auditors	For	For	Management
3	Publish Political Contributions	Against	Against	Shareholder
4	Performance-Based and/or Time-Based Equity Awards	Against	Against	Shareholder
5	Other Business	None	Against	Management

CORNING INC.

Ticker: GLW Security ID: 219350105
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert F. Cummings, Jr.	For	For	Management
1.2	Elect Director Eugene C. Sit	For	Withhold	Management
1.3	Elect Director William D. Smithburg	For	Withhold	Management
1.4	Elect Director Hansel E. Tookes II	For	Withhold	Management
1.5	Elect Director Wendell P. Weeks	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder

COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105
 Meeting Date: JAN 31, 2007 Meeting Type: Annual
 Record Date: NOV 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Benjamin S. Carson	For	For	Management
1.2	Elect Director William H. Gates	For	For	Management
1.3	Elect Director Hamilton E. James	For	For	Management
1.4	Elect Director Jill S. Ruckelshaus	For	For	Management
2	Ratify Auditors	For	For	Management

DELL INC.

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

Ticker: DELL Security ID: 24702R101
 Meeting Date: JUL 21, 2006 Meeting Type: Annual
 Record Date: MAY 26, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald J. Carty	For	For	Management
1.2	Elect Director Michael S. Dell	For	For	Management
1.3	Elect Director William H. Gray, III	For	For	Management
1.4	Elect Director Sallie L. Krawcheck	For	For	Management
1.5	Elect Director Alan (A.G.) Lafley	For	For	Management
1.6	Elect Director Judy C. Lewent	For	For	Management
1.7	Elect Director Klaus S. Luft	For	For	Management
1.8	Elect Director Alex J. Mandl	For	For	Management
1.9	Elect Director Michael A. Miles	For	For	Management
1.10	Elect Director Samuel A. Nunn, Jr.	For	For	Management
1.11	Elect Director Kevin B. Rollins	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt ILO-Based Code of Conduct	Against	Against	Shareholder
4	Compensation Company Specific--Declaration of Dividend	Against	Against	Shareholder

DEUTSCHE BANK AG

Ticker: DB Security ID: D18190898
 Meeting Date: MAY 24, 2007 Meeting Type: Annual
 Record Date: APR 13, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROPRIATION OF DISTRIBUTABLE PROFIT	For	For	Management
2	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2006 FINANCIAL YEAR	For	For	Management
3	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2006 FINANCIAL YEAR	For	For	Management
4	ELECTION OF THE AUDITOR FOR THE 2007 FINANCIAL YEAR, INTERIM ACCOUNT	For	For	Management
5	AUTHORIZATION TO ACQUIRE OWN SHARES FOR TRADING PURPOSES (SECTION 71 (1) NO. 7 STOCK CORPORATION ACT)	For	For	Management
6	AUTHORIZATION TO ACQUIRE OWN SHARES PURSUANT TO SECTION 71 (1) NO. 8 STOCK CORPORATION ACT AS WELL AS FOR THEIR USE	For	For	Management
7	AUTHORIZATION TO USE DERIVATIVES WITHIN THE FRAMEWORK OF THE PURCHASE OF OWN SHARES	For	For	Management
8	ELECTION TO THE SUPERVISORY BOARD	For	For	Management
9	RESOLUTION PURSUANT TO SECTION 244 STOCK CORPORATION ACT CONFIRMING THE RESOLUTION RE AGENDA ITEM 8	For	For	Management
10	RESOLUTION ON AN AMENDMENT TO SECTION 14 OF THE ARTICLES OF ASSOCIATION CONCERNING THE REMUNERATION OF THE SUPERVISORY BOARD	For	For	Management
11	RESOLUTION ON AN AMENDMENT TO SECTION 3 OF THE ARTICLES OF ASSOCIATION	For	For	Management
12	RESOLUTION ON THE AMENDMENT OF SECTION 8 OF THE ARTICLES OF ASSOCIATION ON THE REORGANIZATION OF THE ADVISORY BODIES	For	For	Management
13	CREATION OF NEW AUTHORIZED CAPITAL AND	For	For	Management

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

AMENDMENT TO THE ARTICLES OF ASSOCIATION

DOW CHEMICAL COMPANY, THE

Ticker: DOW Security ID: 260543103
 Meeting Date: MAY 10, 2007 Meeting Type: Annual
 Record Date: MAR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arnold A. Allemang	For	For	Management
1.2	Elect Director Jacqueline K. Barton	For	For	Management
1.3	Elect Director James A. Bell	For	For	Management
1.4	Elect Director Jeff M. Fetting	For	For	Management
1.5	Elect Director Barbara H. Franklin	For	For	Management
1.6	Elect Director John B. Hess	For	For	Management
1.7	Elect Director Andrew N. Liveris	For	For	Management
1.8	Elect Director Geoffery E. Merszei	For	For	Management
1.9	WITHDRAWN	None	Withhold	Management
1.10	Elect Director James M. Ringler	For	For	Management
1.11	Elect Director Ruth G. Shaw	For	For	Management
1.12	Elect Director Paul G. Stern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Report on Remediation Policies in Bhopal	Against	Against	Shareholder
5	Report on Genetically Modified Organisms	Against	Against	Shareholder
6	Report on Environmental Remediation	Against	For	Shareholder
7	Evaluate Potential Links Between Company Products and Asthma	Against	Against	Shareholder

EMC CORP.

Ticker: EMC Security ID: 268648102
 Meeting Date: MAY 3, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael W. Brown	For	For	Management
1.2	Elect Director John R. Egan	For	For	Management
1.3	Elect Director David N. Strohm	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Declassify the Board of Directors	For	For	Management
6	Limit Composition of Committee(s) to Independent Directors	Against	Against	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
8	Company Specific-Adopt Simple Majority Vote	Against	For	Shareholder
9	Pay For Superior Performance	Against	Against	Shareholder

FORD MOTOR COMPANY

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

Ticker: F Security ID: 345370860
 Meeting Date: MAY 10, 2007 Meeting Type: Annual
 Record Date: MAR 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John R. H. Bond	For	For	Management
1.2	Elect Director Stephen G. Butler	For	For	Management
1.3	Elect Director Kimberly A. Casiano	For	For	Management
1.4	Elect Director Edsel B. Ford, II	For	For	Management
1.5	Elect Director William Clay Ford, Jr.	For	For	Management
1.6	Elect Director Irvine O. Hockaday, Jr.	For	For	Management
1.7	Elect Director Richard A. Manoogian	For	For	Management
1.8	Elect Director Ellen R. Marram	For	For	Management
1.9	Elect Director Alan Mulally	For	For	Management
1.10	Elect Director Homer A. Neal	For	For	Management
1.11	Elect Director Jorma Ollila	For	For	Management
1.12	Elect Director John L. Thornton	For	For	Management
2	Ratify Auditor	For	For	Management
3	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
4	Adopt Greenhouse Gas Emissions Goals	Against	For	Shareholder
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
6	Company-Specific -- Adopt Recapitalization Plan	Against	For	Shareholder
7	Report on Global Warming	Against	Against	Shareholder
8	Amend EEO Policy to Exclude Reference to Sexual Orientation	Against	Against	Shareholder
9	Performance-Based Awards	Against	Against	Shareholder
10	Report on Implications of Rising Health Care Costs	Against	Against	Shareholder

GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	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 Claudio X. Gonzalez	For	Withhold	Management
1.5	Elect Director Susan Hockfield	For	For	Management
1.6	Elect Director Jerry R. Immelt	For	For	Management
1.7	Elect Director Andrea Jung	For	For	Management
1.8	Elect Director Alan G. Lafley	For	For	Management
1.9	Elect Director Robert W. Lane	For	For	Management
1.10	Elect Director Ralph S. Larsen	For	For	Management
1.11	Elect Director Rochelle B. Lazarus	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
1.16	Elect Director Robert C. Wright	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Vote Standard in Director Elections	For	For	Management

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

4	Approve Omnibus Stock Plan	For	For	Management
5	Company-Specific-Approve Material Terms of Senior Officer Performance Goals	For	For	Management
6	Provide for Cumulative Voting	Against	For	Shareholder
7	Company-Specific -- Adopt Policy on Overboarded Directors	Against	For	Shareholder
8	Company-Specific -- One Director from the Ranks of Retirees	Against	Against	Shareholder
9	Separate Chairman and CEO Positions	Against	For	Shareholder
10	Limit Dividend and Dividend Equivalent Payments to Executives	Against	For	Shareholder
11	Report on Charitable Contributions	Against	Against	Shareholder
12	Report on Global Warming	Against	Against	Shareholder
13	Adopt Ethical Criteria for Military Contracts	Against	Against	Shareholder
14	Report on Pay Disparity	Against	Against	Shareholder

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 9, 2007 Meeting Type: Annual
 Record Date: MAR 22, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul Berg	For	For	Management
1.2	Elect Director John F. Cogan	For	For	Management
1.3	Elect Director Etienne F. Davignon	For	Withhold	Management
1.4	Elect Director James M. Denny	For	For	Management
1.5	Elect Director Carla A. Hills	For	For	Management
1.6	Elect Director John W. Madigan	For	For	Management
1.7	Elect Director John C. Martin	For	For	Management
1.8	Elect Director Gordon E. Moore	For	For	Management
1.9	Elect Director Nicholas Moore	For	For	Management
1.10	Elect Director Gayle E. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104
 Meeting Date: APR 11, 2007 Meeting Type: Annual
 Record Date: JAN 26, 2007

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

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

11	Elect Director Edward M. Liddy	For	For	Management
12	Elect Director Ruth J. Simmons	For	For	Management
13	Elect Director Jon Winkelried	For	For	Management
14	Ratify Auditors	For	For	Management
15	Report on Charitable Contributions	Against	Against	Shareholder
16	Sustainability Report	Against	Against	Shareholder
17	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder

HALLIBURTON CO.

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 16, 2007 Meeting Type: Annual
 Record Date: MAR 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Kathleen M. Bader	For	For	Management
2	Elect Director Alan M. Bennett	For	For	Management
3	Elect Director James R. Boyd	For	For	Management
4	Elect Director Milton Carroll	For	For	Management
5	Elect Director Robert L. Crandall	For	For	Management
6	Elect Director Kenneth T. Derr	For	For	Management
7	Elect Director S. Malcolm Gillis	For	For	Management
8	Elect Director W. R. Howell	For	For	Management
9	Elect Director David J. Lesar	For	For	Management
10	Elect Director J. Landis Martin	For	For	Management
11	Elect Director Jay A. Precourt	For	For	Management
12	Elect Director Debra L. Reed	For	For	Management
13	Ratify Auditors	For	For	Management
14	Review Human Rights Policies	Against	For	Shareholder
15	Report on Political Contributions	Against	For	Shareholder
16	Amend Terms of Existing Poison Pill	Against	Against	Shareholder

HEWLETT-PACKARD CO.

Ticker: HPQ Security ID: 428236103
 Meeting Date: MAR 14, 2007 Meeting Type: Annual
 Record Date: JAN 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L.T. Babbio, Jr.	For	For	Management
2	Elect Director S.M. Baldauf	For	For	Management
3	Elect Director R.A. Hackborn	For	For	Management
4	Elect Director J.H. Hammergren	For	For	Management
5	Elect Director M.V. Hurd	For	For	Management
6	Elect Director R.L. Ryan	For	For	Management
7	Elect Director L.S. Salhany	For	For	Management
8	Elect Director G.K.Thompson	For	For	Management
9	Ratify Auditors	For	For	Management
10	Require Director Nominee Qualifications	Against	For	Shareholder
11	Separate Chairman and CEO Positions	Against	Against	Shareholder
12	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
13	Performance-Based Equity Awards	Against	For	Shareholder

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

HONDA MOTOR CO. LTD.

Ticker: 7267 Security ID: 438128308
 Meeting Date: JUN 22, 2007 Meeting Type: Annual
 Record Date: MAR 30, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	DISTRIBUTION OF DIVIDENDS	For	For	Management
2	PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION	For	For	Management
3.1	Elect Director Takeo Fukui	For	For	Management
3.2	Elect Director Satoshi Aoki	For	For	Management
3.3	Elect Director Minoru Harada	For	For	Management
3.4	Elect Director Atsuyoshi Hyogo	For	For	Management
3.5	Elect Director Satoshi Toshida	For	For	Management
3.6	Elect Director Koki Hirashima	For	For	Management
3.7	Elect Director Koichi Kondo	For	For	Management
3.8	Elect Director Mikio Yoshimi	For	For	Management
3.9	Elect Director Toru Onda	For	For	Management
3.10	Elect Director Akira Takano	For	For	Management
3.11	Elect Director Shigeru Takagi	For	For	Management
3.12	Elect Director Tetsuo Iwamura	For	For	Management
3.13	Elect Director Tatsuhiro Oyama	For	For	Management
3.14	Elect Director Satoru Kishi	For	For	Management
3.15	Elect Director Kensaku Hogen	For	For	Management
3.16	Elect Director Hiroyuki Yoshino	For	For	Management
3.17	Elect Director Fumihiko Ike	For	For	Management
3.18	Elect Director Takanobu Ito	For	For	Management
3.19	Elect Director Masaaki Kato	For	For	Management
3.20	Elect Director Sho Minekawa	For	For	Management
4	ELECTION OF CORPORATE AUDITOR: KOUKEI HIGUCHI	For	Against	Management
5	ELECTION OF CORPORATE AUDITOR: YUJI MATSUDA	For	Against	Management
6	PAYMENT OF BONUS TO DIRECTORS AND CORPORATE AUDITORS FOR THE 83RD FISCAL YEAR	For	For	Management
7	PRESENTATION OF RETIREMENT ALLOWANCE TO RETIRING DIRECTORS AND CORPORATE AUDITOR FOR THEIR RESPECTIVE SERVICES	For	Against	Management

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Cathleen Black	For	For	Management
1.2	Elect Director Kenneth I. Chenault	For	For	Management
1.3	Elect Director Juergen Dormann	For	For	Management
1.4	Elect Director Michael L. Eskew	For	For	Management
1.5	Elect Director Shirley Ann Jackson	For	For	Management
1.6	Elect Director Minoru Makihara	For	For	Management
1.7	Elect Director Lucio A. Noto	For	For	Management
1.8	Elect Director James W. Owens	For	For	Management
1.9	Elect Director Samuel J. Palmisano	For	For	Management
1.10	Elect Director Joan E. Spero	For	For	Management

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

1.11	Elect Director Sidney Taurel	For	For	Management
1.12	Elect Director Lorenzo H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Reduce Supermajority Vote Requirement	For	For	Management
7	Restore or Provide for Cumulative Voting	Against	For	Shareholder
8	Evaluate Age Discrimination in Retirement Plans	Against	Against	Shareholder
9	Review Executive Compensation	Against	For	Shareholder
10	Report on Outsourcing	Against	Against	Shareholder
11	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 15, 2007 Meeting Type: Annual
 Record Date: MAR 16, 2007

#	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 James S. Crown	For	For	Management
1.4	Elect Director James Dimon	For	For	Management
1.5	Elect Director Ellen V. Futter	For	For	Management
1.6	Elect Director William H. Gray, III	For	For	Management
1.7	Elect Director Laban P. Jackson, Jr.	For	For	Management
1.8	Elect Director Robert I. Lipp	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	Put Repricing of Stock Options to Shareholder Vote	Against	Against	Shareholder
4	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
6	Separate Chairman and CEO Positions	Against	Against	Shareholder
7	Provide for Cumulative Voting	Against	For	Shareholder
8	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
9	Report on Political Contributions	Against	Against	Shareholder
10	Report on Management Initiatives to Address Links to Slavery and Human Rights Abuse	Against	Against	Shareholder

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

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

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

1	Elect Director James M. Jenness	For	For	Management
2	Elect Director Linda Johnson Rice	For	For	Management
3	Elect Director Marc J. Shapiro	For	For	Management
4	Ratify Auditors	For	For	Management
5	Declassify the Board of Directors	For	For	Management
6	Adopt Simple Majority Vote	Against	For	Shareholder
7	Adopt ILO Standards	Against	Against	Shareholder
8	Report on Feasibility of Phasing Out the Use of Non-certified Wood Fiber	Against	Against	Shareholder

L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael T. Strianese	For	For	Management
1.2	Elect Director Claude R. Canizares	For	For	Management
1.3	Elect Director Thomas A. Corcoran	For	For	Management
1.4	Elect Director Alan H. Washkowitz	For	For	Management
2	Ratify Auditors	For	For	Management

MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 24, 2007 Meeting Type: Annual
 Record Date: MAR 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Edward A. Brennan	For	For	Management
2	Elect Director Walter E. Massey	For	For	Management
3	Elect Director John W. Rogers, Jr.	For	For	Management
4	Elect Director Roger W. Stone	For	For	Management
5	Ratify Auditors	For	For	Management
6	Label Genetically Modified Organisms	Against	Against	Shareholder
7	Adopt and Implement ILO Based Code of Conduct	Against	Against	Shareholder

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard T. Clark	For	For	Management
1.2	Elect Director Johnnetta B. Cole, Ph.D.	For	For	Management
1.3	Elect Director William B. Harrison, Jr.	For	For	Management
1.4	Elect Director William N. Kelley, M.D.	For	For	Management
1.5	Elect Director Rochelle B. Lazarus	For	For	Management
1.6	Elect Director Thomas E. Shenk, Ph.D.	For	For	Management
1.7	Elect Director Anne M. Tatlock	For	For	Management

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

1.8	Elect Director Samuel O. Thier, M.D.	For	For	Management
1.9	Elect Director Wendell P. Weeks	For	For	Management
1.10	Elect Director Peter C. Wendell	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Establish Range For Board Size	For	For	Management
6	Replace Cumulative Voting to Majority Vote Standard for the Election of Directors	For	For	Management
7	Publish Political Contributions	Against	Against	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

MERRILL LYNCH & CO., INC.

Ticker: MER Security ID: 590188108
 Meeting Date: APR 27, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John D. Finnegan	For	For	Management
1.2	Elect Director Joseph W. Prueher	For	For	Management
1.3	Elect Director Ann N. Reese	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 14, 2006 Meeting Type: Annual
 Record Date: SEP 8, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William H. Gates, III	For	For	Management
2	Elect Director Steven A. Ballmer	For	For	Management
3	Elect Director James I. Cash, Jr., Ph.D.	For	For	Management
4	Elect Director Dina Dublon	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director David F. Marquardt	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Helmut Panke	For	For	Management
9	Elect Director Jon A. Shirley	For	For	Management
10	Ratify Auditors	For	For	Management
11	Cease Product Sales that Can Be Used to Violate Human Rights	Against	Against	Shareholder
12	Amend EEO Statement to Not Reference Sexual Orientation	Against	Against	Shareholder
13	Establish Shareholder Advisory Committee	Against	Against	Shareholder

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

MORGAN STANLEY

Ticker: MS Security ID: 617446448
 Meeting Date: APR 10, 2007 Meeting Type: Annual
 Record Date: FEB 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Roy J. Bostock	For	For	Management
2	Elect Director Erskine B. Bowles	For	For	Management
3	Elect Director Howard J. Davies	For	For	Management
4	Elect Director C. Robert Kidder	For	For	Management
5	Elect Director John J. Mack	For	For	Management
6	Elect Director Donald T. Nicolaisen	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Hutham S. Olayan	For	For	Management
9	Elect Director Charles E. Phillips, Jr.	For	For	Management
10	Elect Director Griffith Sexton	For	For	Management
11	Elect Director Laura D. Tyson	For	For	Management
12	Elect Director Klaus Zumwinkel	For	Against	Management
13	Ratify Auditors	For	For	Management
14	Approve Omnibus Stock Plan	For	Against	Management
15	Amend Vote Requirements to Amend Articles/Bylaws/Charter	Against	For	Shareholder
16	Approve Report of the Compensation Committee	Against	For	Shareholder

NABORS INDUSTRIES, LTD.

Ticker: NBR Security ID: G6359F103
 Meeting Date: JUN 5, 2007 Meeting Type: Annual
 Record Date: APR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alexander M. Knaster	For	For	Management
1.2	Elect Director James L. Payne	For	For	Management
1.3	Elect Director Hans W. Schmidt	For	For	Management
2	Ratify Auditors	For	For	Management
3	SHAREHOLDER PROPOSAL TO PERMIT SHAREHOLDERS TO VOTE ON AN ADVISORY RESOLUTION TO RATIFY THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF THE COMPANY.	Against	For	Shareholder
4	SHAREHOLDER PROPOSAL TO ADOPT A PAY FOR SUPERIOR PERFORMANCE STANDARD IN THE COMPANY S EXECUTIVE COMPENSATION PLAN FOR SENIOR EXECUTIVES.	Against	For	Shareholder

NASDAQ STOCK MARKET, INC, THE

Ticker: NDAQ Security ID: 631103108
 Meeting Date: MAY 23, 2007 Meeting Type: Annual
 Record Date: APR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director H. Furlong Baldwin	For	For	Management

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

1.2	Elect Director Michael Casey	For	For	Management
1.3	Elect Director Daniel Coleman	For	For	Management
1.4	Elect Director Lon Gorman	For	For	Management
1.5	Elect Director Robert Greifeld	For	For	Management
1.6	Elect Director Patrick J. Healy	For	For	Management
1.7	Elect Director Glenn H. Hutchins	For	For	Management
1.8	Elect Director Merit E. Janow	For	For	Management
1.9	Elect Director John D. Markese	For	For	Management
1.10	Elect Director Thomas F. O'Neill	For	For	Management
1.11	Elect Director James S. Riepe	For	For	Management
1.12	Elect Director Thomas G. Stemberg	For	For	Management
1.13	Elect Director Deborah L. Wince-Smith	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management

NEWELL RUBBERMAID INC.

Ticker: NWL Security ID: 651229106
 Meeting Date: MAY 8, 2007 Meeting Type: Annual
 Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Scott S. Cowen	For	Withhold	Management
1.2	Elect Director Cynthia A. Montgomery	For	Withhold	Management
1.3	Elect Director Gordon R. Sullivan	For	Withhold	Management
1.4	Elect Director Michael A. Todman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Simple Majority Vote	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

NIKE, INC.

Ticker: NKE Security ID: 654106103
 Meeting Date: SEP 18, 2006 Meeting Type: Annual
 Record Date: JUL 25, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jill K. Conway	For	For	Management
1.2	Elect Director Alan B. Graf, Jr.	For	For	Management
1.3	Elect Director Jeanne P. Jackson	For	For	Management
2	Report on Charitable Contributions	Against	Against	Shareholder
3	Ratify Auditors	For	For	Management

NOKIA CORP.

Ticker: NOK Security ID: 654902204
 Meeting Date: MAY 3, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Financial Statements and Statutory Reports, Including Auditors'	For	For	Management

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

	Report; Accept Financial Statements and Statutory Reports			
2	Approve Allocation of Income and Dividends of EUR 0.43 Per Share	For	For	Management
3	Approve Discharge of Board and President	For	For	Management
4	Amend Articles to Comply with New Finnish Companies Act	For	For	Management
5	Approve Remuneration of Directors	For	For	Management
6	Fix Number of Directors at 11	For	For	Management
7.1	Elect Director Georg Ehrnrooth	For	For	Management
7.2	Elect Director Daniel R. Hesse	For	For	Management
7.3	Elect Director Bengt Holmstrom	For	For	Management
7.4	Elect Director Per Karlsson	For	For	Management
7.5	Elect Director Jorma Ollila	For	For	Management
7.6	Elect Director Marjorie Scardino	For	For	Management
7.7	Elect Director Keijo Suila	For	For	Management
7.8	Elect Director Vesa Vainio	For	For	Management
7.9	Elect Director Lalita D. Gupte	For	For	Management
7.10	Elect Director Henning Kagermann	For	For	Management
7.11	Elect Director Olli-Pekka Kallasvuo	For	For	Management
8	Approve Remuneration of Auditors	For	For	Management
9	Reelect PricewaterhouseCoopers Oy as Auditor	For	For	Management
10	Approve Stock Option Plan for Key Employees; Approve Creation of Pool of Conditional Capital to Guarantee Conversion Rights	For	For	Management
11	Approve Minimum EUR 2.3 Billion Reduction in Share Premium Account	For	For	Management
12	Amend 2001, 2003, and 2005 Stock Option Plans Re: Record Subscription Prices in Invested Non-restricted Equity Fund	For	For	Management
13	Approve Creation of Pool of Capital without Preemptive Rights Consisting of up to 800 Million Shares	For	For	Management
14	Authorize Repurchase of up to 10 Percent of Issued Share Capital	For	For	Management
15	Mark The Box If you wish to Instruct Nokia S Legal Counsels To Vote In their Discretion On Your behalf Only Upon Item 15 *NOTE* Voting Options For Props 5-6, 8-9 are FOR or ABSTAIN	None	Abstain	Management

 OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 4, 2007 Meeting Type: Annual
 Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Spencer Abraham	For	Against	Management
2	Elect Director Ronald W. Burkle	For	For	Management
3	Elect Director John S. Chalsty	For	Against	Management
4	Elect Director Edward P. Djerejian	For	For	Management
5	Elect Director R. Chad Dreier	For	Against	Management
6	Elect Director John E. Feick	For	For	Management
7	Elect Director Ray R. Irani	For	For	Management
8	Elect Director Irvin W. Maloney	For	Against	Management
9	Elect Director Rodolfo Segovia	For	Against	Management

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

10	Elect Director Aziz D. Syriani	For	For	Management
11	Elect Director Rosemary Tomich	For	Against	Management
12	Elect Director Walter L. Weisman	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	Against	Management
15	Publish a Scientific Global Warming Report	Against	Against	Shareholder
16	Advisory Vote to Ratify Named Executive Officers Compensation	Against	For	Shareholder
17	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 2, 2007 Meeting Type: Annual
 Record Date: MAR 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dina Dublon	For	For	Management
2	Elect Director Victor J. Dzau, M.D.	For	For	Management
3	Elect Director Ray L. Hunt	For	For	Management
4	Elect Director Alberto Ibarguen	For	For	Management
5	Elect Director Arthur C. Martinez	For	For	Management
6	Elect Director Indra K. Nooyi	For	For	Management
7	Elect Director Sharon Percy Rockefeller	For	For	Management
8	Elect Director James J. Schiro	For	For	Management
9	Elect Director Daniel Vasella	For	For	Management
10	Elect Director Michael D. White	For	For	Management
11	Ratify Auditors	For	For	Management
12	Approve Omnibus Stock Plan	For	For	Management
13	Report on Charitable Contributions	Against	Against	Shareholder

PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis A. Ausiello	For	For	Management
1.2	Elect Director Michael S. Brown	For	For	Management
1.3	Elect Director M. Anthony Burns	For	For	Management
1.4	Elect Director Robert N. Burt	For	For	Management
1.5	Elect Director W. Don Cornwell	For	For	Management
1.6	Elect Director William H. Gray, III	For	For	Management
1.7	Elect Director Constance J. Horner	For	For	Management
1.8	Elect Director William R. Howell	For	For	Management
1.9	Elect Director Jeffrey B. Kindler	For	For	Management
1.10	Elect Director George A. Lorich	For	For	Management
1.11	Elect Director Dana G. Mead	For	For	Management
1.12	Elect Director William C. Steere, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Report on Animal Testing Policies	Against	Against	Shareholder
5	Amend Animal Welfare Policy	Against	Against	Shareholder

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

6 Require Director Nominee Qualifications Against Against Shareholder

PNC FINANCIAL SERVICES GROUP, INC.

Ticker: PNC Security ID: 693475105
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mr. Berndt	For	For	Management
1.2	Elect Director Mr. Bunch	For	For	Management
1.3	Elect Director Mr. Chellgren	For	For	Management
1.4	Elect Director Mr. Clay	For	For	Management
1.5	Elect Director Mr. Davidson	For	For	Management
1.6	Elect Director Ms. James	For	For	Management
1.7	Elect Director Mr. Kelson	For	For	Management
1.8	Elect Director Mr. Lindsay	For	For	Management
1.9	Elect Director Mr. Massaro	For	For	Management
1.10	Elect Director Ms. Pepper	For	For	Management
1.11	Elect Director Mr. Rohr	For	For	Management
1.12	Elect Director Mr. Shepard	For	For	Management
1.13	Elect Director Ms. Steffes	For	For	Management
1.14	Elect Director Mr. Strigl	For	For	Management
1.15	Elect Director Mr. Thieke	For	For	Management
1.16	Elect Director Mr. Usher	For	For	Management
1.17	Elect Director Mr. Walls	For	For	Management
1.18	Elect Director Mr. Wehmeier	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 10, 2006 Meeting Type: Annual
 Record Date: AUG 11, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Norman R. Augustine	For	For	Management
1.2	Elect Director A.G. Lafley	For	For	Management
1.3	Elect Director Johnathan A. Rodgers	For	For	Management
1.4	Elect Director John F. Smith, Jr.	For	For	Management
1.5	Elect Director Margaret C. Whitman	For	For	Management
2	Approve Decrease in Size of Board	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Put Repricing of Stock Options to Shareholder Vote	Against	Against	Shareholder

QUALCOMM INC.

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 13, 2007 Meeting Type: Annual
 Record Date: JAN 12, 2007

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	For	Management
1.2	Elect Director Raymond V. Dittamore	For	For	Management
1.3	Elect Director Irwin Mark Jacobs	For	For	Management
1.4	Elect Director Sherry Lansing	For	For	Management
1.5	Elect Director Peter M. Sacerdote	For	For	Management
1.6	Elect Director Marc I. Stern	For	For	Management
2	Ratify Auditors	For	For	Management

REINSURANCE GROUP OF AMERICA, INCORPORATED

Ticker: RGA Security ID: 759351109
 Meeting Date: MAY 23, 2007 Meeting Type: Annual
 Record Date: MAR 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William J. Bartlett	For	For	Management
1.2	Elect Director Alan C. Henderson	For	For	Management
1.3	Elect Director A. Greig Woodring	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Company Specific - Sales of Securities	For	Against	Management

SEAGATE TECHNOLOGY

Ticker: STX Security ID: G7945J104
 Meeting Date: OCT 26, 2006 Meeting Type: Annual
 Record Date: SEP 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECT FRANK J. BIONDI, JR. AS A DIRECTOR.	For	For	Management
2	ELECT WILLIAM W. BRADLEY AS A DIRECTOR.	For	For	Management
3	ELECT MICHAEL R. CANNON AS A DIRECTOR.	For	For	Management
4	ELECT JAMES A. DAVIDSON AS A DIRECTOR.	For	For	Management
5	ELECT DONALD E. KIERNAN AS A DIRECTOR.	For	For	Management
6	ELECT STEPHEN J. LUCZO AS A DIRECTOR.	For	For	Management
7	ELECT DAVID F. MARQUARDT AS A DIRECTOR.	For	For	Management
8	ELECT LYDIA M. MARSHALL AS A DIRECTOR.	For	For	Management
9	ELECT C.S. PARK AS A DIRECTOR.	For	For	Management
10	ELECT GREGORIO REYES AS A DIRECTOR.	For	For	Management
11	ELECT JOHN W. THOMPSON AS A DIRECTOR.	For	For	Management
12	ELECT WILLIAM D. WATKINS AS A DIRECTOR.	For	For	Management
13	APPROVE AN INCREASE IN SHARES ELIGIBLE FOR ISSUANCE UNDER 2004 STOCK COMPENSATION PLAN IN THE AMOUNT OF 36 MILLION SHARES.	For	For	Management
14	APPROVE AN INCREASE IN THE ISSUABLE SHARES FOR PURCHASE UNDER EMPLOYEE STOCK PURCHASE PLAN IN THE AMOUNT OF 10 MILLION SHARES.	For	For	Management
15	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS INDEPENDENT REGISTERED ACCOUNTING FIRM.	For	For	Management

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

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: MAY 29, 2007 Meeting Type: Annual
 Record Date: APR 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William C. Ballard, Jr.	For	For	Management
1.2	Elect Director Richard T. Burke	For	For	Management
1.3	Elect Director Stephen J. Hemsley	For	For	Management
1.4	Elect Director Robert J. Darretta	For	For	Management
2	Company Specific--Majority Vote for the Election of Directors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Reduce Supermajority Vote Requirement for Removal of Directors	For	For	Management
5	Reduce Supermajority Vote Requirement	For	For	Management
6	Amend Articles--Make Stylistic, Clarifying and Conforming Changes	For	For	Management
7	Ratify Auditors	For	For	Management
8	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
9	Establish SERP Policy	Against	For	Shareholder
10	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
11	Equal Access to the Proxy for Purpose of Electing a Director	Against	For	Shareholder

VALERO ENERGY CORP.

Ticker: VLO Security ID: 91913Y100
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ruben M. Escobedo	For	For	Management
1.2	Elect Director Bob Marbut	For	Withhold	Management
1.3	Elect Director Robert A. Profusek	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Establish SERP Policy	Against	For	Shareholder

VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 3, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

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

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

4	Elect Director Robert W. Lane	For	For	Management
5	Elect Director Sandra O. Moose	For	For	Management
6	Elect Director Joseph Neubauer	For	For	Management
7	Elect Director Donald T. Nicolaisen	For	For	Management
8	Elect Director Thomas H. O'Brien	For	For	Management
9	Elect Director Clarence Otis, Jr.	For	For	Management
10	Elect Director Hugh B. Price	For	For	Management
11	Elect Director Ivan G. Seidenberg	For	For	Management
12	Elect Director Walter V. Shipley	For	For	Management
13	Elect Director John W. Snow	For	For	Management
14	Elect Director John R. Stafford	For	For	Management
15	Elect Director Robert D. Storey	For	For	Management
16	Ratify Auditors	For	For	Management
17	Limit Executive Compensation	Against	Against	Shareholder
18	Eliminate or Restrict Severance Agreements (Change-in-Control)	Against	For	Shareholder
19	Disclose Information on Compensation Consultant	Against	For	Shareholder
20	Advisory Vote to Ratify Named Executive Officer's Compensation	Against	For	Shareholder
21	Adopt Policy on Overboarded Director	Against	Against	Shareholder
22	Approve Terms of Existing Poison Pill	Against	Against	Shareholder
23	Report on Charitable Contributions	Against	Against	Shareholder

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: AUG 31, 2006 Meeting Type: Special
 Record Date: JUL 11, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with an Acquisition	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ernest S. Rady	For	For	Management
1.2	Elect Director Jerry Gitt	For	For	Management
1.3	Elect Director John T. Casteen, III	For	For	Management
1.4	Elect Director Maryellen C. Herringer	For	For	Management
1.5	Elect Director Joseph Neubauer	For	For	Management
1.6	Elect Director Timothy D. Proctor	For	For	Management
1.7	Elect Director Van L. Richey	For	For	Management
1.8	Elect Director Dona Davis Young	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Company Specific--Provide for Majority Voting	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Report of the Compensation Committee	Against	For	Shareholder

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

6	Require Director Nominee Qualifications	Against	Against	Shareholder
7	Report on Political Contributions	Against	Against	Shareholder
8	Separate Chairman and CEO Positions	Against	Against	Shareholder

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
Meeting Date: APR 24, 2007 Meeting Type: Annual
Record Date: MAR 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John S. Chen	For	For	Management
1.2	Elect Director Lloyd H. Dean	For	For	Management
1.3	Elect Director Susan E. Engel	For	For	Management
1.4	Elect Director Enrique Hernandez, Jr.	For	For	Management
1.5	Elect Director Robert L. Joss	For	For	Management
1.6	Elect Director Richard M. Kovacevich	For	For	Management
1.7	Elect Director Richard D. McCormick	For	For	Management
1.8	Elect Director Cynthia H. Milligan	For	Against	Management
1.9	Elect Director Nicholas G. Moore	For	For	Management
1.10	Elect Director Philip J. Quigley	For	Against	Management
1.11	Elect Director Donald B. Rice	For	Against	Management
1.12	Elect Director Judith M. Runstad	For	For	Management
1.13	Elect Director Stephen W. Sanger	For	For	Management
1.14	Elect Director Susan G. Swenson	For	For	Management
1.15	Elect Director John G. Stumpf	For	For	Management
1.16	Elect Director Michael W. Wright	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	For	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
5	Establish SERP Policy	Against	For	Shareholder
6	Report on Racial and Ethnic Disparities in Loan Pricing	Against	Against	Shareholder
7	Report on Emission Reduction Goals	Against	For	Shareholder

===== END NPX REPORT

SIGNATURES

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

(Registrant) George Aylward

By (Signature and Title)* /s/ George Aylward, President

Date 8/27/07
