

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC  
Form N-PX  
August 31, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANIES

Investment Company Act File Number: 811-7460

Exact Name of Registrant as Specified in Charter: Delaware Investments Dividend and Income Fund, Inc.

Address of principal executive offices: 2005 Market Street  
Philadelphia, PA 19103

Name and address of agent for service: David F. Connor, Esq.  
2005 Market Street  
Philadelphia, PA 19103

Registrant's telephone number: (800) 523-1918

Date of fiscal year end: November 30

Date of reporting period: July 1, 2005 - June 30, 2006

=====

ITEM 1. PROXY VOTING RECORD.

=====

===== DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC. =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 28, 2006 Meeting Type: Annual  
Record Date: MAR 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roxanne S. Austin	For	For	Management
1.2	Elect Director William M. Daley	For	For	Management
1.3	Elect Director W. James Farrell	For	For	Management
1.4	Elect Director H. Laurance Fuller	For	For	Management
1.5	Elect Director Richard A. Gonzalez	For	For	Management
1.6	Elect Director Jack M. Greenberg	For	For	Management
1.7	Elect Director Lord Owen	For	For	Management
1.8	Elect Director Boone Powell, Jr.	For	For	Management
1.9	Elect Director W. Ann Reynolds, Ph.D.	For	For	Management
1.10	Elect Director Roy S. Roberts	For	For	Management
1.11	Elect Director William D. Smithburg	For	For	Management
1.12	Elect Director John R. Walter	For	For	Management
1.13	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

3	Performance-Based Equity Awards	Against	For	Shareholder
4	Report on Political Contributions	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	For	Shareholder

---

### ADELPHIA COMMUNICATIONS CORP.

Ticker: ADELQ Security ID: 006848AW5  
 Meeting Date: MAY 14, 2006 Meeting Type: Written Consent  
 Record Date: NOV 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	DEBTORS FOURTH AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE DATED NOVEMBER 21, 2005.M	None	For	Management

---

### ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101  
 Meeting Date: MAY 16, 2006 Meeting Type: Annual  
 Record Date: MAR 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director F. Duane Ackerman	For	For	Management
1.2	Elect Director James G. Andress	For	For	Management
1.3	Elect Director W. James Farrell	For	For	Management
1.4	Elect Director Jack M. Greenberg	For	For	Management
1.5	Elect Director Ronald T. Lemay	For	For	Management
1.6	Elect Director Edward M. Liddy	For	For	Management
1.7	Elect Director J. Christopher Reyes	For	For	Management
1.8	Elect Director H. John Riley, Jr.	For	For	Management
1.9	Elect Director Joshua I. Smith	For	For	Management
1.10	Elect Director Judith A. Sprieser	For	For	Management
1.11	Elect Director Mary Alice Taylor	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Adopt Simple Majority Vote	Against	For	Shareholder

---

### AMB PROPERTY CORP.

Ticker: AMB Security ID: 00163T109  
 Meeting Date: MAY 11, 2006 Meeting Type: Annual  
 Record Date: MAR 7, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Hamid R. Moghadam	For	For	Management
1.2	Elect Director W. Blake Baird	For	For	Management
1.3	Elect Director Afsaneh M. Beschloss	For	For	Management
1.4	Elect Director T. Robert Burke	For	For	Management
1.5	Elect Director David A. Cole	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.6	Elect Director Lydia H. Kennard	For	For	Management
1.7	Elect Director J. Michael Losh	For	For	Management
1.8	Elect Director Frederick W. Reid	For	For	Management
1.9	Elect Director Jeffrey L. Skelton	For	For	Management
1.10	Elect Director Thomas W. Tusher	For	For	Management
2	Ratify Auditors	For	For	Management

-----

AON CORP.

Ticker: AOC Security ID: 037389103  
 Meeting Date: MAY 19, 2006 Meeting Type: Annual  
 Record Date: MAR 22, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Patrick G. Ryan	For	For	Management
1.2	Elect Director Gregory C. Case	For	For	Management
1.3	Elect Director Edgar D. Jannotta	For	For	Management
1.4	Elect Director Jan Kalff	For	For	Management
1.5	Elect Director Lester B. Knight	For	For	Management
1.6	Elect Director J. Michael Losh	For	For	Management
1.7	Elect Director R. Eden Martin	For	For	Management
1.8	Elect Director Andrew J. McKenna	For	For	Management
1.9	Elect Director Robert S. Morrison	For	For	Management
1.10	Elect Director Richard B. Myers	For	For	Management
1.11	Elect Director Richard C. Notebaert	For	For	Management
1.12	Elect Director John W. Rogers, Jr.	For	For	Management
1.13	Elect Director Gloria Santona	For	For	Management
1.14	Elect Director Carolyn Y. Woo	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	Against	Management

-----

ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102  
 Meeting Date: NOV 3, 2005 Meeting Type: Annual  
 Record Date: SEP 16, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G. Allen Andreas	For	For	Management
1.2	Elect Director Alan L. Boeckmann	For	For	Management
1.3	Elect Director Mollie Hale Carter,	For	Withhold	Management
1.4	Elect Director Roger S. Joslin	For	For	Management
1.5	Elect Director Patrick J. Moore	For	For	Management
1.6	Elect Director M. Brian Mulrone	For	For	Management
1.7	Elect Director Thomas F. O'Neill	For	For	Management
1.8	Elect Director O.G. Webb	For	Withhold	Management
1.9	Elect Director Kelvin R. Westbrook	For	For	Management
2	Report on Genetically Modified Organisms	Against	Against	Shareholder

-----

AT&T INC

Ticker: T Security ID: 00206R102

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Meeting Date: APR 28, 2006 Meeting Type: Annual

Record Date: MAR 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William F. Aldinger, III	For	For	Management
1.2	Elect Director Gilbert F. Amelio	For	For	Management
1.3	Elect Director August A. Busch, III	For	For	Management
1.4	Elect Director Martin K. Eby, Jr.	For	For	Management
1.5	Elect Director James A. Henderson	For	For	Management
1.6	Elect Director Charles F. Knight	For	For	Management
1.7	Elect Director Jon C. Madonna	For	For	Management
1.8	Elect Director Lynn M. Martin	For	For	Management
1.9	Elect Director John B. McCoy	For	For	Management
1.10	Elect Director Mary S. Metz	For	For	Management
1.11	Elect Director Toni Rembe	For	For	Management
1.12	Elect Director S. Donley Ritchey	For	For	Management
1.13	Elect Director Joyce M. Roche	For	For	Management
1.14	Elect Director Randall L. Stephenson	For	For	Management
1.15	Elect Director Laura D'Andrea Tyson	For	For	Management
1.16	Elect Director Patricia P. Upton	For	For	Management
1.17	Elect Director Edward E. Whitacre, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Amend Articles/Bylaws/Charter-Non-Routine	For	For	Management
5	Report on Political Contributions	Against	Against	Shareholder
6	Separate Chairman and CEO Positions	Against	For	Shareholder
7	Report on Pay Disparity	Against	Against	Shareholder
8	Non-Employee Director Compensation	Against	Against	Shareholder
9	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	For	Shareholder
10	Adopt Simple Majority Vote Requirement	Against	Against	Shareholder

-----  
B&G FOODS, INC.

Ticker: BGF.A Security ID: 05508R205

Meeting Date: MAY 9, 2006 Meeting Type: Annual

Record Date: MAR 24, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Wenner	For	For	Management
1.2	Elect Director Robert C. Cantwell	For	For	Management
1.3	Elect Director James R. Chambers	For	For	Management
1.4	Elect Director Cynthia T. Jamison	For	For	Management
1.5	Elect Director Dennis M. Mullen	For	For	Management
1.6	Elect Director Alfred Poe	For	For	Management

-----  
BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109

Meeting Date: MAY 9, 2006 Meeting Type: Annual

Record Date: MAR 13, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Walter E. Boomer	For	For	Management
1.2	Elect Director James R. Gavin, III	For	For	Management
1.3	Elect Director Peter S. Hellman	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.4	Elect Director K.J. Storm	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Establish Range For Board Size	For	For	Management
5	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder

---

### BRANDYWINE REALTY TRUST

Ticker: BDN Security ID: 105368203  
 Meeting Date: MAY 2, 2006 Meeting Type: Annual  
 Record Date: MAR 23, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Walter D'Alessio	For	For	Management
1.2	Elect Director D. Pike Aloian	For	For	Management
1.3	Elect Director Thomas F. August	For	For	Management
1.4	Elect Director Donald E. Axinn	For	For	Management
1.5	Elect Director Wyche Fowler	For	For	Management
1.6	Elect Director Michael J. Joyce	For	For	Management
1.7	Elect Director Anthony A. Nichols Sr.	For	For	Management
1.8	Elect Director Michael V. Prentiss	For	For	Management
1.9	Elect Director Charles P. Pizzi	For	For	Management
1.10	Elect Director Gerard H. Sweeney	For	For	Management
2	Ratify Auditors	For	For	Management

---

### BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108  
 Meeting Date: MAY 2, 2006 Meeting Type: Annual  
 Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert E. Allen	For	For	Management
1.2	Elect Director Lewis B. Campbell	For	For	Management
1.3	Elect Director Vance D. Coffman	For	For	Management
1.4	Elect Director James M. Cornelius	For	For	Management
1.5	Elect Director Peter R. Dolan	For	For	Management
1.6	Elect Director Louis J. Freeh	For	For	Management
1.7	Elect Director Laurie H. Glimcher, M.D.	For	For	Management
1.8	Elect Director Leif Johansson	For	For	Management
1.9	Elect Director James D. Robinson, III	For	For	Management
2	Ratify Auditor	For	For	Management
3	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
4	Provide for Cumulative Voting	Against	For	Shareholder
5	Claw-back of Payments under Restatements	Against	Against	Shareholder
6	Report on Animal Welfare	Against	Against	Shareholder
7	Establish Term Limits for Directors	Against	Against	Shareholder

---

### CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Meeting Date: APR 26, 2006 Meeting Type: Annual

Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Samuel H. Armacost	For	For	Management
1.2	Elect Director Linnet F. Deily	For	For	Management
1.3	Elect Director Robert E. Denham	For	For	Management
1.4	Elect Director Robert J. Eaton	For	For	Management
1.5	Elect Director Sam Ginn	For	For	Management
1.6	Elect Director Franklyn G. Jenifer	For	For	Management
1.7	Elect Director Sam Nunn	For	For	Management
1.8	Elect Director David J. O'Reilly	For	For	Management
1.9	Elect Director Donald B. Rice	For	For	Management
1.10	Elect Director Peter J. Robertson	For	For	Management
1.11	Elect Director Charles R. Shoemate	For	For	Management
1.12	Elect Director Ronald D. Sugar	For	For	Management
1.13	Elect Director Carl Ware	For	For	Management
2	Ratify Auditors	For	For	Management
3	Company-Specific-Reimbursement of Stockholder Proposal	Against	For	Shareholder
4	Report on Environmental Impact of Drilling in Sensitive Areas	Against	Against	Shareholder
5	Report on Political Contributions	Against	Against	Shareholder
6	Adopt an Animal Welfare Policy	Against	Against	Shareholder
7	Adopt a Human Rights Policy	Against	For	Shareholder
8	Report on Remediation Expenses in Ecuador	Against	Against	Shareholder

-----

CHUBB CORP., THE

Ticker: CB Security ID: 171232101

Meeting Date: APR 25, 2006 Meeting Type: Annual

Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Zoe Baird	For	For	Management
1.2	Elect Director Sheila P. Burke	For	For	Management
1.3	Elect Director James I. Cash, Jr.	For	For	Management
1.4	Elect Director Joel J. Cohen	For	For	Management
1.5	Elect Director James M. Cornelius	For	For	Management
1.6	Elect Director John D. Finnegan	For	For	Management
1.7	Elect Director Klaus J. Mangold	For	For	Management
1.8	Elect Director Sir David G. Scholey	For	For	Management
1.9	Elect Director Raymond G.H. Seitz	For	For	Management
1.10	Elect Director Lawrence M. Small	For	For	Management
1.11	Elect Director Daniel E. Somers	For	For	Management
1.12	Elect Director Karen Hastie Williams	For	For	Management
1.13	Elect Director Alfred W. Zollar	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Report on Political Contributions	Against	Against	Shareholder

-----

CONAGRA FOODS INC.

Ticker: CAG Security ID: 205887102

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Meeting Date: SEP 22, 2005 Meeting Type: Annual

Record Date: JUL 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard G. Buffett	For	For	Management
1.2	Elect Director John T. Chain, Jr.	For	For	Management
1.3	Elect Director Ronald W. Roskens	For	For	Management
1.4	Elect Director Kenneth E. Stinson	For	Withhold	Management
2	Declassify the Board of Directors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Ratify Auditors	For	Against	Management
6	Report on Feasibility of Improving Animal Welfare Standards	Against	Against	Shareholder
7	Report on Genetically Modified Organisms (GMO)	Against	Against	Shareholder
8	Review/Limit Executive Compensation	Against	Against	Shareholder

### CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 10, 2006 Meeting Type: Annual

Record Date: MAR 10, 2006

#	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 Harald J. Norvik	For	For	Management
1.4	Elect Director William K. Reilly	For	For	Management
1.5	Elect Director Victoria J. Tschinkel	For	For	Management
1.6	Elect Director Kathryn C. Turner	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report Damage Resulting From Drilling Inside the National Petroleum Reserve	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Submit Supplemental Executive Retirement Plans to Shareholder vote	Against	For	Shareholder
6	Report Accountability for Company's Environmental Impacts due to Operation	Against	Against	Shareholder
7	Non-Employee Director Compensation	Against	Against	Shareholder

### DUKE REALTY CORPORATION

Ticker: DRE Security ID: 264411505

Meeting Date: APR 26, 2006 Meeting Type: Annual

Record Date: FEB 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barrington H. Branch	For	For	Management
1.2	Elect Director Geoffrey Button	For	For	Management
1.3	Elect Director William Cavanaugh III	For	For	Management
1.4	Elect Director Ngaire E. Cuneo	For	For	Management
1.5	Elect Director Charles R. Eitel	For	For	Management
1.6	Elect Director R. Glenn Hubbard	For	For	Management
1.7	Elect Director Martin C. Jischke	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.8	Elect Director L. Ben Lytle	For	For	Management
1.9	Elect Director William O. Mccoy	For	For	Management
1.10	Elect Director Dennis D. Oklak	For	For	Management
1.11	Elect Director Jack R. Shaw	For	For	Management
1.12	Elect Director Robert J. Woodward, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

---

### E.I. DU PONT DE NEMOURS & CO.

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 26, 2006 Meeting Type: Annual  
 Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alain J.P. Belda	For	For	Management
1.2	Elect Director Richard H. Brown	For	For	Management
1.3	Elect Director Curtis J. Crawford	For	For	Management
1.4	Elect Director John T. Dillon	For	For	Management
1.5	Elect Director Eleuthere I. du Pont	For	For	Management
1.6	Elect Director Charles O. Holliday, Jr.	For	For	Management
1.7	Elect Director Lois D. Juliber	For	For	Management
1.8	Elect Director Masahisa Naitoh	For	For	Management
1.9	Elect Director Sean O'Keefe	For	For	Management
1.10	Elect Director William K. Reilly	For	For	Management
1.11	Elect Director Charles M. Vest	For	For	Management
2	Ratify Auditors	For	For	Management
3	Review Executive Compensation	Against	Against	Shareholder
4	Report on Genetically Modified Organisms	Against	Against	Shareholder
5	Performance-Based	Against	For	Shareholder
6	Report on Feasibility of Phasing out PFOA	Against	For	Shareholder
7	Report on Security of Chemical Facilities	Against	Against	Shareholder

---

### EQUITY LIFESTYLE PROPERTIES INC

Ticker: ELS Security ID: 29472R108  
 Meeting Date: MAY 3, 2006 Meeting Type: Annual  
 Record Date: MAR 10, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald S. Chisholm	For	For	Management
1.2	Elect Director Thomas E. Dobrowski	For	For	Management
1.3	Elect Director Thomas P. Heneghan	For	For	Management
1.4	Elect Director Philip C. Calian	For	For	Management
1.5	Elect Director Sheli Z. Rosenberg	For	For	Management
1.6	Elect Director Howard Walker	For	For	Management
1.7	Elect Director Gary L. Waterman	For	For	Management
1.8	Elect Director Samuel Zell	For	For	Management
2	Ratify Auditors	For	For	Management

---

### FOSTER WHEELER LTD

Ticker: FWLT Security ID: G36535139  
 Meeting Date: MAY 9, 2006 Meeting Type: Annual



# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Record Date: MAR 13, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Diane C. Creel	For	For	Management
1.2	Elect Director Robert C. Flexon	For	For	Management
1.3	Elect Director James D. Woods	For	For	Management
2	Ratify Auditors	For	For	Management
3	TO APPROVE THE SHAREHOLDER RESOLUTION SET FORTH ON ANNEX A PROVIDING FOR AN INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY 73,610,000 ADDITIONAL COMMON SHARES.	For	For	Shareholder
4	TO APPROVE THE FOSTER WHEELER LTD. OMNIBUS INCENTIVE PLAN, ATTACHED AS ANNEX B.	For	For	Management
5	TO APPROVE AN AMENDMENT TO BYE-LAW 44(1) PURSUANT TO THE SHAREHOLDER RESOLUTION SET FORTH IN ANNEX C, DELETING REFERENCES TO SPECIFIC NUMBERS OF SHARES IN THE BYE-LAW REGARDING AUTHORIZED CAPITAL.	For	For	Shareholder

-----

GAP, INC., THE

Ticker: GPS Security ID: 364760108  
 Meeting Date: MAY 9, 2006 Meeting Type: Annual  
 Record Date: MAR 13, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard P. Behar	For	For	Management
1.2	Elect Director Adrian D. P. Bellamy	For	For	Management
1.3	Elect Director Domenico De Sole	For	For	Management
1.4	Elect Director Donald G. Fisher	For	For	Management
1.5	Elect Director Doris F. Fisher	For	For	Management
1.6	Elect Director Robert J. Fisher	For	For	Management
1.7	Elect Director Penelope L. Hughes	For	For	Management
1.8	Elect Director Bob L. Martin	For	For	Management
1.9	Elect Director Jorge P. Montoya	For	For	Management
1.10	Elect Director Paul S. Pressler	For	For	Management
1.11	Elect Director James M. Schneider	For	For	Management
1.12	Elect Director Mayo A. Shattuck, III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

-----

GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107  
 Meeting Date: MAY 16, 2006 Meeting Type: Annual  
 Record Date: APR 3, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Adam Metz	For	For	Management
1.2	Elect Director Robert Michaels	For	For	Management
1.3	Elect Director Thomas Nolan	For	For	Management
1.4	Elect Director John Riordan	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

GRAMERCY CAPITAL CORP

Ticker: GKK Security ID: 384871109  
 Meeting Date: MAY 17, 2006 Meeting Type: Annual  
 Record Date: MAR 15, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen L. Green	For	For	Management
1.2	Elect Director Allan J. Baum	For	For	Management
2	Ratify Auditors	For	For	Management

HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104  
 Meeting Date: MAY 17, 2006 Meeting Type: Annual  
 Record Date: MAR 20, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ramani Ayer	For	For	Management
1.2	Elect Director Ramon de Oliveira	For	For	Management
1.3	Elect Director Edward J. Kelly, III	For	For	Management
1.4	Elect Director Paul G. Kirk, Jr	For	For	Management
1.5	Elect Director Thomas M. Marra	For	For	Management
1.6	Elect Director Gail J. McGovern	For	For	Management
1.7	Elect Director Michael G. Morris	For	For	Management
1.8	Elect Director Robert W. Selander	For	For	Management
1.9	Elect Director Charles B. Strauss	For	For	Management
1.10	Elect Director H. Patrick Swygert	For	For	Management
1.11	Elect Director David K. Zwiener	For	For	Management
2	Ratify Auditors	For	For	Management

HEWLETT-PACKARD CO.

Ticker: HPQ Security ID: 428236103  
 Meeting Date: MAR 15, 2006 Meeting Type: Annual  
 Record Date: JAN 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director P.C. Dunn	For	For	Management
1.2	Elect Director L.T. Babbio, Jr.	For	For	Management
1.3	Elect Director S.M. Baldauf	For	For	Management
1.4	Elect Director R.A. Hackborn	For	For	Management
1.5	Elect Director J.H. Hammergren	For	For	Management
1.6	Elect Director M.V. Hurd	For	For	Management
1.7	Elect Director G.A. Keyworth Ii	For	For	Management
1.8	Elect Director T.J. Perkins	For	For	Management
1.9	Elect Director R.L. Ryan	For	For	Management
1.10	Elect Director L.S. Salhany	For	For	Management
1.11	Elect Director R.P. Wayman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Require a Majority Vote for the Election	Against	For	Shareholder

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

of Directors  
 5 Claw-Back of Payments under Restatement Against Against Shareholder

## HIGHLAND HOSPITALITY CORP

Ticker: HIH Security ID: 430141101  
 Meeting Date: MAY 23, 2006 Meeting Type: Annual  
 Record Date: MAR 31, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce D. Wardinski	For	For	Management
1.2	Elect Director James L. Francis	For	For	Management
1.3	Elect Director John M. Elwood	For	For	Management
1.4	Elect Director W. Reeder Glass	For	For	Management
1.5	Elect Director John W. Hill	For	For	Management
1.6	Elect Director Thomas A. Natelli	For	For	Management
1.7	Elect Director Margaret A. Sheehan	For	For	Management
1.8	Elect Director William L. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

## HUNTINGTON BANCSHARES INC.

Ticker: HBAN Security ID: 446150104  
 Meeting Date: APR 20, 2006 Meeting Type: Annual  
 Record Date: FEB 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Raymond J. Biggs	For	For	Management
1.2	Elect Director John B. Gerlach, Jr.	For	For	Management
1.3	Elect Director Thomas E. Hoaglin	For	For	Management
1.4	Elect Director Gene E. Little	For	For	Management
2	Ratify Auditors	For	For	Management

## HUNTSMAN CORP

Ticker: HUN Security ID: 447011206  
 Meeting Date: MAY 4, 2006 Meeting Type: Annual  
 Record Date: MAR 16, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter R. Huntsman	For	For	Management
1.2	Elect Director Wayne A. Reaud	For	For	Management
1.3	Elect Director Alvin V. Shoemaker	For	For	Management
2	Ratify Auditors	For	For	Management

## INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 25, 2006 Meeting Type: Annual

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Record Date: FEB 24, 2006

#	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	Withhold	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
1.11	Elect Director Sidney Taurel	For	For	Management
1.12	Elect Director Charles M. Vest	For	For	Management
1.13	Elect Director Lorenzo H. Zambrano	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Evaluate Age Discrimination in Retirement Plans	Against	Against	Shareholder
5	Time-Based Equity Awards	Against	For	Shareholder
6	Increase Disclosure of Executive Compensation	Against	For	Shareholder
7	Report on Outsourcing	Against	Against	Shareholder
8	Implement/ Increase Activity on the China Principles	Against	Against	Shareholder
9	Report on Political Contributions	Against	Against	Shareholder
10	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
11	Adopt Simple Majority Vote	Against	For	Shareholder

IWO HOLDINGS, INC.

Ticker: Security ID: 45071TAF2  
 Meeting Date: MAR 20, 2006 Meeting Type: Written Consent  
 Record Date: MAR 2, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	THE PROPOSED AMENDMENTS	None	Did Not Vote	Management

JER INVESTORS TRUST INC

Ticker: JRT Security ID: 46614H301  
 Meeting Date: JUN 5, 2006 Meeting Type: Annual  
 Record Date: APR 28, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph E. Robert, Jr.	For	For	Management
1.2	Elect Director Keith W. Belcher	For	For	Management
1.3	Elect Director Daniel J. Altobello	For	For	Management
1.4	Elect Director Peter D. Linneman	For	For	Management
1.5	Elect Director W. Russell Ramsey	For	For	Management
1.6	Elect Director Frank J. Caufield	For	For	Management
1.7	Elect Director James V. Kimsey	For	For	Management
2	Ratify Auditors	For	For	Management

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 27, 2006 Meeting Type: Annual  
 Record Date: FEB 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis R. Beresford	For	For	Management
1.2	Elect Director Abelardo E. Bru	For	For	Management
1.3	Elect Director Thomas J. Falk	For	For	Management
1.4	Elect Director Mae C. Jemison, M.D.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Adopt ILO Standards	Against	Against	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Report on Feasibility of Phasing Out the Use of Non-certified Wood Fiber	Against	Against	Shareholder

KKR FINANCIAL CORP.

Ticker: KFN Security ID: 482476405  
 Meeting Date: MAY 3, 2006 Meeting Type: Annual  
 Record Date: MAR 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William F. Aldinger	For	For	Management
1.2	Elect Director Patrick Cowell	For	For	Management
1.3	Elect Director Kenneth M. Deregt	For	For	Management
1.4	Elect Director Vincent Paul Finigan	For	For	Management
1.5	Elect Director Saturnino S. Fanlo	For	For	Management
1.6	Elect Director Paul M. Hazen	For	For	Management
1.7	Elect Director R. Glenn Hubbard	For	For	Management
1.8	Elect Director Ross J. Kari	For	For	Management
1.9	Elect Director Ely L. Licht	For	For	Management
1.10	Elect Director Deborah H. McAneny	For	For	Management
1.11	Elect Director Scott C. Nuttall	For	For	Management
2	Ratify Auditors	For	For	Management

LIMITED BRANDS

Ticker: LTD Security ID: 532716107  
 Meeting Date: MAY 22, 2006 Meeting Type: Annual  
 Record Date: APR 5, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E. Gordon Gee	For	For	Management
1.2	Elect Director James L. Heskett	For	For	Management
1.3	Elect Director Allan R. Tessler	For	For	Management
1.4	Elect Director Abigail S. Wexner	For	For	Management

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

---

MATTEL, INC.

Ticker: MAT Security ID: 577081102  
 Meeting Date: MAY 11, 2006 Meeting Type: Annual  
 Record Date: MAR 16, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Eugene P. Beard	For	For	Management
1.2	Elect Director Michael J. Dolan	For	For	Management
1.3	Elect Director Robert A. Eckert	For	For	Management
1.4	Elect Director Tully M. Friedman	For	For	Management
1.5	Elect Director Dominic Ng	For	For	Management
1.6	Elect Director Andrea L. Rich	For	For	Management
1.7	Elect Director Ronald L. Sargent	For	Withhold	Management
1.8	Elect Director Christopher A. Sinclair	For	For	Management
1.9	Elect Director G. Craig Sullivan	For	For	Management
1.10	Elect Director John L. Vogelstein	For	For	Management
1.11	Elect Director Kathy Brittain White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	For	Shareholder
4	Report Progress on Improving Work and Living Conditions	Against	Against	Shareholder
5	Performance-Based	Against	For	Shareholder

---

MEDICAL PROPERTIES TRUST, INC

Ticker: MPW Security ID: 58463J106  
 Meeting Date: MAY 18, 2006 Meeting Type: Annual  
 Record Date: APR 12, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward K. Aldag, Jr.	For	For	Management
1.2	Elect Director Virginia A. Clarke	For	For	Management
1.3	Elect Director G. Steven Dawson	For	For	Management
1.4	Elect Director Bryan L. Goolsby	For	For	Management
1.5	Elect Director R. Steven Hamner	For	For	Management
1.6	Elect Director Robert E. Holmes, Ph.D.	For	For	Management
1.7	Elect Director William G. Mckenzie	For	For	Management
1.8	Elect Director L. Glenn Orr, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

---

MEDICAL PROPERTIES TRUST, INC

Ticker: MPW Security ID: 58463J106  
 Meeting Date: OCT 12, 2005 Meeting Type: Annual  
 Record Date: SEP 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward K. Aldag, Jr.	For	For	Management
1.2	Elect Director Virginia A. Clarke	For	For	Management
1.3	Elect Director G. Steven Dawson	For	For	Management
1.4	Elect Director Bryan L. Goolsby	For	For	Management
1.5	Elect Director R. Steven Hamner	For	For	Management
1.6	Elect Director Robert E. Holmes, Ph.D.	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.7	Elect Director William G. McKenzie	For	For	Management
1.8	Elect Director L. Glenn Orr, Jr.	For	For	Management
2	Amend Stock Ownership Limitations	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

-----

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107

Meeting Date: APR 25, 2006 Meeting Type: Annual

Record Date: FEB 24, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard T. Clark	For	For	Management
1.2	Elect Director Lawrence A. Bossidy	For	For	Management
1.3	Elect Director William G. Bowen, Ph.D.	For	For	Management
1.4	Elect Director Johnnetta B. Cole, Ph.D.	For	For	Management
1.5	Elect Director William B. Harrison, Jr.	For	For	Management
1.6	Elect Director William N. Kelley, M.D.	For	For	Management
1.7	Elect Director Rochelle B. Lazarus	For	For	Management
1.8	Elect Director Thomas E. Shenk, Ph.D.	For	For	Management
1.9	Elect Director Anne M. Tatlock	For	For	Management
1.10	Elect Director Samuel O. Thier, M.D.	For	For	Management
1.11	Elect Director Wendell P. Weeks	For	For	Management
1.12	Elect Director Peter C. Wendell	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
5	Limit Executive Compensation	Against	Against	Shareholder
6	Adopt Simple Majority Vote	Against	For	Shareholder
7	Adopt Animal Welfare Standards	Against	Against	Shareholder

-----

MIRANT CORP

Ticker: MIR.XA Security ID: 60467R100

Meeting Date: MAY 9, 2006 Meeting Type: Annual

Record Date: MAR 24, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas W. Cason	For	For	Management
1.2	Elect Director A.D. Correll	For	For	Management
1.3	Elect Director Terry G. Dallas	For	For	Management
1.4	Elect Director Thomas H. Johnson	For	For	Management
1.5	Elect Director John T. Miller	For	For	Management
1.6	Elect Director Edward R. Muller	For	For	Management
1.7	Elect Director Robert C. Murray	For	For	Management
1.8	Elect Director John M. Quain	For	For	Management
1.9	Elect Director William L. Thacker	For	For	Management
2	Ratify Auditors	For	For	Management

-----

MORGAN STANLEY

Ticker: MS Security ID: 617446448

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Meeting Date: APR 4, 2006 Meeting Type: Annual

Record Date: FEB 3, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roy J. Bostock	For	For	Management
1.2	Elect Director Erskine B. Bowles	For	For	Management
1.3	Elect Director C. Robert Kidder	For	For	Management
1.4	Elect Director John J. Mack	For	For	Management
1.5	Elect Director Donald T. Nicolaisen	For	For	Management
1.6	Elect Director Hutham S. Olayan	For	For	Management
1.7	Elect Director O. Griffith Sexton	For	For	Management
1.8	Elect Director Howard J. Davies	For	For	Management
1.9	Elect Director Charles H. Noski	For	For	Management
1.10	Elect Director Laura D'Andrea Tyson	For	For	Management
1.11	Elect Director Klaus Zumwinkel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Amend Articles/Bylaws/Remove plurality voting for directors	For	For	Management
5	Amend Articles/Bylaws/Eliminate supermajority voting requirements	For	For	Management
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
7	Amend Vote Requirements to Amend Articles/Bylaws/Charter	Against	For	Shareholder
8	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	For	Shareholder

---

### PEOPLES CHOICE FINANCIAL CORP

Ticker: Security ID: 71085T105

Meeting Date: JUN 14, 2006 Meeting Type: Annual

Record Date: APR 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R.L. (Chip) Harris, III	For	For	Management
1.2	Elect Director Neil B. Kornswiet	For	For	Management
1.3	Elect Director Victor J. Coleman	For	For	Management
1.4	Elect Director David F. Cronenbold, Jr	For	For	Management
1.5	Elect Director Andrew J. Sobel	For	For	Management
2	Ratify Auditors	For	For	Management

---

### PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 27, 2006 Meeting Type: Annual

Record Date: MAR 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael S. Brown	For	For	Management
1.2	Elect Director M. Anthony Burns	For	For	Management
1.3	Elect Director Robert N. Burt	For	For	Management
1.4	Elect Director W. Don Cornwell	For	For	Management
1.5	Elect Director William H. Gray, III	For	For	Management
1.6	Elect Director Constance J. Horner	For	For	Management
1.7	Elect Director William R. Howell	For	For	Management



## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.8	Elect Director Stanley O. Ikenberry	For	For	Management
1.9	Elect Director George A. Lorch	For	Withhold	Management
1.10	Elect Director Henry A. McKinnell	For	For	Management
1.11	Elect Director Dana G. Mead	For	Withhold	Management
1.12	Elect Director Ruth J. Simmons	For	For	Management
1.13	Elect Director William C. Steere, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Establish Term Limits for Directors	Against	Against	Shareholder
5	Social Proposal	Against	Against	Shareholder
6	Restore or Provide for Cumulative Voting	Against	For	Shareholder
7	Separate Chairman and CEO Positions	Against	For	Shareholder
8	Report on Political Contributions	Against	Against	Shareholder
9	Report on Animal Welfare Policy	Against	Against	Shareholder
10	Reort on Animal-based Testing	Against	Against	Shareholder

---

### PROGRESS ENERGY, INC.

Ticker: PGN Security ID: 743263105

Meeting Date: MAY 10, 2006 Meeting Type: Annual

Record Date: MAR 3, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. D. Frederick, Jr.	For	For	Management
1.2	Elect Director W. Steven Jones	For	For	Management
1.3	Elect Director Theresa M. Stone	For	For	Management
1.4	Elect Director Edwin B. Borden	For	For	Management
1.5	Elect Director James E. Bostic, Jr.	For	For	Management
1.6	Elect Director David L. Burner	For	For	Management
1.7	Elect Director Richard L. Daugherty	For	For	Management
1.8	Elect Director Harris E. DeLoach, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Company Specific--Elect Director by Majority Vote	For	For	Management
5	Improve Security at Nuclear Facilities	Against	Against	Shareholder

---

### RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202

Meeting Date: JUN 14, 2006 Meeting Type: Annual

Record Date: APR 18, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Trustee Stephen R. Blank	For	For	Management
1.2	Elect Trustee Joel M. Pashcow	For	For	Management
1.3	Elect Trustee Michael A. Ward	For	For	Management
2	Ratify Auditors	For	For	Management

---

### SAFEWAY INC.

Ticker: SWY Security ID: 786514208

Meeting Date: MAY 25, 2006 Meeting Type: Annual

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Record Date: MAR 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Burd	For	For	Management
2	Elect Director Janet E. Grove	For	For	Management
3	Elect Director Mohan Gyani	For	For	Management
4	Elect Director Paul Hazen	For	For	Management
5	Elect Director Robert I. MacDonnell	For	For	Management
6	Elect Director Douglas J. MacKenzie	For	For	Management
7	Elect Director Rebecca A. Stirn	For	For	Management
8	Elect Director William Y. Tauscher	For	For	Management
9	Elect Director Raymond G. Viault	For	For	Management
10	Approve Executive Incentive Bonus Plan	For	For	Management
11	Ratify Auditors	For	For	Management
12	Provide for Cumulative Voting	Against	For	Shareholder
13	Eliminate or Restrict Severance Agreements (Change-in-Control)	Against	For	Shareholder
14	Company-Specific-Establishment of an Office of the Board	Against	Against	Shareholder
15	Adopt Policy to Identify and Label Food Products that Contain Genetically Engineered Ingredients	Against	Against	Shareholder
16	Issue Sustainability Report	Against	For	Shareholder

---

## SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109  
 Meeting Date: MAY 11, 2006 Meeting Type: Annual  
 Record Date: MAR 9, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Birch Bayh	For	Withhold	Management
1.2	Elect Director Melvyn E. Bergstein	For	For	Management
1.3	Elect Director Linda Walker Bynoe	For	For	Management
1.4	Elect Director Karen N. Horn, Ph.D.	For	For	Management
1.5	Elect Director Reuben S. Leibowitz	For	For	Management
1.6	Elect Director J. Albert Smith, Jr.	For	For	Management
1.7	Elect Director Pieter S. van den Berg	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

---

## STRATEGIC HOTELS & RESORTS INC

Ticker: BEE Security ID: 86272T106  
 Meeting Date: MAY 11, 2006 Meeting Type: Annual  
 Record Date: MAR 31, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert P. Bowen	For	For	Management
1.2	Elect Director Michael W. Brennan	For	For	Management
1.3	Elect Director Edward C. Coppola	For	For	Management
1.4	Elect Director John C. Deterding	For	For	Management
1.5	Elect Director Richard L. Fisher	For	For	Management
1.6	Elect Director Laurence S. Geller	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.7	Elect Director David M.C. Michels	For	For	Management
1.8	Elect Director William A. Prezant	For	For	Management
2	Ratify Auditors	For	For	Management

---

### UNION PACIFIC CORP.

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 4, 2006 Meeting Type: Annual  
 Record Date: FEB 23, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jr. Richard K. Davidson	For	For	Management
1.2	Elect Director Erroll B. Davis	For	For	Management
1.3	Elect Director Thomas J. Donohue	For	For	Management
1.4	Elect Director Archie W. Dunham	For	For	Management
1.5	Elect Director Judith Richards Hope	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Michael W. McConnell	For	For	Management
1.8	Elect Director Steven R. Rogel	For	For	Management
1.9	Elect Director James R. Young	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Report on Political Contributions	Against	For	Shareholder
5	Provide for an Independent Chairman	Against	For	Shareholder

---

### VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 4, 2006 Meeting Type: Annual  
 Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James R. Barker	For	For	Management
1.2	Elect Director Richard L. Carrion	For	For	Management
1.3	Elect Director Robert W. Lane	For	For	Management
1.4	Elect Director Sandra O. Moose	For	For	Management
1.5	Elect Director Joseph Neubauer	For	Withhold	Management
1.6	Elect Director Donald T. Nicolaisen	For	For	Management
1.7	Elect Director Thomas H. O'Brien	For	For	Management
1.8	Elect Director Clarence Otis, Jr.	For	For	Management
1.9	Elect Director Hugh B. Price	For	For	Management
1.10	Elect Director Ivan G. Seidenberg	For	For	Management
1.11	Elect Director Walter V. Shipley	For	For	Management
1.12	Elect Director John R. Stafford	For	For	Management
1.13	Elect Director Robert D. Storey	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Require Majority of Independent Directors on Board	Against	Against	Shareholder
6	Company-Specific-Directors on Common Boards	Against	For	Shareholder
7	Separate Chairman and CEO Positions	Against	For	Shareholder
8	Performance-Based and/or Time-Based	Against	Against	Shareholder

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Equity Awards  
 9 Report on Political Contributions Against For Shareholder

## WACHOVIA CORP.

Ticker: WB Security ID: 929903102  
 Meeting Date: APR 18, 2006 Meeting Type: Annual  
 Record Date: FEB 22, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William H. Goodwin, Jr.	For	For	Management
1.2	Elect Director Robert A. Ingram	For	For	Management
1.3	Elect Director Mackey J. McDonald	For	Withhold	Management
1.4	Elect Director Lanty L. Smith	For	For	Management
1.5	Elect Director Ruth G. Shaw	For	For	Management
1.6	Elect Director Ernest S. Rady	For	For	Management
2	Ratify Auditors	For	For	Management
3	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	For	Shareholder
4	Report on Political Contributions	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	Against	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

## WASHINGTON MUTUAL, INC

Ticker: WM Security ID: 939322103  
 Meeting Date: APR 18, 2006 Meeting Type: Annual  
 Record Date: FEB 24, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kerry K. Killinger	For	For	Management
1.2	Elect Director Thomas C. Leppert	For	For	Management
1.3	Elect Director Charles M. Lillis	For	For	Management
1.4	Elect Director Michael K. Murphy	For	For	Management
1.5	Elect Director Orin C. Smith	For	For	Management
1.6	Elect Director Regina Montoya	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Declassify the Board of Directors	For	For	Management
6	Report on Political Contributions	Against	For	Shareholder

## WASTE MANAGEMENT, INC.

Ticker: WMI Security ID: 94106L109  
 Meeting Date: MAY 5, 2006 Meeting Type: Annual  
 Record Date: MAR 10, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Pastora San Juan Cafferty	For	For	Management
1.2	Elect Director Frank M. Clark, Jr.	For	For	Management
1.3	Elect Director Thomas I. Morgan	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.4	Elect Director John C. Pope	For	For	Management
1.5	Elect Director W. Robert Reum	For	For	Management
1.6	Elect Director Steven G. Rothmeier	For	For	Management
1.7	Elect Director David P. Steiner	For	For	Management
1.8	Elect Director Thomas H. Weidemeyer	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

---

### WYETH

Ticker: WYE Security ID: 983024100  
 Meeting Date: APR 27, 2006 Meeting Type: Annual  
 Record Date: MAR 3, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert Essner	For	For	Management
1.2	Elect Director John D. Feerick	For	For	Management
1.3	Elect Director Frances D. Fergusson, Ph.D.	For	For	Management
1.4	Elect Director Victor F. Ganzi	For	For	Management
1.5	Elect Director Robert Langer	For	For	Management
1.6	Elect Director John P. Mascotte	For	For	Management
1.7	Elect Director Mary Lake Polan, M.D., Ph.D.	For	For	Management
1.8	Elect Director Gary L. Rogers	For	For	Management
1.9	Elect Director Ivan G. Seidenberg	For	For	Management
1.10	Elect Director Walter V. Shipley	For	For	Management
1.11	Elect Director John R. Torell, III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
4	Report on Product Availability in Canada	Against	For	Shareholder
5	Report on Political Contributions	Against	For	Shareholder
6	Report on Animal welfare Policy	Against	For	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
8	Separate Chairman and CEO Positions	Against	For	Shareholder
9	Adopt Simple Majority Vote Requirement	Against	For	Shareholder

---

### XEROX CORP.

Ticker: XRX Security ID: 984121103  
 Meeting Date: MAY 24, 2006 Meeting Type: Annual  
 Record Date: MAR 24, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Glenn A. Britt	For	For	Management
1.2	Elect Director Richard J. Harrington	For	For	Management
1.3	Elect Director William Curt Hunter	For	For	Management
1.4	Elect Director Vernon E. Jordan, Jr.	For	For	Management
1.5	Elect Director Hilmar Kopper	For	For	Management
1.6	Elect Director Ralph S. Larsen	For	For	Management
1.7	Elect Director Robert A. McDonald	For	For	Management

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.8	Elect Director Anne M. Mulcahy	For	For	Management
1.9	Elect Director N.J. Nicholas, Jr.	For	For	Management
1.10	Elect Director Ann N. Reese	For	For	Management
1.11	Elect Director Mary Agnes Wilderotter	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Performance-Based Equity Awards	Against	Against	Shareholder

-----

XM SATELLITE RADIO HOLDINGS INC.

Ticker: XMSR Security ID: 983759101  
 Meeting Date: MAY 26, 2006 Meeting Type: Annual  
 Record Date: APR 14, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary M. Parsons	For	For	Management
1.2	Elect Director Hugh Panero	For	For	Management
1.3	Elect Director Nathaniel A. Davis	For	For	Management
1.4	Elect Director Thomas J. Donohue	For	For	Management
1.5	Elect Director Eddy W. Hartenstein	For	For	Management
1.6	Elect Director George W. Haywood	For	For	Management
1.7	Elect Director Chester A. Huber, Jr.	For	For	Management
1.8	Elect Director John Mendel	For	Withhold	Management
1.9	Elect Director Jarl Mohn	For	For	Management
1.10	Elect Director Jack Shaw	For	For	Management
1.11	Elect Director Jeffrey D. Zients	For	For	Management
2	Ratify Auditors	For	For	Management

=====

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.

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.

By: Patrick P. Coyne  
 -----  
 Name: Patrick P. Coyne  
 Title: Chairman/President/  
 Chief Executive Officer  
 Date: August 29, 2006