

ClearBridge Energy MLP Total Return Fund Inc.
Form N-PX
August 16, 2013

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

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FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-22693**

ClearBridge Energy MLP Total Return Fund Inc.

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,
49TH FLOOR,
NEW YORK, NEW YORK**
(Address of principal executive offices)

10018
(Zip code)

**Robert I. Frenkel, Esq.
100 First Stamford Place
Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

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Date of fiscal year end: **November 30**

Date of reporting period: **July 1, 2012- June 30, 2013**

Item 1. Proxy Voting Record

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

ICA File Number: 811-22693

Reporting Period: 07/01/2012 - 06/30/2013

Clearbridge Energy MLP Total Return Fund Inc.

===== Clearbridge Energy MLP Total Return Fund =====

BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101

Meeting Date: JUN 04, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Oliver G. Richard, III | For | For | Management |
| 1.2 | Elect Director Clark C. Smith | For | For | Management |
| 1.3 | Elect Director Frank S. Sowinski | For | For | Management |

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| | | | | |
|---|----------------------------|-----|-----|------------|
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

COPANO ENERGY, L.L.C.

Ticker: CPNO Security ID: 217202100

Meeting Date: APR 30, 2013 Meeting Type: Special

Record Date: MAR 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |
| 3 | Advisory Vote on Golden Parachutes | For | For | Management |

EAGLE ROCK ENERGY PARTNERS, L.P.

Ticker: EROC Security ID: 26985R104

Meeting Date: MAY 16, 2013 Meeting Type: Annual

Record Date: MAR 21, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Peggy A. Heeg | For | For | Management |

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| | | | | |
|-----|---|-----|-----|------------|
| 1.2 | Elect Director Philip B. Smith | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

GOLAR LNG PARTNERS LP

Ticker: GMLP Security ID: Y2745C102

Meeting Date: SEP 21, 2012 Meeting Type: Annual

Record Date: AUG 15, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------|---------|-----------|------------|
| 1 | Elect Director Bart Veldhuizen | For | For | Management |
| 2 | Elect Director Carl Erik Steen | For | For | Management |
| 3 | Elect Director Hans Petter | For | For | Management |
| 4 | Elect Director Paul Leand Jr. | For | For | Management |

GOLAR LNG PARTNERS LP

Ticker: GMLP Security ID: Y2745C102

Meeting Date: DEC 13, 2012 Meeting Type: Annual

Record Date: OCT 17, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------------|---------|-----------|------------|
| 1 | Elect Director Bart Veldhuizen | For | For | Management |
| 2 | Elect Director Carl Erik Steen | For | For | Management |
| 3 | Elect Director Hans Petter Aas | For | For | Management |
| 4 | Elect Director Paul Leand, Jr. | For | For | Management |
| 5 | Amend Quorum Requirements | For | For | Management |

KNOT OFFSHORE PARTNERS LP

Ticker: KNOP Security ID: Y48125101

Meeting Date: JUN 25, 2013 Meeting Type: Annual

Record Date: MAY 20, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Edward Andrew Waryas, Jr. as Director | For | For | Management |
| 2 | Elect Andrew Beveridge as Director | For | For | Management |
| 3 | Elect John Costain as Director | For | For | Management |
| 4 | Elect Hans Petter Aas as Director | For | For | Management |
| 5 | Transact Other Business (Non-voting) | None | None | Management |

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Ticker: MMP Security ID: 559080106

Meeting Date: APR 25, 2013 Meeting Type: Annual

Record Date: FEB 25, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Walter R. Arnheim | For | For | Management |
| 1.2 | Elect Director Patrick C. Eilers | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

MARKWEST ENERGY PARTNERS, L.P.

Ticker: MWE Security ID: 570759100

Meeting Date: MAY 29, 2013 Meeting Type: Annual

Record Date: APR 03, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Frank M. Semple | For | For | Management |
| 1.2 | Elect Director Donald D. Wolf | For | For | Management |
| 1.3 | Elect Director Keith E. Bailey | For | For | Management |
| 1.4 | Elect Director Michael L. Beatty | For | For | Management |
| 1.5 | Elect Director Charles K. Dempster | For | For | Management |

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| | | | | |
|-----|-------------------------------------|-----|-----|------------|
| 1.6 | Elect Director Donald C. Heppermann | For | For | Management |
| 1.7 | Elect Director Randall J. Larson | For | For | Management |
| 1.8 | Elect Director Anne E. Fox Mounsey | For | For | Management |
| 1.9 | Elect Director William P. Nicoletti | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

NUSTAR GP HOLDINGS, LLC

Ticker: NSH Security ID: 67059L102

Meeting Date: APR 24, 2013 Meeting Type: Annual

Record Date: MAR 04, 2013

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William E. Greehey | For | For | Management |
| 1.2 | Elect Director Jelynn LeBlanc-Burley | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

PVR PARTNERS, L.P.

Ticker: PVR Security ID: 693665101

Meeting Date: JUN 05, 2013 Meeting Type: Annual

Record Date: APR 08, 2013

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Hall | For | For | Management |
| 1.2 | Elect Director Marsha R. Perelman | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

===== END NPX REPORT

SIGNATURES

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

(Registrant) ClearBridge Energy MLP Total Return Fund Inc.

By (Signature and Title)* /s/ Kenneth D. Fuller
Kenneth D. Fuller
Chairman, President and Chief Executive Officer

Date August 16, 2013

* Print the name and title of each signing officer under his or her signature.
