

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

ZWEIG TOTAL RETURN FUND INC  
Form N-PX  
August 17, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number: 811-05620

THE ZWEIG TOTAL RETURN FUND, INC.

-----  
(exact name of registrant as specified in charter)

101 Munson Street, Greenfield, MA 01301

-----  
(Address of principal executive offices)

William Renahan, Esq., Virtus Investment Partners, Inc.  
100 Pearl Street, Hartford, CT 06103

-----  
(Name and Address of agent for service)

Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2015 - 06/30/2016

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

ICA File Number: 811-05620  
Reporting Period: 07/01/2015 - 06/30/2016  
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 29, 2016 Meeting Type: Annual  
Record Date: MAR 02, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Alpern	For	For	Management

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

1.2	Elect Director Roxanne S. Austin	For	For	Management
1.3	Elect Director Sally E. Blount	For	For	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Edward M. Liddy	For	For	Management
1.6	Elect Director Nancy McKinstry	For	For	Management
1.7	Elect Director Phebe N. Novakovic	For	For	Management
1.8	Elect Director William A. Osborn	For	For	Management
1.9	Elect Director Samuel C. Scott, III	For	For	Management
1.10	Elect Director Glenn F. Tilton	For	For	Management
1.11	Elect Director Miles D. White	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### ALASKA AIR GROUP, INC.

Ticker:            ALK                    Security ID: 011659109  
Meeting Date: MAY 12, 2016    Meeting Type: Annual  
Record Date:    MAR 18, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Patricia M. Bedient	For	For	Management
1b	Elect Director Marion C. Blakey	For	For	Management
1c	Elect Director Phyllis J. Campbell	For	For	Management
1d	Elect Director Dhiren R. Fonseca	For	For	Management
1e	Elect Director Jessie J. Knight, Jr.	For	For	Management
1f	Elect Director Dennis F. Madsen	For	For	Management
1g	Elect Director Helvi K. Sandvik	For	For	Management
1h	Elect Director Katherine J. Savitt	For	For	Management
1i	Elect Director J. Kenneth Thompson	For	For	Management
1j	Elect Director Bradley D. Tilden	For	For	Management
1k	Elect Director Eric K. Yeaman	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Ratify KPMG LLP as Auditors	For	For	Management

### ALCOA INC.

Ticker:            AA                    Security ID: 013817101  
Meeting Date: MAY 06, 2016    Meeting Type: Annual  
Record Date:    FEB 24, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arthur D. Collins, Jr.	For	For	Management
1.2	Elect Director Sean O. Mahoney	For	For	Management
1.3	Elect Director Michael G. Morris	For	For	Management
1.4	Elect Director E. Stanley O'Neal	For	For	Management
1.5	Elect Director Carol L. Roberts	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Amend Executive Incentive Bonus Plan	For	For	Management
6	Require Independent Board Chairman	Against	For	Shareholder

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

-----  
ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
Meeting Date: MAY 19, 2016 Meeting Type: Annual  
Record Date: MAR 28, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerald L. Baliles	For	For	Management
1.2	Elect Director Martin J. Barrington	For	For	Management
1.3	Elect Director John T. Casteen, III	For	For	Management
1.4	Elect Director Dinyar S. Devitre	For	For	Management
1.5	Elect Director Thomas F. Farrell, II	For	For	Management
1.6	Elect Director Thomas W. Jones	For	For	Management
1.7	Elect Director Debra J. Kelly-Ennis	For	For	Management
1.8	Elect Director W. Leo Kiely, III	For	For	Management
1.9	Elect Director Kathryn B. McQuade	For	For	Management
1.10	Elect Director George Munoz	For	For	Management
1.11	Elect Director Nabil Y. Sakkab	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Health Impacts of Additives and Chemicals in Products	Against	Against	Shareholder
5	Participate in OECD Mediation for Human Rights Violations	Against	Against	Shareholder

-----  
ANALOG DEVICES, INC.

Ticker: ADI Security ID: 032654105  
Meeting Date: MAR 09, 2016 Meeting Type: Annual  
Record Date: JAN 08, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Ray Stata	For	For	Management
1b	Elect Director Vincent T. Roche	For	For	Management
1c	Elect Director Richard M. Beyer	For	For	Management
1d	Elect Director James A. Champy	For	For	Management
1e	Elect Director Bruce R. Evans	For	For	Management
1f	Elect Director Edward H. Frank	For	For	Management
1g	Elect Director John C. Hodgson	For	For	Management
1h	Elect Director Neil Novich	For	For	Management
1i	Elect Director Kenton J. Sicchitano	For	For	Management
1j	Elect Director Lisa T. Su	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Ernst & Young LLP as Auditors	For	For	Management

-----  
APPLE INC.

Ticker: AAPL Security ID: 037833100  
Meeting Date: FEB 26, 2016 Meeting Type: Annual

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

Record Date: DEC 28, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James Bell	For	For	Management
1.2	Elect Director Tim Cook	For	For	Management
1.3	Elect Director Al Gore	For	For	Management
1.4	Elect Director Bob Iger	For	For	Management
1.5	Elect Director Andrea Jung	For	For	Management
1.6	Elect Director Art Levinson	For	For	Management
1.7	Elect Director Ron Sugar	For	For	Management
1.8	Elect Director Sue Wagner	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Create Feasibility Plan for Net-Zero GHG Emissions, Including for Major Suppliers	Against	Against	Shareholder
6	Adopt Policy to Increase Diversity of Senior Management and Board of Directors	Against	Against	Shareholder
7	Report on Guidelines for Country Selection	Against	Against	Shareholder
8	Adopt Proxy Access Right	Against	For	Shareholder

---

### ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102  
 Meeting Date: MAY 05, 2016 Meeting Type: Annual  
 Record Date: MAR 10, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan L. Boeckmann	For	For	Management
1.2	Elect Director Mollie Hale Carter	For	For	Management
1.3	Elect Director Terrell K. Crews	For	For	Management
1.4	Elect Director Pierre Dufour	For	For	Management
1.5	Elect Director Donald E. Felsing	For	For	Management
1.6	Elect Director Juan R. Luciano	For	For	Management
1.7	Elect Director Antonio Maciel Neto	For	For	Management
1.8	Elect Director Patrick J. Moore	For	For	Management
1.9	Elect Director Francisco Sanchez	For	For	Management
1.10	Elect Director Debra A. Sandler	For	For	Management
1.11	Elect Director Daniel Shih	For	For	Management
1.12	Elect Director Kelvin R. Westbrook	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

---

### AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 29, 2016 Meeting Type: Annual  
 Record Date: MAR 01, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Randall L. Stephenson	For	For	Management

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

1.2	Elect Director Samuel A. Di Piazza, Jr.	For	For	Management
1.3	Elect Director Richard W. Fisher	For	For	Management
1.4	Elect Director Scott T. Ford	For	For	Management
1.5	Elect Director Glenn H. Hutchins	For	For	Management
1.6	Elect Director William E. Kennard	For	For	Management
1.7	Elect Director Michael B. McCallister	For	For	Management
1.8	Elect Director Beth E. Mooney	For	For	Management
1.9	Elect Director Joyce M. Roche	For	For	Management
1.10	Elect Director Matthew K. Rose	For	For	Management
1.11	Elect Director Cynthia B. Taylor	For	For	Management
1.12	Elect Director Laura D'Andrea Tyson	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Report on Indirect Political Contributions	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	For	Shareholder
7	Require Independent Board Chairman	Against	Against	Shareholder

---

### BECTON, DICKINSON AND COMPANY

Ticker:           BDX                           Security ID: 075887109  
Meeting Date: JAN 26, 2016   Meeting Type: Annual  
Record Date: DEC 04, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Basil L. Anderson	For	For	Management
1.2	Elect Director Catherine M. Burzik	For	For	Management
1.3	Elect Director Vincent A. Forlenza	For	For	Management
1.4	Elect Director Claire M. Fraser	For	For	Management
1.5	Elect Director Christopher Jones	For	For	Management
1.6	Elect Director Marshall O. Larsen	For	For	Management
1.7	Elect Director Gary A. Mecklenburg	For	For	Management
1.8	Elect Director James F. Orr	For	For	Management
1.9	Elect Director Willard J. Overlock, Jr.	For	For	Management
1.10	Elect Director Claire Pomeroy	For	For	Management
1.11	Elect Director Rebecca W. Rimel	For	For	Management
1.12	Elect Director Bertram L. Scott	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

---

### BIOGEN INC.

Ticker:           BIIB                           Security ID: 09062X103  
Meeting Date: JUN 08, 2016   Meeting Type: Annual  
Record Date: APR 11, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Alexander J. Denner	For	For	Management
1b	Elect Director Caroline D. Dorsa	For	For	Management
1c	Elect Director Nancy L. Leaming	For	For	Management
1d	Elect Director Richard C. Mulligan	For	For	Management
1e	Elect Director Robert W. Pangia	For	For	Management

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

1f	Elect Director Stelios Papadopoulos	For	For	Management
1g	Elect Director Brian S. Posner	For	For	Management
1h	Elect Director Eric K. Rowinsky	For	For	Management
1i	Elect Director George A. Scangos	For	For	Management
1j	Elect Director Lynn Schenk	For	For	Management
1k	Elect Director Stephen A. Sherwin	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101  
 Meeting Date: MAY 25, 2016 Meeting Type: Annual  
 Record Date: MAR 30, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Abdlatif Yousef Al-Hamad	For	Against	Management
1b	Elect Director Mathis Cabiallavetta	For	For	Management
1c	Elect Director Pamela Daley	For	For	Management
1d	Elect Director William S. Demchak	For	For	Management
1e	Elect Director Jessica P. Einhorn	For	For	Management
1f	Elect Director Laurence D. Fink	For	For	Management
1g	Elect Director Fabrizio Freda	For	For	Management
1h	Elect Director Murry S. Gerber	For	For	Management
1i	Elect Director James Grosfeld	For	For	Management
1j	Elect Director Robert S. Kapito	For	For	Management
1k	Elect Director David H. Komansky	For	For	Management
1l	Elect Director Deryck Maughan	For	For	Management
1m	Elect Director Cheryl D. Mills	For	For	Management
1n	Elect Director Gordon M. Nixon	For	For	Management
1o	Elect Director Thomas H. O'Brien	For	For	Management
1p	Elect Director Ivan G. Seidenberg	For	For	Management
1q	Elect Director Marco Antonio Slim Domit	For	For	Management
1r	Elect Director John S. Varley	For	For	Management
1s	Elect Director Susan L. Wagner	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
4	Provide Proxy Access Right	For	For	Management
5	Report on Proxy Voting and Executive Compensation	Against	Against	Shareholder

CANON INC.

Ticker: 7751 Security ID: 138006309  
 Meeting Date: MAR 30, 2016 Meeting Type: Annual  
 Record Date: DEC 30, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Allocation of Income, with a Final Dividend of JPY 75	For	For	Management
2.1	Elect Director Mitarai, Fujio	For	For	Management
2.2	Elect Director Tanaka, Toshizo	For	For	Management

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

2.3	Elect Director Matsumoto, Shigeyuki	For	For	Management
2.4	Elect Director Maeda, Masaya	For	For	Management
2.5	Elect Director Saida, Kunitaro	For	For	Management
2.6	Elect Director Kato, Haruhiko	For	For	Management
3	Approve Annual Bonus	For	For	Management

### CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 25, 2016 Meeting Type: Annual  
 Record Date: MAR 30, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Alexander B. Cummings, Jr. - Resigned	None	None	Management
1b	Elect Director Linnet F. Deily	For	For	Management
1c	Elect Director Robert E. Denham	For	For	Management
1d	Elect Director Alice P. Gast	For	For	Management
1e	Elect Director Enrique Hernandez, Jr.	For	For	Management
1f	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1g	Elect Director Charles W. Moorman, IV	For	For	Management
1h	Elect Director John G. Stumpf	For	For	Management
1i	Elect Director Ronald D. Sugar	For	For	Management
1j	Elect Director Inge G. Thulin	For	For	Management
1k	Elect Director John S. Watson	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Adopt Quantitative GHG Goals for Products and Operations	Against	Against	Shareholder
7	Annually Assess Portfolio Impacts of Policies to Meet 2 Degree Scenario	Against	For	Shareholder
8	Annually Report Reserve Replacements in BTUs	Against	Against	Shareholder
9	Increase Return of Capital to Shareholders in Light of Climate Change Risks	Against	Against	Shareholder
10	Report on the Result of Efforts to Minimize Hydraulic Fracturing Impacts	Against	For	Shareholder
11	Require Director Nominee with Environmental Experience	Against	For	Shareholder
12	Amend Bylaws -- Call Special Meetings	Against	For	Shareholder

### DANAHER CORPORATION

Ticker: DHR Security ID: 235851102  
 Meeting Date: MAY 10, 2016 Meeting Type: Annual  
 Record Date: MAR 14, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald J. Ehrlich	For	Against	Management
1.2	Elect Director Linda Hefner Filler	For	For	Management

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

1.3	Elect Director Thomas P. Joyce, Jr.	For	For	Management
1.4	Elect Director Teri List-Stoll	For	Against	Management
1.5	Elect Director Walter G. Lohr, Jr.	For	For	Management
1.6	Elect Director Mitchell P. Rales	For	For	Management
1.7	Elect Director Steven M. Rales	For	Against	Management
1.8	Elect Director John T. Schwieters	For	Against	Management
1.9	Elect Director Alan G. Spoon	For	For	Management
1.10	Elect Director Elias A. Zerhouni	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Political Contributions	Against	For	Shareholder
5	Amend Bylaws - Call Special Meetings	Against	For	Shareholder

---

### DUKE ENERGY CORPORATION

Ticker: DUK Security ID: 26441C204  
 Meeting Date: MAY 05, 2016 Meeting Type: Annual  
 Record Date: MAR 07, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael J. Angelakis	For	For	Management
1.2	Elect Director Michael G. Browning	For	For	Management
1.3	Elect Director Daniel R. DiMicco	For	For	Management
1.4	Elect Director John H. Forsgren	For	For	Management
1.5	Elect Director Lynn J. Good	For	For	Management
1.6	Elect Director Ann Maynard Gray	For	For	Management
1.7	Elect Director John T. Herron	For	For	Management
1.8	Elect Director James B. Hylar, Jr.	For	For	Management
1.9	Elect Director William E. Kennard	For	For	Management
1.10	Elect Director E. Marie McKee	For	For	Management
1.11	Elect Director Charles W. Moorman, IV	For	For	Management
1.12	Elect Director Carlos A. Saladrigas	For	For	Management
2	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Reduce Supermajority Vote Requirement	Against	For	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder

---

### FACEBOOK, INC.

Ticker: FB Security ID: 30303M102  
 Meeting Date: JUN 20, 2016 Meeting Type: Annual  
 Record Date: APR 29, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Marc L. Andreessen	For	Withhold	Management
1.2	Elect Director Erskine B. Bowles	For	Withhold	Management
1.3	Elect Director Susan D. Desmond-Hellmann	For	Withhold	Management
1.4	Elect Director Reed Hastings	For	For	Management
1.5	Elect Director Jan Koum	For	Withhold	Management
1.6	Elect Director Sheryl K. Sandberg	For	Withhold	Management
1.7	Elect Director Peter A. Thiel	For	For	Management
1.8	Elect Director Mark Zuckerberg	For	Withhold	Management



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

2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify the Grant of Restricted Stock Units to Non-Employee Directors	For	Against	Management
5	Ratify the Grant of Restricted Stock Units to Non-Employee Directors	For	Against	Management
6	Approve Annual Compensation Program for Non-employee Directors	For	Against	Management
7A	Amend Certificate of Incorporation to Establish the Class C Capital Stock and to Make Certain Clarifying Changes	For	Against	Management
7B	Increase Authorized Common Stock	For	Against	Management
7C	Amend Certificate of Incorporation to Provide Equal Treatment of Shares of Class A Common Stock, Class B Common Stock, and Class C Capital Stock	For	For	Management
7D	Amend Certificate of Incorporation to Provide for Additional Events	For	For	Management
8	Amend Omnibus Stock Plan	For	Against	Management
9	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
10	Report on Sustainability	Against	For	Shareholder
11	Report on Lobbying Payments and Policy	Against	For	Shareholder
12	Establish International Policy Board Committee	Against	Against	Shareholder
13	Report on Gender Pay Gap	Against	For	Shareholder

---

### FEDEX CORPORATION

Ticker: FDX                      Security ID: 31428X106  
 Meeting Date: SEP 28, 2015      Meeting Type: Annual  
 Record Date: AUG 03, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James L. Barksdale	For	For	Management
1.2	Elect Director John A. Edwardson	For	For	Management
1.3	Elect Director Marvin R. Ellison	For	For	Management
1.4	Elect Director Kimberly A. Jabal	For	For	Management
1.5	Elect Director Shirley Ann Jackson	For	For	Management
1.6	Elect Director Gary W. Loveman	For	For	Management
1.7	Elect Director R. Brad Martin	For	For	Management
1.8	Elect Director Joshua Cooper Ramo	For	For	Management
1.9	Elect Director Susan C. Schwab	For	For	Management
1.10	Elect Director Frederick W. Smith	For	For	Management
1.11	Elect Director David P. Steiner	For	For	Management
1.12	Elect Director Paul S. Walsh	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Ernst & Young LLP as Auditors	For	For	Management
4	Require Independent Board Chairman	Against	For	Shareholder
5	Adopt Policy Prohibiting Tax Payments on Restricted Stock Awards	Against	For	Shareholder
6	Clawback of Incentive Payments	Against	For	Shareholder
7	Adopt Proxy Access Right	Against	For	Shareholder
8	Report on Political Contributions	Against	For	Shareholder
9	Report on Lobbying Payments and Policy	Against	For	Shareholder
10	Report on Consistency Between Corporate Values and Political	Against	Against	Shareholder

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

### Contributions

#### FIVE BELOW, INC.

Ticker: FIVE Security ID: 33829M101  
 Meeting Date: JUN 21, 2016 Meeting Type: Annual  
 Record Date: APR 26, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Elect Director Catherine E. Buggeln	For	For	Management
1B	Elect Director Michael F. Devine, III	For	For	Management
1C	Elect Director Ronald L. Sargent	For	For	Management
1D	Elect Director Daniel J. Kaufman	For	For	Management
1E	Elect Director Richard L. Markee	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

#### GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108  
 Meeting Date: MAY 04, 2016 Meeting Type: Annual  
 Record Date: MAR 03, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary T. Barra	For	For	Management
1.2	Elect Director Nicholas D. Chabraja	For	For	Management
1.3	Elect Director James S. Crown	For	For	Management
1.4	Elect Director Rudy F. deLeon	For	For	Management
1.5	Elect Director William P. Fricks	For	For	Management
1.6	Elect Director John M. Keane	For	For	Management
1.7	Elect Director Lester L. Lyles	For	For	Management
1.8	Elect Director Mark M. Malcolm	For	For	Management
1.9	Elect Director James N. Mattis	For	For	Management
1.10	Elect Director Phebe N. Novakovic	For	For	Management
1.11	Elect Director William A. Osborn	For	For	Management
1.12	Elect Director Laura J. Schumacher	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Adopt and Issue General Payout Policy Regarding Share Repurchases	Against	Against	Shareholder

#### GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 27, 2016 Meeting Type: Annual  
 Record Date: FEB 29, 2016

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

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

A1	Elect Director Sebastien M. Bazin	For	For	Management
A2	Elect Director W. Geoffrey Beattie	For	For	Management
A3	Elect Director John J. Brennan	For	For	Management
A4	Elect Director Francisco D' Souza	For	For	Management
A5	Elect Director Marijn E. Dekkers	For	For	Management
A6	Elect Director Peter B. Henry	For	For	Management
A7	Elect Director Susan J. Hockfield	For	For	Management
A8	Elect Director Jeffrey R. Immelt	For	For	Management
A9	Elect Director Andrea Jung	For	For	Management
A10	Elect Director Robert W. Lane	For	For	Management
A11	Elect Director Rochelle B. Lazarus	For	For	Management
A12	Elect Director Lowell C. McAdam	For	For	Management
A13	Elect Director James J. Mulva	For	For	Management
A14	Elect Director James E. Rohr	For	For	Management
A15	Elect Director Mary L. Schapiro	For	For	Management
A16	Elect Director James S. Tisch	For	For	Management
B1	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
B2	Ratify KPMG LLP as Auditors	For	For	Management
C1	Report on Lobbying Payments and Policy	Against	For	Shareholder
C2	Require Independent Board Chairman	Against	Against	Shareholder
C3	Adopt Holy Land Principles	Against	Against	Shareholder
C4	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
C5	Performance-Based and/or Time-Based Equity Awards	Against	Against	Shareholder
C6	Report on Guidelines for Country Selection	Against	Against	Shareholder

---

### GENERAL MOTORS COMPANY

Ticker: GM Security ID: 37045V100  
Meeting Date: JUN 07, 2016 Meeting Type: Annual  
Record Date: APR 08, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Joseph J. Ashton	For	For	Management
1b	Elect Director Mary T. Barra	For	For	Management
1c	Elect Director Linda R. Gooden	For	For	Management
1d	Elect Director Joseph Jimenez	For	For	Management
1e	Elect Director Kathryn V. Marinello	For	For	Management
1f	Elect Director Jane L. Mendillo	For	For	Management
1g	Elect Director Michael G. Mullen	For	For	Management
1h	Elect Director James J. Mulva	For	For	Management
1i	Elect Director Patricia F. Russo	For	For	Management
1j	Elect Director Thomas M. Schoewe	For	For	Management
1k	Elect Director Theodore M. Solso	For	For	Management
1l	Elect Director Carol M. Stephenson	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
4	Adopt Holy Land Principles	Against	Against	Shareholder

---

### GILEAD SCIENCES, INC.

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

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 11, 2016 Meeting Type: Annual  
 Record Date: MAR 16, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director John F. Cogan	For	For	Management
1b	Elect Director Kevin E. Lofton	For	For	Management
1c	Elect Director John W. Madigan	For	For	Management
1d	Elect Director John C. Martin	For	For	Management
1e	Elect Director John F. Milligan	For	For	Management
1f	Elect Director Nicholas G. Moore	For	For	Management
1g	Elect Director Richard J. Whitley	For	For	Management
1h	Elect Director Gayle E. Wilson	For	For	Management
1i	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Provide Right to Act by Written Consent Against	For		Shareholder

### GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105  
 Meeting Date: MAY 05, 2016 Meeting Type: Annual  
 Record Date: MAR 23, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	Withhold	Management
3	Elect Vindi Banga as Director	For	For	Management
4	Elect Dr Jesse Goodman as Director	For	For	Management
5	Re-elect Sir Philip Hampton as Director	For	For	Management
6	Re-elect Sir Andrew Witty as Director	For	For	Management
7	Re-elect Sir Roy Anderson as Director	For	For	Management
8	Re-elect Stacey Cartwright as Director	For	For	Management
9	Re-elect Simon Dingemans as Director	For	For	Management
10	Re-elect Lynn Elsenhans as Director	For	For	Management
11	Re-elect Judy Lewent as Director	For	For	Management
12	Re-elect Urs Rohner as Director	For	For	Management
13	Re-elect Dr Moncef Slaoui as Director	For	For	Management
14	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	Management
15	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	For	For	Management
16	Authorise EU Political Donations and Expenditure	For	For	Management
17	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
18	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
19	Authorise Market Purchase of Ordinary Shares	For	For	Management
20	Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports	For	For	Management
21	Authorise the Company to Call General Meeting with 14 Working Days' Notice	For	For	Management

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

HCA HOLDINGS, INC.

Ticker: HCA Security ID: 40412C101  
 Meeting Date: APR 28, 2016 Meeting Type: Annual  
 Record Date: MAR 04, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director R. Milton Johnson	For	For	Management
1b	Elect Director Robert J. Dennis	For	For	Management
1c	Elect Director Nancy-Ann DeParle	For	For	Management
1d	Elect Director Thomas F. Frist, III	For	For	Management
1e	Elect Director William R. Frist	For	For	Management
1f	Elect Director Charles O. Holliday, Jr.	For	For	Management
1g	Elect Director Ann H. Lamont	For	For	Management
1h	Elect Director Jay O. Light	For	For	Management
1i	Elect Director Geoffrey G. Meyers	For	For	Management
1j	Elect Director Michael W. Michelson	For	For	Management
1k	Elect Director Wayne J. Riley	For	For	Management
1l	Elect Director John W. Rowe	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Ernst & Young LLP as Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 28, 2016 Meeting Type: Annual  
 Record Date: MAR 01, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Mary C. Beckerle	For	For	Management
1b	Elect Director D. Scott Davis	For	For	Management
1c	Elect Director Ian E. L. Davis	For	For	Management
1d	Elect Director Alex Gorsky	For	For	Management
1e	Elect Director Susan L. Lindquist	For	For	Management
1f	Elect Director Mark B. McClellan	For	For	Management
1g	Elect Director Anne M. Mulcahy	For	For	Management
1h	Elect Director William D. Perez	For	For	Management
1i	Elect Director Charles Prince	For	For	Management
1j	Elect Director A. Eugene Washington	For	For	Management
1k	Elect Director Ronald A. Williams	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
4	Adopt a Payout Policy Giving Preference to Share Buybacks Over Dividends	Against	Against	Shareholder
5	Require Independent Board Chairman	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	Against	Shareholder
7	Report on Policies for Safe Disposal of Prescription Drugs by Users	Against	Against	Shareholder

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

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 17, 2016 Meeting Type: Annual  
 Record Date: MAR 18, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Linda B. Bammann	For	For	Management
1b	Elect Director James A. Bell	For	For	Management
1c	Elect Director Crandall C. Bowles	For	For	Management
1d	Elect Director Stephen B. Burke	For	For	Management
1e	Elect Director James S. Crown	For	For	Management
1f	Elect Director James Dimon	For	For	Management
1g	Elect Director Timothy P. Flynn	For	For	Management
1h	Elect Director Laban P. Jackson, Jr.	For	For	Management
1i	Elect Director Michael A. Neal	For	For	Management
1j	Elect Director Lee R. Raymond	For	For	Management
1k	Elect Director William C. Weldon	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
4	Require Independent Board Chairman	Against	For	Shareholder
5	Provide Vote Counting to Exclude Abstentions	Against	Against	Shareholder
6	Prohibit Accelerated Vesting of Awards to Pursue Government Service	Against	For	Shareholder
7	Appoint Committee to Explore the Feasibility to Divest Non-Core Banking Segments	Against	Against	Shareholder
8	Clawback Amendment	Against	Against	Shareholder
9	Adopt Executive Compensation Philosophy with Social Factors	Against	Against	Shareholder

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109  
 Meeting Date: MAY 27, 2016 Meeting Type: Annual  
 Record Date: MAR 21, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William H. Cunningham	For	For	Management
1.2	Elect Director George W. Henderson, III	For	For	Management
1.3	Elect Director Eric G. Johnson	For	For	Management
1.4	Elect Director M. Leanne Lachman	For	For	Management
1.5	Elect Director William Porter Payne	For	For	Management
1.6	Elect Director Patrick S. Pittard	For	For	Management
1.7	Elect Director Isaiah Tidwell	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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

### MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104  
 Meeting Date: JUN 28, 2016 Meeting Type: Annual  
 Record Date: APR 29, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Richard Haythornthwaite	For	For	Management
1b	Elect Director Ajay Banga	For	For	Management
1c	Elect Director Silvio Barzi	For	For	Management
1d	Elect Director David R. Carlucci	For	For	Management
1e	Elect Director Steven J. Freiberg	For	For	Management
1f	Elect Director Julius Genachowski	For	For	Management
1g	Elect Director Merit E. Janow	For	For	Management
1h	Elect Director Nancy J. Karch	For	For	Management
1i	Elect Director Oki Matsumoto	For	Against	Management
1j	Elect Director Rima Qureshi	For	For	Management
1k	Elect Director Jose Octavio Reyes Lagunes	For	For	Management
1l	Elect Director Jackson Tai	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management

### MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101  
 Meeting Date: MAY 26, 2016 Meeting Type: Annual  
 Record Date: MAR 28, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Lloyd Dean	For	For	Management
1b	Elect Director Stephen Easterbrook	For	For	Management
1c	Elect Director Robert Eckert	For	For	Management
1d	Elect Director Margaret Georgiadis	For	For	Management
1e	Elect Director Enrique Hernandez, Jr.	For	For	Management
1f	Elect Director Jeanne Jackson	For	For	Management
1g	Elect Director Richard Lenny	For	For	Management
1h	Elect Director Walter Massey	For	For	Management
1i	Elect Director John Mulligan	For	For	Management
1j	Elect Director Sheila Penrose	For	For	Management
1k	Elect Director John Rogers, Jr.	For	For	Management
1l	Elect Director Miles White	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Ernst & Young LLP as Auditors	For	For	Management
4	Provide Vote Counting to Exclude Abstentions	Against	Against	Shareholder
5	Provide Right to Act by Written Consent	Against	For	Shareholder
6	Adopt Holy Land Principles	Against	Against	Shareholder
7	Adopt Policy to Ban Non-Therapeutic Use of Antibiotics in Meat Supply Chain	Against	For	Shareholder
8	Report on Consistency Between Corporate Values and Political Contributions	Against	Against	Shareholder
9	Report on Consistency Between Corporate Values and Political	Against	Against	Shareholder

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

### Activities

#### MICHAEL KORS HOLDINGS LIMITED

Ticker: KORS Security ID: G60754101  
 Meeting Date: JUL 30, 2015 Meeting Type: Annual  
 Record Date: JUN 01, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director M. William Benedetto	For	For	Management
1b	Elect Director Stephen F. Reitman	For	For	Management
1c	Elect Director Jean Tomlin	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

#### MOHAWK INDUSTRIES, INC.

Ticker: MHK Security ID: 608190104  
 Meeting Date: MAY 19, 2016 Meeting Type: Annual  
 Record Date: MAR 28, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph A. Onorato	For	For	Management
1.2	Elect Director William H. Runge, III	For	For	Management
1.3	Elect Director W. Christopher Wellborn	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

#### PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 04, 2016 Meeting Type: Annual  
 Record Date: FEB 26, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Shona L. Brown	For	For	Management
1b	Elect Director George W. Buckley	For	For	Management
1c	Elect Director Cesar Conde	For	For	Management
1d	Elect Director Ian M. Cook	For	For	Management
1e	Elect Director Dina Dublon	For	For	Management
1f	Elect Director Rona A. Fairhead	For	For	Management
1g	Elect Director Richard W. Fisher	For	For	Management
1h	Elect Director William R. Johnson	For	For	Management
1i	Elect Director Indra K. Nooyi	For	For	Management
1j	Elect Director David C. Page	For	For	Management
1k	Elect Director Robert C. Pohlard	For	For	Management
1l	Elect Director Lloyd G. Trotter	For	For	Management
1m	Elect Director Daniel Vasella	For	For	Management
1n	Elect Director Alberto Weisser	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management



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

3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Establish a Board Committee on Sustainability	Against	Against	Shareholder
6	Report on Plans to Minimize Pesticides' Impact on Pollinators	Against	Against	Shareholder
7	Adopt Holy Land Principles	Against	Against	Shareholder
8	Adopt Quantitative Renewable Energy Goals	Against	Against	Shareholder

PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 28, 2016 Meeting Type: Annual  
 Record Date: MAR 01, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis A. Ausiello	For	For	Management
1.2	Elect Director W. Don Cornwell	For	For	Management
1.3	Elect Director Joseph J. Echevarria	For	For	Management
1.4	Elect Director Frances D. Fergusson	For	For	Management
1.5	Elect Director Helen H. Hobbs	For	For	Management
1.6	Elect Director James M. Kilts	For	For	Management
1.7	Elect Director Shantanu Narayan	For	For	Management
1.8	Elect Director Suzanne Nora Johnson	For	For	Management
1.9	Elect Director Ian C. Read	For	For	Management
1.10	Elect Director Stephen W. Sanger	For	For	Management
1.11	Elect Director James C. Smith	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder
5	Give Shareholders Final Say on Election of Directors	Against	Against	Shareholder
6	Provide Right to Act by Written Consent	Against	For	Shareholder
7	Prohibit Tax Gross-ups on Inversions	Against	Against	Shareholder

PRUDENTIAL FINANCIAL, INC.

Ticker: PRU Security ID: 744320102  
 Meeting Date: MAY 10, 2016 Meeting Type: Annual  
 Record Date: MAR 11, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas J. Baltimore, Jr.	For	For	Management
1.2	Elect Director Gilbert F. Casellas	For	For	Management
1.3	Elect Director James G. Cullen	For	For	Management
1.4	Elect Director Mark B. Grier	For	For	Management
1.5	Elect Director Martina Hund-Mejean	For	For	Management
1.6	Elect Director Karl J. Krapek	For	For	Management
1.7	Elect Director Peter R. Lighte	For	For	Management
1.8	Elect Director George Paz	For	For	Management
1.9	Elect Director Sandra Pianalto	For	For	Management
1.10	Elect Director Christine A. Poon	For	For	Management
1.11	Elect Director Douglas A. Scovanner	For	For	Management

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

1.12	Elect Director John R. Strangfeld	For	For	Management
1.13	Elect Director Michael A. Todma	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Require Independent Board Chairman	Against	For	Shareholder

### QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 08, 2016 Meeting Type: Annual  
 Record Date: JAN 11, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Barbara T. Alexander	For	For	Management
1b	Elect Director Raymond V. Dittamore	For	For	Management
1c	Elect Director Jeffrey W. Henderson	For	For	Management
1d	Elect Director Thomas W. Horton	For	For	Management
1e	Elect Director Paul E. Jacobs	For	For	Management
1f	Elect Director Harish Manwani	For	For	Management
1g	Elect Director Mark D. McLaughlin	For	For	Management
1h	Elect Director Steve Mollenkopf	For	For	Management
1i	Elect Director Clark T. 'Sandy' Randt, Jr.	For	For	Management
1j	Elect Director Francisco Ros	For	For	Management
1k	Elect Director Jonathan J. Rubinstein	For	For	Management
1l	Elect Director Anthony J. Vinciguerra	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Proxy Access	Against	For	Shareholder

### ROYAL BANK OF CANADA

Ticker: RY Security ID: 780087102  
 Meeting Date: APR 06, 2016 Meeting Type: Annual/Special  
 Record Date: FEB 08, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Geoffrey Beattie	For	For	Management
1.2	Elect Director Jacynthe Cote	For	For	Management
1.3	Elect Director Toos N. Daruvala	For	For	Management
1.4	Elect Director David F. Denison	For	For	Management
1.5	Elect Director Richard L. George	For	For	Management
1.6	Elect Director Alice D. Laberge	For	For	Management
1.7	Elect Director Michael H. McCain	For	For	Management
1.8	Elect Director David I. McKay	For	For	Management
1.9	Elect Director Heather Munroe-Blum	For	For	Management
1.10	Elect Director Thomas A. Renyi	For	For	Management
1.11	Elect Director Edward Sonshine	For	For	Management
1.12	Elect Director Kathleen P. Taylor	For	For	Management
1.13	Elect Director Bridget A. van Kralingen	For	For	Management

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

1.14	Elect Director Thierry Vandal	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote on Executive Compensation Approach	For	For	Management
4	Confirm By-law Amendment to Increase Maximum Aggregate Board Compensation	For	For	Management
5	SP 1: Simplify Financial Reporting	Against	Against	Shareholder

SALESFORCE.COM, INC.

Ticker: CRM Security ID: 79466L302  
 Meeting Date: JUN 02, 2016 Meeting Type: Annual  
 Record Date: APR 07, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Marc Benioff	For	For	Management
1b	Elect Director Keith Block	For	For	Management
1c	Elect Director Craig Conway	For	For	Management
1d	Elect Director Alan Hassenfeld	For	For	Management
1e	Elect Director Neelie Kroes	For	For	Management
1f	Elect Director Colin Powell	For	For	Management
1g	Elect Director Sanford Robertson	For	For	Management
1h	Elect Director John V. Roos	For	For	Management
1i	Elect Director Lawrence Tomlinson	For	For	Management
1j	Elect Director Robin Washington	For	For	Management
1k	Elect Director Maynard Webb	For	For	Management
1l	Elect Director Susan Wojcicki	For	For	Management
2	Provide Directors May Be Removed With or Without Cause	For	For	Management
3	Ratify Ernst & Young LLP as Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
5	Pro-rata Vesting of Equity Awards	Against	For	Shareholder
6	Stock Retention/Holding Period	Against	For	Shareholder

SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 06, 2016 Meeting Type: Annual  
 Record Date: FEB 17, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Peter L.S. Currie	For	For	Management
1b	Elect Director V. Maureen Kempston Darkes	For	For	Management
1c	Elect Director Paal Kibsgaard	For	For	Management
1d	Elect Director Nikolay Kudryavtsev	For	For	Management
1e	Elect Director Michael E. Marks	For	For	Management
1f	Elect Director Indra K. Nooyi	For	For	Management
1g	Elect Director Lubna S. Olayan	For	For	Management
1h	Elect Director Leo Rafael Reif	For	For	Management
1i	Elect Director Tore I. Sandvold	For	For	Management
1j	Elect Director Henri Seydoux	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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

3	Adopt and Approve Financials and Dividends	For	For	Management
4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
5	Amend Articles	For	For	Management
6	Fix Number of Directors at Twelve	For	For	Management
7	Amend 2010 Omnibus Stock Incentive Plan	For	For	Management

### SOUTHWEST AIRLINES CO.

Ticker: LUV                      Security ID: 844741108  
 Meeting Date: MAY 18, 2016      Meeting Type: Annual  
 Record Date: MAR 22, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David W. Biegler	For	For	Management
1b	Elect Director J. Veronica Biggins	For	For	Management
1c	Elect Director Douglas H. Brooks	For	For	Management
1d	Elect Director William H. Cunningham	For	For	Management
1e	Elect Director John G. Denison	For	For	Management
1f	Elect Director Thomas W. Gilligan	For	For	Management
1g	Elect Director Gary C. Kelly	For	For	Management
1h	Elect Director Grace D. Lieblein	For	For	Management
1i	Elect Director Nancy B. Loeffler	For	For	Management
1j	Elect Director John T. Montford	For	For	Management
1k	Elect Director Ron Ricks	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Ernst & Young LLP as Auditors	For	For	Management
4	Proxy Access	Against	For	Shareholder

### TARGET CORPORATION

Ticker: TGT                      Security ID: 87612E106  
 Meeting Date: JUN 08, 2016      Meeting Type: Annual  
 Record Date: APR 11, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Roxanne S. Austin	For	For	Management
1b	Elect Director Douglas M. Baker, Jr.	For	For	Management
1c	Elect Director Brian C. Cornell	For	For	Management
1d	Elect Director Calvin Darden	For	For	Management
1e	Elect Director Henrique De Castro	For	For	Management
1f	Elect Director Robert L. Edwards	For	For	Management
1g	Elect Director Melanie L. Healey	For	For	Management
1h	Elect Director Donald R. Knauss	For	For	Management
1i	Elect Director Monica C. Lozano	For	For	Management
1j	Elect Director Mary E. Minnick	For	For	Management
1k	Elect Director Anne M. Mulcahy	For	For	Management
1l	Elect Director Derica W. Rice	For	For	Management
1m	Elect Director Kenneth L. Salazar	For	For	Management
1n	Elect Director John G. Stumpf	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Guidelines for Country	Against	Against	Shareholder

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

Selection

### TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101  
 Meeting Date: MAY 26, 2016 Meeting Type: Annual  
 Record Date: MAR 31, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Edith E. Holiday	For	For	Management
1b	Elect Director Larry D. Thompson	For	For	Management
1c	Elect Director Rupert H. Johnson, Jr.	For	For	Management
1d	Elect Director Gregory E. Johnson	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management

### THE BOEING COMPANY

Ticker: BA Security ID: 097023105  
 Meeting Date: MAY 02, 2016 Meeting Type: Annual  
 Record Date: MAR 03, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David L. Calhoun	For	For	Management
1b	Elect Director Arthur D. Collins, Jr.	For	For	Management
1c	Elect Director Kenneth M. Duberstein	For	For	Management
1d	Elect Director Edmund P. Giambastiani, Jr.	For	For	Management
1e	Elect Director Lynn J. Good	For	For	Management
1f	Elect Director Lawrence W. Kellner	For	For	Management
1g	Elect Director Edward M. Liddy	For	For	Management
1h	Elect Director Dennis A. Muilenburg	For	For	Management
1i	Elect Director Susan C. Schwab	For	For	Management
1j	Elect Director Randall L. Stephenson	For	For	Management
1k	Elect Director Ronald A. Williams	For	For	Management
1l	Elect Director Mike S. Zafirovski	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	Shareholder
6	Require Independent Board Chairman	Against	Against	Shareholder
7	Report on Weapon Sales to Israel	Against	Against	Shareholder

### THE DOW CHEMICAL COMPANY

Ticker: DOW Security ID: 260543103  
 Meeting Date: MAY 12, 2016 Meeting Type: Annual  
 Record Date: MAR 14, 2016

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

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

1a	Elect Director Ajay Banga	For	For	Management
1b	Elect Director Jacqueline K. Barton	For	For	Management
1c	Elect Director James A. Bell	For	For	Management
1d	Elect Director Richard K. Davis	For	For	Management
1e	Elect Director Jeff M. Fettig	For	For	Management
1f	Elect Director Andrew N. Liveris	For	For	Management
1g	Elect Director Mark Loughridge	For	For	Management
1h	Elect Director Raymond J. Milchovich	For	For	Management
1i	Elect Director Robert S. Miller	For	For	Management
1j	Elect Director Paul Polman	For	For	Management
1k	Elect Director Dennis H. Reilley	For	For	Management
1l	Elect Director James M. Ringler	For	For	Management
1m	Elect Director Ruth G. Shaw	For	For	Management
2	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Proxy Access	Against	For	Shareholder

---

### THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAY 20, 2016 Meeting Type: Annual  
 Record Date: MAR 21, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Lloyd C. Blankfein	For	For	Management
1b	Elect Director M. Michele Burns	For	For	Management
1c	Elect Director Gary D. Cohn	For	For	Management
1d	Elect Director Mark Flaherty	For	For	Management
1e	Elect Director William W. George	For	For	Management
1f	Elect Director James A. Johnson	For	For	Management
1g	Elect Director Lakshmi N. Mittal	For	Against	Management
1h	Elect Director Adebayo O. Ogunesi	For	For	Management
1i	Elect Director Peter Oppenheimer	For	For	Management
1j	Elect Director Debora L. Spar	For	For	Management
1k	Elect Director Mark E. Tucker	For	For	Management
1l	Elect Director David A. Viniar	For	For	Management
1m	Elect Director Mark O. Winkelman	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
4	Prohibit Accelerated Vesting of Awards to Pursue Government Service	Against	Against	Shareholder
5	Provide Vote Counting to Exclude Abstentions	Against	Against	Shareholder
6	Require Independent Board Chairman	Against	For	Shareholder

---

### THE GOODYEAR TIRE & RUBBER COMPANY

Ticker: GT Security ID: 382550101  
 Meeting Date: APR 11, 2016 Meeting Type: Annual  
 Record Date: FEB 16, 2016

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

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

1a	Elect Director William J. Conaty	For	For	Management
1b	Elect Director James A. Firestone	For	For	Management
1c	Elect Director Werner Geissler	For	For	Management
1d	Elect Director Peter S. Hellman	For	For	Management
1e	Elect Director Laurette T. Koellner	For	For	Management
1f	Elect Director Richard J. Kramer	For	For	Management
1g	Elect Director W. Alan McCollough	For	For	Management
1h	Elect Director John E. McGlade	For	For	Management
1i	Elect Director Michael J. Morell	For	For	Management
1j	Elect Director Roderick A. Palmore	For	For	Management
1k	Elect Director Stephanie A. Streeter	For	For	Management
1l	Elect Director Thomas H. Weidemeyer	For	For	Management
1m	Elect Director Michael R. Wessel	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
4	Proxy Access	Against	For	Shareholder

-----

### THE HOME DEPOT, INC.

Ticker: HD Security ID: 437076102  
 Meeting Date: MAY 19, 2016 Meeting Type: Annual  
 Record Date: MAR 21, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Gerard J. Arpey	For	For	Management
1b	Elect Director Ari Bousbib	For	For	Management
1c	Elect Director Gregory D. Brenneman	For	For	Management
1d	Elect Director J. Frank Brown	For	For	Management
1e	Elect Director Albert P. Carey	For	For	Management
1f	Elect Director Armando Codina	For	For	Management
1g	Elect Director Helena B. Foulkes	For	For	Management
1h	Elect Director Linda R. Gooden	For	For	Management
1i	Elect Director Wayne M. Hewett	For	For	Management
1j	Elect Director Karen L. Katen	For	For	Management
1k	Elect Director Craig A. Menear	For	For	Management
1l	Elect Director Mark Vadon	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Prepare Employment Diversity Report and Report on Diversity Policies	Against	For	Shareholder
5	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	Shareholder

-----

### THE KROGER CO.

Ticker: KR Security ID: 501044101  
 Meeting Date: JUN 23, 2016 Meeting Type: Annual  
 Record Date: APR 27, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Nora A. Aufreiter	For	For	Management
1b	Elect Director Robert D. Beyer	For	For	Management
1c	Elect Director Anne Gates	For	For	Management

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

1d	Elect Director Susan J. Kropf	For	For	Management
1e	Elect Director W. Rodney McMullen	For	For	Management
1f	Elect Director Jorge P. Montoya	For	For	Management
1g	Elect Director Clyde R. Moore	For	For	Management
1h	Elect Director Susan M. Phillips	For	For	Management
1i	Elect Director James A. Runde	For	For	Management
1j	Elect Director Ronald L. Sargent	For	For	Management
1k	Elect Director Bobby S. Shackouls	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
4	Report on Human Rights Risk Assessment Process	Against	For	Shareholder
5	Assess Environmental Impact of Non-Recyclable Packaging	Against	For	Shareholder
6	Assess Feasibility and Benefits of Adopting Quantitative Renewable Energy Goals	Against	For	Shareholder
7	Adopt a Payout Policy Giving Preference to Share Buybacks Over Dividends	Against	Against	Shareholder

---

### THE PROGRESSIVE CORPORATION

Ticker: PGR Security ID: 743315103  
 Meeting Date: MAY 13, 2016 Meeting Type: Annual  
 Record Date: MAR 16, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stuart B. Burgdoerfer	For	For	Management
1.2	Elect Director Charles A. Davis	For	For	Management
1.3	Elect Director Roger N. Farah	For	For	Management
1.4	Elect Director Lawton W. Fitt	For	For	Management
1.5	Elect Director Jeffrey D. Kelly	For	For	Management
1.6	Elect Director Patrick H. Nettles	For	For	Management
1.7	Elect Director Glenn M. Renwick	For	For	Management
1.8	Elect Director Bradley T. Sheares	For	For	Management
1.9	Elect Director Barbara R. Snyder	For	For	Management
2	Eliminate Supermajority Vote Requirement	For	For	Management
3	Remove Supermajority Vote Requirement Applicable to Preferred Stock	For	For	Management
4	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	Against	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management

---

### THE SOUTHERN COMPANY

Ticker: SO Security ID: 842587107  
 Meeting Date: MAY 25, 2016 Meeting Type: Annual  
 Record Date: MAR 28, 2016



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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Juanita Powell Baranco	For	For	Management
1b	Elect Director Jon A. Boscia	For	For	Management
1c	Elect Director Henry A. 'Hal' Clark, III	For	For	Management
1d	Elect Director Thomas A. Fanning	For	For	Management
1e	Elect Director David J. Grain	For	For	Management
1f	Elect Director Veronica M. Hagen	For	For	Management
1g	Elect Director Warren A. Hood, Jr.	For	For	Management
1h	Elect Director Linda P. Hudson	For	For	Management
1i	Elect Director Donald M. James	For	For	Management
1j	Elect Director John D. Johns	For	For	Management
1k	Elect Director Dale E. Klein	For	For	Management
1l	Elect Director William G. Smith, Jr.	For	For	Management
1m	Elect Director Steven R. Specker	For	For	Management
1n	Elect Director Larry D. Thompson	For	For	Management
1o	Elect Director E. Jenner Wood, III	For	For	Management
2	Provide Proxy Access Right	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Eliminate Fair Price Provision	For	For	Management
5	Permit Board to Amend Bylaws Without Shareholder Consent	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Amend Omnibus Stock Plan	For	For	Management
8	Ratify Deloitte & Touche as Auditors	For	For	Management
9	Report on Strategy for Aligning with 2 Degree Scenario	Against	For	Shareholder
10	Report on Financial Risks of Stranded Carbon Assets	Against	For	Shareholder

-----

TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: JUN 17, 2016 Meeting Type: Annual  
 Record Date: APR 20, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James L. Barksdale	For	For	Management
1.2	Elect Director William P. Barr	For	For	Management
1.3	Elect Director Jeffrey L. Bewkes	For	For	Management
1.4	Elect Director Stephen F. Bollenbach	For	For	Management
1.5	Elect Director Robert C. Clark	For	For	Management
1.6	Elect Director Mathias Dopfner	For	For	Management
1.7	Elect Director Jessica P. Einhorn	For	For	Management
1.8	Elect Director Carlos M. Gutierrez	For	For	Management
1.9	Elect Director Fred Hassan	For	For	Management
1.10	Elect Director Paul D. Wachter	For	For	Management
1.11	Elect Director Deborah C. Wright	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

-----

TOTAL SA

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

Ticker: FP Security ID: 89151E109  
 Meeting Date: MAY 24, 2016 Meeting Type: Annual/Special  
 Record Date: APR 22, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.44 per Share	For	For	Management
4	Approve Stock Dividend Program (Cash or New Shares)	For	For	Management
5	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
6	Reelect Gerard Lamarche as Director	For	Against	Management
7	Elect Maria Van der Hoeven as Director	For	For	Management
8	Elect Jean Lemierre as Director	For	For	Management
9	Elect Renata Perycz as Representative of Employee Shareholders to the Board	For	For	Management
A	Elect Charles Keller as Representative of Employee Shareholders to the Board	Against	Against	Management
B	Elect Werner Guyot as Representative of Employee Shareholders to the Board	Against	Against	Management
10	Renew Appointment of Ernst and Young Audit as Auditor	For	For	Management
11	Renew Appointment of KPMG SA as Auditor	For	For	Management
12	Renew Appointment of Auditex as Alternate Auditor	For	For	Management
13	Appoint Salustro Reydel SA as Alternate Auditor	For	For	Management
14	Approve Auditors' Special Report on Related-Party Transactions Including a New Transaction with Thierry Desmarest	For	For	Management
15	Approve Agreements with Patrick Pouyanne	For	For	Management
16	Advisory Vote on Compensation of Thierry Desmarest, Chairman until Dec. 18, 2015	For	For	Management
17	Advisory Vote on Compensation of Patrick Pouyanne, CEO until Dec. 18, 2015, CEO and Chairman since Dec. 19, 2015	For	For	Management
18	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights and/or Capitalization of Reserves for Bonus Issue or Increase in Par Value up to Aggregate Nominal Amount of EUR 2.5 Billion	For	For	Management
19	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 600 Million	For	For	Management
20	Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 600 Million	For	For	Management
21	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 19 and 20	For	For	Management

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

22	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	Management
23	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	Management
24	Authorize up to 0.8 Percent of Issued Capital for Use in Restricted Stock Plans	For	Against	Management
25	Authorize up to 0.75 Percent of Issued Capital for Use in Stock Option Plans	For	Against	Management

UBS GROUP AG

Ticker: UBSG Security ID: H42097107  
 Meeting Date: MAY 10, 2016 Meeting Type: Annual  
 Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Accept Financial Statements and Statutory Reports	For	For	Management
1.2	Approve Remuneration Report	For	For	Management
2.1	Approve Allocation of Income and Dividends of 0.60 per Share from Capital Contribution Reserves	For	For	Management
2.2	Approve Supplementary Dividends of CHF 0.25 per Share from Capital Contribution Reserves	For	For	Management
3	Approve Discharge of Board and Senior Management	For	For	Management
4	Approve Variable Remuneration of Executive Committee in the Amount of CHF 71.25 Million	For	For	Management
5	Approve Fixed Remuneration of Executive Committee in the Amount of CHF 28.5 Million	For	For	Management
6.1.1	Reelect Axel Weber as Director and Board Chairman	For	For	Management
6.1.2	Reelect Michel Demare as Director	For	For	Management
6.1.3	Reelect David Sidwell as Director	For	For	Management
6.1.4	Reelect Reto Francioni as Director	For	For	Management
6.1.5	Reelect Ann Godbehere as Director	For	For	Management
6.1.6	Reelect William Parrett as Director	For	For	Management
6.1.7	Reelect Isabelle Romy as Director	For	For	Management
6.1.8	Reelect Beatrice Weder di Mauro as Director	For	For	Management
6.1.9	Reelect Joseph Yam as Director	For	For	Management
6.2.1	Elect Robert Scully as Director	For	For	Management
6.2.2	Elect Dieter Wemmer as Director	For	For	Management
6.3.1	Appoint Ann Godbehere as Member of the Compensation Committee	For	For	Management
6.3.2	Appoint Michel Demare as Member of the Compensation Committee	For	For	Management
6.3.3	Appoint Reto Francioni as Member of the Compensation Committee	For	For	Management
6.3.4	Appoint William Parrett as Member of the Compensation Committee	For	For	Management
7	Approve Maximum Remuneration of Directors in the Amount of CHF 14 Million	For	For	Management

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

8.1	Designate ADB Altorfer Duss & Beilstein AG as Independent Proxy	For	For	Management
8.2	Ratify Ernst & Young AG as Auditors	For	For	Management
9	Transact Other Business (Voting)	For	Against	Management

### UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106  
 Meeting Date: MAY 05, 2016 Meeting Type: Annual  
 Record Date: MAR 07, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director David P. Abney	For	For	Management
1b	Elect Director Rodney C. Adkins	For	For	Management
1c	Elect Director Michael J. Burns	For	For	Management
1d	Elect Director William R. Johnson	For	For	Management
1e	Elect Director Candace Kendle	For	For	Management
1f	Elect Director Ann M. Livermore	For	For	Management
1g	Elect Director Rudy H.P. Markham	For	For	Management
1h	Elect Director Clark 'Sandy' T. Randt, Jr.	For	For	Management
1i	Elect Director John T. Stankey	For	For	Management
1j	Elect Director Carol B. Tome	For	For	Management
1k	Elect Director Kevin M. Warsh	For	For	Management
2	Ratify Deloitte & Touche LLP as Auditors	For	For	Management
3	Report on Lobbying Payments and Policy	Against	For	Shareholder
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
5	Adopt Holy Land Principles	Against	Against	Shareholder

### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: JUN 06, 2016 Meeting Type: Annual  
 Record Date: APR 08, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director William C. Ballard, Jr.	For	For	Management
1b	Elect Director Edson Bueno	For	For	Management
1c	Elect Director Richard T. Burke	For	For	Management
1d	Elect Director Robert J. Darretta	For	For	Management
1e	Elect Director Stephen J. Hemsley	For	For	Management
1f	Elect Director Michele J. Hooper	For	For	Management
1g	Elect Director Rodger A. Lawson	For	For	Management
1h	Elect Director Glenn M. Renwick	For	For	Management
1i	Elect Director Kenneth I. Shine	For	For	Management
1j	Elect Director Gail R. Wilensky	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Deloitte & Touche LLP as Auditors	For	For	Management

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

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 05, 2016 Meeting Type: Annual  
 Record Date: MAR 07, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Shellye L. Archambeau	For	For	Management
1.2	Elect Director Mark T. Bertolini	For	For	Management
1.3	Elect Director Richard L. Carrion	For	For	Management
1.4	Elect Director Melanie L. Healey	For	For	Management
1.5	Elect Director M. Frances Keeth	For	For	Management
1.6	Elect Director Karl-Ludwig Kley	For	For	Management
1.7	Elect Director Lowell C. McAdam	For	For	Management
1.8	Elect Director Donald T. Nicolaisen	For	For	Management
1.9	Elect Director Clarence Otis, Jr.	For	For	Management
1.10	Elect Director Rodney E. Slater	For	For	Management
1.11	Elect Director Kathryn A. Tesija	For	For	Management
1.12	Elect Director Gregory D. Wasson	For	For	Management
1.13	Elect Director Gregory G. Weaver	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Adopt Quantitative Renewable Energy Goals	Against	Against	Shareholder
5	Report on Indirect Political Contributions	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	For	Shareholder
7	Require Independent Board Chairman	Against	Against	Shareholder
8	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
9	Stock Retention/Holding Period	Against	Against	Shareholder

-----  
 WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103  
 Meeting Date: JUN 03, 2016 Meeting Type: Annual  
 Record Date: APR 08, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director James I. Cash, Jr.	For	For	Management
1b	Elect Director Pamela J. Craig	For	For	Management
1c	Elect Director Timothy P. Flynn	For	For	Management
1d	Elect Director Thomas W. Horton	For	For	Management
1e	Elect Director Marissa A. Mayer	For	For	Management
1f	Elect Director C. Douglas McMillon	For	For	Management
1g	Elect Director Gregory B. Penner	For	For	Management
1h	Elect Director Steven S. Reinemund	For	For	Management
1i	Elect Director Kevin Y. Systrom	For	For	Management
1j	Elect Director S. Robson Walton	For	For	Management
1k	Elect Director Steuart L. Walton	For	For	Management
1l	Elect Director Linda S. Wolf	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Ernst & Young LLP as Auditors	For	For	Management
5	Require Independent Board Chairman	Against	For	Shareholder
6	Report on Incentive Compensation Plans	Against	For	Shareholder

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

7	Report on Guidelines for Country Selection	Against	Against	Shareholder
---	--	---------	---------	-------------

-----

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 26, 2016 Meeting Type: Annual  
 Record Date: MAR 01, 2016

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director John D. Baker, II	For	For	Management
1b	Elect Director Elaine L. Chao	For	For	Management
1c	Elect Director John S. Chen	For	For	Management
1d	Elect Director Lloyd H. Dean	For	For	Management
1e	Elect Director Elizabeth A. Duke	For	For	Management
1f	Elect Director Susan E. Engel	For	For	Management
1g	Elect Director Enrique Hernandez, Jr.	For	For	Management
1h	Elect Director Donald M. James	For	For	Management
1i	Elect Director Cynthia H. Milligan	For	For	Management
1j	Elect Director Federico F. Pena	For	For	Management
1k	Elect Director James H. Quigley	For	For	Management
1l	Elect Director Stephen W. Sanger	For	For	Management
1m	Elect Director John G. Stumpf	For	For	Management
1n	Elect Director Susan G. Swenson	For	For	Management
1o	Elect Director Suzanne M. Vautrinot	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify KPMG LLP as Auditors	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	Against	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) The Zweig Total Return Fund, Inc.

By: /s/ George R. Aylward

-----  
 George R. Aylward, President

Date: August 11, 2016