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ZWEIG TOTAL RETURN FUND INC

Form N-PX

August 25, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

OMB APPROVAL
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FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-05620

Zweig Total Return Fund Inc.

(Exact name of registrant as specified in charter)

900 Third Avenue, NY, NY

10022

(Address of principal executive offices)

(Zip code)

Marc Baltuch, c/o Phoenix Zweig Advisers, 900 3rd Ave., New York, NY 10022

(Name and address of agent for service)

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

Date of fiscal year end: 12/31/2004

Date of reporting period: 06/30/2004

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street,

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

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

ICA File Number: 811-05620
Reporting Period: 07/01/2003 - 06/30/2004
Zweig Total Return Fund Inc

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

ALCOA INC.

Ticker: AA Security ID: 013817101
Meeting Date: APR 30, 2004 Meeting Type: Annual
Record Date: FEB 2, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alain J.P. Belda	For	For	Management
1.2	Elect Director Carlos Ghosn	For	For	Management
1.3	Elect Director Henry B. Schacht	For	For	Management
1.4	Elect Director Franklin A. Thomas	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Report on Pay Disparity	Against	Against	Shareholder
4	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	Shareholder

ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101
Meeting Date: MAY 18, 2004 Meeting Type: Annual
Record Date: MAR 19, 2004

#	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 Edward A. Brennan	For	For	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Jack M. Greenberg	For	For	Management
1.6	Elect Director Ronald T. LeMay	For	For	Management
1.7	Elect Director Edward M. Liddy	For	For	Management
1.8	Elect Director J. Christopher Reyes	For	For	Management
1.9	Elect Director H. John Riley, Jr.	For	For	Management
1.10	Elect Director Joshua I. Smith	For	For	Management
1.11	Elect Director Judith A. Sprieser	For	For	Management
1.12	Elect Director Mary Alice Taylor	For	For	Management

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2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Provide for Cumulative Voting	Against	For	Shareholder

AMDOCS LIMITED

Ticker: DOX Security ID: G02602103
 Meeting Date: JAN 22, 2004 Meeting Type: Annual
 Record Date: NOV 28, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Bruce Anderson as Director	For	Withhold	Management
1.2	Elect Avinoam Naor as Director	For	Withhold	Management
1.3	Elect Adrian Gardner as Director	For	For	Management
1.4	Elect Dov Baharav as Director	For	Withhold	Management
1.5	Elect Julian Brodsky as Director	For	For	Management
1.6	Elect Eli Gelman as Director	For	For	Management
1.7	Elect Charles Foster as Director	For	For	Management
1.8	Elect James Kahan as Director	For	For	Management
1.9	Elect Nehemia Lemelbaum as Director	For	For	Management
1.10	Elect John McLennan as Director	For	For	Management
1.11	Elect Robert Minicucci as Director	For	Withhold	Management
1.12	Elect Mario Segal as Director	For	For	Management
2	Accept Financial Statements For Fiscal Year 2003	For	For	Management
3	Amend 1998 Stock Option and Incentive Plan	For	For	Management
4	Approve Ernst & Young Auditors and Authorize Audit Committee of Board to Fix Their Remuneration	For	For	Management

AMGEN, INC.

Ticker: AMGN Security ID: 031162100
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank J. Biondi, Jr.	For	For	Management
1.2	Elect Director Jerry D. Choate	For	Withhold	Management
1.3	Elect Director Frank C. Herringer	For	For	Management
1.4	Elect Director Gilbert S. Omenn	For	For	Management
2	Ratify Auditors	For	For	Management
3	Prepare Glass Ceiling Report	Against	Against	Shareholder
4	Expense Stock Options	Against	For	Shareholder

ANGIOTECH PHARMACEUTICALS INC.

Ticker: ANP. Security ID: 034918102
 Meeting Date: JAN 20, 2004 Meeting Type: Special
 Record Date: DEC 17, 2003

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve 2:1 Stock Split	For	For	Management
2	Approve 2004 Stock Option Plan	For	For	Management
3	Other Business (Voting)	For	Against	Management

ANGIOTECH PHARMACEUTICALS INC.

Ticker: ANP. Security ID: 034918102
 Meeting Date: JUN 10, 2004 Meeting Type: Annual/Special
 Record Date: MAY 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Fix Number of Directors	For	For	Management
2.1	Elect Director William L. Hunter	For	For	Management
2.2	Elect Director David T. Howard	For	For	Management
2.3	Elect Director Hartley T. Richardson	For	For	Management
2.4	Elect Director Edward M. Brown	For	For	Management
2.5	Elect Director Arthur H. Willms	For	For	Management
2.6	Elect Director Glen D. Nelson	For	For	Management
3	Ratify Auditors	For	For	Management
4	Authorize Board to Fix Remuneration of the Auditors	For	For	Management
5	Amend Articles Re: Remove Pre-Existing Company Provisions	For	For	Management
6	Approve Unlimited Capital Authorization	For	Against	Management
7	Adopt New Articles	For	For	Management
8	Other Business	For	Against	Management

ANN TAYLOR STORES CORP.

Ticker: ANN Security ID: 036115103
 Meeting Date: APR 29, 2004 Meeting Type: Annual
 Record Date: MAR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert C. Grayson	For	For	Management
1.2	Elect Director Rochelle B. Lazarus	For	For	Management
1.3	Elect Director J. Patrick Spainhour	For	For	Management
1.4	Elect Director Michael W. Trapp	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

AT&T CORP.

Ticker: T Security ID: 001957505
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 25, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Directors William F. Aldinger	For	For	Management
1.2	Elect Directors Kenneth T. Derr	For	For	Management
1.3	Elect Directors David W. Dorman	For	For	Management
1.4	Elect Directors M. Kathryn Eickhoff	For	For	Management

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1.5	Elect	Directors Herbet L. Henkel	For	For	Management
1.6	Elect	Directors Frank C. Herringer	For	For	Management
1.7	Elect	Directors Shirley Ann Jackson	For	For	Management
1.8	Elect	Directors Jon C. Madonna	For	For	Management
1.9	Elect	Directors Donald F. McHenry	For	For	Management
1.10	Elect	Directors Tony L. White	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Approve	Omnibus Stock Plan	For	For	Management
4	Establish	Term Limits for Directors	Against	Against	Shareholder
5	Submit	Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
6	Separate	Chairman and CEO Positions	Against	For	Shareholder
7	Report	on Executive Compensation	Against	Against	Shareholder

AUTOZONE, INC.

Ticker: AZO Security ID: 053332102
 Meeting Date: DEC 11, 2003 Meeting Type: Annual
 Record Date: OCT 14, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles M. Elson	For	For	Management
1.2	Elect Director Marsha J. Evans	For	For	Management
1.3	Elect Director Earl G. Graves, Jr.	For	For	Management
1.4	Elect Director N. Gerry House	For	For	Management
1.5	Elect Director J.R. Hyde, III	For	For	Management
1.6	Elect Director Edward S. Lampert	For	For	Management
1.7	Elect Director W. Andrew McKenna	For	For	Management
1.8	Elect Director Steve Odland	For	For	Management
1.9	Elect Director James J. Postl	For	For	Management
2	Ratify Auditors	For	For	Management

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: MAR 17, 2004 Meeting Type: Special
 Record Date: JAN 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Adjourn Meeting	For	Against	Management

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: MAY 26, 2004 Meeting Type: Annual
 Record Date: APR 7, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Barnet, III	For	For	Management
1.2	Elect Director Charles W. Coker	For	For	Management

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1.3	Elect	Director John T. Collins	For	For	Management
1.4	Elect	Director Gary L. Countryman	For	For	Management
1.5	Elect	Director Paul Fulton	For	For	Management
1.6	Elect	Director Charles K. Gifford	For	For	Management
1.7	Elect	Director Donald E. Guinn	For	For	Management
1.8	Elect	Director James H. Hance, Jr.	For	For	Management
1.9	Elect	Director Kenneth D. Lewis	For	For	Management
1.10	Elect	Director Walter E. Massey	For	For	Management
1.11	Elect	Director Thomas J. May	For	For	Management
1.12	Elect	Director C. Steven McMillan	For	For	Management
1.13	Elect	Director Eugene M. McQuade	For	For	Management
1.14	Elect	Director Patricia E. Mitchell	For	For	Management
1.15	Elect	Director Edward L. Romero	For	For	Management
1.16	Elect	Director Thomas M. Ryan	For	For	Management
1.17	Elect	Director O. Temple Sloan, Jr.	For	For	Management
1.18	Elect	Director Meredith R. Spangler	For	For	Management
1.19	Elect	Director Jackie M. Ward	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Change	Date of Annual Meeting	Against	Against	Shareholder
4	Adopt	Nomination Procedures for the Board	Against	Against	Shareholder
5	Charitable	Contributions	Against	Against	Shareholder
6	Establish	Independent Committee to Review Mutual Fund Policy	Against	Against	Shareholder
7	Adopt	Standards Regarding Privacy and Information Security	Against	Against	Shareholder

BOEING CO., THE

Ticker: BA Security ID: 097023105
 Meeting Date: MAY 3, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John H. Biggs	For	Withhold	Management
1.2	Elect Director John E. Bryson	For	Withhold	Management
1.3	Elect Director Linda Z. Cook	For	For	Management
1.4	Elect Director Rozanne L. Ridgway	For	Withhold	Management
2	Reduce Supermajority Vote Requirement	For	For	Management
3	Ratify Auditors	For	For	Management
4	Develop Ethical Criteria for Military Contracts	Against	Against	Shareholder
5	Adopt Amended Workplace Code of Conduct	Against	For	Shareholder
6	Declassify the Board 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
9	Adopt a Policy that will Commit Executive & Directors to Hold at least 75% of their Shares	Against	For	Shareholder
10	Provide Employees Choice of Pension Plans at Retirement or Termination	Against	Against	Shareholder

BRISTOL-MYERS SQUIBB CO.

Ticker: BMY Security ID: 110122108

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Meeting Date: MAY 4, 2004 Meeting Type: Annual

Record Date: MAR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter R. Dolan	For	For	Management
1.2	Elect Director Louis V. Gerstner, Jr.	For	For	Management
1.3	Elect Director Leif Johansson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Political Contributions/Activities	Against	Against	Shareholder
4	Cease Political Contributions/Activities	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	For	Shareholder
6	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
7	Require Affirmative Vote of a Majority of the Shares to Elect Directors	Against	Against	Shareholder

C. R. BARD, INC.

Ticker: BCR Security ID: 067383109

Meeting Date: APR 21, 2004 Meeting Type: Annual

Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Anthony Welters	For	For	Management
1.2	Elect Director Tony L. White	For	For	Management
1.3	Elect Director Theodore E. Martin	For	For	Management
1.4	Elect Director Timothy M. Ring	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

CAREMARK RX, INC.

Ticker: CMX Security ID: 141705103

Meeting Date: MAR 22, 2004 Meeting Type: Special

Record Date: FEB 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Increase Authorized Common Stock	For	For	Management
2	Approve Issuance of Stock in Connection with Merger Agreement	For	For	Management
3	Increase Authorized Preferred Stock	For	Against	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Allow Postponement or Adjournment of Special Meeting	For	Against	Management

CAREMARK RX, INC.

Ticker: CMX Security ID: 141705103

Meeting Date: MAY 4, 2004 Meeting Type: Annual

Record Date: APR 1, 2004

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edwin M. Banks	For	For	Management
1.2	Elect Director Colleen C. Welch, Ph.D.	For	For	Management
1.3	Elect Director Roger L. Headrick	For	For	Management
1.4	Elect Director Jean-Pierre Millon	For	For	Management

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: NOV 11, 2003 Meeting Type: Annual
 Record Date: SEP 12, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Carol A. Bartz	For	For	Management
1.2	Elect Director Larry R. Carter	For	For	Management
1.3	Elect Director John T. Chambers	For	For	Management
1.4	Elect Director Dr. James F. Gibbons	For	For	Management
1.5	Elect Director Dr. John L. Hennessy	For	For	Management
1.6	Elect Director Roderick C. McGeary	For	For	Management
1.7	Elect Director James C. Morgan	For	For	Management
1.8	Elect Director John P. Morgridge	For	For	Management
1.9	Elect Director Donald T. Valentine	For	For	Management
1.10	Elect Director Steven M. West	For	For	Management
1.11	Elect Director Jerry Yang	For	For	Management
2	Amend Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Company Products Used by the Government to Monitor the Internet	Against	Against	Shareholder
5	Report on Pay Disparity	Against	Against	Shareholder

CITIGROUP INC.

Ticker: C Security ID: 172967101
 Meeting Date: APR 20, 2004 Meeting Type: Annual
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director C. Michael Armstrong	For	For	Management
1.2	Elect Director Alain J.P. Belda	For	For	Management
1.3	Elect Director George David	For	For	Management
1.4	Elect Director Kenneth T. Derr	For	For	Management
1.5	Elect Director John M. Deutch	For	For	Management
1.6	Elect Director Roberto Hernandez Ramirez	For	For	Management
1.7	Elect Director Ann Dibble Jordan	For	For	Management
1.8	Elect Director Dudley C. Mecum	For	For	Management
1.9	Elect Director Richard D. Parsons	For	For	Management
1.10	Elect Director Andrall E. Pearson	For	For	Management
1.11	Elect Director Charles Prince	For	For	Management
1.12	Elect Director Robert E. Rubin	For	For	Management
1.13	Elect Director Franklin A. Thomas	For	For	Management
1.14	Elect Director Sanford I. Weill	For	For	Management
1.15	Elect Director Robert B. Willumstad	For	For	Management
2	Ratify Auditors	For	For	Management
3	Limit Executive Compensation	Against	Against	Shareholder
4	Report on Political Contributions/Activities	Against	Against	Shareholder

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5	Prohibit Awards to Executives	Against	Against	Shareholder
6	Separate Chairman and CEO Positions	Against	Against	Shareholder

COCA-COLA ENTERPRISES INC.

Ticker: CCE Security ID: 191219104
 Meeting Date: APR 30, 2004 Meeting Type: Annual
 Record Date: MAR 4, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John R. Alm	For	For	Management
1.2	Elect Director J. Trevor Eyton	For	For	Management
1.3	Elect Director Gary P. Fayard	For	For	Management
1.4	Elect Director L. Phillip Humann	For	For	Management
1.5	Elect Director Paula G. Rosput	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Amend Deferred Compensation Plan	For	For	Management
5	Approve Employee Stock Purchase Plan	For	For	Management
6	Approve Employee Stock Purchase Plan	For	For	Management
7	Ratify Auditors	For	For	Management
8	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
9	Report on Recycling Policy	Against	Against	Shareholder

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 10, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Boren	For	For	Management
1.2	Elect Director James E. Copeland, Jr.	For	For	Management
1.3	Elect Director Kenneth M. Duberstein	For	For	Management
1.4	Elect Director Ruth R. Harkin	For	For	Management
1.5	Elect Director William R. Rhodes	For	For	Management
1.6	Elect Director J. Stapleton Roy	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Limit Executive Compensation	Against	Against	Shareholder
5	Limit Executive Compensation	Against	Against	Shareholder
6	Report on Drilling in the Arctic National Wildlife Refuge	Against	Against	Shareholder

CV THERAPEUTICS INC.

Ticker: CVTX Security ID: 126667104
 Meeting Date: MAY 26, 2004 Meeting Type: Annual
 Record Date: MAR 31, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas Gutshall	For	Withhold	Management

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1.2	Elect	Director Kenneth Lee, Jr.	For	For	Management
1.3	Elect	Director Costa Sevastopoulos, Ph.D.	For	For	Management
2	Amend	Omnibus Stock Plan	For	For	Management
3	Ratify	Auditors	For	For	Management

DELL INC.

Ticker: DELL Security ID: 247025109
 Meeting Date: JUL 18, 2003 Meeting Type: Annual
 Record Date: MAY 23, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael A. Miles	For	For	Management
1.2	Elect Director Alex J. Mandl	For	For	Management
1.3	Elect Director Morton L. Topfer	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Change Company Name	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

ENTERGY CORP.

Ticker: ETR Security ID: 29364G103
 Meeting Date: MAY 14, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Maureen Scannell Bateman	For	For	Management
1.2	Elect Director W. Frank Blount	For	For	Management
1.3	Elect Director Simon D. deBree	For	For	Management
1.4	Elect Director Claiborne P. Deming	For	For	Management
1.5	Elect Director Alexis M. Herman	For	For	Management
1.6	Elect Director Donald C. Hintz	For	For	Management
1.7	Elect Director J. Wayne Leonard	For	For	Management
1.8	Elect Director Robert v.d. Luft	For	For	Management
1.9	Elect Director Kathleen A. Murphy	For	For	Management
1.10	Elect Director Paul W. Murrill	For	For	Management
1.11	Elect Director James R. Nichols	For	For	Management
1.12	Elect Director William A. Percy, II	For	For	Management
1.13	Elect Director Dennis H. Reilley	For	For	Management
1.14	Elect Director Wm. Clifford Smith	For	For	Management
1.15	Elect Director Bismark A. Steinhagen	For	For	Management
1.16	Elect Director Steven V. Wilkinson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	Against	Shareholder
4	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
5	Prohibit Awards to Executives	Against	Against	Shareholder

EXELON CORP.

Ticker: EXC Security ID: 30161N101
 Meeting Date: APR 27, 2004 Meeting Type: Annual

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Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nicholas DeBenedictis	For	For	Management
1.2	Elect Director G. Fred Dibona, Jr.	For	For	Management
1.3	Elect Director Sue L. Gin	For	For	Management
1.4	Elect Director Edgar D. Jannotta	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management

FIRST DATA CORP.

Ticker: FDC Security ID: 319963104
 Meeting Date: OCT 28, 2003 Meeting Type: Special
 Record Date: SEP 8, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management

FIRST HORIZON NATIONAL CORP

Ticker: FHN Security ID: 337162101
 Meeting Date: APR 20, 2004 Meeting Type: Annual
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert C. Blattberg	For	For	Management
1.2	Elect Director J. Kenneth Glass	For	For	Management
1.3	Elect Director Michael D. Rose	For	For	Management
1.4	Elect Director Luke Yancy III	For	Withhold	Management
1.5	Elect Director Mary F. Sammons	For	For	Management
2	Change Company Name	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857
 Meeting Date: MAY 6, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Allison, Jr.	For	For	Management
1.2	Elect Director R. Leigh Clifford	For	Withhold	Management
1.3	Elect Director James R. Moffett	For	For	Management
1.4	Elect Director B. M. Rankin, Jr.	For	For	Management
1.5	Elect Director J. Taylor Wharton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
4	Halt Payments to Indonesian Military	Against	Against	Shareholder

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GAP, INC., THE

Ticker: GPS Security ID: 364760108
 Meeting Date: MAY 12, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard Behar	For	For	Management
1.2	Elect Director Adrian D.P. Bellamy	For	For	Management
1.3	Elect Director Donald G. Fisher	For	For	Management
1.4	Elect Director Doris F. Fisher	For	For	Management
1.5	Elect Director Robert J. Fisher	For	For	Management
1.6	Elect Director Glenda A. Hatchett	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
1.13	Elect Director Margaret C. Whitman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Limit Executive Compensation	Against	Against	Shareholder

GEORGIA-PACIFIC CORP.

Ticker: GP Security ID: 373298108
 Meeting Date: MAY 4, 2004 Meeting Type: Annual
 Record Date: MAR 10, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara L. Bowles	For	Withhold	Management
1.2	Elect Director Donald V. Fites	For	Withhold	Management
1.3	Elect Director David R. Goode	For	Withhold	Management
1.4	Elect Director Karen N. Horn	For	For	Management
1.5	Elect Director William R. Johnson	For	For	Management
1.6	Elect Director James B. Williams	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

GUIDANT CORP.

Ticker: GDT Security ID: 401698105
 Meeting Date: MAY 18, 2004 Meeting Type: Annual
 Record Date: MAR 11, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Maurice A. Cox, Jr.	For	For	Management
1.2	Elect Director Nancy-Ann Min DeParle	For	For	Management
1.3	Elect Director Ronald W. Dollens	For	For	Management
1.4	Elect Director Enrique C. Falla	For	For	Management
1.5	Elect Director Kristina M. Johnson, Ph.D.	For	For	Management

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2	Ratify Auditors	For	For	Management
3	Expense Stock Options	Against	For	Shareholder

HALLIBURTON CO.

Ticker: HAL Security ID: 406216101
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert L. Crandall	For	For	Management
1.2	Elect Director Kenneth T. Derr	For	For	Management
1.3	Elect Director Charles J. DiBona	For	For	Management
1.4	Elect Director W. R. Howell	For	For	Management
1.5	Elect Director Ray L. Hunt	For	For	Management
1.6	Elect Director David J. Lesar	For	For	Management
1.7	Elect Director Aylwin B. Lewis	For	For	Management
1.8	Elect Director J. Landis Martin	For	For	Management
1.9	Elect Director Jay A. Precourt	For	For	Management
1.10	Elect Director Debra L. Reed	For	For	Management
1.11	Elect Director C. J. Silas	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Review/Report on Operations in Iran	Against	Against	Shareholder
4	Require Affirmative Vote of a Majority of the Shares to Elect Directors	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	Against	Shareholder

HONDA MOTOR CO. LTD.

Ticker: HMC Security ID: 438128308
 Meeting Date: JUN 23, 2004 Meeting Type: Annual
 Record Date: MAY 28, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF PROPOSAL FOR APPROPRIATION OF RETAINED EARNINGS FOR THE 80TH FISCAL YEAR.	For	For	Management
2	PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION.	For	For	Management
3.1	Elect Director T. Fukui	For	For	Management
3.2	Elect Director K. Amemiya	For	For	Management
3.3	Elect Director M. Hagino	For	For	Management
3.4	Elect Director M. Harada	For	For	Management
3.5	Elect Director M. Shiraishi	For	For	Management
3.6	Elect Director S. Aoki	For	For	Management
3.7	Elect Director A. Hyogo	For	For	Management
3.8	Elect Director S. Dobashi	For	For	Management
3.9	Elect Director S. Toshida	For	For	Management
3.10	Elect Director K. Hirashima	For	For	Management
3.11	Elect Director K. Kondo	For	For	Management
3.12	Elect Director Y. Ikenoya	For	For	Management
3.13	Elect Director T. Onda	For	For	Management
3.14	Elect Director A. Takano	For	For	Management
3.15	Elect Director T. Ito	For	For	Management
3.16	Elect Director S. Kishi	For	For	Management
3.17	Elect Director H. Yoshino	For	For	Management

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3.18	Elect	Director M. Yoshimi	For	For	Management
3.19	Elect	Director M. Kato	For	For	Management
3.20	Elect	Director S. Takagi	For	For	Management
3.21	Elect	Director H. Kuroda	For	For	Management
3.22	Elect	Director A. Hamada	For	For	Management
3.23	Elect	Director T. Kowashi	For	For	Management
3.24	Elect	Director T. Iwamura	For	For	Management
3.25	Elect	Director T. Yamamoto	For	For	Management
3.26	Elect	Director M. Takabayashi	For	For	Management
3.27	Elect	Director T. Oyamo	For	For	Management
3.28	Elect	Director S. Kanazawa	For	For	Management
3.29	Elect	Director M. Nishimae	For	For	Management
3.30	Elect	Director F. Ike	For	For	Management
3.31	Elect	Director M. Yamashita	For	For	Management
3.32	Elect	Director H. Kobayashi	For	For	Management
3.33	Elect	Director K. Sagawa*	For	For	Management
3.34	Elect	Director K. Iiyama*	For	For	Management
3.35	Elect	Director H. Oshima*	For	For	Management
3.36	Elect	Director S. Minekawa*	For	For	Management
4	ELECTION AS CORPORATE AUDITOR: KOJI MIYAJIMA		For	For	Management
5	ELECTION AS CORPORATE AUDITOR: HIROSHI OKUBO		For	For	Management
6	ELECTION AS CORPORATE AUDITOR: FUMIHIKO SAITO		For	For	Management
7	REVISION OF AMOUNT OF REMUNERATION PAYABLE TO DIRECTORS.		For	For	Management
8	PAYMENT OF BONUS TO DIRECTORS AND CORPORATE AUDITORS FOR THE 80TH FISCAL YEAR.		For	For	Management
9	PRESENTATION OF RETIREMENT ALLOWANCE TO RETIRING DIRECTORS AND CORPORATE AUDITORS FOR THEIR RESPECTIVE SERVICES.		For	For	Management

KERR-MCGEE CORP.

Ticker: KMG Security ID: 492386107
 Meeting Date: MAY 11, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William E. Bradford	For	For	Management
1.2	Elect Director Luke R. Corbett	For	For	Management
1.3	Elect Director David C Genever-Watling	For	For	Management
1.4	Elect Director Farah M. Walters	For	For	Management
2	Ratify Auditors	For	For	Management
3	Establishment of an Office of the Board of Directors	Against	For	Shareholder

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103
 Meeting Date: APR 29, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect	Director Pastora San Juan Cafferty	For	Withhold	Management
1.2	Elect	Director Claudio X. Gonzalez	For	Withhold	Management
1.3	Elect	Director Linda Johnson Rice	For	Withhold	Management
1.4	Elect	Director Marc J. Shapiro	For	Withhold	Management
2	Amend	Omnibus Stock Plan	For	For	Management
3	Ratify	Auditors	For	For	Management
4	Submit	Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder

L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Claude R. Canizares	For	For	Management
1.2	Elect Director Thomas A. Corcoran	For	For	Management
1.3	Elect Director Alan H. Washkowitz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

LIZ CLAIBORNE, INC.

Ticker: LIZ Security ID: 539320101
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Raul J. Fernandez	For	For	Management
1.2	Elect Director Mary Kay Haben	For	For	Management
1.3	Elect Director Kenneth P. Kopelman	For	For	Management
1.4	Elect Director Arthur C. Martinez	For	For	Management
2	Ratify Auditors	For	For	Management

LOCKHEED MARTIN CORP.

Ticker: LMT Security ID: 539830109
 Meeting Date: APR 22, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E.C. 'Pete' Aldridge, Jr.	For	For	Management
1.2	Elect Director Nolan D. Archibald	For	For	Management
1.3	Elect Director Norman R. Augustine	For	Withhold	Management
1.4	Elect Director Marcus C. Bennett	For	For	Management
1.5	Elect Director Vance D. Coffman	For	For	Management
1.6	Elect Director Gwendolyn S. King	For	For	Management
1.7	Elect Director Douglas H. McCorkindale	For	For	Management
1.8	Elect Director Eugene F. Murphy	For	For	Management
1.9	Elect Director Joseph W. Ralston	For	Withhold	Management
1.10	Elect Director Frank Savage	For	For	Management

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1.11	Elect	Director Anne Stevens	For	For	Management
1.12	Elect	Director Robert J. Stevens	For	For	Management
1.13	Elect	Director James R. Ukropina	For	For	Management
1.14	Elect	Director Douglas C. Yearley	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Report on	Executive Ties to Government	Against	Against	Shareholder
4	Submit	Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	Against	Shareholder
5	Prohibit	Auditor from Providing Non-Audit Services	Against	Against	Shareholder
6	Develop	Ethical Criteria for Military Contracts	Against	Against	Shareholder

MCKESSON CORP.

Ticker: MCK Security ID: 58155Q103
 Meeting Date: JUL 30, 2003 Meeting Type: Annual
 Record Date: JUN 3, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alton F. Irby III	For	For	Management
1.2	Elect Director James V. Napier	For	For	Management
2	Ratify Auditors	For	For	Management
3	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder

MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106
 Meeting Date: AUG 28, 2003 Meeting Type: Annual
 Record Date: JUL 3, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Anderson	For	For	Management
1.2	Elect Director Michael R. Bonsignore	For	For	Management
1.3	Elect Director Gordon M. Sprenger	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: FEB 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter C. Wendell	For	For	Management
1.2	Elect Director William G. Bowen	For	For	Management
1.3	Elect Director William M. Daley	For	For	Management
1.4	Elect Director Thomas E. Shenk	For	For	Management
1.5	Elect Director Wendell P. Weeks	For	For	Management
2	Ratify Auditors	For	For	Management

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3	Declassify the Board of Directors	For	For	Management
4	Prohibit Awards to Executives	Against	Against	Shareholder
5	Develop Ethical Criteria for Patent Extension	Against	Against	Shareholder
6	Link Executive Compensation to Social Issues	Against	Against	Shareholder
7	Report on Political Contributions	Against	Against	Shareholder
8	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 11, 2003 Meeting Type: Annual
 Record Date: SEP 12, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William H. Gates, III	For	For	Management
1.2	Elect Director Steven A. Ballmer	For	For	Management
1.3	Elect Director James I. Cash, Jr., Ph.D.	For	For	Management
1.4	Elect Director Raymond V. Gilmartin	For	For	Management
1.5	Elect Director Ann McLaughlin Korologos	For	For	Management
1.6	Elect Director David F. Marquardt	For	For	Management
1.7	Elect Director Charles H. Noski	For	For	Management
1.8	Elect Director Dr. Helmut Panke	For	For	Management
1.9	Elect Director Wm. G. Reed, Jr.	For	For	Management
1.10	Elect Director Jon A. Shirley	For	Withhold	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Non-Employee Director Stock Option Plan	For	For	Management
4	Refrain from Giving Charitable Contributions	Against	Against	Shareholder

MORGAN STANLEY

Ticker: MWD Security ID: 617446448
 Meeting Date: APR 20, 2004 Meeting Type: Annual
 Record Date: FEB 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John W. Madigan	For	Withhold	Management
1.2	Elect Director Dr. Klaus Zumwinkel	For	For	Management
1.3	Elect Director Sir Howard Davies	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
5	Report on Political Contributions/Activities	Against	Against	Shareholder

MYLAN LABORATORIES INC.

Ticker: MYL Security ID: 628530107

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Meeting Date: JUL 25, 2003 Meeting Type: Annual

Record Date: MAY 23, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Milan Puskar	For	For	Management
1.2	Elect Director Robert J. Coury	For	For	Management
1.3	Elect Director Wendy Cameron	For	For	Management
1.4	Elect Director Laurence S. DeLynn	For	For	Management
1.5	Elect Director John C. Gaisford, M.D.	For	For	Management
1.6	Elect Director Douglas J. Leech	For	Withhold	Management
1.7	Elect Director Joseph C. Maroon, M.D.	For	For	Management
1.8	Elect Director Patricia A. Sunseri	For	For	Management
1.9	Elect Director C.B. Todd	For	For	Management
1.10	Elect Director Randall L. Vanderveen, Ph.D.	For	For	Management
1.11	Elect Director Stuart A. Williams, Esq.	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management

NATIONAL CITY CORP.

Ticker: NCC Security ID: 635405103

Meeting Date: APR 27, 2004 Meeting Type: Annual

Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John E. Barfield	For	For	Management
1.2	Elect Director James S. Broadhurst	For	For	Management
1.3	Elect Director John W. Brown	For	For	Management
1.4	Elect Director Christopher M. Connor	For	For	Management
1.5	Elect Director David A. Daberko	For	For	Management
1.6	Elect Director Joseph T. Gorman	For	For	Management
1.7	Elect Director Bernadine P. Healy	For	For	Management
1.8	Elect Director Paul A. Ormond	For	For	Management
1.9	Elect Director Robert A. Paul	For	For	Management
1.10	Elect Director Gerald L. Shaheen	For	For	Management
1.11	Elect Director Jerry Sue Thornton	For	For	Management
1.12	Elect Director Morry Weiss	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

NOKIA CORP.

Ticker: NOK Security ID: 654902204

Meeting Date: MAR 25, 2004 Meeting Type: Annual

Record Date: JAN 30, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE INCOME STATEMENTS AND THE BALANCE SHEETS.	For	For	Management
2	APPROVAL OF A DIVIDEND OF EUR 0.30 PER SHARE.	For	For	Management
3	APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM	For	For	Management

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LIABILITY.						
4.1	Elect	Director	Paul J. Collins	For	For	Management
4.2	Elect	Director	Georg Ehrnrooth	For	For	Management
4.3	Elect	Director	Bengt Holmstrom	For	For	Management
4.4	Elect	Director	Per Karlsson	For	For	Management
4.5	Elect	Director	Jorma Ollila	For	For	Management
4.6	Elect	Director	Marjorie Scardino	For	For	Management
4.7	Elect	Director	Vesa Vainio	For	For	Management
4.8	Elect	Director	Arne Wessberg	For	For	Management
5	Ratify	Auditors		For	For	Management
6	APPROVAL OF THE PROPOSAL OF THE BOARD TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF NOKIA SHARES HELD BY THE COMPANY			For	For	Management
7	APPROVAL OF THE AUTHORIZATION TO THE BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY.			For	For	Management
8	APPROVAL OF THE AUTHORIZATION TO THE BOARD TO REPURCHASE NOKIA SHARES.			For	For	Management
9	APPROVAL OF THE AUTHORIZATION TO THE BOARD TO DISPOSE NOKIA SHARES HELD BY THE COMPANY.			For	For	Management
10	APPROVAL OF THE PROPOSAL OF THE BOARD TO INCREASE THE CAPITAL OF THE FOUNDATION OF NOKIA CORPORATION.			For	For	Management
11	MARK THE FOR BOX IF YOU WISH TO INSTRUCT THE DEPOSITARY TO GIVE A PROXY TO ANY ONE OF MARIANNA UOTINEN-TARKOMA, ESA KAUNISTOLA, BOTH LEGAL COUNSELS OF NOKIA CORPORATION, TO AUTHORIZE ANY OF THEM (WITH FULL POWER OF SUBSTITUTION) TO VOTE, IN THEIR DISCR			None	Against	Management

NORFOLK SOUTHERN CORP.

Ticker: NSC Security ID: 655844108
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alston D. Correll	For	For	Management
1.2	Elect Director Landon Hilliard	For	For	Management
1.3	Elect Director Burton M. Joyce	For	For	Management
1.4	Elect Director Jane Margaret O'Brien	For	For	Management
2	Ratify Auditors	For	For	Management

NORTHROP GRUMMAN CORP.

Ticker: NOC Security ID: 666807102
 Meeting Date: MAY 18, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lewis W. Coleman	For	For	Management
1.2	Elect Director J. Michael Cook	For	For	Management
1.3	Elect Director Philip A. Odeen	For	For	Management

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1.4	Elect	Director Aulana L. Peters	For	For	Management
1.5	Elect	Director Kevin W. Sharer	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Develop	Ethical Criteria for Military Contracts	Against	Against	Shareholder
4	Declassify	the Board of Directors	Against	For	Shareholder

OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105
 Meeting Date: APR 30, 2004 Meeting Type: Annual
 Record Date: MAR 3, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald W. Burkle	For	For	Management
1.2	Elect Director John S. Chalsty	For	For	Management
1.3	Elect Director Edward P. Djerejian	For	For	Management
1.4	Elect Director R. Chad Dreier	For	For	Management
1.5	Elect Director John E. Feick	For	For	Management
1.6	Elect Director Ray R. Irani	For	For	Management
1.7	Elect Director Dale R. Laurance	For	For	Management
1.8	Elect Director Irvin W. Maloney	For	For	Management
1.9	Elect Director Rodolfo Segovia	For	For	Management
1.10	Elect Director Aziz D. Syriani	For	For	Management
1.11	Elect Director Rosemary Tomich	For	For	Management
1.12	Elect Director Walter L. Weisman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Non-Employee Director Restricted Stock Plan	For	For	Management
4	Prohibit Awards to Executives	Against	Against	Shareholder

PACCAR INC.

Ticker: PCAR Security ID: 693718108
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David K. Newbigging	For	For	Management
1.2	Elect Director Harry C. Stonecipher	For	For	Management
1.3	Elect Director Harold A. Wagner	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Deferred Compensation Plan	For	For	Management
4	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
5	Limit Awards to Executives	Against	Against	Shareholder

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Akers	For	For	Management
1.2	Elect Director Robert E. Allen	For	For	Management
1.3	Elect Director Ray L. Hunt	For	For	Management
1.4	Elect Director Arthur C. Martinez	For	For	Management
1.5	Elect Director Indra K. Nooyi	For	For	Management
1.6	Elect Director Franklin D. Raines	For	For	Management
1.7	Elect Director Steven S. Reinemund	For	For	Management
1.8	Elect Director Sharon Percy Rockefeller	For	For	Management
1.9	Elect Director James J. Schiro	For	For	Management
1.10	Elect Director Franklin A. Thomas	For	For	Management
1.11	Elect Director Cynthia M. Trudell	For	For	Management
1.12	Elect Director Solomon D. Trujillo	For	For	Management
1.13	Elect Director Daniel Vasella	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Report on Political Contributions/Activities	Against	Against	Shareholder
5	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 22, 2004 Meeting Type: Annual
 Record Date: FEB 27, 2004

#	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
1.8	Elect Director Stanley O. Ikenberry	For	For	Management
1.9	Elect Director George A. Lorch	For	For	Management
1.10	Elect Director Henry A. Mckinnell	For	For	Management
1.11	Elect Director Dana G. Mead	For	For	Management
1.12	Elect Director Franklin D. Raines	For	For	Management
1.13	Elect Director Ruth J. Simmons	For	For	Management
1.14	Elect Director William C. Steere, Jr.	For	For	Management
1.15	Elect Director Jean-Paul Valles	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
5	Cease Political Contributions/Activities	Against	Against	Shareholder
6	Report on Political Contributions/Activities	Against	Against	Shareholder
7	Establish Term Limits for Directors	Against	Against	Shareholder
8	Report on Drug Pricing	Against	Against	Shareholder
9	Limit Awards to Executives	Against	Against	Shareholder
10	Amend Animal Testing Policy	Against	Against	Shareholder

PPL CORP.

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Ticker: PPL Security ID: 69351T106
 Meeting Date: APR 23, 2004 Meeting Type: Annual
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William F. Hecht	For	For	Management
1.2	Elect Director Stuart Heydt	For	For	Management
1.3	Elect Director W. Keith Smith	For	For	Management
2	Ratify Auditors	For	For	Management

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 14, 2003 Meeting Type: Annual
 Record Date: AUG 1, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Norman R. Augustine	For	For	Management
1.2	Elect Director A.G. Lafley	For	For	Management
1.3	Elect Director Johnathan A. Rodgers	For	For	Management
1.4	Elect Director John F. Smith, Jr.	For	For	Management
1.5	Elect Director Margaret C. Whitman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Non-Employee Director Omnibus Stock Plan	For	Against	Management
4	Declassify the Board of Directors	Against	For	Shareholder
5	Label Genetically Engineered Foods	Against	Against	Shareholder

TALISMAN ENERGY INC.

Ticker: TLM. Security ID: 87425E103
 Meeting Date: MAY 4, 2004 Meeting Type: Annual/Special
 Record Date: MAR 18, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Douglas D. Baldwin, James W. Buckee, Kevin S. Dunne, Al L. Flood, Dale G. Parker, Lawrence G. Tapp, Stella M. Thompson, Robert G. Welty, Charles W. Wilson as Directors	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve 3:1 Stock Split	For	For	Management

TOTAL S.A. (FORMERLY TOTAL FINA ELF S.A)

Ticker: TOT Security ID: 89151E109
 Meeting Date: MAY 14, 2004 Meeting Type: Annual
 Record Date: MAR 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF CERTAIN REPORTS AND OF THE PARENT COMPANY S FINANCIAL STATEMENTS	For	For	Management

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2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS	For	For	Management
3	ALLOCATION OF INCOME, APPROVAL OF THE DIVIDEND	For	For	Management
4	AGREEMENTS MENTIONED IN ARTICLE L. 225-38 OF THE FRENCH COMMERCIAL CODE	For	For	Management
5	AUTHORIZATION TO TRADE THE COMPANY S OWN SHARES	For	For	Management
6	AUTHORIZATION FOR THE BOARD OF DIRECTORS TO ISSUE DEBT SECURITIES AND/OR PERPETUAL SUBORDINATED NOTES FOR A MAXIMUM NOMINAL AMOUNT OF 10 BILLION EUROS	For	For	Management
7.1	Elect Director Mr. Thierry Desmarest	For	For	Management
7.2	Elect Director Mr. Thierry De Rudder	For	For	Management
7.3	Elect Director Mr. Serge Tchuruk	For	For	Management
8	APPOINTMENT OF DANIEL BOEUF AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION	For	For	Management
9	APPOINTMENT OF PHILIPPE MARCHANDISE AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION	Against	Against	Management
10	APPOINTMENT OF CYRIL MOUCHE AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION	Against	Against	Management
11	APPOINTMENT OF ALAN CRAMER AS A DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS IN APPLICATION OF ARTICLE 11 OF THE ARTICLES OF INCORPORATION	Against	Against	Management
12	Ratify Auditors	For	For	Management
13	RENEWAL OF STATUTORY AUDITORS	For	For	Management
14	Ratify Auditors	For	For	Management
15	Ratify Auditors	For	For	Management
16	DETERMINATION OF THE TOTAL AMOUNT OF DIRECTORS COMPENSATION	For	For	Management
17	AUTHORIZATION TO AWARD OPTIONS TO SUBSCRIBE FOR OR PURCHASE STOCK OF THE COMPANY IN FAVOUR OF THE MANAGEMENT AND KEY EMPLOYEES OF THE GROUP	For	For	Management
18	AUTHORIZATION FOR ISSUING CONVERTIBLE OR OTHER EQUITY SECURITIES	For	For	Management
19	AUTHORIZATION TO USE THE ABOVE DELEGATION WITHOUT MAINTENANCE OF PREFERENTIAL SUBSCRIPTION RIGHTS, BUT WITH AN OPTION TO GRANT A PRIORITY PERIOD	For	For	Management
20	CAPITAL INCREASE RESERVED FOR EMPLOYEES	For	For	Management

TRIBUNE CO.

Ticker: TRB Security ID: 896047107
Meeting Date: MAY 12, 2004 Meeting Type: Annual
Record Date: MAR 17, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey Chandler	For	For	Management
1.2	Elect Director William A. Osborn	For	For	Management
1.3	Elect Director Kathryn C. Turner	For	For	Management

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2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: MAY 12, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William C. Ballard, Jr.	For	For	Management
1.2	Elect Director Richard T. Burke	For	For	Management
1.3	Elect Director Stephen J. Hemsley	For	For	Management
1.4	Elect Director Donna E. Shalala	For	For	Management
2	Ratify Auditors	For	For	Management
3	Expense Stock Options	Against	For	Shareholder
4	Limit Awards to Executives	Against	Against	Shareholder

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: APR 20, 2004 Meeting Type: Annual
 Record Date: FEB 18, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James S. Balloun	For	For	Management
1.2	Elect Director John T. Casteen, III	For	For	Management
1.3	Elect Director Joseph Neubauer	For	For	Management
1.4	Elect Director Lanty L. Smith	For	For	Management
1.5	Elect Director Dona Davis Young	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require Two Candidates for Each Board Seat	Against	Against	Shareholder
4	Report on Political Contributions/Activities	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	Against	Shareholder

WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103
 Meeting Date: JUN 4, 2004 Meeting Type: Annual
 Record Date: APR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James W. Breyer	For	For	Management
1.2	Elect Director M. Michele Burns	For	For	Management
1.3	Elect Director Thomas M. Coughlin	For	For	Management
1.4	Elect Director David D. Glass	For	For	Management
1.5	Elect Director Roland A. Hernandez	For	For	Management
1.6	Elect Director Dawn G. Lepore	For	For	Management
1.7	Elect Director John D. Opie	For	For	Management
1.8	Elect Director J. Paul Reason	For	For	Management
1.9	Elect Director H. Lee Scott, Jr.	For	For	Management

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1.10	Elect	Director	Jack C. Shewmaker	For	For	Management
1.11	Elect	Director	Jose H. Villarreal	For	For	Management
1.12	Elect	Director	John T. Walton	For	For	Management
1.13	Elect	Director	S. Robson Walton	For	For	Management
1.14	Elect	Director	Christopher J. Williams	For	For	Management
2	Approve		Stock Option Plan	For	For	Management
3	Approve		Stock Option Plan	For	For	Management
4	Amend		Employee Stock Purchase Plan	For	For	Management
5	Ratify		Auditors	For	For	Management
6	Separate		Chairman and CEO Positions	Against	For	Shareholder
7	Prepare		Sustainability Report	Against	For	Shareholder
8	Report		on Stock Option Distribution by Race and Gender	Against	For	Shareholder
9	Report		on Genetically Modified Organisms (GMO)	Against	Against	Shareholder
10	Prepare		Diversity Report	Against	For	Shareholder
11	Submit		Executive Compensation to Vote	Against	For	Shareholder

WASTE MANAGEMENT, INC.

Ticker: WMI Security ID: 94106L109
 Meeting Date: MAY 14, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

#	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 Robert S. Miller	For	For	Management
1.4	Elect Director A. Maurice Myers	For	For	Management
1.5	Elect Director John C. Pope	For	For	Management
1.6	Elect Director W. Robert Reum	For	For	Management
1.7	Elect Director Steven G. Rothmeier	For	For	Management
1.8	Elect Director David P. Steiner	For	For	Management
1.9	Elect Director Carl W. Vogt	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: MAR 9, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J.A. Blanchard III	For	For	Management
1.2	Elect Director Susan E. Engel	For	For	Management
1.3	Elect Director Enrique Hernandez, Jr.	For	For	Management
1.4	Elect Director Robert L. Joss	For	For	Management
1.5	Elect Director Reatha Clark King	For	For	Management
1.6	Elect Director Richard M. Kovacevich	For	For	Management
1.7	Elect Director Richard D. McCormick	For	For	Management
1.8	Elect Director Cynthia H. Milligan	For	For	Management
1.9	Elect Director Philip J. Quigley	For	For	Management
1.10	Elect Director Donald B. Rice	For	Withhold	Management
1.11	Elect Director Judith M. Runstad	For	Withhold	Management

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1.12	Elect	Director Stephen W. Sanger	For	For	Management
1.13	Elect	Director Susan G. Swenson	For	For	Management
1.14	Elect	Director Michael W. Wright	For	Withhold	Management
2	Approve	Retirement Plan	For	For	Management
3	Ratify	Auditors	For	For	Management
4	Expense	Stock Options	Against	For	Shareholder
5	Limit	Executive Compensation	Against	Against	Shareholder
6	Link	Executive Compensation to Social Issues	Against	Against	Shareholder
7	Report	on Political Contributions/Activities	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) Zweig Total Return Fund, Inc.

By (Signature and Title)* Marc Baltuch, Chief Compliance Officer

Date August 24, 2004
