

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

ZWEIG TOTAL RETURN FUND INC

Form N-PX

August 22, 2005

.  
. .  
.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-05620

-----  
Zweig Total Return Fund Inc.

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

900 Third Avenue New York, NY 10022

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

(Zip code)

Marc Baltuch, c/o Phoenix Zweig Advisers, 900 Third Ave NY, NY 10022

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

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

Date of fiscal year end: 12/31/05

Date of reporting period: 6/30/05

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

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

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

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

ICA File Number: 811-05620  
 Reporting Period: 07/01/2004 - 06/30/2005  
 Zweig Total Return Fund Inc

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

ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101  
 Meeting Date: MAY 17, 2005 Meeting Type: Annual  
 Record Date: MAR 18, 2005

#	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
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder

-----  
 ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
 Meeting Date: APR 28, 2005 Meeting Type: Annual  
 Record Date: MAR 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Elizabeth E. Bailey	For	For	Management
1.2	Elect Director Harold Brown	For	For	Management
1.3	Elect Director Mathis Cabiallavetta	For	For	Management
1.4	Elect Director Louis C. Camilleri	For	For	Management
1.5	Elect Director J. Dudley Fishburn	For	For	Management
1.6	Elect Director Robert E. R. Huntley	For	For	Management
1.7	Elect Director Thomas W. Jones	For	Withhold	Management
1.8	Elect Director George Munoz	For	For	Management
1.9	Elect Director Lucio A. Noto	For	For	Management

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

1.10	Elect Director John S. Reed	For	For	Management
1.11	Elect Director Carlos Slim Helu	For	For	Management
1.12	Elect Director Stephen M. Wolf	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Amend Non-Employee Director Stock Option Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Eliminate Animal Testing	Against	Against	Shareholder
6	Product Warnings for Pregnant Women	Against	Against	Shareholder
7	Cease Use of Light and Ultra Light in Cigarette Marketing	Against	Against	Shareholder
8	Apply Fire Safety Standards for Cigarettes	Against	Against	Shareholder

### AMDOCS LIMITED

Ticker: DOX Security ID: G02602103  
 Meeting Date: JAN 20, 2005 Meeting Type: Annual  
 Record Date: NOV 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce K. Anderson	For	For	Management
1.2	Elect Director Adrian Gardner	For	For	Management
1.3	Elect Director Dov Baharav	For	For	Management
1.4	Elect Director Julian A. Brodsky	For	For	Management
1.5	Elect Director Charles E. Foster	For	For	Management
1.6	Elect Director Eli Gelman	For	For	Management
1.7	Elect Director James S. Kahan	For	For	Management
1.8	Elect Director Nehemia Lemelbaum	For	For	Management
1.9	Elect Director John T. McLennan	For	For	Management
1.10	Elect Director Robert A. Minicucci	For	For	Management
1.11	Elect Director Simon Olswang	For	For	Management
1.12	Elect Director Mario Segal	For	For	Management
2	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2004.	For	For	Management
3	RATIFICATION AND APPROVAL OF ERNST & YOUNG LLP AND AUTHORIZATION OF AUDIT COMMITTEE OF BOARD TO FIX REMUNERATION.	For	For	Management

### AMGEN, INC.

Ticker: AMGN Security ID: 031162100  
 Meeting Date: MAY 11, 2005 Meeting Type: Annual  
 Record Date: MAR 18, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dr. David Baltimore	For	For	Management
1.2	Elect Director Ms. Judith C. Pelham	For	For	Management
1.3	Elect Director Mr. Kevin W. Sharer	For	For	Management
2	Ratify Auditors	For	For	Management
3	Eliminate Animal Testing	Against	Against	Shareholder
4	Review/Limit Executive Compensation	Against	Against	Shareholder
5	Adopt Retention Ratio for Executives	Against	For	Shareholder

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

ANGIOTECH PHARMACEUTICALS INC.

Ticker: ANP. Security ID: 034918102  
 Meeting Date: JUN 9, 2005 Meeting Type: Annual/Special  
 Record Date: MAY 2, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect William L. Hunter as Director	For	For	Management
1.2	Elect David T. Howard as Director	For	For	Management
1.3	Elect Hartley T. Richardson as Director	For	For	Management
1.4	Elect Edward M. Brown as Director	For	For	Management
1.5	Elect Glen D. Nelson as Director	For	For	Management
1.6	Elect Arthur H. Willms as Director	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Authorize Board to Fix Remuneration of the Auditors	For	For	Management
4	Re-adopt Shareholder Rights Plan (Poison Pill)	For	For	Management
5	Other Business (Voting)	For	Against	Management

ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102  
 Meeting Date: NOV 4, 2004 Meeting Type: Annual  
 Record Date: SEP 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director G. Allen Andreas	For	For	Management
1.2	Elect Director Alan L. Boeckmann	For	For	Management
1.3	Elect Director Mollie Hale Carter	For	For	Management
1.4	Elect Director Roger S. Joslin	For	For	Management
1.5	Elect Director Patrick J. Moore	For	For	Management
1.6	Elect Director M. Brian Mulrone	For	For	Management
1.7	Elect Director Thomas F. O'Neill	For	For	Management
1.8	Elect Director O.G. Webb	For	For	Management
1.9	Elect Director Kelvin R. Westbrook	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Approve Employee Stock Purchase Plan	For	For	Management
4	Report on Genetically Engineered Products	Against	Against	Shareholder

AT&T CORP.

Ticker: T Security ID: 001957505  
 Meeting Date: JUN 30, 2005 Meeting Type: Annual  
 Record Date: MAY 27, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management
3.1	Elect Director William F. Aldinger	For	For	Management
3.2	Elect Director Kenneth T. Derr	For	For	Management
3.3	Elect Director D.W. Dorman	For	For	Management
3.4	Elect Director M.K. Eickhoff-Smith	For	For	Management
3.5	Elect Director H.L. Henkel	For	For	Management
3.6	Elect Director F.C. Herringer	For	For	Management

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

3.7	Elect Director Jon C. Madonna	For	For	Management
3.8	Elect Director Donald F. McHenry	For	For	Management
3.9	Elect Director Tony L. White	For	Withhold	Management
4	Ratify Auditors	For	For	Management
5	Limit Awards to Executives	Against	Against	Shareholder
6	Performance- Based/Indexed Options	Against	Against	Shareholder
7	Report on Executive Compensation	Against	Against	Shareholder
8	Redeem or Vote Poison Pill	Against	For	Shareholder
9	Review Executive Compensation	Against	For	Shareholder
10	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder

---

### BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: APR 27, 2005 Meeting Type: Annual  
 Record Date: MAR 4, 2005

#	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
1.3	Elect Director John T. Collins	For	For	Management
1.4	Elect Director Gary L. Countryman	For	Withhold	Management
1.5	Elect Director Paul Fulton	For	For	Management
1.6	Elect Director Charles K. Gifford	For	For	Management
1.7	Elect Director W. Steven Jones	For	For	Management
1.8	Elect Director Kenneth D. Lewis	For	For	Management
1.9	Elect Director Walter E. Massey	For	For	Management
1.10	Elect Director Thomas J. May	For	For	Management
1.11	Elect Director Patricia E. Mitchell	For	For	Management
1.12	Elect Director Edward L. Romero	For	For	Management
1.13	Elect Director Thomas M. Ryan	For	Withhold	Management
1.14	Elect Director O. Temple Sloan, Jr.	For	For	Management
1.15	Elect Director Meredith R. Spangler	For	For	Management
1.16	Elect Director Robert L. Tillman	For	For	Management
1.17	Elect Director Jackie M. Ward	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Political Contributions	Against	Against	Shareholder
4	Director Nominee Amendment	Against	Against	Shareholder

---

### BOEING CO., THE

Ticker: BA Security ID: 097023105  
 Meeting Date: MAY 2, 2005 Meeting Type: Annual  
 Record Date: MAR 3, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kenneth M. Duberstein	For	Withhold	Management
1.2	Elect Director W. James McNerney, Jr.	For	Withhold	Management
1.3	Elect Director Lewis E. Platt	For	Withhold	Management
1.4	Elect Director Mike S. Zafirovski	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Human Rights Policy	Against	For	Shareholder
4	Develop Ethical Criteria for Military Contracts	Against	Against	Shareholder
5	Report on Political Contributions	Against	Against	Shareholder

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

6	Declassify the Board of Directors	Against	For	Shareholder
7	Adopt Simple Majority Vote Requirement	Against	For	Shareholder
8	Establish Other Board Committee	Against	For	Shareholder
9	Separate Chairman and CEO Positions	Against	For	Shareholder

---

### BRISTOL-MYERS SQUIBB CO.

Ticker:            BMY                            Security ID: 110122108  
Meeting Date: MAY 3, 2005           Meeting Type: Annual  
Record Date: MAR 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director V.D. Coffman	For	For	Management
1.2	Elect Director J.M. Cornelius	For	For	Management
1.3	Elect Director P.R. Dolan	For	For	Management
1.4	Elect Director E.V. Futter	For	For	Management
1.5	Elect Director L.V. Gershtner, Jr.	For	For	Management
1.6	Elect Director L. Johansson	For	For	Management
1.7	Elect Director L.W. Sullivan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Articles to Eliminate Certain Supermajority Vote Requirements	For	For	Management
4	Report on Political Contributions	Against	Against	Shareholder
5	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
6	Eliminate Animal Testing	Against	Against	Shareholder
7	Separate Chairman and CEO Positions	Against	For	Shareholder
8	Proposal Regarding Restatement Situations	Against	Against	Shareholder
9	Limit/Prohibit Awards to Executives	Against	For	Shareholder
10	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

---

### BURLINGTON RESOURCES INC.

Ticker:            BR    Security ID: 122014103  
Meeting Date: APR 27, 2005           Meeting Type: Annual  
Record Date: FEB 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director B.T. Alexander	For	For	Management
1.2	Elect Director R.V. Anderson	For	For	Management
1.3	Elect Director L.I. Grant	For	For	Management
1.4	Elect Director R.J. Harding	For	For	Management
1.5	Elect Director J.T. LaMacchia	For	For	Management
1.6	Elect Director R.L. Limbacher	For	For	Management
1.7	Elect Director J.F. McDonald	For	Withhold	Management
1.8	Elect Director K.W. Orce	For	Withhold	Management
1.9	Elect Director D.M. Roberts	For	For	Management
1.10	Elect Director J.A. Runde	For	For	Management
1.11	Elect Director J.F. Schwarz	For	For	Management
1.12	Elect Director W. Scott, Jr.	For	For	Management
1.13	Elect Director B.S. Shackouls	For	For	Management
1.14	Elect Director S.J. Shapiro	For	For	Management
1.15	Elect Director W.E. Wade, Jr	For	For	Management
2	Ratify Auditors	For	For	Management

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

-----  
 C. R. BARD, INC.

Ticker: BCR Security ID: 067383109  
 Meeting Date: APR 20, 2005 Meeting Type: Annual  
 Record Date: FEB 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director T. Kevin Dunnigan	For	For	Management
1.2	Elect Director Gail K. Naughton, Ph.D.	For	For	Management
1.3	Elect Director John H. Weiland	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt ILO based Code of Conduct	Against	For	Shareholder

-----  
 CAPITAL ONE FINANCIAL CORP.

Ticker: COF Security ID: 14040H105  
 Meeting Date: APR 28, 2005 Meeting Type: Annual  
 Record Date: FEB 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Patrick W. Gross	For	For	Management
1.2	Elect Director Ann Fritz Hackett	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Report on Pay Disparity	Against	Against	Shareholder

-----  
 CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 18, 2004 Meeting Type: Annual  
 Record Date: SEP 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Carol A. Bartz	For	For	Management
1.2	Elect Director M. Michele Burns	For	For	Management
1.3	Elect Director Larry R. Carter	For	For	Management
1.4	Elect Director John T. Chambers	For	For	Management
1.5	Elect Director Dr. James F. Gibbons	For	For	Management
1.6	Elect Director Dr. John L. Hennessy	For	For	Management
1.7	Elect Director Roderick C. McGeary	For	For	Management
1.8	Elect Director James C. Morgan	For	For	Management
1.9	Elect Director John P. Morgridge	For	For	Management
1.10	Elect Director Donald T. Valentine	For	For	Management
1.11	Elect Director Steven M. West	For	For	Management
1.12	Elect Director Jerry Yang	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Pay Disparity	Against	Against	Shareholder

-----  
 COMCAST CORP.

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

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: JUN 1, 2005 Meeting Type: Annual  
 Record Date: MAR 24, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director S. Decker Anstrom	For	For	Management
1.2	Elect Director Kenneth J. Bacon	For	For	Management
1.3	Elect Director Sheldon M. Bonovitz	For	For	Management
1.4	Elect Director Edward D. Breen	For	For	Management
1.5	Elect Director Julian A. Brodsky	For	For	Management
1.6	Elect Director Joseph L. Castle, II	For	Withhold	Management
1.7	Elect Director Joseph J. Collins	For	For	Management
1.8	Elect Director J. Michael Cook	For	For	Management
1.9	Elect Director Brian L. Roberts	For	For	Management
1.10	Elect Director Ralph J. Roberts	For	For	Management
1.11	Elect Director Dr. Judith Rodin	For	For	Management
1.12	Elect Director Michael I. Sovern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Restricted Stock Plan	For	For	Management
4	Report on Political Contributions	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	For	Shareholder
6	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
7	Approve Recapitalization Plan	Against	For	Shareholder

### CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 5, 2005 Meeting Type: Annual  
 Record Date: MAR 10, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J.J. Mulva	For	For	Management
1.2	Elect Director Norman R. Augustine	For	For	Management
1.3	Elect Director Larry D. Horner	For	For	Management
1.4	Elect Director Charles C. Krulak	For	For	Management
2	Ratify Auditors	For	For	Management
3	Limit Executive Compensation	Against	Against	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

### CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308  
 Meeting Date: JUN 16, 2005 Meeting Type: Annual  
 Record Date: APR 21, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas J. Barrack, Jr.	For	For	Management
1.2	Elect Director Kirbyjon H. Caldwell	For	For	Management
1.3	Elect Director Lawrence W. Kellner	For	For	Management
1.4	Elect Director Douglas H. McCorkindale	For	For	Management
1.5	Elect Director Henry L. Meyer, III	For	For	Management
1.6	Elect Director Oscar Munoz	For	For	Management
1.7	Elect Director George G.C. Parker	For	For	Management



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

1.8	Elect	Director	Jeffery A. Smisek	For	For	Management
1.9	Elect	Director	Karen Hastie Williams	For	For	Management
1.10	Elect	Director	Ronald B. Woodard	For	For	Management
1.11	Elect	Director	Charles A. Yamarone	For	For	Management
2	Amend	Omnibus	Stock Plan	For	For	Management
3	Ratify	Auditors		For	For	Management
4	Other	Business		For	Against	Management

### COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105  
 Meeting Date: JAN 27, 2005 Meeting Type: Annual  
 Record Date: DEC 3, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard D. Dicerchio	For	Withhold	Management
1.2	Elect Director Richard M. Libenson	For	Withhold	Management
1.3	Elect Director John W. Meisenbach	For	Withhold	Management
1.4	Elect Director Charles T. Munger	For	Withhold	Management
1.5	Elect Director Susan L. Decker	For	For	Management
2	Amend Stock Option Plan	For	For	Management
3	Adopt Vendor Standards	Against	Against	Shareholder
4	Develop Land Procurement Policy	Against	Against	Shareholder
5	Ratify Auditors	For	For	Management

### DOW CHEMICAL COMPANY, THE

Ticker: DOW Security ID: 260543103  
 Meeting Date: MAY 12, 2005 Meeting Type: Annual  
 Record Date: MAR 14, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jacqueline K. Barton	For	For	Management
1.2	Elect Director Anthony J. Carbone	For	For	Management
1.3	Elect Director Barbara H. Franklin	For	For	Management
1.4	Elect Director Andrew N. Liveris	For	For	Management
1.5	Elect Director Harold T. Shapiro	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Persistent Bioaccumulative and Toxic Chemicals	Against	Against	Shareholder

### FOX ENTERTAINMENT GROUP, INC.

Ticker: FOX Security ID: 35138T107  
 Meeting Date: NOV 16, 2004 Meeting Type: Annual  
 Record Date: SEP 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director K. Rupert Murdoch	For	Withhold	Management
1.2	Elect Director Peter Chernin	For	Withhold	Management
1.3	Elect Director David F. Devoe	For	Withhold	Management
1.4	Elect Director Arthur M. Siskind	For	Withhold	Management
1.5	Elect Director Lachlan K. Murdoch	For	Withhold	Management

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

1.6	Elect	Director	Christos M. Cotsakos	For	For	Management
1.7	Elect	Director	Peter Powers	For	For	Management
2	Ratify	Auditors		For	For	Management

---

FREEMPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
 Meeting Date: MAY 5, 2005 Meeting Type: Annual  
 Record Date: MAR 9, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Allison, Jr.	For	For	Management
1.2	Elect Director Robert A. Day	For	For	Management
1.3	Elect Director H. Devon Graham, Jr.	For	For	Management
1.4	Elect Director Bobby Lee Lackey	For	For	Management
1.5	Elect Director Gabrielle K. McDonald	For	For	Management
1.6	Elect Director James R. Moffet	For	For	Management
1.7	Elect Director B.M. Rankin, Jr.	For	For	Management
1.8	Elect Director J. Stapleton Roy	For	For	Management
1.9	Elect Director J. Taylor Wharton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Review Payment Policy to Indonesian Military	Against	Against	Shareholder

---

GEORGIA-PACIFIC CORP.

Ticker: GP Security ID: 373298108  
 Meeting Date: MAY 3, 2005 Meeting Type: Annual  
 Record Date: MAR 1, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James S. Balloun	For	For	Management
1.2	Elect Director Thomas D. Bell, Jr.	For	For	Management
1.3	Elect Director Jon A. Boscia	For	For	Management
1.4	Elect Director Alston D. Correll	For	For	Management
1.5	Elect Director John D. Zeglis	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Declassify the Board of Directors	Against	For	Management

---

GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104  
 Meeting Date: APR 6, 2005 Meeting Type: Annual  
 Record Date: FEB 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John H. Bryan	For	For	Management
1.2	Elect Director Stephen Friedman	For	For	Management
1.3	Elect Director William W. George	For	For	Management

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

1.4	Elect Director Henry M. Paulson, Jr.	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Ratify Auditors	For	For	Management

---

### HALLIBURTON CO.

Ticker: HAL Security ID: 406216101  
 Meeting Date: MAY 18, 2005 Meeting Type: Annual  
 Record Date: MAR 21, 2005

#	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 S. Malcolm Gillis	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 J. Landis Martin	For	Withhold	Management
1.8	Elect Director Jay A. Precourt	For	For	Management
1.9	Elect Director Debra L. Reed	For	For	Management
2	Ratify Auditors	For	For	Management
3	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

---

### HOME DEPOT, INC. (THE)

Ticker: HD Security ID: 437076102  
 Meeting Date: MAY 26, 2005 Meeting Type: Annual  
 Record Date: MAR 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gregory D. Brenneman	For	For	Management
1.2	Elect Director Richard H. Brown	For	For	Management
1.3	Elect Director John L. Clendenin	For	For	Management
1.4	Elect Director Berry R. Cox	For	For	Management
1.5	Elect Director Claudio X. Gonzalez	For	Withhold	Management
1.6	Elect Director Milledge A. Hart, III	For	For	Management
1.7	Elect Director Bonnie G. Hill	For	For	Management
1.8	Elect Director Laban P. Jackson, Jr.	For	For	Management
1.9	Elect Director Lawrence R. Johnston	For	For	Management
1.10	Elect Director Kenneth G. Langone	For	For	Management
1.11	Elect Director Robert L. Nardelli	For	For	Management
1.12	Elect Director Thomas J. Ridge	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Nomination Procedures for the Board	For	Against	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Prepare Diversity Report	Against	For	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
7	Limit Executive Compensation	Against	Against	Shareholder
8	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
9	Performance- Based/Indexing Options	Against	Against	Shareholder
10	Performance- Based/Indexing Options	Against	For	Shareholder

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

11      Affirm Political Nonpartisanship                      Against      Against      Shareholder

HONDA MOTOR CO. LTD.

Ticker:                      HMCL                      Security ID: 438128308  
 Meeting Date: JUN 23, 2005      Meeting Type: Annual  
 Record Date: MAR 30, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF PROPOSAL FOR APPROPRIATION OF RETAINED EARNINGS FOR THE 81ST 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 M. Hagino	For	For	Management
3.3	Elect Director M. Harada	For	For	Management
3.4	Elect Director M. Shiraishi	For	For	Management
3.5	Elect Director S. Aoki	For	For	Management
3.6	Elect Director S. Dobashi	For	For	Management
3.7	Elect Director A. Hyogo	For	For	Management
3.8	Elect Director S. Toshida	For	For	Management
3.9	Elect Director K. Hirashima	For	For	Management
3.10	Elect Director K. Kondo	For	For	Management
3.11	Elect Director T. Onda	For	For	Management
3.12	Elect Director A. Takano	For	For	Management
3.13	Elect Director M. Yoshimi	For	For	Management
3.14	Elect Director S. Takagi	For	For	Management
3.15	Elect Director H. Kuroda	For	For	Management
3.16	Elect Director S. Kishi	For	For	Management
3.17	Elect Director H. Yoshino	For	For	Management
3.18	Elect Director T. Iwamura	For	For	Management
3.19	Elect Director T. Oyama	For	For	Management
3.20	Elect Director F. Ike	For	For	Management
3.21	Elect Director K. Hogen	For	For	Management
4	ELECTION OF ONE (1) CORPORATE AUDITOR.	For	For	Management
5	ELECTION OF INDEPENDENT AUDITOR.	For	For	Management
6	REVISION OF AMOUNT OF REMUNERATION PAYABLE TO DIRECTORS.	For	For	Management
7	PAYMENT OF BONUS TO DIRECTORS AND CORPORATE AUDITORS FOR THE 81ST FISCAL YEAR.	For	For	Management
8	PRESENTATION OF RETIREMENT ALLOWANCE TO RETIRING DIRECTORS FOR THEIR RESPECTIVE SERVICES.	For	For	Management

HUNTINGTON BANCSHARES INC.

Ticker:                      HBAN                      Security ID: 446150104  
 Meeting Date: APR 27, 2005      Meeting Type: Annual  
 Record Date: FEB 18, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Don M. Casto III	For	For	Management
1.2	Elect Director Michael J. Endres	For	For	Management
1.3	Elect Director Wm. J. Lhota	For	For	Management

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

1.4	Elect Director David L. Porteous	For	For	Management
2	Ratify Auditors	For	For	Management

-----

INTEL CORP.

Ticker:           INTC                   Security ID: 458140100  
Meeting Date: MAY 18, 2005   Meeting Type: Annual  
Record Date: MAR 21, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Craig R. Barrett	For	For	Management
1.2	Elect Director Charlene Barshefsky	For	For	Management
1.3	Elect Director E. John P. Browne	For	For	Management
1.4	Elect Director D. James Guzy	For	For	Management
1.5	Elect Director Reed E. Hundt	For	For	Management
1.6	Elect Director Paul S. Otellini	For	For	Management
1.7	Elect Director David S. Pottruck	For	For	Management
1.8	Elect Director Jane E. Shaw	For	For	Management
1.9	Elect Director John L. Thornton	For	For	Management
1.10	Elect Director David B. Yoffie	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management

-----

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker:           IBM                   Security ID: 459200101  
Meeting Date: APR 26, 2005   Meeting Type: Annual  
Record Date: FEB 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Cathleen Black	For	For	Management
1.2	Elect Director Kenneth I. Chenault	For	For	Management
1.3	Elect Director Juergen Dormann	For	For	Management
1.4	Elect Director Michael L. Eskew	For	Withhold	Management
1.5	Elect Director Carlos Ghosn	For	For	Management
1.6	Elect Director Charles F. Knight	For	For	Management
1.7	Elect Director Minoru Makihara	For	For	Management
1.8	Elect Director Lucio A. Noto	For	For	Management
1.9	Elect Director Samuel J. Palmisano	For	For	Management
1.10	Elect Director Joan E. Spero	For	For	Management
1.11	Elect Director Sidney Taurel	For	For	Management
1.12	Elect Director Charles M. Vest	For	For	Management
1.13	Elect Director Lorenzo H. Zambrano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Eliminate Age Discrimination in Retirement Benefits	Against	Against	Shareholder
5	Calculate Executive Salary Without Regard to Pension Income	Against	For	Shareholder
6	Expense Stock Options	Against	Against	Shareholder
7	Report on Executive Compensation	Against	Against	Shareholder
8	Report on Outsourcing	Against	Against	Shareholder

-----

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

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 28, 2005 Meeting Type: Annual  
 Record Date: FEB 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Bergstrom	For	For	Management
1.2	Elect Director Robert W. Decherd	For	For	Management
1.3	Elect Director G. Craig Sullivan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt ILO Based Code of Conduct	Against	Against	Shareholder

L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104  
 Meeting Date: APR 26, 2005 Meeting Type: Annual  
 Record Date: MAR 18, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank C. Lanza	For	For	Management
1.2	Elect Director John M. Shalikashvili	For	For	Management
1.3	Elect Director John White	For	For	Management
2	Ratify Auditors	For	For	Management

MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101  
 Meeting Date: MAY 11, 2005 Meeting Type: Annual  
 Record Date: MAR 14, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Hall Adams, Jr.	For	For	Management
1.2	Elect Director Cary D. McMillan	For	For	Management
1.3	Elect Director Michael J. Roberts	For	For	Management
1.4	Elect Director James A. Skinner	For	For	Management
1.5	Elect Director Anne-Marie Slaughter	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Genetically Modified Organisms	Against	Against	Shareholder

MCKESSON CORP.

Ticker: MCK Security ID: 58155Q103  
 Meeting Date: JUL 28, 2004 Meeting Type: Annual  
 Record Date: JUN 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John H. Hammergren	For	For	Management
1.2	Elect Director Robert W. Matschullat	For	For	Management
1.3	Elect Director M. Christine Jacobs	For	For	Management
2	Ratify Auditors	For	For	Management

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

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107  
 Meeting Date: APR 26, 2005 Meeting Type: Annual  
 Record Date: FEB 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Rochelle B. Lazarus	For	For	Management
1.2	Elect Director William G. Bowen	For	For	Management
1.3	Elect Director Raymond V. Gilmartin	For	For	Management
1.4	Elect Director Thomas E. Shenk	For	For	Management
1.5	Elect Director Anne M. Tatlock	For	For	Management
1.6	Elect Director Samuel O. Thier	For	For	Management
1.7	Elect Director Wendell P. Weeks	For	For	Management
1.8	Elect Director Peter C. Wendell	For	For	Management
2	Ratify Auditors	For	For	Management
3	Prohibit Awards to Executives	Against	Against	Shareholder
4	Limit Executive Compensation	Against	Against	Shareholder
5	Eliminate Animal Testing	Against	Against	Shareholder
6	Separate Chairman and CEO Positions	Against	For	Shareholder
7	Report on Product Availability in Canada	Against	For	Shareholder
8	Report on Political Contributions	Against	Against	Shareholder
9	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 9, 2004 Meeting Type: Annual  
 Record Date: SEP 10, 2004

#	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 Jon A. Shirley	For	For	Management
2	Amend Bundled Compensation Plans	For	For	Management
3	Amend Bundled Compensation Plans	For	For	Management
4	Amend Stock Option Plan	For	For	Management
5	Ratify Auditors	For	For	Management

MOLSON COORS BREWING CO

Ticker: TAP Security ID: 60871R209  
 Meeting Date: MAY 11, 2005 Meeting Type: Annual  
 Record Date: MAR 28, 2005

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

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

1.1	Elect	Director John E. Cleghorn	For	For	Management
1.2	Elect	Director Charles M. Herington	For	For	Management
1.3	Elect	Director David P. O'Brien	For	For	Management

### MORGAN STANLEY

Ticker: MWD Security ID: 617446448  
 Meeting Date: MAR 15, 2005 Meeting Type: Annual  
 Record Date: JAN 14, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John E. Jacob	For	For	Management
1.2	Elect Director Charles F. Knight	For	For	Management
1.3	Elect Director Miles L. Marsh	For	For	Management
1.4	Elect Director Laura D'Andrea Tyson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Limit Executive Compensation	Against	Against	Shareholder

### MYLAN LABORATORIES INC.

Ticker: MYL Security ID: 628530107  
 Meeting Date: JUL 30, 2004 Meeting Type: Annual  
 Record Date: JUN 11, 2004

#	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	Withhold	Management
1.5	Elect Director Douglas J. Leech	For	Withhold	Management
1.6	Elect Director Joseph C. Maroon, M.D.	For	For	Management
1.7	Elect Director Rod Piatt	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 R.L. Vanderveen, Ph.D.	For	For	Management
1.11	Elect Director Stuart A. Williams, Esq	For	For	Management

### NATIONAL CITY CORP.

Ticker: NCC Security ID: 635405103  
 Meeting Date: APR 26, 2005 Meeting Type: Annual  
 Record Date: MAR 4, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jon E. Barfield	For	For	Management
1.2	Elect Director James S. Broadhurst	For	For	Management
1.3	Elect Director Christopher M. Connor	For	For	Management
1.4	Elect Director David A. Daberko	For	For	Management
1.5	Elect Director Joseph T. Gorman	For	For	Management
1.6	Elect Director Bernadine P. Healy	For	For	Management
1.7	Elect Director S. Craig Lindner	For	For	Management
1.8	Elect Director Paul A. Ormond	For	For	Management



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

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	Ratify Auditor	For	For	Management

NOKIA CORP.

Ticker: NKCAF                      Security ID: 654902204  
 Meeting Date: APR 7, 2005      Meeting Type: Annual  
 Record Date: FEB 2, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
2	APPROVAL OF THE INCOME STATEMENTS AND THE BALANCE SHEET.	For	For	Management
3	APPROVAL OF A PROPOSAL TO THE ANNUAL GENERAL MEETING OF A DIVIDEND OF EUR 0.33 PER SHARE.	For	For	Management
4	DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS, AND THE PRESIDENT, FROM LIABILITY.	For	For	Management
6	PROPOSAL ON THE COMPOSITION OF THE BOARD AS PROPOSED BY THE CORPORATE GOVERNANCE AND NOMINATION COMMITTEE.	For	For	Management
7.1	Elect Directors Paul J. Collins	For	For	Management
7.2	Elect Directors Georg Ehrnrooth	For	For	Management
7.3	Elect Directors Bengt Holmstrom	For	For	Management
7.4	Elect Directors Per Karlsson	For	For	Management
7.5	Elect Directors Jorma Ollila	For	For	Management
7.6	Elect Directors Marjorie Scardino	For	For	Management
7.7	Elect Directors Vesa Vainio	For	For	Management
7.8	Elect Directors Arne Wessberg	For	For	Management
7.9	Elect Directors Dan Hesse	For	For	Management
7.10	Elect Directors Edouard Michelin	For	For	Management
8	APPROVAL OF THE REMUNERATION TO BE PAID TO THE AUDITOR.	For	For	Management
9	APPROVAL OF THE RE-ELECTION OF PRICEWATERHOUSECOOPERS OY AS THE AUDITORS FOR FISCAL YEAR 2005.	For	For	Management
10	APPROVAL OF THE PROPOSAL TO GRANT STOCK OPTIONS TO SELECTED PERSONNEL OF THE COMPANY.	For	For	Management
11	APPROVAL OF THE PROPOSAL OF THE BOARD TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF NOKIA SHARES HELD BY COMPANY.	For	For	Management
12	AUTHORIZATION TO THE BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY.	For	For	Management
13	AUTHORIZATION TO THE BOARD TO REPURCHASE NOKIA SHARES.	For	For	Management
14	AUTHORIZATION TO THE BOARD TO DISPOSE NOKIA SHARES HELD BY THE COMPANY.	For	For	Management
15	MARK THE FOR BOX IF YOU WISH TO INSTRUCT NOKIA S LEGAL COUNSELS TO VOTE IN THEIR DISCRETION ON YOUR BEHALF ONLY UPON ITEM 15.	For	Against	Management

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

NORFOLK SOUTHERN CORP.

Ticker: NSC Security ID: 655844108  
 Meeting Date: MAY 12, 2005 Meeting Type: Annual  
 Record Date: MAR 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerald L. Baliles	For	Withhold	Management
1.2	Elect Director Gene R. Carter	For	For	Management
1.3	Elect Director Charles W. Moorman	For	For	Management
1.4	Elect Director J. Paul Reason	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

OCCIDENTAL PETROLEUM CORP.

Ticker: OXY Security ID: 674599105  
 Meeting Date: MAY 6, 2005 Meeting Type: Annual  
 Record Date: MAR 3, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Spencer Abraham	For	For	Management
1.2	Elect Director Ronald W. Burkle	For	For	Management
1.3	Elect Director John S. Chalsky	For	For	Management
1.4	Elect Director Edward P. Djerejian	For	For	Management
1.5	Elect Director R. Chad Dreier	For	For	Management
1.6	Elect Director John E. Feick	For	For	Management
1.7	Elect Director Ray R. Irani	For	For	Management
1.8	Elect Director Irwin 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	Approve Omnibus Stock Plan	For	For	Management
4	Proposal Regarding Board Sponsored Proposals	Against	Against	Shareholder
5	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder

PACCAR INC.

Ticker: PCAR Security ID: 693718108  
 Meeting Date: APR 26, 2005 Meeting Type: Annual  
 Record Date: FEB 28, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John M. Fluke, Jr.	For	For	Management
1.2	Elect Director Stephen F. Page	For	For	Management
1.3	Elect Director Michael A. Tembreull	For	For	Management
2	Declassify the Board of Directors	Against	For	Shareholder
3	Amend Bylaws to Provide for Director Nominees to be Elected by Majority Vote	Against	For	Shareholder

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

-----  
 PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 28, 2005 Meeting Type: Annual  
 Record Date: MAR 2, 2005

#	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 Ruth J. Simmons	For	For	Management
1.13	Elect Director William C. Steere, Jr.	For	For	Management
1.14	Elect Director Jean-Paul Valles	For	For	Management
2	Ratify Auditors	For	For	Management
3	Establish Term Limits for Directors	Against	Against	Shareholder
4	Report on Pharmaceutical Price Restraint	Against	Against	Shareholder
5	Review and Report on Drug Reimportation Policy	Against	Against	Shareholder
6	Report on Political Contributions	Against	Against	Shareholder
7	Report on Product Availability in Canada	Against	For	Shareholder
8	Separate Chairman and CEO Positions	Against	For	Shareholder

-----  
 PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 12, 2004 Meeting Type: Annual  
 Record Date: JUL 30, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R. Kerry Clark	For	For	Management
1.2	Elect Director Joseph T. Gorman	For	For	Management
1.3	Elect Director Lynn M. Martin	For	For	Management
1.4	Elect Director Ralph Snyderman, M.D.	For	For	Management
1.5	Elect Director Robert D. Storey	For	For	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Declassify the Board of Directors	Against	For	Management
5	Implement/ Report on Animal Welfare Standards	Against	Against	Shareholder

-----  
 QUALCOMM INC.

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 8, 2005 Meeting Type: Annual  
 Record Date: JAN 7, 2005

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert E. Kahn	For	For	Management
1.2	Elect Director Duane A. Nelles	For	Withhold	Management
1.3	Elect Director Brent Scowcroft	For	For	Management
2	Declassify the Board of Directors and Eliminate Cumulative Voting	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Amend Articles	For	For	Management
5	Ratify Auditors	For	For	Management

-----

SANOFI-AVENTIS (FORMERLY SANOFI-SYNTHELABO )

Ticker: Security ID: 80105N105  
 Meeting Date: DEC 23, 2004 Meeting Type: Special  
 Record Date: NOV 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger by Absorption of Aventis by Sanofi-Aventis; Authorize Issuance of 19.1 Million Shares to Compensate Aventis Minority Shareholders	For	For	Management
2	Approve Accounting Treatment of Absorption	For	For	Management
3	Assume Obligations of 257,248 Outstanding Aventis Warrants; Authorize Issuance of Up to 301,984 Sanofi-Aventis Shares to Satisfy Conversion of Aventis Warrants	For	For	Management
4	Assume Obligations of 48.08 Million Outstanding Aventis Stock Options; Authorize Issuance of Sanofi-Aventis Shares to Satisfy Conversion of Aventis Stock Options	For	For	Management
5	Set Dec. 31, 2004, as Effective Date of Merger and Related Capital Increase to Aventis Minority Shareholders	For	For	Management
6	Amend Articles to Reflect Changes in Capital	For	For	Management
7	Approve Capital Increase Reserved for Employees Participating in Savings-Related Share Purchase Plan	For	For	Management
8	Authorize Filing of Required Documents/Other Formalities	For	For	Management

-----

SANOFI-AVENTIS (FORMERLY SANOFI-SYNTHELABO )

Ticker: Security ID: 80105N105  
 Meeting Date: MAY 31, 2005 Meeting Type: Annual  
 Record Date: APR 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE INDIVIDUAL COMPANY FINANCIAL STATEMENTS	For	For	Management
2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	For	For	Management
3	APPROPRIATION OF PROFITS; DECLARATION OF	For	For	Management

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

	DIVIDEND			
4	APPROVAL OF TRANSACTIONS COVERED BY THE STATUTORY AUDITORS SPECIAL REPORT	For	For	Management
5	Ratify Auditors	For	For	Management
6	Ratify Auditors	For	For	Management
7	AUTHORIZATION TO THE BOARD OF DIRECTORS TO CARRY OUT TRANSACTIONS IN SHARES ISSUED BY THE COMPANY	For	For	Management
8	TERMINATION OF THE AUTHORITY TO ISSUE BONDS	For	For	Management
9	TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY ISSUANCE, WITH PREEMPTIVE RIGHTS MAINTAINED	For	For	Management
10	TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY ISSUANCE, WITHOUT PREEMPTIVE RIGHTS	For	Against	Management
11	TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY INCORPORATION OF SHARE PREMIUM, RESERVES, PROFITS OR OTHER ITEMS	For	For	Management
12	TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN THE EVENT OF A CAPITAL INCREASE WITH OR WITHOUT PREEMPTIVE RIGHTS	For	Against	Management
13	TO CARRY OUT INCREASES IN THE SHARE CAPITAL BY ISSUANCE OF SHARES RESERVED FOR EMPLOYEES WITH WAIVER OF PREEMPTIVE RIGHTS	For	For	Management
14	DELEGATION TO THE BOARD OF DIRECTORS OF AUTHORITY TO GRANT OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES	For	Against	Management
15	DELEGATION TO THE BOARD TO ALLOT EXISTING OR NEW SHARES FREE OF CHARGE TO ALL OR SOME SALARIED EMPLOYEES OF THE GROUP	For	Against	Management
16	DELEGATION TO THE BOARD OF DIRECTORS OF POWERS TO REDUCE THE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES	For	For	Management
17	POWERS FOR THE ACCOMPLISHMENT OF FORMALITIES	For	For	Management

-----

UNITED DEFENSE INDS INC

Ticker: UDI Security ID: 91018B104  
 Meeting Date: MAY 10, 2005 Meeting Type: Annual  
 Record Date: MAR 21, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2.1	Elect Directors Frank C. Carlucci	For	For	Management
2.2	Elect Directors Peter J. Clare	For	For	Management
2.3	Elect Directors William E. Conway, Jr.	For	For	Management
2.4	Elect Directors C. Thomas Faulders, III	For	For	Management
2.5	Elect Directors Robert J. Natter	For	For	Management
2.6	Elect Directors J.H. Binford Peay, III	For	For	Management
2.7	Elect Directors Thomas W. Rabaut	For	For	Management
2.8	Elect Directors Francis Raborn	For	For	Management
2.9	Elect Directors John M. Shalikashvili	For	For	Management
3	Adjourn Meeting	For	For	Management

-----

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

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: MAY 3, 2005 Meeting Type: Annual  
 Record Date: MAR 7, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas H. Kean	For	For	Management
1.2	Elect Director Robert L. Ryan	For	For	Management
1.3	Elect Director William G. Spears	For	For	Management
1.4	Elect Director Gail R. Wilensky, Ph.D.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Performance- Based/Indexed Options	Against	For	Shareholder
4	Performance- Based/Indexed Options	Against	For	Shareholder

VALERO ENERGY CORP.

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: APR 28, 2005 Meeting Type: Annual  
 Record Date: MAR 1, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W.E. Bill Bradford	For	For	Management
1.2	Elect Director Ronald K. Calgaard	For	For	Management
1.3	Elect Director William E. Greehey	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management

WACHOVIA CORP.

Ticker: WB Security ID: 929903102  
 Meeting Date: APR 19, 2005 Meeting Type: Annual  
 Record Date: FEB 16, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John D. Baker, II	For	Withhold	Management
1.2	Elect Director Peter C. Browing	For	For	Management
1.3	Elect Director Donald M. James	For	For	Management
1.4	Elect Director Van L. Richey	For	For	Management
1.5	Elect Director G. Kennedy Thompson	For	For	Management
1.6	Elect Director John C. Whitaker, Jr.	For	For	Management
1.7	Elect Director Wallace D. Malone, Jr.	For	For	Management
1.8	Elect Director Robert J. Brown	For	For	Management
2	Ratify Auditors	For	For	Management

WACHOVIA CORP.

Ticker: WB Security ID: 929903102  
 Meeting Date: OCT 28, 2004 Meeting Type: Special  
 Record Date: AUG 20, 2004

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

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

1 Approve Merger Agreement For For Management

-----  
WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
Meeting Date: APR 26, 2005 Meeting Type: Annual  
Record Date: MAR 8, 2005

#	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	Withhold	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
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	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Adopt Policy on Payday Lenders	Against	Against	Shareholder
5	Link Executive Compensation to Predatory Lending	Against	Against	Shareholder
6	Performance- Based/Indexd Options	Against	For	Shareholder
7	Limit Executive Compensation	Against	Against	Shareholder
8	Separate Chairman and CEO Positions	Against	For	Shareholder

===== END NPX REPORT

SIGNATURES

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

(Registrant) Daniel T. Geraci

-----  
By (Signature and Title)\* /s/ Daniel T. Geraci

-----  
Date 8/22/05