

FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INC
Form N-Q
October 28, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-21380

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
(Exact name of registrant as specified in charter)

301 E. Colorado Boulevard, Suite 720
Pasadena, CA 91101
(Address of principal executive offices) (Zip code)

Donald F. Crumrine
Flaherty & Crumrine Incorporated
301 E. Colorado Boulevard, Suite 720
Pasadena, CA 91101
(Name and address of agent for service)

Registrant's telephone number, including area code: 626-795-7300

Date of fiscal year end: November 30

Date of reporting period: August 31, 2009

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q 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, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

ITEM 1. SCHEDULE OF INVESTMENTS.

The Schedule(s) of Investment is attached herewith.

FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND

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To the Shareholders of Flaherty & Crumrine/Claymore Total Return Fund:

The Fund delivered a second consecutive quarter of double-digit returns as financial markets continued to recover from lows hit earlier this year. During the three-month period ended August 31st, total return on net asset value was +27.1%, and total return on market value of Fund shares was +32.5%.

As the worst of the financial crisis appears to be behind us, prices on most securities in the Fund's portfolio rose during the quarter. Although the credit outlook for some issuers remains speculative and the prices of their securities remain depressed, many securities that suffered the biggest declines earlier in the year staged the most dramatic recoveries. That being said, while prices in general are much higher than just three months ago, they remain well below the highs reached in recent years. There should be further recovery if the markets continue to normalize as we expect.

The strong performance over the past two quarters occurred despite the negative impact of our investments in a few troubled companies. During the past quarter, Colonial Bank was shut down by regulators. At this point, we are assuming there will be no additional income earned and minimal principal recovery on our investment in its parent, Colonial BancGroup, Inc. Two additional credits, FBOP Bancorp and CIT Group, suspended distributions on the securities owned by the Fund. Both companies are currently exploring strategies to improve their financial condition.

One year ago, the world's financial system was on the brink of collapse. In the blink of an eye, we went from a world in which anyone with a pulse could get a loan to a virtual shutdown of the capital markets. Investors, large and small, appeared ready to stuff money in a mattress rather than hand it over to a bank or money market fund. Access to short-term liquidity, the life blood of business, largely disappeared, and long-term financing was virtually unobtainable. Banks simply stopped lending (not only to long-time customers, but even more troublesome, to other banks), and capital market investors were in no mood to provide new financing.

When compared to broader credit markets, the preferred market has a much greater concentration in financial companies. In addition, the majority of preferred issues are long-term and consequently tend to have more volatile prices than other fixed-income instruments. As a result, the performance of the preferred market (and the Fund) was dismal throughout the early part of the financial crisis.

After one year, and massive amounts of government intervention, we see signs of recovery and perhaps a greater sense of rationality in the markets. On more than one occasion we've expressed our opinion that market volatility was exacerbated by excessive amounts of leverage. We underestimated the extent to which price declines could trigger selling by over-leveraged investors, producing an accelerating downward price spiral. We learned some valuable lessons during this financial chaos. We improved our analytic tools (and hopefully developed a more refined sense of smell) to help us discern changes in fundamental value from a leverage-fed frenzy. We further refined our credit criteria to help us identify riskier issuers earlier in the credit cycle. And, as leveraged investors ourselves, we have a keener appreciation for liquidity in the Fund's portfolio.

We believe these lessons will improve ongoing management of the Fund. Don't expect wholesale changes, but we would not be doing our job if we did not adapt to this new, more turbulent environment. For instance, the Fund suspended its hedging strategy last year, not because we no longer believe in hedging but because we did not think it would work in a crisis environment. At some point in the future, we anticipate reinstating the Fund's hedging strategy. Similarly, we

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have increased the portfolio's emphasis on liquid issues and issuers. By doing so, the Fund may give up some current income, but we believe this provides greater flexibility in managing the portfolio and its leverage for the benefit of shareholders.

In our last letter we indicated that the Fund was in the process of replacing all remaining shares of Auction Market Preferred Stock with bank debt. The switch is complete and the Fund's leverage is now comprised entirely of debt. While the breakdown in the auction preferred stock market made the change necessary, the Fund already is realizing some benefits from the new leverage. Foremost among these benefits are lower borrowing expense and greater flexibility in managing the portfolio.

All markets have endured tremendous upheaval over the past year. More change is on the horizon, as the financial system moves from crisis to recovery. The Fund will continue to assess and adapt to this new market environment. We take that responsibility seriously, and we appreciate the support that shareholders have given us.

More information is always available on the Fund's website, including discussion of many of the topics in this letter. In addition, our thoughts on the economic outlook are published quarterly and posted to the site. We encourage you to visit the website at www.fcclaymore.com.

Sincerely,

/s/ Donald F. Crumrine

/s/ Robert M. Ettinger

Donald F. Crumrine
Chairman of the Board

Robert M. Ettinger
President

October 15, 2009

Flaherty & Crumrine/Claymore Total Return Fund Incorporated

PORTFOLIO OVERVIEW

AUGUST 31, 2009 (UNAUDITED)

FUND STATISTICS ON 8/31/09

Net Asset Value	\$	12.85
Market Price	\$	11.66
Discount		9.26%
Yield on Market Price		11.32%
Common Stock Shares Outstanding		9,776,333

% OF NET

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MOODY'S RATINGS	ASSETS+
-----	-----
A	20.5%
BBB	51.7%
BB	21.9%
Below "BB"	2.6%
Not Rated	2.0%

Below Investment Grade*	18.7%

* BELOW INVESTMENT GRADE BY BOTH MOODY'S AND S&P.

(PIE CHART)

INDUSTRY CATEGORIES	% OF NET ASSETS+
-----	-----
Other	4%
Banking	39%
Utilities	26%
Insurance	25%
Energy	5%
Financial Services	1%

TOP 10 HOLDINGS BY ISSUER	% OF NET ASSETS+
-----	-----
Banco Santander	7.7%
Liberty Mutual Group	6.0%
Capital One Financial	4.4%
PNC Financial Services	4.2%
Sovereign Bancorp	3.9%
Comerica	3.6%
Astoria Financial	3.1%
Dominion Resources	3.0%
Georgia Power	2.9%
Unum Group	2.8%

	% OF NET ASSETS**+

Holdings Generating Qualified Dividend Income (QDI) for Individuals	27%
Holdings Generating Income Eligible for the Corporate Dividend Received Deduction (DRD)	16%

** THIS DOES NOT REFLECT YEAR-END RESULTS OR ACTUAL TAX CATEGORIZATION OF FUND DISTRIBUTIONS. THESE PERCENTAGES CAN, AND DO, CHANGE, PERHAPS

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SIGNIFICANTLY, DEPENDING ON MARKET CONDITIONS. INVESTORS SHOULD CONSULT THEIR TAX ADVISOR REGARDING THEIR PERSONAL SITUATION.

+ NET ASSETS INCLUDES ASSETS ATTRIBUTABLE TO THE USE OF LEVERAGE.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated

PORTFOLIO OF INVESTMENTS

AUGUST 31, 2009 (UNAUDITED)

SHARES/\$ PAR	VALUE
-----	-----
PREFERRED SECURITIES -- 93.5%	
BANKING -- 38.9%	
\$ 5,750,000	Astoria Capital Trust I, 9.75% 11/01/29, Series B
	\$ 5,773,
	Banco Santander:
23,000	Adj. Rate Pfd.
	362,
440,392	6.50% Pfd.
	10,196,
152,070	6.80% Pfd.
	3,665,
\$ 3,000,000	Barclays Bank PLC, 6.278%
	2,133,
26,905	BB&T Capital Trust VI, 9.60% Pfd.
	704,
\$ 8,218,000	Capital One Capital III, 7.686% 08/15/36
	6,492,
\$ 1,500,000	Capital One Capital V, 10.25% 08/15/39
	1,528,
	CIT Group, Inc.:
33,900	5.189% Pfd., Series B
	147,
\$ 3,375,000	6.10% 03/15/67
	371,
13,850	6.35% Pfd., Series A
	38,
40,000	Citizens Funding Trust I, 7.50% Pfd. 09/15/66
	772,
40,000	Cobank, ACB, 7.00% Pfd., 144A****
	1,396,
\$ 10,000,000	Colonial BancGroup, 7.114%, 144A****
	175,
6,700	Colonial Capital Trust IV, 7.875% Pfd. 10/01/33
	3,
\$ 9,670,000	Comerica Capital Trust II, 6.576% 02/20/37
	6,672,
7,000	FBOP Corporation, Adj. Rate Pfd., 144A****
	299,
2,000	First Republic Preferred Capital Corporation, 10.50% Pfd., 144A**** ..
	1,810,
1,000	First Tennessee Bank, Adj. Rate Pfd., 144A****
	405,
\$ 100,000	First Tennessee Capital I, 8.07% 01/06/27, Series A
	66,
\$ 600,000	First Union Capital II, 7.95% 11/15/29
	538,
2	FT Real Estate Securities Company, 9.50% Pfd., 144A****
	1,125,
	Goldman Sachs:
\$ 4,000,000	Capital II, 5.793%
	2,940,
1,500	STRIPES Custodial Receipts, Pvt.
	309,
\$ 855,000	HSBC USA Capital Trust II, 8.38% 05/15/27, 144A****
	802,
158,500	HSBC USA, Inc., Adj. Rate Pfd., Series D
	3,300,
15,000	Keycorp Capital X, 8.00% Pfd.
	320,
\$ 1,000,000	Lloyds Banking Group PLC, 6.657%, 144A****
	430,
\$ 2,500,000	National City Preferred Capital Trust I, 12.00%
	2,706,
151,059	PFGI Capital Corporation, 7.75% Pfd.
	3,540,
54,995	PNC Financial Services, 9.875% Pfd., Series F
	1,464,
191,525	Sovereign Capital Trust V, 7.75% Pfd. 05/22/36
	4,392,
3,000	Sovereign REIT, 12.00% Pfd., Series A, 144A****
	2,707,
	U.S. Bancorp, Auction Pass-Through Trust, Cl. B:
15	Series 2006-5, Variable Rate Pfd., 144A****
	15
15	Series 2006-6, Variable Rate Pfd., 144A****

Flaherty & Crumrine/Claymore Total Return Fund Incorporated

PORTFOLIO OF INVESTMENTS (CONTINUED)

AUGUST 31, 2009 (UNAUDITED)

SHARES/\$ PAR -----		VALUE -----
PREFERRED SECURITIES -- (CONTINUED)		
BANKING -- (CONTINUED)		
\$ 850,000	Wachovia Capital Trust III, 5.80%	\$ 561,
75,637	Wachovia Preferred Funding, 7.25% Pfd., Series A	1,565,
\$ 2,800,000	Webster Capital Trust IV, 7.65% 06/15/37	1,652,

		71,371,

FINANCIAL SERVICES -- 0.2%		
\$ 250,000	Ameriprise Financial, Inc., 7.518% 06/01/66	196,
\$ 3,000,000	Gulf Stream-Compass 2005 Composite Notes, 144A****	208,
	Lehman Brothers Holdings, Inc.:	
20,000	5.67% Pfd., Series D	7,
85,000	7.95% Pfd.	8,

		420,

INSURANCE -- 21.1%		
\$ 1,500,000	Ace Capital Trust II, 9.70% 04/01/30	1,505,
\$ 4,161,000	AON Corporation, 8.205% 01/01/27	3,890,
	Arch Capital Group Ltd.:	
27,150	7.875% Pfd., Series B	622,
37,500	8.00% Pfd., Series A	912,
	AXA SA:	
\$ 600,000	6.379%, 144A****	447,
\$ 1,550,000	6.463%, 144A****	1,154,
66,600	Axis Capital Holdings, 7.50% Pfd., Series B	4,341,
160,000	Delphi Financial Group, 7.376% Pfd. 05/15/37	2,760,
\$ 5,500,000	Everest Re Holdings, 6.60% 05/15/37	3,877,
	Liberty Mutual Group:	
\$ 3,000,000	7.80% 03/15/37, 144A****	2,145,
\$ 8,400,000	10.75% 06/15/58, 144A****	7,518,
\$ 4,250,000	MetLife Capital Trust X, 9.25% 04/08/38, 144A****	4,143,
75,000	Principal Financial Group, 6.518% Pfd., Series B	1,361,
109,000	Scottish Re Group Ltd., 7.25% Pfd.	268,
\$ 3,615,000	USF&G Capital, 8.312% 07/01/46, 144A****	3,475,
\$ 378,000	ZFS Finance USA Trust V, 6.50% 05/09/37, 144A****	302,

		38,725,

UTILITIES -- 26.1%		
33,700	Baltimore Gas & Electric Company, 6.70% Pfd., Series 1993	2,999,
105,000	Calenergy Capital Trust III, 6.50% Pfd. 09/01/27	4,488,

Flaherty & Crumrine/Claymore Total Return Fund Incorporated

PORTFOLIO OF INVESTMENTS (CONTINUED)

AUGUST 31, 2009 (UNAUDITED)

SHARES/\$ PAR -----		VALUE -----
PREFERRED SECURITIES -- (CONTINUED)		
	UTILITIES -- (CONTINUED)	
\$ 3,700,000	COMED Financing III, 6.35% 03/15/33	\$ 2,877,
66,170	Constellation Energy Group, Inc., 8.625% Pfd. 06/15/63, Series A	1,640,
\$ 2,000,000	Dominion Resources Capital Trust I, 7.83% 12/01/27	1,919,
	Dominion Resources, Inc.:	
\$ 2,793,000	7.50%	2,293,
50,000	8.375% Pfd., Series A	1,325,
83,000	Energy Arkansas, Inc., 6.45% Pfd.	1,722,
50,000	Energy Louisiana, Inc., 6.95% Pfd.	4,584,
39,623	FPC Capital I, 7.10% Pfd., Series A	985,
\$ 900,000	FPL Group Capital, Inc., 6.65% 06/15/67	784,
55,000	Georgia Power Company, 6.50% Pfd., Series 2007A	5,285,
30,445	Indianapolis Power & Light Company, 5.65% Pfd.	2,442,
\$ 5,000,000	PECO Energy Capital Trust IV, 5.75% 06/15/33	3,581,
\$ 4,000,000	Puget Sound Energy, Inc., 6.974% 06/01/67	3,211,
15,000	Southern California Edison, 6.00% Pfd., Series C	1,181,
\$ 3,000,000	Southern Union Company, 7.20% 11/01/66	2,257,
5,000	Union Electric Company, \$7.64 Pfd.	486,
\$ 5,005,000	Wisconsin Energy Corporation, 6.25% 05/15/67	3,959,

		48,026,

	ENERGY -- 5.3%	
\$ 5,600,000	Enbridge Energy Partners LP, 8.05% 10/01/37	4,731,
	Enterprise Products Partners:	
\$ 4,000,000	7.034% 01/15/68	3,284,
\$ 2,000,000	8.375% 08/01/66, Series A	1,737,

		9,753,

	MISCELLANEOUS INDUSTRIES -- 1.9%	
40,000	Ocean Spray Cranberries, Inc., 6.25% Pfd., 144A****	2,672,
\$ 1,000,000	Stanley Works, 5.902% 12/01/45	757,

		3,429,

	TOTAL PREFERRED SECURITIES	
	(Cost \$209,830,556)	171,727,

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated

PORTFOLIO OF INVESTMENTS (CONTINUED)

AUGUST 31, 2009 (UNAUDITED)

SHARES/\$ PAR -----		VALUE -----
CORPORATE DEBT SECURITIES -- 5.2%		
	FINANCIAL SERVICES -- 0.4%	
15,000	Ameriprise Financial, Inc., 7.75% 06/15/39	\$ 360,
\$ 4,726,012	Lehman Brothers, Guaranteed Note, Variable Rate, 12/16/16, 144A**** ..	444,

		804,

	INSURANCE -- 3.5%	
\$ 1,900,000	Liberty Mutual Insurance, 7.697% 10/15/97, 144A****	1,265,
\$ 7,000,000	UnumProvident Corporation, 7.25% 03/15/28, Senior Notes	5,199,

		6,464,

	MISCELLANEOUS INDUSTRIES -- 1.3%	
16,500	Corp-Backed Trust Certificates, 7.00% 11/15/28, Series Sprint	249,
	Pulte Homes, Inc.:	
25,844	7.375% 06/01/46	456,
\$ 2,160,000	7.875% 06/15/32	1,717,

		2,423,

	TOTAL CORPORATE DEBT SECURITIES	
	(Cost \$16,926,186)	9,692,

MONEY MARKET FUND -- 0.1%		
116,636	BlackRock Provident Institutional, T-Fund	116,

	TOTAL MONEY MARKET FUND	
	(Cost \$116,636)	116,

Flaherty & Crumrine/Claymore Total Return Fund Incorporated

PORTFOLIO OF INVESTMENTS (CONTINUED)

AUGUST 31, 2009 (UNAUDITED)

		VALUE -----
TOTAL INVESTMENTS (Cost \$226,873,378***)	98.8%	\$181,536
OTHER ASSETS AND LIABILITIES (Net)	1.2%	2,112

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NET ASSETS BEFORE LOAN	100.0%+++	\$183,649
LOAN PRINCIPAL BALANCE		(58,000)
TOTAL NET ASSETS AVAILABLE TO COMMON STOCK		\$125,649

* Securities eligible for the Dividends Received Deduction and distributing Qualified Dividend Income.

** Securities distributing Qualified Dividend Income only.

*** Aggregate cost of securities held.

**** Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration to qualified institutional buyers. At August 31, 2009, these securities amounted to \$32,929,790 or 17.9% of net assets before the loan. These securities have been determined to be liquid under the guidelines established by the Board of Directors.

(1) All or a portion of this security is pledged as collateral for the Fund's loan. The total value of such securities was \$144,993,570 at August 31, 2009.

(2) Foreign Issuer.

+ Non-income producing.

++ The issuer has filed for bankruptcy protection. As a result, the Fund may not be able to recover the principal invested and also does not expect to receive income on this security going forward.

+++ The percentage shown for each investment category is the total value of that category as a percentage of total net assets before the loan.

ABBREVIATIONS:

- PFD. -- Preferred Securities
- PVT. -- Private Placement Securities
- REIT -- Real Estate Investment Trust
- STRIPES -- Structured Residual Interest Preferred Enhanced Securities

Flaherty & Crumrine/Claymore Total Return Fund Incorporated
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE TO COMMON STOCK(1)
 FOR THE PERIOD FROM DECEMBER 1, 2008 THROUGH AUGUST 31, 2009 (UNAUDITED)

VALUE

OPERATIONS:

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Net investment income	\$ 10,517,353
Net realized gain/(loss) on investments sold during the period	(17,204,121)
Change in net unrealized appreciation/depreciation of investments	54,623,114
Distributions to AMPS* Shareholders from net investment income, including changes in accumulated undeclared distributions	(611,215)
<hr/>	
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	47,325,131
DISTRIBUTIONS:	
Dividends paid from net investment income to Common Stock Shareholders(2) ..	(9,678,570)
<hr/>	
TOTAL DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS	(9,678,570)
<hr/>	
NET INCREASE IN NET ASSETS AVAILABLE TO COMMON STOCK FOR THE PERIOD	\$ 37,646,561
<hr/>	
NET ASSETS AVAILABLE TO COMMON STOCK:	
Beginning of period	\$ 88,002,451
Net increase in net assets during the period	37,646,561
<hr/>	
End of period	\$125,649,012
<hr/>	

* Auction Market Preferred Stock.

- (1) These tables summarize the nine months ended August 31, 2009 and should be read in conjunction with the Fund's audited financial statements, including footnotes, in its Annual Report dated November 30, 2008.
- (2) May include income earned, but not paid out, in prior fiscal year.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated

FINANCIAL HIGHLIGHTS(1)

FOR THE PERIOD FROM DECEMBER 1, 2008 THROUGH AUGUST 31, 2009 (UNAUDITED)

FOR A COMMON STOCK SHARE OUTSTANDING THROUGHOUT THE PERIOD.

PER SHARE OPERATING PERFORMANCE:

Net asset value, beginning of period	\$ 9.00
<hr/>	
INVESTMENT OPERATIONS:	
Net investment income	1.07
Net realized and unrealized gain/(loss) on investments	3.83
DISTRIBUTIONS TO AMPS* SHAREHOLDERS:	
From net investment income	(0.06)
<hr/>	
Total from investment operations	4.84
<hr/>	
DISTRIBUTIONS TO COMMON STOCK SHAREHOLDERS:	
From net investment income	(0.99)
<hr/>	
Total distributions to Common Stock Shareholders	(0.99)

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Net asset value, end of period	\$ 12.85
Market value, end of period	\$ 11.66
Common Stock shares outstanding, end of period	9,776,333
RATIOS TO AVERAGE NET ASSETS AVAILABLE TO COMMON STOCK SHAREHOLDERS:	
Net investment income+	14.73%**
Net investment income, including payments to AMPS Shareholders+	13.87%**
Operating expenses including interest expense	3.29%**
Operating expenses excluding interest expense	1.85%**
SUPPLEMENTAL DATA:++	
Portfolio turnover rate	28%***
Net assets before loan, end of period (in 000's)	\$ 183,649
Ratio of operating expenses including interest expense (2) to net assets before loan and AMPS	2.00%**
Ratio of operating expenses excluding interest expense (2) to net assets before loan and AMPS	1.12%**

(1) These tables summarize the nine months ended August 31, 2009 and should be read in conjunction with the Fund's audited financial statements, including footnotes, in its Annual Report dated November 30, 2008.

(2) Does not include distributions to AMPS Shareholders.

* Auction Market Preferred Stock.

** Annualized.

*** Not annualized.

+ The net investment income ratios reflect income net of operating expenses, including interest expense.

++ Information presented under heading Supplemental Data includes AMPS and loan principal balance.

Flaherty & Crumrine/Claymore Total Return Fund Incorporated

FINANCIAL HIGHLIGHTS (CONTINUED)

PER SHARE OF COMMON STOCK (UNAUDITED)

	TOTAL DIVIDENDS PAID	NET ASSET VALUE	NYSE CLOSING PRICE	DIVIDEND REINVESTMENT PRICE (1)
	-----	-----	-----	-----
December 31, 2008 ..	\$0.1100	\$ 9.52	\$ 8.05	\$ 8.44
January 30, 2009 ...	0.1100	8.94	8.39	8.27
February 27, 2009 ..	0.1100	7.86	6.95	6.35
March 31, 2009	0.1100	8.02	6.70	6.80

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April 30, 2009	0.1100	8.57	7.65	7.72
May 29, 2009	0.1100	10.39	9.06	9.46
June 30, 2009	0.1100	11.21	10.50	10.58
July 31, 2009	0.1100	12.15	10.99	11.45
August 31, 2009	0.1100	12.85	11.66	11.75

- (1) Whenever the net asset value per share of the Fund's Common Stock is less than or equal to the market price per share on the reinvestment date, new shares issued will be valued at the higher of net asset value or 95% of the then current market price. Otherwise, the reinvestment shares of Common Stock will be purchased in the open market.

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

1. AGGREGATE INFORMATION FOR FEDERAL INCOME TAX PURPOSES

At August 31, 2009 the aggregate cost of securities for federal income tax purposes was \$227,755,545, the aggregate gross unrealized appreciation for all securities in which there is an excess of value over tax cost was \$10,150,504 and the aggregate gross unrealized depreciation for all securities in which there is an excess of tax cost over value was \$56,369,626.

2. ADDITIONAL ACCOUNTING STANDARDS

Statement of Financial Accounting Standards No. 157 "FAIR VALUE MEASUREMENTS" ("SFAS 157")

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 157 "Fair Value Measurements" ("SFAS 157") effective for fiscal years beginning after November 15, 2007. This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. The Fund has adopted SFAS 157 as of December 1, 2007. The three levels of the fair value hierarchy under SFAS 157 are described below:

- Level 1 - quoted prices in active markets for identical securities
- Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 - significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

In April 2009, FASB issued FASB Staff Position No. 157-4, "Determining Fair Value when the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly", ("FSP 157-4"). FSP 157-4 is effective for fiscal years and interim periods ending after June 15, 2009. FSP 157-4 provides additional guidance for estimating fair value in accordance with SFAS 157, when the volume and level of activity for the asset or liability have significantly decreased. FSP 157-4 also

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includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP 157-4 requires entities to describe the inputs and valuation techniques used to measure fair value and changes in those techniques and related inputs during the period. FSP 157-4 expands the three-level hierarchy disclosure and the level three roll forward disclosure for each major security type as described in paragraph 19 of SFAS 115, "Accounting for Certain Investments in Debt and Equity Securities."

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Flaherty & Crumrine/Claymore Total Return Fund Incorporated

NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. A summary of the inputs used to value the Fund's net assets as of August 31, 2009 is as follows:

	TOTAL VALUE AT AUGUST 31, 2009	LEVEL 1 QUOTED PRICE	LEVEL 2 SIGNIFICANT OBSERVABLE INPUTS	LEVEL 3 SIGNIFICANT UNOBSERVABLE INPUTS
	-----	-----	-----	-----
Preferred Securities				
Banking	\$ 71,371,171	\$27,095,085	\$ 43,976,399	\$299,687
Financial Services	420,315	15,475	196,250	208,590
Insurance	38,725,639	5,924,666	32,800,973	--
Utilities	48,026,560	3,951,273	44,075,287	--
Energy	9,753,912	--	9,753,912	--
Miscellaneous Industries	3,429,822	--	3,429,822	--
Corporate Debt Securities	9,692,368	1,066,483	8,181,640	444,245
Money Market Fund	116,636	116,636	--	--
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Total Investments	\$181,536,423	\$38,169,618	\$142,414,283	\$952,522
	=====	=====	=====	=====

Following is a reconciliation of Level 3 investments for which significant unobservable inputs were used to determine fair value:

	TOTAL INVESTMENTS	PREFERRED SECURITIES		
		BANKING	FINANCIAL SERVICES	CORPORATE DEBT SECURITIES
	-----	-----	-----	-----
BALANCE AS OF 11/30/08	\$ 1,295,944	\$ --	\$ 962,760	\$333,184
Accrued discounts/premiums	--	--	--	--
Realized gain/(loss)	--	--	--	--
Change in unrealized appreciation/ (depreciation)	(4,018,422)	(3,375,313)	(754,170)	111,061
Net purchases/(sales)	--	--	--	--
Transfers in and/or out of Level 3	3,675,000	3,675,000	--	--
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Morgan Gust
Karen H. Hogan
Robert F. Wulf, CFA

OFFICERS

Donald F. Crumrine, CFA
Chief Executive Officer
Robert M. Ettinger, CFA
President
R. Eric Chadwick, CFA
Chief Financial Officer,
Vice President and Treasurer
Chad C. Conwell
Chief Compliance Officer,
Vice President and Secretary
Bradford S. Stone
Vice President and
Assistant Treasurer
Laurie C. Lodolo
Assistant Compliance Officer,
Assistant Treasurer and
Assistant Secretary

INVESTMENT ADVISER

Flaherty & Crumrine Incorporated
e-mail: flaherty@pfdincome.com

SERVICING AGENT

Claymore Securities, Inc.
1-866-233-4001

QUESTIONS CONCERNING YOUR SHARES OF FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND?

- If your shares are held in a Brokerage Account, contact your Broker.
- If you have physical possession of your shares in certificate form, contact the Fund's Transfer Agent --

PNC Global Investment Servicing
(U.S.) Inc.
1-800-331-1710

THIS REPORT IS SENT TO SHAREHOLDERS OF FLAHERTY & CRUMRINE/CLAYMORE TOTAL RETURN FUND INCORPORATED FOR THEIR INFORMATION. IT IS NOT A PROSPECTUS, CIRCULAR OR REPRESENTATION INTENDED FOR USE IN THE PURCHASE OR SALE OF SHARES OF THE FUND OR OF ANY SECURITIES MENTIONED IN THIS REPORT.

ITEM 2. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (b) There were no changes in the registrant's internal control over

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financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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) Flaherty & Crumrine/Claymore Total Return Fund Incorporated

By (Signature and Title)* /s/ Donald F. Crumrine

Donald F. Crumrine, Director,
Chairman of the Board and
Chief Executive Officer
(principal executive officer)

Date October 27, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* /s/ Donald F. Crumrine

Donald F. Crumrine, Director,
Chairman of the Board and
Chief Executive Officer
(principal executive officer)

Date October 27, 2009

By (Signature and Title)* /s/ R. Eric Chadwick

R. Eric Chadwick, Chief
Financial Officer, Treasurer
and Vice President
(principal financial officer)

Date October 27, 2009

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

