PREFERRED INCOME OPPORTUNITY FUND INC

Form N-PX August 18, 2004

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

FORM N-PX
ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number

811-06495

FLAHERTY & CRUMRINE PREFERRED INCOME OPPORTUNITY 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 Inc. 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: JULY 1, 2003 - JUNE 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 (ss.ss. 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. ss. 3507.

FOR PERIOD JULY 1, 2003 TO JUNE 30, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811 - 06495

Exact name of registrant as specified in charter: Flaherty & Crumrine Preferred Income Opp

Address of principal executive offices: 301 E. Colorado Boulevard, Suite 720, F

Name and address of agent for service: Donald F. Crumrine, Flaherty & Crumrine

301 E. Colorado Boulevard, Suite 720,

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

Date of fiscal year end: November 30, 2004

Date of reporting period: Twelve Months ended June 30, 2004

ITEM 1. PROXY VOTING RECORD

		EXCHANGE TICKER SYMBOL CPWLP		CUSIP	SHAREHOLDER
				144141405	12-May-
MATTER VOTED			VOTE FOR OR	AGAINST VO	TE FOR OR AGAINST
Approve directors slate					NA
NAME OF THE ISSUER		EXCHANGE TI	CKER SYMBOL	CUSIP	SHAREHOLDER
Central Illinois Light Comp	any	CILTM		153645882	27-Apr
MATTER VOTED			VOTE FOR OR	AGAINST VO	TE FOR OR AGAINST

NA

THURSDAY AUGUST 05, 2004 PAGE 1 OF 5

Approve directors slate Issuer No (1)

NA

NAME OF THE ISSUER			EXCHANGE TICKER SYMBOL		
Central Illinois Light Com	npany	CILTL		153645304	27-Apr
MATTER VOTED			VOTE FOR OR	R AGAINST	VOTE FOR OR AGAI
Approve directors slate					NA
NAME OF THE ISSUER		EXCHANGE TICK	KER SYMBOL	CUSIP	SHAREHOLDER
Connecticut Light and Powe					
MATTER VOTED	PROPOSED BY	VOTE CAST			VOTE FOR OR AGAI MANAGEMENT
Remove 20% limit on unsec. Debt; receive 1% fee	Issuer	Yes	Agains	.st	Against
Temp. waiver of 10% S/T debt limit			Against		Against
NAME OF THE ISSUER		EXCHANGE TICK	KER SYMBOL		SHAREHOLDER
Conseco, Inc.		CNCEN		20847D205	04-Sep
MATTER VOTED			VOTE FOR OR	R AGAINST	VOTE FOR OR AGAI
Agree to 5th Amended ReOrg. Plan by Toprs Comm.	Security Hol	der Yes	For		Against
THURSDAY, AUGUST 05, 2004			PAGE 2 OF 5		
NAME OF THE ISSUER			KER SYMBOL		SHAREHOLDER
Conseco, Inc.		CNCEN		20846F201	04-Sep
MATTER VOTED	PROPOSED BY	VOTE CAST		R AGAINST SAL	VOTE FOR OR AGAI MANAGEMENT
Agree to 5th Amended ReOrg. Plan by Toprs Comm. S		Yes	For	:	Against

NAME OF THE ISSUER		EXCHANGE TICKER SYMBOL			SHAREHOLDER
Conseco, Inc.		CNCEP		20846M206	
MATTER VOTED	PROPOSED BY	VOTE CAST		R AGAINST SAL	VOTE FOR OR AGAI MANAGEMENT
Agree to 5th Amended ReO		Yes	Foi	c	Against
NAME OF THE ISSUER		EXCHANGE TIC	KER SYMBOL		SHAREHOLDER
Duke Energy Corporation		DUK		264399106	
MATTER VOTED			VOTE FOR OF		VOTE FOR OR AGAI
Approve directors	Issuer	Yes	For	2	For
Ratify auditors	Issuer	Yes	For	2	For
Approve incentives					
THURSDAY, AUGUST 05, 2004		PAGE 3 OF 5			
NAME OF THE ISSUER		EXCHANGE TIC	 KER SYMBOL	CUSIP	SHAREHOLDER
Idaho Power Company		IDHOP		451380307	_
MATTER VOTED			VOTE FOR OF	R AGAINST	VOTE FOR OR AGAI
Approve directors slate	Issuer	No (1)	NA		NA
Ratify auditors	Issuer		NA		NA
NAME OF THE ISSUER		EXCHANGE TIC	KER SYMBOL	CUSIP	SHAREHOLDER
Xcel Energy Inc.		XEL E		98389B605	20-May
MATTER VOTED	PROPOSED BY		VOTE FOR OF	R AGAINST	VOTE FOR OR AGAI

Eliminate Classified						
Board terms.	Issuer	Yes	For		For	
Approve directors slate	Issuer	Yes	For		For	
-	Issuer				For	
NAME OF THE ISSUER		EXCHANGE TIC	KER SYMBOL	CUSIP	SHAREHOLDER	
Xcel Energy Inc.		XEL C		98389B407	20-May	
MATTER VOTED	PROPOSED BY	VOTE CAST	VOTE FOR OR PROPOSA		VOTE FOR OR AGAI MANAGEMENT	
Eliminate Classified Board terms.	Issuer	Yes	For		For	
Approve directors slate	Issuer	Yes	For		For	
Approve Director Stock compensation plan.	Issuer	Yes	For		For	
THURSDAY, AUGUST 05, 2004				PAGE 4 OF 5		
NAME OF THE ISSUER		EXCHANGE TIC	KER SYMBOL	CUSIP	SHAREHOLDER	
NAME OF THE ISSUER		EXCHANGE TIC	KER SYMBOL	CUSIP 98389B506	SHAREHOLDER 20-May-	
NAME OF THE ISSUER		EXCHANGE TIC	VOTE FOR OR	CUSIP 98389B506 AGAINST	SHAREHOLDER 20-May-	
NAME OF THE ISSUER Xcel Energy Inc.		EXCHANGE TIC	VOTE FOR OR	CUSIP 98389B506 AGAINST	SHAREHOLDER 20-May-	
NAME OF THE ISSUER	PROPOSED BY	EXCHANGE TIC	VOTE FOR OR	CUSIP 98389B506 AGAINST	SHAREHOLDER20-May VOTE FOR OR AGAI MANAGEMENT	
NAME OF THE ISSUER	PROPOSED BY Issuer Issuer	EXCHANGE TIC XEL D VOTE CAST Yes	VOTE FOR OR PROPOSA	CUSIP 98389B506 AGAINST	SHAREHOLDER 20-May- VOTE FOR OR AGAI MANAGEMENT For	
NAME OF THE ISSUER	PROPOSED BY Issuer Issuer Issuer	EXCHANGE TIC XEL D VOTE CAST Yes Yes Yes EXCHANGE TIC	VOTE FOR OR PROPOSA For For For KER SYMBOL	CUSIP 98389B506 AGAINST AL CUSIP	SHAREHOLDER 20-May- VOTE FOR OR AGAI MANAGEMENT For For For SHAREHOLDER	
NAME OF THE ISSUER CONTROL MATTER VOTED Eliminate Classified Board terms. Approve directors slate Approve Director Stock compensation plan. NAME OF THE ISSUER CONTROL Xcel Energy Inc.	PROPOSED BY Issuer Issuer Issuer	EXCHANGE TIC XEL D VOTE CAST Yes Yes Yes EXCHANGE TIC	VOTE FOR OR PROPOSA For For For	CUSIP 98389B506 AGAINST AL CUSIP 98389B308	SHAREHOLDER 20-May- VOTE FOR OR AGAI MANAGEMENT For For SHAREHOLDER 20-May-	
NAME OF THE ISSUER CONTROL MATTER VOTED Eliminate Classified Board terms. Approve directors slate Approve Director Stock compensation plan. NAME OF THE ISSUER CONTROL Xcel Energy Inc.	PROPOSED BY Issuer Issuer Issuer	EXCHANGE TIC XEL D VOTE CAST Yes Yes Yes EXCHANGE TIC XEL B	VOTE FOR OR FOR VOTE FOR OR FOR VOTE FOR VOTE VOTE VOTE VOTE VOTE VOTE VOTE VOT	CUSIP 98389B506 AGAINST AL CUSIP 98389B308	SHAREHOLDER 20-May- VOTE FOR OR AGAI MANAGEMENT For For SHAREHOLDER 20-May-	

Board terms.	Issuer	Yes	For	For
Approve directors slate	Issuer	Yes	For	For
Approve Director Stock compensation plan.		Yes	For	For
NAME OF THE ISSUER		EXCHANGE TICKER	R SYMBOL CUSIP	SHAREHOLDER
Xcel Energy Inc.		XEL G	98389B70	20-May-
MATTER VOTED	PROPOSED BY	VOTE CAST	VOTE FOR OR AGAINST PROPOSAL	VOTE FOR OR AGAI MANAGEMENT
Eliminate Classified Board terms.	Issuer	Yes	For	For
Approve directors slate	Issuer	Yes	For	For
Approve Director Stock compensation plan.	Issuer	Yes	For	For

Notes: (1) The registrant did not cast a vote since the securities in question were preferred or preference stocks of a utility operating company the common stock of which was 100% controlled by the parent company and where the election outcome was therefore foreordained.

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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 FLAHERTY & CRUMRINE PREFERRED INCOME OPPORTUNITY FUND INCORPORATED

By (Signature and Title)* /S/ DONALD F. CRUMRINE

Donald F. Crumrine, Director, Chairman of the Board & Chief Executive Officer
(Principal Executive Officer)

Date AUGUST 6, 2004

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