

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

ZWEIG TOTAL RETURN FUND INC

Form N-PX

August 28, 2006

.  
.  
.

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: 12/31/06  
-----

Date of reporting period: 6/30/06  
-----

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,

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

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: 07/01/2005 - 06/30/2006
Zweig Total Return Fund Inc

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

ABERCROMBIE & FITCH CO.

Ticker: ANF Security ID: 002896207
Meeting Date: JUN 14, 2006 Meeting Type: Annual
Record Date: APR 17, 2006

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Rows include proposals for electing directors and ratifying auditors.

ALLSTATE CORP., THE

Ticker: ALL Security ID: 020002101
Meeting Date: MAY 16, 2006 Meeting Type: Annual
Record Date: MAR 17, 2006

Table with 5 columns: #, Proposal, Mgt Rec, Vote Cast, Sponsor. Rows include proposals for electing directors and amending stock plans.

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

5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Adopt Simple Majority Vote	Against	For	Shareholder

---

### AMDOCS LIMITED

Ticker: DOX                      Security ID: G02602103  
 Meeting Date: JAN 19, 2006      Meeting Type: Annual  
 Record Date: NOV 30, 2005

#	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 Charles E. Foster	For	For	Management
1.4	Elect Director James S. Kahan	For	For	Management
1.5	Elect Director Dov Baharav	For	For	Management
1.6	Elect Director Julian A. Brodsky	For	For	Management
1.7	Elect Director Eli Gelman	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 AMENDMENT OF THE 1998 STOCK OPTION AND INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE THEREUNDER, TO CONTINUE THE TERM OF THE PLAN FOR AN ADDITIONAL 10-YEAR TERM AND TO MAKE OTHER CHANGES AS DESCRIBED IN THE ACCOMPANY	For	For	Management
3	APPROVAL OF SPECIAL RESOLUTION TO PERMIT DIRECT REPURCHASE BY THE COMPANY OF UNVESTED SHARES OF RESTRICTED STOCK GRANTED UNDER THE 1998 STOCK OPTION AND INCENTIVE PLAN UPON TERMINATION OF EMPLOYMENT OR SERVICE.	For	For	Management
4	APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS FOR FISCAL YEAR 2005.	For	For	Management
5	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 10, 2006      Meeting Type: Annual  
 Record Date: MAR 13, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frederick W. Gluck	For	For	Management
1.2	Elect Director J. Paul Reason	For	For	Management
1.3	Elect Director Donald B. Rice	For	For	Management
1.4	Elect Director Leonard D. Schaeffer	For	For	Management
2	Ratify Auditors	For	For	Management
3	Stock Retention	Against	For	Shareholder
4	Link Executive Compensation to Social	Against	Against	Shareholder

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

Issues				
5	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
6	Develop an Animal Welfare Policy	Against	Against	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
8	Report on Political Contributions	For	For	Shareholder

-----

AMR CORP.

Ticker:            AMR                    Security ID:  001765106  
 Meeting Date:  MAY 17, 2006    Meeting Type:  Annual  
 Record Date:  MAR 20, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerard J. Arpey	For	For	Management
1.2	Elect Director John W. Bachmann	For	For	Management
1.3	Elect Director David L. Boren	For	For	Management
1.4	Elect Director Edward A. Brennan	For	For	Management
1.5	Elect Director Armando M. Codina	For	For	Management
1.6	Elect Director Earl G. Graves	For	For	Management
1.7	Elect Director Ann M. Korologos	For	For	Management
1.8	Elect Director Michael A. Miles	For	For	Management
1.9	Elect Director Philip J. Purcell	For	For	Management
1.10	Elect Director Ray M. Robinson	For	For	Management
1.11	Elect Director Judith Rodin	For	For	Management
1.12	Elect Director Matthew K. Rose	For	For	Management
1.13	Elect Director Roger T. Staubach	For	For	Management
2	Ratify Auditors	For	For	Management
3	Establish Term Limits for Directors	Against	Against	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Separate Chairman and CEO Positions	Against	For	Shareholder
6	Provide for Cumulative Voting	Against	For	Shareholder

-----

ARCHER-DANIELS-MIDLAND COMPANY

Ticker:            ADM                    Security ID:  039483102  
 Meeting Date:  NOV 3, 2005    Meeting Type:  Annual  
 Record Date:  SEP 16, 2005

#	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	Withhold	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	Withhold	Management
1.9	Elect Director Kelvin R. Westbrook	For	For	Management
2	Report on Genetically Modified Organisms	Against	Against	Shareholder

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

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: APR 26, 2006 Meeting Type: Annual  
 Record Date: MAR 3, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Barnet, III	For	For	Management
1.2	Elect Director Frank P. Bramble, Sr.	For	For	Management
1.3	Elect Director John T. Collins	For	For	Management
1.4	Elect Director Gary L. Countryman	For	For	Management
1.5	Elect Director Tommy R. Franks	For	For	Management
1.6	Elect Director Paul Fulton	For	For	Management
1.7	Elect Director Charles K. Gifford	For	For	Management
1.8	Elect Director W. Steven Jones	For	For	Management
1.9	Elect Director Kenneth D. Lewis	For	For	Management
1.10	Elect Director Monica C. Lozano	For	For	Management
1.11	Elect Director Walter E. Massey	For	For	Management
1.12	Elect Director Thomas J. May	For	For	Management
1.13	Elect Director Patricia E. Mitchell	For	For	Management
1.14	Elect Director Thomas M. Ryan	For	For	Management
1.15	Elect Director O. Temple Sloan, Jr.	For	For	Management
1.16	Elect Director Meredith R. Spangler	For	For	Management
1.17	Elect Director Robert L. Tillman	For	For	Management
1.18	Elect Director Jackie M. Ward	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Publish Political Contributions	Against	Against	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Provide for an Independent Chairman	Against	For	Shareholder
7	Exclude Reference to Sexual Orientation from the Company's EEO Statement	Against	Against	Shareholder

-----

BOEING CO., THE

Ticker: BA Security ID: 097023105  
 Meeting Date: MAY 1, 2006 Meeting Type: Annual  
 Record Date: MAR 3, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John H. Biggs	For	For	Management
1.2	Elect Director John E. Bryson	For	For	Management
1.3	Elect Director Linda Z. Cook	For	For	Management
1.4	Elect Director William M. Daley	For	For	Management
1.5	Elect Director Kenneth M. Duberstein	For	For	Management
1.6	Elect Director John F. McDonnell	For	For	Management
1.7	Elect Director W. James McNerney, Jr.	For	For	Management
1.8	Elect Director Richard D. Nanula	For	For	Management
1.9	Elect Director Rozanne L. Ridgway	For	For	Management
1.10	Elect Director Mike S. Zafirovski	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Ratify Auditors	For	For	Management
6	Develop a Human Rights Policy	Against	For	Shareholder
7	Develop Ethical Criteria for Military Contracts	Against	Against	Shareholder
8	Report on Charitable Contributions	Against	Against	Shareholder

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

9	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
10	Separate Chairman and CEO Positions	Against	For	Shareholder

-----

BRISTOL-MYERS SQUIBB CO.

Ticker:            BMY                            Security ID: 110122108  
 Meeting Date: MAY 2, 2006            Meeting Type: Annual  
 Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert E. Allen	For	For	Management
1.2	Elect Director Lewis B. Campbell	For	For	Management
1.3	Elect Director Vance D. Coffman	For	For	Management
1.4	Elect Director James M. Cornelius	For	For	Management
1.5	Elect Director Peter R. Dolan	For	For	Management
1.6	Elect Director Louis J. Freeh	For	For	Management
1.7	Elect Director Laurie H. Glimcher, M.D.	For	For	Management
1.8	Elect Director Leif Johansson	For	For	Management
1.9	Elect Director James D. Robinson, III	For	For	Management
2	Ratify Auditor	For	For	Management
3	Increase Disclosure of Executive Compensation	Against	Against	Shareholder
4	Provide for Cumulative Voting	Against	For	Shareholder
5	Claw-back of Payments under Restatements	Against	Against	Shareholder
6	Report on Animal Welfare	Against	Against	Shareholder
7	Establish Term Limits for Directors	Against	Against	Shareholder

-----

CISCO SYSTEMS, INC.

Ticker:            CSCO                            Security ID: 17275R102  
 Meeting Date: NOV 15, 2005            Meeting Type: Annual  
 Record Date: SEP 16, 2005

#	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. John L. Hennessy	For	For	Management
1.6	Elect Director Richard M. Kovacevich	For	For	Management
1.7	Elect Director Roderick C. McGearry	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 Steven M. West	For	For	Management
1.11	Elect Director Jerry Yang	For	For	Management
2	Approve Stock Option Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Review/Limit Executive Compensation	Against	For	Shareholder
5	Report on Pay Disparity	Against	Against	Shareholder
6	Report on Human Rights Policy	Against	Against	Shareholder

-----

CONOCOPHILLIPS

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

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 10, 2006 Meeting Type: Annual  
 Record Date: MAR 10, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard L. Armitage	For	For	Management
1.2	Elect Director Richard H. Auchinleck	For	For	Management
1.3	Elect Director Harald J. Norvik	For	For	Management
1.4	Elect Director William K. Reilly	For	For	Management
1.5	Elect Director Victoria J. Tschinkel	For	For	Management
1.6	Elect Director Kathryn C. Turner	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report Damage Resulting From Drilling Inside the National Petroleum Reserve	Against	For	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Submit Supplemental Executive Retirement Plans to Shareholder vote	Against	For	Shareholder
6	Report Accountability for Company's Environmental Impacts due to Operation	Against	Against	Shareholder
7	Non-Employee Director Compensation	Against	Against	Shareholder

### CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308  
 Meeting Date: JUN 6, 2006 Meeting Type: Annual  
 Record Date: APR 7, 2006

#	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
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	Increase Authorized Common Stock	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management
4	Ratify Auditors	For	For	Management
5	Affirm Political Nonpartisanship	Against	Against	Shareholder
6	Other Business	None	Against	Management

### COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105  
 Meeting Date: JAN 25, 2006 Meeting Type: Annual  
 Record Date: DEC 2, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James D. Sinegal	For	For	Management
1.2	Elect Director Jeffrey H. Brotman	For	For	Management

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

1.3	Elect Director Richard A. Galanti	For	For	Management
1.4	Elect Director Daniel J. Evans	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Adopt Vendor Standards	Against	Against	Shareholder
5	Ratify Auditors	For	For	Management

### DEUTSCHE BANK AG

Ticker: Security ID: D18190898  
 Meeting Date: JUN 1, 2006 Meeting Type: Annual  
 Record Date: MAY 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROPRIATION OF DISTRIBUTABLE PROFIT	For	For	Management
2	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE MANAGEMENT BOARD FOR THE 2005 FINANCIAL YEAR	For	For	Management
3	RATIFICATION OF THE ACTS OF MANAGEMENT OF THE SUPERVISORY BOARD FOR THE 2005 FINANCIAL YEAR	For	For	Management
4	ELECTION OF THE AUDITOR FOR THE 2006 FINANCIAL YEAR	For	For	Management
5	AUTHORIZATION TO ACQUIRE OWN SHARES FOR TRADING PURPOSES (SECTION 71 (1) NO. 7 STOCK CORPORATION ACT)	For	For	Management
6	AUTHORIZATION TO ACQUIRE OWN SHARES PURSUANT TO (SECTION 71 (1) NO. 8 STOCK CORPORATION ACT)	For	For	Management
7	ELECTION TO THE SUPERVISORY BOARD	For	For	Management
8	NEW AUTHORIZED CAPITAL	For	For	Management
9	AMENDMENTS TO THE ARTICLES OF ASSOCIATION BASED ON UMAG	For	For	Management
10	FURTHER AMENDMENTS TO THE ARTICLES OF ASSOCIATION	For	For	Management

### DOW CHEMICAL COMPANY, THE

Ticker: DOW Security ID: 260543103  
 Meeting Date: MAY 11, 2006 Meeting Type: Annual  
 Record Date: MAR 13, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jacqueline K. Barton	For	For	Management
1.2	Elect Director James A. Bell	For	For	Management
1.3	Elect Director Barbara Hackman Franklin	For	For	Management
1.4	Elect Director Andrew N. Liveris	For	For	Management
1.5	Elect Director Geoffery E. Merszei	For	For	Management
1.6	Elect Director J. Pedro Reinhard	For	For	Management
1.7	Elect Director Ruth G. Shaw	For	For	Management
1.8	Elect Director Paul G. Stern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Remediation Policies in Bhopal	Against	Against	Shareholder
4	Report on Genetically Modified Organisms	Against	Against	Shareholder
5	Evaluate Potential Links Between Company Products and Asthma	Against	Against	Shareholder



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

6 Report on Security of Chemical Facilities Against Against Shareholder

EMC CORP.

Ticker: EMC Security ID: 268648102  
 Meeting Date: MAY 4, 2006 Meeting Type: Annual  
 Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gail Deegan	For	For	Management
1.2	Elect Director Olli-Pekka Kallasvuo	For	For	Management
1.3	Elect Director Windle B. Priem	For	For	Management
1.4	Elect Director Alfred M. Zeien	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
5	Declassify the Board of Directors	Against	For	Shareholder
6	Limit Composition of Committee(s) to Independent Directors	Against	Against	Shareholder

FREEMPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
 Meeting Date: MAY 4, 2006 Meeting Type: Annual  
 Record Date: MAR 7, 2006

#	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 Gerald J. Ford	For	For	Management
1.4	Elect Director H.Devon Graham, Jr.	For	For	Management
1.5	Elect Director J. Bennett Johnston	For	For	Management
1.6	Elect Director Bobby Lee Lackey	For	For	Management
1.7	Elect Director Gabrielle K. McDonald	For	For	Management
1.8	Elect Director James R. Moffet	For	For	Management
1.9	Elect Director B.M. Rankin, Jr.	For	For	Management
1.10	Elect Director J. Stapleton Roy	For	For	Management
1.11	Elect Director J. Taylor Wharton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Review Payment Policy to Indonesian Military	Against	Against	Shareholder

GAP, INC., THE

Ticker: GPS Security ID: 364760108  
 Meeting Date: MAY 9, 2006 Meeting Type: Annual  
 Record Date: MAR 13, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard P. Behar	For	For	Management

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

1.2	Elect Director Adrian D. P. Bellamy	For	For	Management
1.3	Elect Director Domenico De Sole	For	For	Management
1.4	Elect Director Donald G. Fisher	For	For	Management
1.5	Elect Director Doris F. Fisher	For	For	Management
1.6	Elect Director Robert J. Fisher	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
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

### GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 26, 2006 Meeting Type: Annual  
 Record Date: FEB 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James I. Cash, Jr.	For	For	Management
1.2	Elect Director Sir William M. Castell	For	For	Management
1.3	Elect Director Ann M. Fudge	For	For	Management
1.4	Elect Director Claudio X. Gonzalez	For	Withhold	Management
1.5	Elect Director Jeffrey R. Immelt	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Alan G. Lafley	For	For	Management
1.8	Elect Director Robert W. Lane	For	For	Management
1.9	Elect Director Ralph S. Larsen	For	For	Management
1.10	Elect Director Rochelle B. Lazarus	For	For	Management
1.11	Elect Director Sam Nunn	For	For	Management
1.12	Elect Director Roger S. Penske	For	For	Management
1.13	Elect Director Robert J. Swieringa	For	For	Management
1.14	Elect Director Douglas A. Warner, III	For	For	Management
1.15	Elect Director Robert C. Wright	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
4	Adopt Policy on Overboarded Directors	Against	For	Shareholder
5	Company-Specific -- One Director from the Ranks of the Retirees	Against	Against	Shareholder
6	Separate Chairman and CEO Positions	Against	Against	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder
8	Report on Environmental Policies	Against	Against	Shareholder

### GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 10, 2006 Meeting Type: Annual  
 Record Date: MAR 22, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Paul Berg	For	For	Management
1.2	Elect Director John F. Cogan	For	For	Management
1.3	Elect Director Etienne F. Davignon	For	For	Management

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

1.4	Elect Director James M. Denny	For	For	Management
1.5	Elect Director John W. Madigan	For	For	Management
1.6	Elect Director John C. Martin	For	For	Management
1.7	Elect Director Gordon E. Moore	For	For	Management
1.8	Elect Director Nicholas G. Moore	For	For	Management
1.9	Elect Director Gayle E. Wilson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Increase Authorized Common Stock	For	For	Management
6	Report on Impact of HIV/AIDS, TB, and Malaria Pandemics	Against	For	Shareholder

### GOLDMAN SACHS GROUP, INC., THE

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAR 31, 2006 Meeting Type: Annual  
 Record Date: JAN 30, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lloyd C. Blankfein	For	For	Management
1.2	Elect Director Lord Browne Ofmadingley	For	For	Management
1.3	Elect Director John H. Bryan	For	For	Management
1.4	Elect Director Claes Dahlback	For	For	Management
1.5	Elect Director Stephen Friedman	For	For	Management
1.6	Elect Director William W. George	For	For	Management
1.7	Elect Director James A. Johnson	For	For	Management
1.8	Elect Director Lois D. Juliber	For	For	Management
1.9	Elect Director Edward M. Liddy	For	For	Management
1.10	Elect Director Henry M. Paulson, Jr.	For	For	Management
1.11	Elect Director Ruth J. Simmons	For	For	Management
2	Amend Restricted Partner Compensation Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### HALLIBURTON CO.

Ticker: HAL Security ID: 406216101  
 Meeting Date: MAY 17, 2006 Meeting Type: Annual  
 Record Date: MAR 20, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan M. Bennett	For	For	Management
1.2	Elect Director James R. Boyd	For	For	Management
1.3	Elect Director Robert L. Crandall	For	For	Management
1.4	Elect Director Kenneth T. Derr	For	For	Management
1.5	Elect Director S.Malcolm Gillis	For	For	Management
1.6	Elect Director W.R. Howell	For	For	Management
1.7	Elect Director Ray L. Hunt	For	For	Management
1.8	Elect Director David J. Lesar	For	For	Management
1.9	Elect Director J.Landis Martin	For	For	Management
1.10	Elect Director Jay A. Precourt	For	For	Management
1.11	Elect Director Debra L. Reed	For	For	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Amend Terms of Severance Payments to	For	For	Management

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

	Executives			
5	Review Human Rights Standards	Against	For	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
7	Amend Terms of Existing Poison Pill	Against	Against	Shareholder

HEWLETT-PACKARD CO.

Ticker: HPQ Security ID: 428236103  
 Meeting Date: MAR 15, 2006 Meeting Type: Annual  
 Record Date: JAN 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director P.C. Dunn	For	For	Management
1.2	Elect Director L.T. Babbio, Jr.	For	For	Management
1.3	Elect Director S.M. Baldauf	For	For	Management
1.4	Elect Director R.A. Hackborn	For	For	Management
1.5	Elect Director J.H. Hammergren	For	For	Management
1.6	Elect Director M.V. Hurd	For	For	Management
1.7	Elect Director G.A. Keyworth Ii	For	For	Management
1.8	Elect Director T.J. Perkins	For	For	Management
1.9	Elect Director R.L. Ryan	For	For	Management
1.10	Elect Director L.S. Salhany	For	For	Management
1.11	Elect Director R.P. Wayman	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	Claw-Back of Payments under Restatement	Against	Against	Shareholder

HONDA MOTOR CO. LTD.

Ticker: 7267 Security ID: 438128308  
 Meeting Date: JUN 23, 2006 Meeting Type: Annual  
 Record Date: MAR 30, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF PROPOSAL FOR APPROPRIATION OF RETAINED EARNINGS FOR THE 82ND FISCAL YEAR.	For	For	Management
2	PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION.	For	Against	Management
3.1	Elect Director Takeo Fukui	For	For	Management
3.2	Elect Director Satoshi Aoki	For	For	Management
3.3	Elect Director Minoru Harada	For	For	Management
3.4	Elect Director Motoatsu Shiraishi	For	For	Management
3.5	Elect Director Satoshi Dobashi	For	For	Management
3.6	Elect Director Atsuyoshi Hyogo	For	For	Management
3.7	Elect Director Satoshi Toshida	For	For	Management
3.8	Elect Director Koki Hirashima	For	For	Management
3.9	Elect Director Koichi Kondo	For	For	Management
3.10	Elect Director Toru Onda	For	For	Management
3.11	Elect Director Akira Takano	For	For	Management
3.12	Elect Director Mikio Yoshimi	For	For	Management
3.13	Elect Director Shigeru Takagi	For	For	Management
3.14	Elect Director Hiroshi Kuroda	For	For	Management

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

3.15	Elect	Director	Satoru Kishi	For	For	Management
3.16	Elect	Director	Kensaku Hogen	For	For	Management
3.17	Elect	Director	Hiroyuki Yoshino	For	For	Management
3.18	Elect	Director	Tetsuo Iwamura	For	For	Management
3.19	Elect	Director	Tatsuhiko Oyama	For	For	Management
3.20	Elect	Director	Fumihiko Ike	For	For	Management
4	PAYMENT OF BONUS TO DIRECTORS AND CORPORATE AUDITORS FOR THE 82ND FISCAL YEAR.			For	For	Management
5	PRESENTATION OF RETIREMENT ALLOWANCE TO RETIRING DIRECTOR FOR HIS RESPECTIVE SERVICES.			For	For	Management

---

### HUNTINGTON BANCSHARES INC.

Ticker: HBAN Security ID: 446150104  
 Meeting Date: APR 20, 2006 Meeting Type: Annual  
 Record Date: FEB 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Raymond J. Biggs	For	For	Management
1.2	Elect Director John B. Gerlach, Jr.	For	For	Management
1.3	Elect Director Thomas E. Hoaglin	For	For	Management
1.4	Elect Director Gene E. Little	For	For	Management
2	Ratify Auditors	For	For	Management

---

### INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 25, 2006 Meeting Type: Annual  
 Record Date: FEB 24, 2006

#	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 Shirley Ann Jackson	For	For	Management
1.6	Elect Director Minoru Makihara	For	For	Management
1.7	Elect Director Lucio A. Noto	For	For	Management
1.8	Elect Director James W. Owens	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	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	For	Shareholder
4	Evaluate Age Discrimination in Retirement Plans	Against	Against	Shareholder
5	Time-Based Equity Awards	Against	For	Shareholder
6	Increase Disclosure of Executive Compensation	Against	For	Shareholder
7	Report on Outsourcing	Against	Against	Shareholder
8	Implement/ Increase Activity on the China Principles	Against	Against	Shareholder

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

9	Report on Political Contributions	Against	Against	Shareholder
10	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
11	Adopt Simple Majority Vote	Against	For	Shareholder

-----

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 16, 2006 Meeting Type: Annual  
 Record Date: MAR 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John H. Biggs	For	For	Management
1.2	Elect Director Stephen B. Burke	For	For	Management
1.3	Elect Director James S. Crown	For	For	Management
1.4	Elect Director James Dimon	For	For	Management
1.5	Elect Director Ellen V. Futter	For	For	Management
1.6	Elect Director William H. Gray, III	For	For	Management
1.7	Elect Director William B. Harrison, Jr.	For	For	Management
1.8	Elect Director Laban P. Jackson, Jr.	For	For	Management
1.9	Elect Director John W. Kessler	For	For	Management
1.10	Elect Director Robert I. Lipp	For	For	Management
1.11	Elect Director Richard A. Manoogian	For	For	Management
1.12	Elect Director David C. Novak	For	For	Management
1.13	Elect Director Lee R. Raymond	For	For	Management
1.14	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Put Repricing of Stock Options to Shareholder Vote	Against	Against	Shareholder
4	Performance-Based Equity Awards	Against	For	Shareholder
5	Separate Chairman and CEO Positions	Against	For	Shareholder
6	Remove Reference to Sexual Orientation from EEO Statement	Against	Against	Shareholder
7	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
8	Report on Lobbying Activities	Against	For	Shareholder
9	Report on Political Contributions	Against	For	Shareholder
10	Approve Terms of Existing Poison Pill	Against	Against	Shareholder
11	Provide for Cumulative Voting	Against	For	Shareholder
12	Claw-back of Payments under Restatements	Against	Against	Shareholder
13	Require Director Nominee Qualifications	Against	Against	Shareholder

-----

KIMBERLY-CLARK CORP.

Ticker: KMB Security ID: 494368103  
 Meeting Date: APR 27, 2006 Meeting Type: Annual  
 Record Date: FEB 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis R. Beresford	For	For	Management
1.2	Elect Director Abelardo E. Bru	For	For	Management
1.3	Elect Director Thomas J. Falk	For	For	Management
1.4	Elect Director Mae C. Jemison, M.D.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Adopt ILO Standards	Against	Against	Shareholder

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

5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Report on Feasibility of Phasing Out the Use of Non-certified Wood Fiber	Against	Against	Shareholder

---

### L-3 COMMUNICATIONS HOLDINGS, INC.

Ticker: LLL Security ID: 502424104  
 Meeting Date: APR 25, 2006 Meeting Type: Annual  
 Record Date: MAR 17, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter A. Cohen	For	For	Management
1.2	Elect Director Robert B. Millard	For	For	Management
1.3	Elect Director Arthur L. Simon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management

---

### MCDONALD'S CORP.

Ticker: MCD Security ID: 580135101  
 Meeting Date: MAY 25, 2006 Meeting Type: Annual  
 Record Date: MAR 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert A. Eckert	For	For	Management
1.2	Elect Director Enrique Hernandez, Jr.	For	For	Management
1.3	Elect Director Jeanne P. Jackson	For	For	Management
1.4	Elect Director Richard H. Lenny	For	For	Management
1.5	Elect Director Andrew J. McKenna	For	For	Management
1.6	Elect Director Sheila A. Penrose	For	For	Management
2	Ratify Auditors	For	For	Management
3	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	For	Shareholder
4	Identify Food Products Manufactured or Sold that Contain Genetically Engineered Ingredients	Against	Against	Shareholder

---

### MERCK & CO., INC.

Ticker: MRK Security ID: 589331107  
 Meeting Date: APR 25, 2006 Meeting Type: Annual  
 Record Date: FEB 24, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard T. Clark	For	For	Management
1.2	Elect Director Lawrence A. Bossidy	For	For	Management
1.3	Elect Director William G. Bowen, Ph.D.	For	For	Management
1.4	Elect Director Johnnetta B. Cole, Ph.D.	For	For	Management
1.5	Elect Director William B. Harrison, Jr.	For	For	Management
1.6	Elect Director William N. Kelley, M.D.	For	For	Management
1.7	Elect Director Rochelle B. Lazarus	For	For	Management

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

1.8	Elect Director Thomas E. Shenk, Ph.D.	For	For	Management
1.9	Elect Director Anne M. Tatlock	For	For	Management
1.10	Elect Director Samuel O. Thier, M.D.	For	For	Management
1.11	Elect Director Wendell P. Weeks	For	For	Management
1.12	Elect Director Peter C. Wendell	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
5	Limit Executive Compensation	Against	Against	Shareholder
6	Adopt Simple Majority Vote	Against	For	Shareholder
7	Adopt Animal Welfare Standards	Against	Against	Shareholder

---

### MERRILL LYNCH & CO., INC.

Ticker: MER Security ID: 590188108  
 Meeting Date: APR 28, 2006 Meeting Type: Annual  
 Record Date: FEB 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alberto Cribiore	For	For	Management
1.2	Elect Director Aulana L. Peters	For	For	Management
1.3	Elect Director Charles O. Rossotti	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	For	Shareholder
4	Compensation- Director Compensation	Against	Against	Shareholder
5	Review Executive Compensation	Against	For	Shareholder

---

### MICROSOFT CORP.

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 9, 2005 Meeting Type: Annual  
 Record Date: SEP 9, 2005

#	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.	For	For	Management
1.4	Elect Director Dina Dublon	For	For	Management
1.5	Elect Director Raymond V. Gilmartin	For	For	Management
1.6	Elect Director A. Mclaughlin Korologos	For	For	Management
1.7	Elect Director David F. Marquardt	For	For	Management
1.8	Elect Director Charles H. Noski	For	For	Management
1.9	Elect Director Helmut Panke	For	For	Management
1.10	Elect Director Jon A. Shirley	For	For	Management
2	Ratify Auditors	For	For	Management

---

### MORGAN STANLEY

Ticker: MS Security ID: 617446448  
 Meeting Date: APR 4, 2006 Meeting Type: Annual  
 Record Date: FEB 3, 2006



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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roy J. Bostock	For	For	Management
1.2	Elect Director Erskine B. Bowles	For	For	Management
1.3	Elect Director C. Robert Kidder	For	For	Management
1.4	Elect Director John J. Mack	For	For	Management
1.5	Elect Director Donald T. Nicolaisen	For	For	Management
1.6	Elect Director Hutham S. Olayan	For	For	Management
1.7	Elect Director O. Griffith Sexton	For	For	Management
1.8	Elect Director Howard J. Davies	For	For	Management
1.9	Elect Director Charles H. Noski	For	For	Management
1.10	Elect Director Laura D'Andrea Tyson	For	For	Management
1.11	Elect Director Klaus Zumwinkel	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Amend Articles/Bylaws/Remove plurality voting for directors	For	For	Management
5	Amend Articles/Bylaws/Eliminate supermajority voting requirements	For	For	Management
6	Require a Majority Vote for the Election 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

---

### NIKE, INC.

Ticker: NKE Security ID: 654106103  
 Meeting Date: SEP 20, 2005 Meeting Type: Annual  
 Record Date: JUL 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jill K. Conway	For	For	Management
1.2	Elect Director Alan B. Graf, Jr.	For	For	Management
1.3	Elect Director Jeanne P. Jackson	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	Against	Management
5	Ratify Auditors	For	For	Management

---

### NOKIA CORP.

Ticker: NOK Security ID: 654902204  
 Meeting Date: MAR 30, 2006 Meeting Type: Annual  
 Record Date: FEB 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE INCOME STATEMENTS AND THE BALANCE SHEETS.	For	For	Management
2	PROPOSAL TO THE ANNUAL GENERAL MEETING OF A DIVIDEND OF EUR 0.37 PER SHARE.	For	For	Management
3	APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT FROM LIABILITY.	For	For	Management
4	APPROVAL OF THE REMUNERATION TO BE PAID	For	For	Management

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

5	TO THE MEMBERS OF THE BOARD OF DIRECTORS. PROPOSAL ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AS PROPOSED BY THE CORPORATE GOVERNANCE AND NOMINATION COMMITTEE.	For	For	Management
6.1	Elect Director Paul J. Collins	For	For	Management
6.2	Elect Director Georg Ehrnrooth	For	For	Management
6.3	Elect Director Daniel R. Hesse	For	For	Management
6.4	Elect Director Bengt Holmstrom	For	For	Management
6.5	Elect Director Per Karlsson	For	For	Management
6.6	Elect Director Edouard Michelin	For	For	Management
6.7	Elect Director Jorma Ollila	For	For	Management
6.8	Elect Director Marjorie Scardino	For	For	Management
6.9	Elect Director Keijo Suila	For	For	Management
6.10	Elect Director Vesa Vainio	For	For	Management
7	APPROVAL OF THE REMUNERATION TO BE PAID TO THE AUDITOR.	For	For	Management
8	APPROVAL OF THE RE-ELECTION OF PRICEWATERHOUSECOOPERS OY AS THE AUDITORS FOR FISCAL YEAR 2006.	For	For	Management
9	PROPOSAL OF THE BOARD TO REDUCE THE SHARE CAPITAL THROUGH CANCELLATION OF NOKIA SHARES HELD BY COMPANY.	For	For	Management
10	AUTHORIZATION TO THE BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY.	For	For	Management
11	AUTHORIZATION TO THE BOARD TO REPURCHASE NOKIA SHARES.	For	For	Management
12	AUTHORIZATION TO THE BOARD TO DISPOSE NOKIA SHARES HELD BY THE COMPANY.	For	For	Management
13	MARK THE FOR BOX IF YOU WISH TO INSTRUCT NOKIA S LEGAL COUNSELS TO VOTE IN THEIR DISCRETION ON YOUR BEHALF ONLY UPON ITEM 13.	For	Against	Management

---

NORFOLK SOUTHERN CORP.

Ticker: NSC                                      Security ID: 655844108  
Meeting Date: MAY 11, 2006      Meeting Type: Annual  
Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel A. Carp	For	For	Management
1.2	Elect Director Steven F. Leer	For	For	Management
1.3	Elect Director Charles W. Moorman	For	For	Management
2	Ratify Auditors	For	For	Management

---

OCCIDENTAL PETROLEUM CORP.

Ticker: OXY                                      Security ID: 674599105  
Meeting Date: MAY 5, 2006      Meeting Type: Annual  
Record Date: MAR 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Spencer Abraham	For	For	Management
1.2	Elect Director Ronald W. Burkle	For	Withhold	Management
1.3	Elect Director John S. Chalsty	For	Withhold	Management

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

1.4	Elect Director Edward P. Djerejian	For	For	Management
1.5	Elect Director R. Chad Dreier	For	Withhold	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 Irvin W. Maloney	For	Withhold	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	Withhold	Management
1.12	Elect Director Walter L. Weisman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Limit Executive Compensation	Against	Against	Shareholder
5	Report on Global Warming	Against	Against	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

PEPSICO, INC.

Ticker: PEP Security ID: 713448108

Meeting Date: MAY 3, 2006 Meeting Type: Annual

Record Date: MAR 10, 2006

#	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 Dina Dublon	For	For	Management
1.4	Elect Director Victor J. Dzau, M.D.	For	For	Management
1.5	Elect Director Ray L. Hunt	For	For	Management
1.6	Elect Director Alberto Ibarguen	For	For	Management
1.7	Elect Director Arthur C. Martinez	For	For	Management
1.8	Elect Director Indra K. Nooyi	For	For	Management
1.9	Elect Director Steven S. Reinemund	For	For	Management
1.10	Elect Director Sharon Percy Rockefeller	For	For	Management
1.11	Elect Director James J. Schiro	For	For	Management
1.12	Elect Director Franklin A. Thomas	For	For	Management
1.13	Elect Director Cynthia M. Trudell	For	For	Management
1.14	Elect Director Daniel Vasella	For	For	Management
1.15	Elect Director Michael D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Publish Political Contributions	Against	Against	Shareholder
4	Report on Charitable Contributions	Against	Against	Shareholder

PFIZER INC.

Ticker: PFE Security ID: 717081103

Meeting Date: APR 27, 2006 Meeting Type: Annual

Record Date: MAR 1, 2006

#	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

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

1.8	Elect Director Stanley O. Ikenberry	For	For	Management
1.9	Elect Director George A. Lorch	For	Withhold	Management
1.10	Elect Director Henry A. McKinnell	For	For	Management
1.11	Elect Director Dana G. Mead	For	Withhold	Management
1.12	Elect Director Ruth J. Simmons	For	For	Management
1.13	Elect Director William C. Steere, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Establish Term Limits for Directors	Against	Against	Shareholder
5	Social Proposal	Against	Against	Shareholder
6	Restore or Provide for Cumulative Voting	Against	For	Shareholder
7	Separate Chairman and CEO Positions	Against	For	Shareholder
8	Report on Political Contributions	Against	Against	Shareholder
9	Report on Animal Welfare Policy	Against	Against	Shareholder
10	Reort on Animal-based Testing	Against	Against	Shareholder

### PNC FINANCIAL SERVICES GROUP, INC.

Ticker: PNC Security ID: 693475105  
 Meeting Date: APR 25, 2006 Meeting Type: Annual  
 Record Date: FEB 28, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mr. Chellgren	For	For	Management
1.2	Elect Director Mr. Clay	For	For	Management
1.3	Elect Director Mr. Cooper	For	For	Management
1.4	Elect Director Mr. Davidson	For	For	Management
1.5	Elect Director Ms. James	For	For	Management
1.6	Elect Director Mr. Kelson	For	For	Management
1.7	Elect Director Mr. Lindsay	For	For	Management
1.8	Elect Director Mr. Massaro	For	For	Management
1.9	Elect Director Mr. O'Brien	For	For	Management
1.10	Elect Director Ms. Pepper	For	For	Management
1.11	Elect Director Mr. Rohr	For	For	Management
1.12	Elect Director Ms. Steffes	For	For	Management
1.13	Elect Director Mr. Strigl	For	For	Management
1.14	Elect Director Mr. Thieke	For	For	Management
1.15	Elect Director Mr. Usher	For	For	Management
1.16	Elect Director Mr. Walls	For	For	Management
1.17	Elect Director Mr. Wehmeier	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109  
 Meeting Date: JUL 12, 2005 Meeting Type: Special  
 Record Date: MAY 19, 2005

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

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

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 11, 2005 Meeting Type: Annual  
 Record Date: AUG 12, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce L. Byrnes	For	For	Management
1.2	Elect Director Scott D. Cook	For	For	Management
1.3	Elect Director Charles R. Lee	For	For	Management
1.4	Elect Director W. James McNerney, Jr.	For	For	Management
1.5	Elect Director Ernesto Zedillo	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Articles	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Report on Animal Welfare Policy	Against	Against	Shareholder
6	Seek Sale of Company/Assets	Against	Against	Shareholder
7	Report on Political Contributions	Against	Against	Shareholder

QUALCOMM INC.

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 7, 2006 Meeting Type: Annual  
 Record Date: JAN 6, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Atkinson	For	Withhold	Management
1.2	Elect Director Diana Lady Dougan	For	Withhold	Management
1.3	Elect Director Peter M. Sacerdote	For	Withhold	Management
1.4	Elect Director Marc I. Stern	For	Withhold	Management
2	Declassify the Board and Eliminate Cumulative Voting	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Adjourn Meeting	For	Against	Management

RALCORP HOLDINGS, INC.

Ticker: RAH Security ID: 751028101  
 Meeting Date: FEB 2, 2006 Meeting Type: Annual  
 Record Date: NOV 25, 2005

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jack W. Goodall	For	For	Management
1.2	Elect Director Joe R. Micheletto	For	For	Management
1.3	Elect Director David P. Skarie	For	For	Management
2	Ratify Auditors	For	For	Management

SARA LEE CORP.

Ticker: SLE Security ID: 803111103  
 Meeting Date: OCT 27, 2005 Meeting Type: Annual  
 Record Date: SEP 1, 2005

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brenda C. Barnes	For	For	Management
1.2	Elect Director J.T. Battenberg, III	For	For	Management
1.3	Elect Director Charles W. Coker	For	For	Management
1.4	Elect Director James S. Crown	For	For	Management
1.5	Elect Director Willie D. Davis	For	For	Management
1.6	Elect Director Laurette T. Koellner	For	For	Management
1.7	Elect Director Cornelis J.A. Van Lede	For	Withhold	Management
1.8	Elect Director Sir Ian Prosser	For	For	Management
1.9	Elect Director Rozanne L. Ridgway	For	For	Management
1.10	Elect Director Richard L. Thomas	For	For	Management
1.11	Elect Director Jonathan P. Ward	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Qualified Employee Stock Purchase Plan	For	For	Management
4	Adopt ILO Based Code of Conduct	Against	Against	Shareholder
5	Eliminate or Restrict Severance Agreements (Change-in-Control)	Against	For	Shareholder
6	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder

-----  
SEAGATE TECHNOLOGY

Ticker: STX Security ID: G7945J104  
Meeting Date: MAY 17, 2006 Meeting Type: Special  
Record Date: APR 11, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	PROPOSAL TO APPROVE THE ISSUANCE OF SEAGATE COMMON SHARES PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 20, 2005 (AS AMENDED, SUPPLEMENTED OR MODIFIED FROM TIME TO TIME, THE MERGER AGREEMENT ) BY AND AMONG SEAGATE TECHNOLOGY, MD MER	For	For	Management
2	PROPOSAL TO APPROVE ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE EXTRAORDINARY GENERAL MEETING TO APPROVE THE ISSUANCE OF SEAGATE	For	For	Management

-----  
SONY CORP.

Ticker: 6758 Security ID: 835699307  
Meeting Date: JUN 22, 2006 Meeting Type: Annual  
Record Date: MAR 31, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO AMEND A PART OF THE ARTICLES OF INCORPORATION.	For	For	Management
2.1	Elect Director Howard Stringer	For	For	Management
2.2	Elect Director Ryoji Chubachi	For	For	Management
2.3	Elect Director Katsumi Ihara	For	For	Management

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

2.4	Elect	Director Akishige Okada	For	Withhold	Management
2.5	Elect	Director Hirobumi Kawano	For	For	Management
2.6	Elect	Director Yotaro Kobayashi	For	For	Management
2.7	Elect	Director Sakie T. Fukushima	For	For	Management
2.8	Elect	Director Yoshihiko Miyauchi	For	For	Management
2.9	Elect	Director Yoshiaki Yamauchi	For	For	Management
2.10	Elect	Director Peter Bonfield	For	For	Management
2.11	Elect	Director Fueo Sumita	For	For	Management
2.12	Elect	Director Fujio Cho	For	For	Management
2.13	Elect	Director Ned Lautenbach	For	For	Management
2.14	Elect	Director Goran Lindahl	For	For	Management
3		TO ISSUE STOCK ACQUISITION RIGHTS FOR THE PURPOSE OF GRANTING STOCK OPTIONS.	For	For	Management
4		TO AMEND THE ARTICLES OF INCORPORATION WITH RESPECT TO DISCLOSURE TO SHAREHOLDERS REGARDING REMUNERATION PAID TO EACH DIRECTOR.	Against	For	Shareholder

### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: MAY 2, 2006 Meeting Type: Annual  
 Record Date: MAR 21, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James A. Johnson	For	Withhold	Management
1.2	Elect Director Douglas W. Leatherdale	For	For	Management
1.3	Elect Director William W. McGuire, M.D.	For	For	Management
1.4	Elect Director Mary O. Mundinger, Ph.D.	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

### VALERO ENERGY CORP.

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: APR 27, 2006 Meeting Type: Annual  
 Record Date: MAR 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jerry D. Choate	For	For	Management
1.2	Elect Director William R. Klesse	For	For	Management
1.3	Elect Director Donald L. Nickles	For	For	Management
1.4	Elect Director Susan Kaufman Purcell	For	For	Management
2	Ratify Auditors	For	For	Management

### VALERO ENERGY CORP.

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: DEC 1, 2005 Meeting Type: Special  
 Record Date: NOV 2, 2005

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

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

1      Increase Authorized Common Stock                      For              For              Management

### VERISIGN INC

Ticker:              VRSN                      Security ID: 92343E102  
 Meeting Date: MAY 26, 2006      Meeting Type: Annual  
 Record Date: MAR 31, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michelle Guthrie	For	For	Management
1.2	Elect Director Roger H. Moore	For	For	Management
1.3	Elect Director Edward A. Mueller	For	For	Management
1.4	Elect Director William A. Roper, Jr.	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### WACHOVIA CORP.

Ticker:              WB                      Security ID: 929903102  
 Meeting Date: APR 18, 2006      Meeting Type: Annual  
 Record Date: FEB 22, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William H. Goodwin, Jr.	For	For	Management
1.2	Elect Director Robert A. Ingram	For	For	Management
1.3	Elect Director Mackey J. McDonald	For	Withhold	Management
1.4	Elect Director Lanty L. Smith	For	For	Management
1.5	Elect Director Ruth G. Shaw	For	For	Management
1.6	Elect Director Ernest S. Rady	For	For	Management
2	Ratify Auditors	For	For	Management
3	Submit Severance Agreement (Change in Control) to shareholder Vote	Against	For	Shareholder
4	Report on Political Contributions	Against	Against	Shareholder
5	Separate Chairman and CEO Positions	Against	Against	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

### WELLS FARGO & COMPANY

Ticker:              WFC                      Security ID: 949746101  
 Meeting Date: APR 25, 2006      Meeting Type: Annual  
 Record Date: MAR 7, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lloyd H. Dean	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 Richard M. Kovacevich	For	For	Management
1.6	Elect Director Richard D. McCormick	For	For	Management
1.7	Elect Director Cynthia H. Milligan	For	Withhold	Management
1.8	Elect Director Nicholas G. Moore	For	For	Management
1.9	Elect Director Philip J. Quigley	For	Withhold	Management



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

1.10	Elect Director Donald B. Rice	For	Withhold	Management
1.11	Elect Director Judith M. Runstad	For	For	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	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
4	Separate Chairman and CEO Positions	Against	For	Shareholder
5	Compensation- Director Compensation	Against	Against	Shareholder
6	Report on Discrimination in Lending	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) Daniel T. Geraci

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

Date 8/23/06  
-----