

ALPINE TOTAL DYNAMIC DIVIDEND FUND
Form N-PX
August 31, 2009

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: 811-21980

Alpine Total Dynamic Dividend Fund

(Exact name of registrant as specified in charter)

2500 Westchester Avenue, Suite 215, Purchase, NY 10577

(Address of principal executive offices) (Zip code)

Alpine Woods Capital Investors, LLC, 2500

2500 Westchester Avenue, Suite 215

Purchase, NY 10577

(Name and Address of Agent for Service)

With copy to:

Thomas R. Westle, Esq.

Blank Rome LLP

405 Lexington Ave.

New York, NY 10174

Registrant's Telephone Number, including Area Code: **(914) 251-0880**

Date of fiscal year end: **October 31**

Date of reporting period: **July 1, 2008 - June 30, 2009**

Item 1 Proxy Voting Record.

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

ICA File Number: 811-21980

Reporting Period: 07/01/2008 - 06/30/2009

Alpine Total Dynamic Dividend Fund

===== ALPINE TOTAL DYNAMIC DIVIDEND FUND =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100

Meeting Date: APR 24, 2009 Meeting Type: Annual

Record Date: FEB 25, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R.J. Alpern	For	For	Management
1.2	Elect Director R.S. Austin	For	For	Management
1.3	Elect Director W.M. Daley	For	For	Management

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1.4	Elect Director W.J. Farrell	For	For	Management
1.5	Elect Director H.L. Fuller	For	For	Management
1.6	Elect Director W.A. Osborn	For	For	Management
1.7	Elect Director D.A.L. Owen	For	For	Management
1.8	Elect Director W.A. Reynolds	For	For	Management
1.9	Elect Director R.S. Roberts	For	For	Management
1.10	Elect Director S.C. Scott, III	For	For	Management
1.11	Elect Director W.D. Smithburg	For	For	Management
1.12	Elect Director G.F. Tilton	For	For	Management
1.13	Elect Director M.D. White	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Approve Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Report on Animal Testing	Against	Against	Shareholder
6	Adopt Principles for Health Care Reform	Against	Against	Shareholder
7	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

ABERCROMBIE & FITCH CO.

Ticker: ANF Security ID: 002896207

Meeting Date: JUN 10, 2009 Meeting Type: Annual

Record Date: APR 15, 2009

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James B. Bachmann	For	Withhold	Management
1.2	Elect Director Michael S. Jeffries	For	Withhold	Management
1.3	Elect Director John W. Kessler	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Death Benefits/Golden Coffins	Against	For	Shareholder

ALCOA INC.

Ticker: AA Security ID: 013817101

Meeting Date: MAY 8, 2009 Meeting Type: Annual

Record Date: FEB 11, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kathryn S. Fuller	For	For	Management
1.2	Elect Director Judith M. Gueron	For	For	Management
1.3	Elect Director Patricia F. Russo	For	For	Management
1.4	Elect Director Ernesto Zedillo	For	For	Management
2	Ratify Auditor	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Amend Vote Requirements to Amend Articles/Bylaws/Charter	Against	For	Shareholder

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ALCON INC.

Ticker: ACL Security ID: H01301102

Meeting Date: MAY 5, 2009 Meeting Type: Annual

Record Date: MAR 19, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE 2008 ANNUAL REPORT AND ACCOUNTS OF ALCON, INC.AND THE 2008 CONSOLIDATED FINANCIAL STATEMENTS OF ALCON, INC.AND SUBSIDIARIES	For	Did Not Vote	Management
2	APPROPRIATION OF AVAILABLE EARNINGS AND PROPOSED DIVIDEND TOSHAREHOLDERS FOR THE FINANCIAL YEAR 2008	For	Did Not Vote	Management
3	DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THEFINANCIAL YEAR 2008	For	Did Not Vote	Management
4	ELECTION OF KPMG AG, ZUG, AS GROUP AND PARENT COMPANY AUDITORS	For	Did Not Vote	Management
5	ELECTION OF OBT AG, ZURICH, AS SPECIAL AUDITORS	For	Did Not Vote	Management
6	ELECTION TO THE BOARD OF DIRECTORS: KEVIN BUEHLER	For	Did Not Vote	Management
7	ELECTION TO THE BOARD OF DIRECTORS: PAUL BULCKE	For	Did Not Vote	Management
8	ELECTION TO THE BOARD OF DIRECTORS:	For	Did Not Vote	Management

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JOAN MILLER, M.D.

9 ELECTION TO THE BOARD OF DIRECTORS: For Did Not Vote Management

HERMANN WIRZ

10 APPROVAL OF SHARE CANCELLATION For Did Not Vote Management

11 EDITORIAL AMENDMENTS TO THE ARTICLES OF For Did Not Vote Management

ASSOCIATION

AMERICAN CAPITAL LTD

Ticker: ACAS Security ID: 02503Y103

Meeting Date: FEB 19, 2009 Meeting Type: Special

Record Date: JAN 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Authorize Share Issue Below Net Asset Value	For	For	Management
2	Approve Adjournment of Meeting	For	For	Management

AMERICAN CAPITAL, LTD.

Ticker: ACAS Security ID: 02503Y103

Meeting Date: JUN 11, 2009 Meeting Type: Annual

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Record Date: APR 30, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mary C. Baskin	For	For	Management
2	Elect Director Neil M. Hahl	For	For	Management
3	Elect Director Philip R. Harper	For	For	Management
4	Elect Director John A. Koskinen	For	For	Management
5	Elect Director Stan Lundine	For	For	Management
6	Elect Director Kenneth D. Peterson, Jr.	For	For	Management
7	Elect Director Alvin N. Puryear	For	For	Management
8	Elect Director Malon Wilkus	For	For	Management
9	Approve Reverse Stock Split	For	Against	Management
10	Approve Stock Option Plan	For	Against	Management
11	Ratify Auditors	For	For	Management

AMERICAN ELECTRIC POWER CO.

Ticker: AEP Security ID: 025537101

Meeting Date: APR 28, 2009 Meeting Type: Annual

Record Date: MAR 2, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E. R. Brooks	For	For	Management
1.2	Elect Director Donald M. Carlton	For	For	Management
1.3	Elect Director Ralph D. Crosby, Jr.	For	For	Management

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1.4	Elect Director Linda A. Goodspeed	For	For	Management
1.5	Elect Director Thomas E. Hoaglin	For	For	Management
1.6	Elect Director Lester A. Hudson, Jr.	For	For	Management
1.7	Elect Director Michael G. Morris	For	For	Management
1.8	Elect Director Lionel L. Nowell III	For	For	Management
1.9	Elect Director Richard L. Sandor	For	For	Management
1.10	Elect Director Kathryn D. Sullivan	For	For	Management
1.11	Elect Director Sara Martinez Tucker	For	For	Management
1.12	Elect Director John F. Turner	For	For	Management
2	Eliminate Cumulative Voting and Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
3	Ratify Auditors	For	For	Management

ARCELORMITTAL

Ticker: MT Security ID: 03938L104

Meeting Date: JUN 17, 2009 Meeting Type: Special

Record Date: MAY 27, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights Within Limits of Authorized Capital and Amend Article	For	Did Not Vote	Management

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5.5 Accordingly

ASTELLAS PHARMA INC. (FRMLY. YAMANOUCHI PHARMACEUTICAL CO. LTD.)

Ticker: 4503 Security ID: J03393105

Meeting Date: JUN 23, 2009 Meeting Type: Annual

Record Date: MAR 31, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Allocation of Income, with a Final Dividend of JPY 60	For	For	Management
2	Amend Articles To Reflect Digitalization of Share Certificates	For	For	Management
3.1	Elect Director	For	For	Management
3.2	Elect Director	For	For	Management
3.3	Elect Director	For	For	Management
3.4	Elect Director	For	For	Management
3.5	Elect Director	For	For	Management
4	Approve Annual Bonus Payment to Directors	For	For	Management
5	Approve Deep Discount Stock Option Plan For		For	Management

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AT&T INC

Ticker: T Security ID: 00206R102

Meeting Date: APR 24, 2009 Meeting Type: Annual

Record Date: FEB 25, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Randall L. Stephenson	For	For	Management
1.2	Elect Director William F. Aldinger III	For	Against	Management
1.3	Elect Director Gilbert F. Amelio	For	Against	Management
1.4	Elect Director Reuben V. Anderson	For	For	Management
1.5	Elect Director James H. Blanchard	For	Against	Management
1.6	Elect Director August A. Busch III	For	For	Management
1.7	Elect Director Jaime Chico Pardo	For	For	Management
1.8	Elect Director James P. Kelly	For	For	Management
1.9	Elect Director Jon C. Madonna	For	For	Management
1.10	Elect Director Lynn M. Martin	For	For	Management
1.11	Elect Director John B. McCoy	For	For	Management
1.12	Elect Director Mary S. Metz	For	For	Management
1.13	Elect Director Joyce M. Roche	For	For	Management
1.14	Elect Director Laura D Andrea Tyson	For	For	Management
1.15	Elect Director Patricia P. Upton	For	Against	Management
2	Ratify Auditors	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Report on Political Contributions	Against	For	Shareholder
5	Amend Articles/Bylaws/Charter -- Call	Against	For	Shareholder
	Special Meetings			
6	Provide for Cumulative Voting	Against	For	Shareholder

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7	Require Independent Board Chairman	Against	For	Shareholder
8	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
9	Exclude Pension Credits from Earnings Performance Measure	Against	For	Shareholder

BANK OF CHINA LIMITED, BEIJING

Ticker: Security ID: Y0698A107

Meeting Date: JUN 18, 2009 Meeting Type: Annual

Record Date: MAY 18, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Working Report of the Board of Directors	For	For	Management
2	Accept Working Report of the Supervisors	For	For	Management
3	Approve Profit Distribution Plan	For	For	Management
4	Accept Annual Financial Statements	For	For	Management
5	Approve Annual Budget for Year 2009	For	For	Management
6	Reappoint PricewaterhouseCoopers Zhong Tian Certified Public Accountants Ltd. Co. and PricewaterhouseCoopers Hong Kong as External Auditors	For	For	Management
7a	Approve 2008 Performance Appraisal and	For	For	Management

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	Bonus Plan for Xiao Gang, the Chairman of the Board of Directors					
7b	Approve 2008 Performance Appraisal and Bonus Plan for Li Lihui, the Vice Chairman of the Board of Directors and the President of the Bank	For	For		Management	
7c	Approve 2008 Performance Appraisal and Bonus Plan for Li Zaohang, the Executive Director and the Executive Vice President of the Bank	For	For		Management	
7d	Approve 2008 Performance Appraisal and Bonus Plan for Zhou Zaiqun, the Executive Director and the Executive Vice President of the Bank	For	For		Management	
7e	Approve 2008 Performance Appraisal and Bonus Plan for Liu Ziqiang, the Chairman of the Board of Supervisors	For	For		Management	
7f	Approve 2008 Performance Appraisal and Bonus Plan for Wang Xueqiang, the Supervisor of the Bank	For	For		Management	
7g	Approve 2008 Performance Appraisal and Bonus Plan for Liu Wanming, the Supervisor of the Bank	For	For		Management	
8a	Reelect Seah Lim Huat Peter as a Non-Executive Director	For	For		Management	
8b	Reelect Alberto Togni as an Independent Non-Executive Director	For	For		Management	
9	Approve Proposal for Supplemental	For	For		Management	

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Delegation of Authorities by the
Shareholders' Meeting to the Board of
Directors of the Bank

10	Amend Articles Re: Profit Distribution Policy	For	For	Management
11	Approve Issuance of RMB-Denominated Bonds in Hong Kong for a Total Amount Not Exceeding RMB 10 Billion by the End of 2010	For	Against	Management

BAXTER INTERNATIONAL INC.

Ticker: BAX Security ID: 071813109

Meeting Date: MAY 5, 2009 Meeting Type: Annual

Record Date: MAR 9, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Walter E. Boomer	For	For	Management
1.2	Elect Director James R. Gavin III	For	For	Management
1.3	Elect Director Peter S. Hellman	For	For	Management
1.4	Elect Director K. J. Storm	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Animal Testing	Against	Against	Shareholder

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BECTON DICKINSON & CO

Ticker: BDX Security ID: 075887109

Meeting Date: FEB 3, 2009 Meeting Type: Annual

Record Date: DEC 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Nominee - C.M. FRASER-LIGGETT	For	For	Management
1.2	Elect Nominee - E.J. LUDWIG	For	For	Management
1.3	Elect Nominee - W.J. OVERLOCK, JR.	For	For	Management
1.4	Elect Nominee - B.L. SCOTT	For	For	Management
2	Ratify Appointment of Auditors	For	For	Management
3	Eliminate Classified Board	For	For	Management
4	Add Shares to 2004 Director and Employee Equity-Based Compensation Plan	For	For	Management
5	Reapprove Incentive Plan/Performance Criteria for OBRA	For	For	Management
6	Allow Shareholders to Call Special Meeting	Against	For	Shareholder
7	Adopt Cumulative Voting	Against	Against	Shareholder

BIOGEN IDEC INC.

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Ticker: BIIB Security ID: 09062XBBH

Meeting Date: JUN 3, 2009 Meeting Type: Proxy Contest

Record Date: APR 6, 2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
	Management Proxy (White Card)			
1.1	Elect Director Lawrence C. Best	For	Did Not Vote	Management
1.2	Elect Director Alan B. Glassberg	For	Did Not Vote	Management
1.3	Elect Director Robert W. Pangia	For	Did Not Vote	Management
1.4	Elect Director William D. Young	For	Did Not Vote	Management
2	Ratify Auditors	For	Did Not Vote	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	Did Not Vote	Management
4	Fix Size of Board at 13 and Remove the Board's Ability to Change the Size of the Board	Against	Did Not Vote	Shareholder
5	Reincorporate in Another State [North Dakota]	Against	Did Not Vote	Shareholder

#	Proposal	Diss Rec	Vote Cast	Sponsor
	Dissident Proxy (Gold Card)			
1.1	Elect Director Alexander J. Denner	For	For	Shareholder
1.2	Elect Director Richard C. Mulligan	For	For	Shareholder
1.3	Elect Director Thomas F. Deuel	For	Withhold	Shareholder
1.4	Elect Director David Sidransky	For	Withhold	Shareholder
2	Fix Size of Board at 13 and Remove the Board's Ability to Change the Size of the Board	For	For	Shareholder