

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

ZWEIG TOTAL RETURN FUND INC  
Form N-PX  
August 06, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act File Number: 811-05620

THE ZWEIG TOTAL RETURN FUND, INC.

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

101 Munson Street, Greenfield, MA 01301

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

William Renahan, Esq., Virtus Investment Partners, Inc.  
100 Pearl Street, Hartford, CT 06103

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

Registrant's telephone number, including area code: 800-243-1574

Date of Fiscal Year End: 12/31

Date of Reporting Period: 07/01/2013 - 06/30/2014

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

ICA File Number: 811-05620  
Reporting Period: 07/01/2013 - 06/30/2014  
Zweig Total Return Fund Inc

===== Zweig Total Return Fund, Inc =====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 25, 2014 Meeting Type: Annual  
Record Date: FEB 27, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Alpern	For	For	Management

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

1.2	Elect Director Roxanne S. Austin	For	For	Management
1.3	Elect Director Sally E. Blount	For	For	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Edward M. Liddy	For	For	Management
1.6	Elect Director Nancy McKinstry	For	For	Management
1.7	Elect Director Phebe N. Novakovic	For	For	Management
1.8	Elect Director William A. Osborn	For	For	Management
1.9	Elect Director Samuel C. Scott, III	For	For	Management
1.10	Elect Director Glenn F. Tilton	For	For	Management
1.11	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Label Products with GMO Ingredients	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	Against	Shareholder
6	Cease Compliance Adjustments to Performance Criteria	Against	For	Shareholder

---

### AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102  
 Meeting Date: MAY 05, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Daniel P. Amos	For	For	Management
1b	Elect Director John Shelby Amos, II	For	For	Management
1c	Elect Director Paul S. Amos, II	For	For	Management
1d	Elect Director W. Paul Bowers	For	For	Management
1e	Elect Director Kriss Cloninger, III	For	For	Management
1f	Elect Director Elizabeth J. Hudson	For	For	Management
1g	Elect Director Douglas W. Johnson	For	For	Management
1h	Elect Director Robert B. Johnson	For	For	Management
1i	Elect Director Charles B. Knapp	For	For	Management
1j	Elect Director Barbara K. Rimer	For	For	Management
1k	Elect Director Melvin T. Stith	For	For	Management
1l	Elect Director David Gary Thompson	For	For	Management
1m	Elect Director Takuro Yoshida	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify Auditors	For	For	Management

---

### AGL RESOURCES INC.

Ticker: GAS Security ID: 001204106  
 Meeting Date: APR 29, 2014 Meeting Type: Annual  
 Record Date: FEB 18, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Sandra N. Bane	For	For	Management
1.2	Elect Director Thomas D. Bell, Jr.	For	For	Management
1.3	Elect Director Norman R. Bobins	For	For	Management
1.4	Elect Director Charles R. Crisp	For	For	Management
1.5	Elect Director Brenda J. Gaines	For	For	Management
1.6	Elect Director Arthur E. Johnson	For	For	Management
1.7	Elect Director Wyck A. Knox, Jr.	For	For	Management

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

1.8	Elect Director Dennis M. Love	For	For	Management
1.9	Elect Director Dean R. O'Hare	For	For	Management
1.10	Elect Director Armando J. Olivera	For	For	Management
1.11	Elect Director John E. Rau	For	For	Management
1.12	Elect Director James A. Rubright	For	For	Management
1.13	Elect Director John W. Somerhalder, II	For	For	Management
1.14	Elect Director Bettina M. Whyte	For	For	Management
1.15	Elect Director Henry C. Wolf	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
5	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	For	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

### ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109  
 Meeting Date: MAY 08, 2014 Meeting Type: Annual  
 Record Date: MAR 18, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Patricia M. Bedient	For	For	Management
1.2	Elect Director Marion C. Blakey	For	For	Management
1.3	Elect Director Phyllis J. Campbell	For	For	Management
1.4	Elect Director Jessie J. Knight, Jr.	For	For	Management
1.5	Elect Director Dennis F. Madsen	For	For	Management
1.6	Elect Director Byron I. Mallott	For	For	Management
1.7	Elect Director Helvi K. Sandvik	For	For	Management
1.8	Elect Director J. Kenneth Thompson	For	For	Management
1.9	Elect Director Bradley D. Tilden	For	For	Management
1.10	Elect Director Eric K. Yeaman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Increase Authorized Common Stock	For	For	Management
5	Adjust Par Value of Common Stock	For	For	Management
6	Require Independent Board Chairman	Against	Against	Shareholder

### ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103  
 Meeting Date: MAY 14, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gerald L. Baliles	For	For	Management
1.2	Elect Director Martin J. Barrington	For	For	Management
1.3	Elect Director John T. Casteen, III	For	For	Management
1.4	Elect Director Dinyar S. Devitre	For	For	Management
1.5	Elect Director Thomas F. Farrell, II	For	For	Management
1.6	Elect Director Thomas W. Jones	For	For	Management
1.7	Elect Director Debra J. Kelly-Ennis	For	For	Management

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

1.8	Elect Director W. Leo Kiely, III	For	For	Management
1.9	Elect Director Kathryn B. McQuade	For	For	Management
1.10	Elect Director George Munoz	For	For	Management
1.11	Elect Director Nabil Y. Sakkab	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Inform Poor and Less Educated on Health Consequences of Tobacco	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	Against	Shareholder

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106  
 Meeting Date: MAY 21, 2014 Meeting Type: Annual  
 Record Date: MAR 31, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Jeffrey P. Bezos	For	For	Management
1b	Elect Director Tom A. Alberg	For	For	Management
1c	Elect Director John Seely Brown	For	For	Management
1d	Elect Director William B. Gordon	For	For	Management
1e	Elect Director Jamie S. Gorelick	For	For	Management
1f	Elect Director Alain Monie	For	For	Management
1g	Elect Director Jonathan J. Rubinstein	For	For	Management
1h	Elect Director Thomas O. Ryder	For	For	Management
1i	Elect Director Patricia Q. Stonesifer	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Political Contributions	Against	For	Shareholder

APPLE INC.

Ticker: AAPL Security ID: 037833100  
 Meeting Date: FEB 28, 2014 Meeting Type: Annual  
 Record Date: DEC 30, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Campbell	For	For	Management
1.2	Elect Director Timothy Cook	For	For	Management
1.3	Elect Director Millard Drexler	For	For	Management
1.4	Elect Director Al Gore	For	For	Management
1.5	Elect Director Robert Iger	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Arthur Levinson	For	For	Management
1.8	Elect Director Ronald Sugar	For	For	Management
2	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
3	Amend Articles to Eliminate Board Blank Check Authority to Issue Preferred Stock	For	For	Management
4	Establish a Par Value for Common Stock	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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

7	Approve Omnibus Stock Plan	For	For	Management
8	Establish Board Committee on Human Rights	Against	Against	Shareholder
9	Report on Trade Associations and Organizations that Promote Sustainability Practices	Against	Against	Shareholder
10	Advisory Vote to Increase Capital Repurchase Program	Against	Against	Shareholder
11	Proxy Access	Against	Against	Shareholder

-----

AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 25, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Randall L. Stephenson	For	For	Management
1.2	Elect Director Reuben V. Anderson	For	For	Management
1.3	Elect Director Jaime Chico Pardo	For	For	Management
1.4	Elect Director Scott T. Ford	For	For	Management
1.5	Elect Director James P. Kelly	For	For	Management
1.6	Elect Director Jon C. Madonna	For	For	Management
1.7	Elect Director Michael B. McCallister	For	For	Management
1.8	Elect Director John B. McCoy	For	For	Management
1.9	Elect Director Beth E. Mooney	For	For	Management
1.10	Elect Director Joyce M. Roche	For	For	Management
1.11	Elect Director Matthew K. Rose	For	For	Management
1.12	Elect Director Cynthia B. Taylor	For	For	Management
1.13	Elect Director Laura D'Andrea Tyson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Severance Agreements/Change-in-Control Agreements	For	For	Management
5	Report on Indirect Political Contributions	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	For	Shareholder
7	Lower Ownership Threshold for Action by Written Consent	Against	For	Shareholder

-----

BB&T CORPORATION

Ticker: BBT Security ID: 054937107  
 Meeting Date: APR 29, 2014 Meeting Type: Annual  
 Record Date: FEB 19, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jennifer S. Banner	For	For	Management
1.2	Elect Director K. David Boyer, Jr.	For	For	Management
1.3	Elect Director Anna R. Cablik	For	For	Management
1.4	Elect Director Ronald E. Deal	For	For	Management
1.5	Elect Director James A. Faulkner	For	For	Management
1.6	Elect Director I. Patricia Henry	For	For	Management
1.7	Elect Director John P. Howe, III	For	For	Management
1.8	Elect Director Erick C. Kendrick	For	For	Management

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

1.9	Elect Director Kelly S. King	For	For	Management
1.10	Elect Director Louis B. Lynn	For	For	Management
1.11	Elect Director Edward C. Milligan	For	For	Management
1.12	Elect Director Charles A. Patton	For	For	Management
1.13	Elect Director Nido R. Qubein	For	For	Management
1.14	Elect Director Tollie W. Rich, Jr.	For	For	Management
1.15	Elect Director Thomas E. Skains	For	For	Management
1.16	Elect Director Thomas N. Thompson	For	For	Management
1.17	Elect Director Edwin H. Welch	For	For	Management
1.18	Elect Director Stephen T. Williams	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
5	Report on Political Contributions and Lobbying Expenditures	Against	For	Shareholder
6	Claw-back of Payments under Restatements	Against	For	Shareholder

---

### BIOGEN IDEC INC.

Ticker: BIIB Security ID: 09062X103  
 Meeting Date: JUN 12, 2014 Meeting Type: Annual  
 Record Date: APR 15, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Caroline D. Dorsa	For	For	Management
1.2	Elect Director Stelios Papadopoulos	For	For	Management
1.3	Elect Director George A. Scangos	For	For	Management
1.4	Elect Director Lynn Schenk	For	For	Management
1.5	Elect Director Alexander J. Denner	For	For	Management
1.6	Elect Director Nancy L. Leaming	For	For	Management
1.7	Elect Director Richard C. Mulligan	For	For	Management
1.8	Elect Director Robert W. Pangia	For	For	Management
1.9	Elect Director Brian S. Posner	For	For	Management
1.10	Elect Director Eric K. Rowinsky	For	For	Management
1.11	Elect Director Stephen A. Sherwin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

---

### BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101  
 Meeting Date: MAY 29, 2014 Meeting Type: Annual  
 Record Date: APR 03, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Abdlatif Yousef Al-Hamad	For	For	Management
1b	Elect Director Mathis Cabiallavetta	For	For	Management
1c	Elect Director Pamela Daley	For	For	Management
1d	Elect Director Jessica P. Einhorn	For	For	Management
1e	Elect Director Fabrizio Freda	For	For	Management
1f	Elect Director Murry S. Gerber	For	For	Management
1g	Elect Director James Grosfeld	For	For	Management

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

1h	Elect Director David H. Komansky	For	For	Management
1i	Elect Director Deryck Maughan	For	For	Management
1j	Elect Director Cheryl D. Mills	For	For	Management
1k	Elect Director Marco Antonio Slim Domit	For	For	Management
1l	Elect Director John S. Varley	For	For	Management
1m	Elect Director Susan L. Wagner	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Ratify Auditors	For	For	Management

---

### BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101  
 Meeting Date: JUN 03, 2014 Meeting Type: Annual  
 Record Date: APR 07, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Forrest E. Wylie	For	For	Management
1.2	Elect Director Barbara J. Duganier	For	For	Management
1.3	Elect Director Joseph A. LaSala, Jr.	For	For	Management
1.4	Elect Director Martin A. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

---

### CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100  
 Meeting Date: MAY 14, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Robert C. Arzbaecher	For	For	Management
1b	Elect Director William Davisson	For	For	Management
1c	Elect Director Stephen J. Hage	For	For	Management
1d	Elect Director Robert G. Kuhbach	For	For	Management
1e	Elect Director Edward A. Schmitt	For	For	Management
2	Eliminate Supermajority Vote Requirement	For	For	Management
3	Eliminate Supermajority Vote Requirement	For	For	Management
4	Eliminate Supermajority Vote Requirement	For	For	Management
5	Provide Right to Call Special Meeting	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Approve Omnibus Stock Plan	For	For	Management
8	Ratify Auditors	For	For	Management

---

### CHEVRON CORPORATION

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

Ticker: CVX Security ID: 166764100  
 Meeting Date: MAY 28, 2014 Meeting Type: Annual  
 Record Date: APR 02, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Linnet F. Deily	For	For	Management
1b	Elect Director Robert E. Denham	For	For	Management
1c	Elect Director Alice P. Gast	For	For	Management
1d	Elect Director Enrique Hernandez, Jr.	For	For	Management
1e	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1f	Elect Director George L. Kirkland	For	For	Management
1g	Elect Director Charles W. Moorman, IV	For	For	Management
1h	Elect Director Kevin W. Sharer	For	For	Management
1i	Elect Director John G. Stumpf	For	For	Management
1j	Elect Director Ronald D. Sugar	For	For	Management
1k	Elect Director Carl Ware	For	For	Management
1l	Elect Director John S. Watson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Charitable Contributions	Against	Against	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Report on Management of Hydraulic Fracturing Risks and Opportunities	Against	For	Shareholder
7	Require Independent Board Chairman	Against	Against	Shareholder
8	Amend Bylaws -- Call Special Meetings	Against	For	Shareholder
9	Require Director Nominee with Environmental Experience	Against	For	Shareholder
10	Adopt Guidelines for Country Selection	Against	For	Shareholder

-----

### CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102  
 Meeting Date: NOV 19, 2013 Meeting Type: Annual  
 Record Date: SEP 20, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Carol A. Bartz	For	For	Management
1b	Elect Director Marc Benioff	For	For	Management
1c	Elect Director Gregory Q. Brown	For	For	Management
1d	Elect Director M. Michele Burns	For	For	Management
1e	Elect Director Michael D. Capellas	For	For	Management
1f	Elect Director John T. Chambers	For	For	Management
1g	Elect Director Brian L. Halla	For	For	Management
1h	Elect Director John L. Hennessy	For	For	Management
1i	Elect Director Kristina M. Johnson	For	For	Management
1j	Elect Director Roderick C. McGeary	For	For	Management
1k	Elect Director Arun Sarin	For	For	Management
1l	Elect Director Steven M. West	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Proxy Advisor Competition	Against	Against	Shareholder

-----

### COACH, INC.



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

Ticker: COH Security ID: 189754104  
 Meeting Date: NOV 07, 2013 Meeting Type: Annual  
 Record Date: SEP 09, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lew Frankfort	For	For	Management
1.2	Elect Director Susan Kropf	For	For	Management
1.3	Elect Director Gary Loveman	For	For	Management
1.4	Elect Director Victor Luis	For	For	Management
1.5	Elect Director Ivan Menezes	For	For	Management
1.6	Elect Director Irene Miller	For	For	Management
1.7	Elect Director Michael Murphy	For	For	Management
1.8	Elect Director Stephanie Tilenius	For	For	Management
1.9	Elect Director Jide Zeitlin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

### COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101  
 Meeting Date: MAY 21, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kenneth J. Bacon	For	For	Management
1.2	Elect Director Sheldon M. Bonovitz	For	For	Management
1.3	Elect Director Edward D. Breen	For	For	Management
1.4	Elect Director Joseph J. Collins	For	For	Management
1.5	Elect Director J. Michael Cook	For	For	Management
1.6	Elect Director Gerald L. Hassell	For	For	Management
1.7	Elect Director Jeffrey A. Honickman	For	For	Management
1.8	Elect Director Eduardo G. Mestre	For	For	Management
1.9	Elect Director Brian L. Roberts	For	For	Management
1.10	Elect Director Ralph J. Roberts	For	For	Management
1.11	Elect Director Johnathan A. Rodgers	For	For	Management
1.12	Elect Director Judith Rodin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Report on Lobbying Payments and Policy	Against	For	Shareholder
5	Pro-rata Vesting of Equity Plans	Against	For	Shareholder

### CONTINENTAL RESOURCES, INC.

Ticker: CLR Security ID: 212015101  
 Meeting Date: MAY 23, 2014 Meeting Type: Annual  
 Record Date: MAR 27, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Boren	For	For	Management
1.2	Elect Director William B. Berry	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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

3	Ratify Auditors	For	For	Management
---	-----------------	-----	-----	------------

---

CUMMINS INC.

Ticker: CMI Security ID: 231021106  
 Meeting Date: MAY 13, 2014 Meeting Type: Annual  
 Record Date: MAR 11, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director N. Thomas Linebarger	For	For	Management
2	Elect Director William I. Miller	For	For	Management
3	Elect Director Alexis M. Herman	For	For	Management
4	Elect Director Georgia R. Nelson	For	For	Management
5	Elect Director Robert K. Herdman	For	For	Management
6	Elect Director Robert J. Bernhard	For	For	Management
7	Elect Director Franklin R. Chang Diaz	For	For	Management
8	Elect Director Stephen B. Dobbs	For	For	Management
9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
10	Ratify Auditors	For	For	Management
11	Provide For Confidential Running Vote Tallies	Against	For	Shareholder

---

DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105  
 Meeting Date: SEP 18, 2013 Meeting Type: Annual  
 Record Date: JUL 22, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael W. Barnes	For	For	Management
1.2	Elect Director Leonard L. Berry	For	For	Management
1.3	Elect Director Christopher J. (CJ) Fraleigh	For	For	Management
1.4	Elect Director Victoria D. Harker	For	For	Management
1.5	Elect Director David H. Hughes	For	For	Management
1.6	Elect Director Charles A. Ledsinger, Jr.	For	For	Management
1.7	Elect Director William M. Lewis, Jr.	For	For	Management
1.8	Elect Director Connie Mack, III	For	For	Management
1.9	Elect Director Andrew H. (Drew) Madsen	For	For	Management
1.10	Elect Director Clarence Otis, Jr.	For	For	Management
1.11	Elect Director Michael D. Rose	For	For	Management
1.12	Elect Director Maria A. Sastre	For	For	Management
1.13	Elect Director William S. Simon	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify Auditors	For	For	Management
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
6	Adopt Proxy Access Right	Against	For	Shareholder
7	Report on Political Contributions	Against	For	Shareholder
8	Report on Lobbying Payments and Policy	Against	For	Shareholder
9	Prepare Employment Diversity Report	Against	For	Shareholder

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

-----  
DARDEN RESTAURANTS, INC.

Ticker: DRI Security ID: 237194105  
Meeting Date: APR 30, 2014 Meeting Type: Proxy Contest  
Record Date: MAR 20, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
	Management Proxy (Blue Card)	None		
1	Revoke Consent to Request Special Meeting	For	Did Not Vote	Shareholder
#	Proposal	Diss Rec	Vote Cast	Sponsor
	Dissident Proxy (White Card)	None		
1	Consent to Request Special Meeting	For	For	Shareholder

-----  
DEERE & COMPANY

Ticker: DE Security ID: 244199105  
Meeting Date: FEB 26, 2014 Meeting Type: Annual  
Record Date: DEC 31, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Samuel R. Allen	For	For	Management
1b	Elect Director Crandall C. Bowles	For	For	Management
1c	Elect Director Vance D. Coffman	For	For	Management
1d	Elect Director Charles O. Holliday, Jr.	For	For	Management
1e	Elect Director Dipak C. Jain	For	For	Management
1f	Elect Director Clayton M. Jones	For	For	Management
1g	Elect Director Joachim Milberg	For	For	Management
1h	Elect Director Richard B. Myers	For	For	Management
1i	Elect Director Gregory R. Page	For	For	Management
1j	Elect Director Thomas H. Patrick	For	For	Management
1k	Elect Director Sherry M. Smith	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

-----  
DOVER CORPORATION

Ticker: DOV Security ID: 260003108  
Meeting Date: MAY 01, 2014 Meeting Type: Annual  
Record Date: MAR 10, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Robert W. Cremin	For	For	Management
1b	Elect Director Jean-Pierre M. Ergas	For	For	Management
1c	Elect Director Peter T. Francis	For	For	Management
1d	Elect Director Kristiane C. Graham	For	For	Management
1e	Elect Director Michael F. Johnston	For	For	Management
1f	Elect Director Robert A. Livingston	For	For	Management
1g	Elect Director Richard K. Lochridge	For	For	Management
1h	Elect Director Bernard G. Rethore	For	For	Management
1i	Elect Director Michael B. Stubbs	For	For	Management
1j	Elect Director Stephen M. Todd	For	For	Management

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

1k	Elect Director Stephen K. Wagner	For	For	Management
1l	Elect Director Mary A. Winston	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Eliminate Supermajority Vote Requirement	For	For	Management
6	Eliminate Supermajority Vote Requirement	For	For	Management
7	Eliminate Supermajority Vote Requirement	For	For	Management
8	Provide Right to Call Special Meeting	For	For	Management

### E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109  
 Meeting Date: APR 23, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Lamberto Andreotti	For	For	Management
1b	Elect Director Richard H. Brown	For	For	Management
1c	Elect Director Robert A. Brown	For	For	Management
1d	Elect Director Bertrand P. Collomb	For	For	Management
1e	Elect Director Curtis J. Crawford	For	For	Management
1f	Elect Director Alexander M. Cutler	For	For	Management
1g	Elect Director Eleuthere I. du Pont	For	For	Management
1h	Elect Director Marillyn A. Hewson	For	For	Management
1i	Elect Director Lois D. Juliber	For	For	Management
1j	Elect Director Ellen J. Kullman	For	For	Management
1k	Elect Director Lee M. Thomas	For	For	Management
1l	Elect Director Patrick J. Ward	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Prohibit Political Contributions	Against	Against	Shareholder
5	Report on Herbicide Use on GMO Crops	Against	Against	Shareholder
6	Establish Committee on Plant Closures	Against	Against	Shareholder
7	Pro-rata Vesting of Equity Awards	Against	For	Shareholder

### ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108  
 Meeting Date: MAY 05, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Michael L. Eskew	For	For	Management
1b	Elect Director Karen N. Horn	For	For	Management
1c	Elect Director William G. Kaelin, Jr.	For	For	Management
1d	Elect Director John C. Lechleiter	For	For	Management
1e	Elect Director Marschall S. Runge	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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

EMC CORPORATION

Ticker: EMC Security ID: 268648102  
 Meeting Date: APR 30, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Michael W. Brown	For	For	Management
1b	Elect Director Randolph L. Cowen	For	For	Management
1c	Elect Director Gail Deegan	For	For	Management
1d	Elect Director James S. DiStasio	For	For	Management
1e	Elect Director John R. Egan	For	For	Management
1f	Elect Director William D. Green	For	For	Management
1g	Elect Director Edmund F. Kelly	For	For	Management
1h	Elect Director Jami Miscik	For	For	Management
1i	Elect Director Paul Sagan	For	For	Management
1j	Elect Director David N. Strohm	For	For	Management
1k	Elect Director Joseph M. Tucci	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	For	Shareholder
5	Screen Political Contributions for Consistency with Corporate Values	Against	Against	Shareholder

EXPRESS, INC.

Ticker: EXPR Security ID: 30219E103  
 Meeting Date: JUN 12, 2014 Meeting Type: Annual  
 Record Date: APR 14, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael G. Archbold	For	For	Management
1.2	Elect Director Peter S. Swinburn	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

FIFTH THIRD BANCORP

Ticker: FITB Security ID: 316773100  
 Meeting Date: APR 15, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Nicholas K. Akins	For	For	Management
1.2	Elect Director B. Evan Bayh, III	For	For	Management
1.3	Elect Director Ulysses L. Bridgeman, Jr.	For	For	Management
1.4	Elect Director Emerson L. Brumback	For	For	Management
1.5	Elect Director James P. Hackett	For	For	Management
1.6	Elect Director Gary R. Heminger	For	For	Management

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

1.7	Elect Director Jewell D. Hoover	For	For	Management
1.8	Elect Director Kevin T. Kabat	For	For	Management
1.9	Elect Director Mitchel D. Livingston, Ph.D.	For	For	Management
1.10	Elect Director Michael B. McCallister	For	For	Management
1.11	Elect Director Hendrik G. Meijer	For	For	Management
1.12	Elect Director Marsha C. Williams	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

---

### FORD MOTOR COMPANY

Ticker: F Security ID: 345370860  
Meeting Date: MAY 08, 2014 Meeting Type: Annual  
Record Date: MAR 12, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen G. Butler	For	For	Management
1.2	Elect Director Kimberly A. Casiano	For	For	Management
1.3	Elect Director Anthony F. Earley, Jr.	For	For	Management
1.4	Elect Director Edsel B. Ford, II	For	For	Management
1.5	Elect Director William Clay Ford, Jr.	For	For	Management
1.6	Elect Director Richard A. Gephardt	For	For	Management
1.7	Elect Director James P. Hackett	For	For	Management
1.8	Elect Director James H. Hance, Jr.	For	For	Management
1.9	Elect Director William W. Helman, IV	For	For	Management
1.10	Elect Director Jon M. Huntsman, Jr.	For	For	Management
1.11	Elect Director John C. Lechleiter	For	For	Management
1.12	Elect Director Ellen R. Marram	For	For	Management
1.13	Elect Director Alan Mulally	For	For	Management
1.14	Elect Director Homer A. Neal	For	For	Management
1.15	Elect Director Gerald L. Shaheen	For	For	Management
1.16	Elect Director John L. Thornton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
4	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
5	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
6	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

---

### FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
Meeting Date: JUL 16, 2013 Meeting Type: Annual  
Record Date: MAY 24, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	For	Management
1.3	Elect Director Alan R. Buckwalter, III	For	For	Management

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

1.4	Elect Director Robert A. Day	For	For	Management
1.5	Elect Director James C. Flores	For	For	Management
1.6	Elect Director Gerald J. Ford	For	For	Management
1.7	Elect Director Thomas A. Fry, III	For	For	Management
1.8	Elect Director H. Devon Graham, Jr.	For	For	Management
1.9	Elect Director Charles C. Krulak	For	For	Management
1.10	Elect Director Bobby Lee Lackey	For	For	Management
1.11	Elect Director Jon C. Madonna	For	For	Management
1.12	Elect Director Dustan E. McCoy	For	For	Management
1.13	Elect Director James R. Moffett	For	For	Management
1.14	Elect Director B. M. Rankin, Jr.	For	For	Management
1.15	Elect Director Stephen H. Siegele	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify Auditors	For	For	Management
4	Request Director Nominee with Environmental Qualifications	Against	For	Shareholder
5	Require Independent Board Chairman	Against	For	Shareholder
6	Adopt Policy and Report on Board Diversity	Against	For	Shareholder
7	Amend Bylaws-- Call Special Meetings	Against	For	Shareholder

### FREEPORT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857  
 Meeting Date: JUN 17, 2014 Meeting Type: Annual  
 Record Date: APR 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	For	Management
1.3	Elect Director Alan R. Buckwalter, III	For	For	Management
1.4	Elect Director Robert A. Day	For	For	Management
1.5	Elect Director James C. Flores	For	For	Management
1.6	Elect Director Gerald J. Ford	For	For	Management
1.7	Elect Director Thomas A. Fry, III	For	For	Management
1.8	Elect Director H. Devon Graham, Jr.	For	For	Management
1.9	Elect Director Lydia H. Kennard	For	For	Management
1.10	Elect Director Charles C. Krulak	For	For	Management
1.11	Elect Director Bobby Lee Lackey	For	For	Management
1.12	Elect Director Jon C. Madonna	For	For	Management
1.13	Elect Director Dustan E. McCoy	For	For	Management
1.14	Elect Director James R. Moffett	For	For	Management
1.15	Elect Director Stephen H. Siegele	For	For	Management
1.16	Elect Director Frances Fragos Townsend	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify Auditors	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Require Director Nominee with Environmental Experience	Against	Against	Shareholder

### GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 23, 2014 Meeting Type: Annual

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

Record Date: FEB 24, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director W. Geoffrey Beattie	For	For	Management
2	Elect Director John J. Brennan	For	For	Management
3	Elect Director James I. Cash, Jr.	For	For	Management
4	Elect Director Francisco D'Souza	For	For	Management
5	Elect Director Marijn E. Dekkers	For	For	Management
6	Elect Director Ann M. Fudge	For	For	Management
7	Elect Director Susan J. Hockfield	For	For	Management
8	Elect Director Jeffrey R. Immelt	For	For	Management
9	Elect Director Andrea Jung	For	For	Management
10	Elect Director Robert W. Lane	For	For	Management
11	Elect Director Rochelle B. Lazarus	For	For	Management
12	Elect Director James J. Mulva	For	For	Management
13	Elect Director James E. Rohr	For	For	Management
14	Elect Director Mary L. Schapiro	For	For	Management
15	Elect Director Robert J. Swieringa	For	For	Management
16	Elect Director James S. Tisch	For	For	Management
17	Elect Director Douglas A. Warner, III	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Ratify Auditors	For	For	Management
20	Provide for Cumulative Voting	Against	For	Shareholder
21	Stock Retention/Holding Period	Against	Against	Shareholder
22	Require More Director Nominations Than Open Seats	Against	Against	Shareholder
23	Provide Right to Act by Written Consent	Against	Against	Shareholder
24	Cessation of All Stock Options and Bonuses	Against	Against	Shareholder
25	Seek Sale of Company	Against	Against	Shareholder

-----

### GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103  
 Meeting Date: MAY 07, 2014 Meeting Type: Annual  
 Record Date: MAR 12, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director John F. Cogan	For	For	Management
1b	Elect Director Etienne F. Davignon	For	For	Management
1c	Elect Director Carla A. Hills	For	For	Management
1d	Elect Director Kevin E. Lofton	For	For	Management
1e	Elect Director John W. Madigan	For	For	Management
1f	Elect Director John C. Martin	For	For	Management
1g	Elect Director Nicholas G. Moore	For	For	Management
1h	Elect Director Richard J. Whitley	For	For	Management
1i	Elect Director Gayle E. Wilson	For	For	Management
1j	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Amendment to Certificate of Incorporation to Adopt Delaware as the Exclusive Forum for Certain Legal Actions	For	Against	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Require Independent Board Chairman	Against	Against	Shareholder
6	Provide Right to Act by Written Consent	Against	For	Shareholder
7	Link CEO Compensation to Patient	Against	Against	Shareholder



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

Access to the Company's Medicine

### GLAXOSMITHKLINE PLC

Ticker: GSK                      Security ID: 37733W105  
 Meeting Date: MAY 07, 2014      Meeting Type: Annual  
 Record Date: MAR 17, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	For	Management
3	Approve Remuneration Policy	For	For	Management
4	Re-elect Sir Christopher Gent as Director	For	For	Management
5	Re-elect Sir Andrew Witty as Director	For	For	Management
6	Re-elect Sir Roy Anderson as Director	For	For	Management
7	Re-elect Dr Stephanie Burns as Director	For	For	Management
8	Re-elect Stacey Cartwright as Director	For	For	Management
9	Re-elect Simon Dingemans as Director	For	For	Management
10	Re-elect Lynn Elsenhans as Director	For	For	Management
11	Re-elect Judy Lewent as Director	For	For	Management
12	Re-elect Sir Deryck Maughan as Director	For	For	Management
13	Re-elect Dr Daniel Podolsky as Director	For	For	Management
14	Re-elect Dr Moncef Slaoui as Director	For	For	Management
15	Re-elect Tom de Swaan as Director	For	For	Management
16	Re-elect Jing Ulrich as Director	For	For	Management
17	Re-elect Hans Wijers as Director	For	For	Management
18	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	Management
19	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	For	For	Management
20	Authorise EU Political Donations and Expenditure	For	For	Management
21	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
22	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
23	Authorise Market Purchase of Ordinary Shares	For	For	Management
24	Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports	For	For	Management
25	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

### GOOGLE INC.

Ticker: GOOG                      Security ID: 38259P508  
 Meeting Date: MAY 14, 2014      Meeting Type: Annual  
 Record Date: MAR 17, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Larry Page	For	For	Management
1.2	Elect Director Sergey Brin	For	Withhold	Management

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

1.3	Elect Director Eric E. Schmidt	For	For	Management
1.4	Elect Director L. John Doerr	For	For	Management
1.5	Elect Director Diane B. Greene	For	For	Management
1.6	Elect Director John L. Hennessy	For	For	Management
1.7	Elect Director Ann Mather	For	For	Management
1.8	Elect Director Paul S. Otellini	For	For	Management
1.9	Elect Director K. Ram Shriram	For	For	Management
1.10	Elect Director Shirley M. Tilghman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Recapitalization Plan for all Stock to Have One-vote per Share	Against	For	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
7	Adopt Policy and Report on Impact of Tax Strategy	Against	Against	Shareholder
8	Require Independent Board Chairman	Against	For	Shareholder

---

### HASBRO, INC.

Ticker: HAS Security ID: 418056107  
 Meeting Date: MAY 22, 2014 Meeting Type: Annual  
 Record Date: MAR 26, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Basil L. Anderson	For	For	Management
1.2	Elect Director Alan R. Batkin	For	For	Management
1.3	Elect Director Frank J. Biondi, Jr.	For	For	Management
1.4	Elect Director Kenneth A. Bronfin	For	For	Management
1.5	Elect Director John M. Connors, Jr.	For	For	Management
1.6	Elect Director Michael W.O. Garrett	For	For	Management
1.7	Elect Director Lisa Gersh	For	For	Management
1.8	Elect Director Brian D. Goldner	For	For	Management
1.9	Elect Director Jack M. Greenberg	For	For	Management
1.10	Elect Director Alan G. Hassenfeld	For	For	Management
1.11	Elect Director Tracy A. Leinbach	For	For	Management
1.12	Elect Director Edward M. Philip	For	For	Management
1.13	Elect Director Richard S. Stoddart	For	For	Management
1.14	Elect Director Alfred J. Verrecchia	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

---

### HELMERICH & PAYNE, INC.

Ticker: HP Security ID: 423452101  
 Meeting Date: MAR 05, 2014 Meeting Type: Annual  
 Record Date: JAN 10, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Hans Helmerich	For	For	Management
1b	Elect Director John W. Lindsay	For	For	Management
1c	Elect Director Paula Marshall	For	For	Management

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

1d	Elect Director Randy A. Foutch	For	For	Management
1e	Elect Director John D. Zeglis	For	For	Management
1f	Elect Director William L. Armstrong	For	For	Management
1g	Elect Director Thomas A. Petrie	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### INTEL CORPORATION

Ticker: INTC                      Security ID: 458140100  
 Meeting Date: MAY 22, 2014      Meeting Type: Annual  
 Record Date: MAR 24, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Charlene Barshefsky	For	For	Management
1b	Elect Director Andy D. Bryant	For	For	Management
1c	Elect Director Susan L. Decker	For	For	Management
1d	Elect Director John J. Donahoe	For	For	Management
1e	Elect Director Reed E. Hundt	For	For	Management
1f	Elect Director Brian M. Krzanich	For	For	Management
1g	Elect Director James D. Plummer	For	For	Management
1h	Elect Director David S. Pottruck	For	For	Management
1i	Elect Director Frank D. Yearly	For	For	Management
1j	Elect Director David B. Yoffie	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### JABIL CIRCUIT, INC.

Ticker: JBL                      Security ID: 466313103  
 Meeting Date: JAN 23, 2014      Meeting Type: Annual  
 Record Date: NOV 25, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Martha F. Brooks	For	For	Management
1.2	Elect Director Mel S. Lavitt	For	For	Management
1.3	Elect Director Timothy L. Main	For	For	Management
1.4	Elect Director Mark T. Mondello	For	For	Management
1.5	Elect Director Lawrence J. Murphy	For	For	Management
1.6	Elect Director Frank A. Newman	For	For	Management
1.7	Elect Director Steven A. Raymund	For	For	Management
1.8	Elect Director Thomas A. Sansone	For	For	Management
1.9	Elect Director David M. Stout	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Other Business	For	Against	Management

### JPMORGAN CHASE & CO.

Ticker: JPM                      Security ID: 46625H100

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

Meeting Date: MAY 20, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Linda B. Bammann	For	For	Management
1b	Elect Director James A. Bell	For	For	Management
1c	Elect Director Crandall C. Bowles	For	For	Management
1d	Elect Director Stephen B. Burke	For	For	Management
1e	Elect Director James S. Crown	For	For	Management
1f	Elect Director James Dimon	For	For	Management
1g	Elect Director Timothy P. Flynn	For	For	Management
1h	Elect Director Laban P. Jackson, Jr.	For	For	Management
1i	Elect Director Michael A. Neal	For	For	Management
1j	Elect Director Lee R. Raymond	For	For	Management
1k	Elect Director William C. Weldon	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Report on Lobbying Payments and Policy	Against	Against	Shareholder
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
6	Provide for Cumulative Voting	Against	For	Shareholder

---

### KNOWLES CORPORATION

Ticker: KN Security ID: 49926D109

Meeting Date: MAY 13, 2014 Meeting Type: Annual

Record Date: MAR 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey S. Niew	For	For	Management
1.2	Elect Director Keith L. Barnes	For	For	Management
1.3	Elect Director Richard K. Lochridge	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

---

### LEAR CORPORATION

Ticker: LEA Security ID: 521865204

Meeting Date: MAY 15, 2014 Meeting Type: Annual

Record Date: MAR 20, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Richard H. Bott	For	For	Management
1b	Elect Director Thomas P. Capo	For	For	Management
1c	Elect Director Jonathan F. Foster	For	For	Management
1d	Elect Director Kathleen A. Ligocki	For	For	Management
1e	Elect Director Conrad L. Mallett, Jr.	For	For	Management
1f	Elect Director Donald L. Runkle	For	For	Management
1g	Elect Director Matthew J. Simoncini	For	For	Management
1h	Elect Director Gregory C. Smith	For	For	Management
1i	Elect Director Henry D. G. Wallace	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named	For	For	Management

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

	Executive Officers' Compensation			
4	Amend Omnibus Stock Plan	For	For	Management
5	Amend Executive Incentive Bonus Plan	For	For	Management

---

### LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109  
 Meeting Date: MAY 22, 2014 Meeting Type: Annual  
 Record Date: MAR 17, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis R. Glass	For	For	Management
1.2	Elect Director Gary C. Kelly	For	For	Management
1.3	Elect Director Michael F. Mee	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management

---

### LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: FEB 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel F. Akerson	For	For	Management
1.2	Elect Director Nolan D. Archibald	For	For	Management
1.3	Elect Director Rosalind G. Brewer	For	For	Management
1.4	Elect Director David B. Burritt	For	For	Management
1.5	Elect Director James O. Ellis, Jr.	For	For	Management
1.6	Elect Director Thomas J. Falk	For	For	Management
1.7	Elect Director Marillyn A. Hewson	For	For	Management
1.8	Elect Director Gwendolyn S. King	For	For	Management
1.9	Elect Director James M. Loy	For	For	Management
1.10	Elect Director Douglas H. McCorkindale	For	For	Management
1.11	Elect Director Joseph W. Ralston	For	For	Management
1.12	Elect Director Anne Stevens	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Provide Right to Act by Written Consent	Against	For	Shareholder
6	Stock Retention/Holding Period	Against	For	Shareholder
7	Claw-back of Payments under Restatements	Against	Against	Shareholder

---

### MACY'S, INC.

Ticker: M Security ID: 55616P104  
 Meeting Date: MAY 16, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Stephen F. Bollenbach	For	For	Management
1b	Elect Director Deirdre P. Connelly	For	For	Management
1c	Elect Director Meyer Feldberg	For	For	Management
1d	Elect Director Sara Levinson	For	For	Management
1e	Elect Director Terry J. Lundgren	For	For	Management
1f	Elect Director Joseph Neubauer	For	For	Management
1g	Elect Director Joyce M. Roche	For	For	Management
1h	Elect Director Paul C. Varga	For	For	Management
1i	Elect Director Craig E. Weatherup	For	For	Management
1j	Elect Director Marna C. Whittington	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

### MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104  
 Meeting Date: JUN 03, 2014 Meeting Type: Annual  
 Record Date: APR 09, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Richard Haythornthwaite	For	For	Management
1b	Elect Director Ajay Banga	For	For	Management
1c	Elect Director Silvio Barzi	For	For	Management
1d	Elect Director David R. Carlucci	For	For	Management
1e	Elect Director Steven J. Freiberg	For	For	Management
1f	Elect Director Julius Genachowski	For	For	Management
1g	Elect Director Merit E. Janow	For	For	Management
1h	Elect Director Nancy J. Karch	For	For	Management
1i	Elect Director Marc Olivie	For	For	Management
1j	Elect Director Rima Qureshi	For	For	Management
1k	Elect Director Jose Octavio Reyes Lagunes	For	For	Management
1l	Elect Director Jackson P. Tai	For	For	Management
1m	Elect Director Edward Suning Tian	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

### MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105  
 Meeting Date: MAY 27, 2014 Meeting Type: Annual  
 Record Date: MAR 31, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Leslie A. Brun	For	For	Management
1b	Elect Director Thomas R. Cech	For	For	Management
1c	Elect Director Kenneth C. Frazier	For	For	Management
1d	Elect Director Thomas H. Glocer	For	For	Management
1e	Elect Director William B. Harrison, Jr.	For	For	Management
1f	Elect Director C. Robert Kidder	For	For	Management
1g	Elect Director Rochelle B. Lazarus	For	For	Management
1h	Elect Director Carlos E. Represas	For	For	Management

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

1i	Elect Director Patricia F. Russo	For	For	Management
1j	Elect Director Craig B. Thompson	For	For	Management
1k	Elect Director Wendell P. Weeks	For	For	Management
1l	Elect Director Peter C. Wendell	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Provide Right to Act by Written Consent	Against	For	Shareholder
5	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

NETAPP, INC.

Ticker: NTAP Security ID: 64110D104  
 Meeting Date: SEP 13, 2013 Meeting Type: Annual  
 Record Date: JUL 24, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Daniel J. Warmenhoven	For	For	Management
1b	Elect Director Nicholas G. Moore	For	For	Management
1c	Elect Director Thomas Georgens	For	For	Management
1d	Elect Director Jeffry R. Allen	For	For	Management
1e	Elect Director Alan L. Earhart	For	For	Management
1f	Elect Director Gerald Held	For	For	Management
1g	Elect Director T. Michael Nevens	For	For	Management
1h	Elect Director George T. Shaheen	For	For	Management
1i	Elect Director Robert T. Wall	For	For	Management
1j	Elect Director Richard P. Wallace	For	For	Management
1k	Elect Director Tor R. Braham	For	For	Management
1l	Elect Director Kathryn M. Hill	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5a	Remove Supermajority Voting Standards for Amendments to Article VI of the Company's Certificate of Incorporation	For	For	Management
5b	Remove Supermajority Voting Standards for Approve Amendments to Article X of the Company's Certificate of Incorporation	For	For	Management
6	Pro-rata Vesting of Equity Plan	Against	For	Shareholder
7	Ratify Auditors	For	For	Management

NOBLE CORPORATION PLC

Ticker: NE Security ID: G65431101  
 Meeting Date: JUN 10, 2014 Meeting Type: Annual  
 Record Date: APR 25, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Scott D. Josey	For	For	Management
2	Elect Director Jon A. Marshall	For	For	Management
3	Elect Director Mary P. Ricciardello	For	For	Management
4	Ratify PricewaterhouseCoopers LLP as	For	For	Management

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

	Independent Registered Public Accounting Firm			
5	Ratify PricewaterhouseCoopers LLP as Statutory Auditor	For	For	Management
6	Authorize Audit Committee to Fix Remuneration of Statutory Auditors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Advisory Vote to Ratify Directors' Compensation Report	For	For	Management
9	Approve Remuneration Policy	For	For	Management
10	Approve Dividends	For	For	Management
11	Declassify the Board of Directors	For	For	Management

### PARKER-HANNIFIN CORPORATION

Ticker: PH Security ID: 701094104  
 Meeting Date: OCT 23, 2013 Meeting Type: Annual  
 Record Date: AUG 30, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert G. Bohn	For	For	Management
1.2	Elect Director Linda S. Harty	For	For	Management
1.3	Elect Director William E. Kassling	For	For	Management
1.4	Elect Director Robert J. Kohlhepp	For	For	Management
1.5	Elect Director Kevin A. Lobo	For	For	Management
1.6	Elect Director Klaus-Peter Muller	For	Withhold	Management
1.7	Elect Director Candy M. Obourn	For	For	Management
1.8	Elect Director Joseph M. Scaminace	For	For	Management
1.9	Elect Director Wolfgang R. Schmitt	For	For	Management
1.10	Elect Director Ake Svensson	For	For	Management
1.11	Elect Director James L. Wainscott	For	For	Management
1.12	Elect Director Donald E. Washkewicz	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

### PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 07, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Shona L. Brown	For	For	Management
1b	Elect Director George W. Buckley	For	For	Management
1c	Elect Director Ian M. Cook	For	For	Management
1d	Elect Director Dina Dublon	For	For	Management
1e	Elect Director Rona A. Fairhead	For	For	Management
1f	Elect Director Ray L. Hunt	For	For	Management
1g	Elect Director Alberto Ibarquen	For	For	Management
1h	Elect Director Indra K. Nooyi	For	For	Management
1i	Elect Director Sharon Percy Rockefeller	For	For	Management
1j	Elect Director James J. Schiro	For	For	Management
1k	Elect Director Lloyd G. Trotter	For	For	Management
1l	Elect Director Daniel Vasella	For	For	Management



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

1m	Elect Director Alberto Weisser	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Require Shareholder Vote to Approve Political Contributions Policy	Against	Against	Shareholder
6	Stock Retention/Holding Period	Against	For	Shareholder

### QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103  
 Meeting Date: MAR 04, 2014 Meeting Type: Annual  
 Record Date: JAN 06, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Barbara T. Alexander	For	For	Management
1b	Elect Director Donald G. Cruickshank	For	For	Management
1c	Elect Director Raymond V. Dittamore	For	For	Management
1d	Elect Director Susan Hockfield	For	For	Management
1e	Elect Director Thomas W. Horton	For	For	Management
1f	Elect Director Paul E. Jacobs	For	For	Management
1g	Elect Director Sherry Lansing	For	For	Management
1h	Elect Director Steven M. Mollenkopf	For	For	Management
1i	Elect Director Duane A. Nelles	For	For	Management
1j	Elect Director Clark T. 'Sandy' Randt, Jr.	For	For	Management
1k	Elect Director Francisco Ros	For	For	Management
1l	Elect Director Jonathan J. Rubinstein	For	For	Management
1m	Elect Director Brent Scowcroft	For	For	Management
1n	Elect Director Marc I. Stern	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

### ROYAL BANK OF CANADA

Ticker: RY Security ID: 780087102  
 Meeting Date: FEB 26, 2014 Meeting Type: Annual  
 Record Date: JAN 03, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Geoffrey Beattie	For	For	Management
1.2	Elect Director David F. Denison	For	For	Management
1.3	Elect Director Richard L. George	For	For	Management
1.4	Elect Director Timothy J. Hearn	For	For	Management
1.5	Elect Director Alice D. Laberge	For	For	Management
1.6	Elect Director Michael H. McCain	For	For	Management
1.7	Elect Director Heather Munroe-Blum	For	For	Management
1.8	Elect Director Gordon M. Nixon	For	For	Management
1.9	Elect Director J. Pedro Reinhard	For	For	Management
1.10	Elect Director Thomas A. Renyi	For	For	Management
1.11	Elect Director Edward Sonshine	For	For	Management
1.12	Elect Director Kathleen P. Taylor	For	For	Management
1.13	Elect Director Bridget A. van Kralingen	For	For	Management

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

1.14	Elect Director Victor L. Young	For	For	Management
2	Ratify Deloitte LLP as Auditors	For	For	Management
3	Advisory Vote on Executive Compensation Approach	For	For	Management
4	SP 1: Phase Out Stock Options as a Form of Compensation	Against	Against	Shareholder
5	Sp 2: Disclose Conformation to the OECD's Guidelines	Against	Against	Shareholder
6	SP 3: Auditor Rotation	Against	Against	Shareholder
7	SP 4: Provide Response on Say-on-Pay Vote Results	Against	Against	Shareholder
8	SP 5: Require Feedback Following a High Percentage of Votes Withheld for Nomination of a Director	Against	Against	Shareholder

---

### SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108  
 Meeting Date: APR 09, 2014 Meeting Type: Annual  
 Record Date: FEB 19, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Peter L.S. Currie	For	For	Management
1b	Elect Director Tony Isaac	For	For	Management
1c	Elect Director K. Vaman Kamath	For	For	Management
1d	Elect Director Maureen Kempston Darkes	For	For	Management
1e	Elect Director Paal Kibsgaard	For	For	Management
1f	Elect Director Nikolay Kudryavtsev	For	For	Management
1g	Elect Director Michael E. Marks	For	For	Management
1h	Elect Director Lubna S. Olayan	For	For	Management
1i	Elect Director Leo Rafael Reif	For	For	Management
1j	Elect Director Tore I. Sandvold	For	For	Management
1k	Elect Director Henri Seydoux	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Adopt and Approve Financials and Dividends	For	For	Management
4	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management

---

### T. ROWE PRICE GROUP, INC.

Ticker: TROW Security ID: 74144T108  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: FEB 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Mark S. Bartlett	For	For	Management
1b	Elect Director Edward C. Bernard	For	For	Management
1c	Elect Director Mary K. Bush	For	For	Management
1d	Elect Director Donald B. Hebb, Jr.	For	For	Management
1e	Elect Director Freeman A. Hrabowski, III	For	For	Management
1f	Elect Director James A.C. Kennedy	For	For	Management
1g	Elect Director Robert F. MacLellan	For	For	Management
1h	Elect Director Brian C. Rogers	For	For	Management

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

1i	Elect Director Olympia J. Snowe	For	For	Management
1j	Elect Director Alfred Sommer	For	For	Management
1k	Elect Director Dwight S. Taylor	For	For	Management
1l	Elect Director Anne Marie Whittemore	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

### TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101  
 Meeting Date: MAY 30, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Harris J. Ashton	For	For	Management
1.2	Elect Director Frank J. Crothers	For	For	Management
1.3	Elect Director J. Michael Luttig	For	For	Management
1.4	Elect Director Constantine D. Tseretopoulos	For	For	Management
2	Ratify Auditors	For	For	Management

### TEXAS INSTRUMENTS INCORPORATED

Ticker: TXN Security ID: 882508104  
 Meeting Date: APR 17, 2014 Meeting Type: Annual  
 Record Date: FEB 18, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Ralph W. Babb, Jr.	For	For	Management
1b	Elect Director Mark A. Blinn	For	For	Management
1c	Elect Director Daniel A. Carp	For	For	Management
1d	Elect Director Carrie S. Cox	For	For	Management
1e	Elect Director Ronald Kirk	For	For	Management
1f	Elect Director Pamela H. Patsley	For	For	Management
1g	Elect Director Robert E. Sanchez	For	For	Management
1h	Elect Director Wayne R. Sanders	For	For	Management
1i	Elect Director Ruth J. Simmons	For	For	Management
1j	Elect Director Richard K. Templeton	For	For	Management
1k	Elect Director Christine Todd Whitman	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Approve Qualified Employee Stock Purchase Plan	For	For	Management
5	Amend Omnibus Stock Plan	For	For	Management

### THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104  
 Meeting Date: MAY 16, 2014 Meeting Type: Annual  
 Record Date: MAR 17, 2014

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

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Lloyd C. Blankfein	For	For	Management
1b	Elect Director M. Michele Burns	For	For	Management
1c	Elect Director Gary D. Cohn	For	For	Management
1d	Elect Director Claes Dahlback	For	For	Management
1e	Elect Director William W. George	For	For	Management
1f	Elect Director James A. Johnson	For	For	Management
1g	Elect Director Lakshmi N. Mittal	For	For	Management
1h	Elect Director Adebayo O. Ogunlesi	For	For	Management
1i	Elect Director Peter Oppenheimer	For	For	Management
1j	Elect Director James J. Schiro	For	For	Management
1k	Elect Director Debora L. Spar	For	For	Management
1l	Elect Director Mark E. Tucker	For	For	Management
1m	Elect Director David A. Viniar	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Adopt Proxy Access Right	Against	Against	Shareholder

---

### THE GOODYEAR TIRE & RUBBER COMPANY

Ticker: GT Security ID: 382550101  
 Meeting Date: APR 14, 2014 Meeting Type: Annual  
 Record Date: FEB 18, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director William J. Conaty	For	For	Management
1b	Elect Director James A. Firestone	For	For	Management
1c	Elect Director Werner Geissler	For	For	Management
1d	Elect Director Peter S. Hellman	For	For	Management
1e	Elect Director Richard J. Kramer	For	For	Management
1f	Elect Director W. Alan McCollough	For	For	Management
1g	Elect Director John E. McGlade	For	For	Management
1h	Elect Director Michael J. Morell	For	For	Management
1i	Elect Director Roderick A. Palmore	For	For	Management
1j	Elect Director Stephanie A. Streeter	For	For	Management
1k	Elect Director Thomas H. Weidemeyer	For	For	Management
1l	Elect Director Michael R. Wessel	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder

---

### TIME WARNER INC.

Ticker: TWX Security ID: 887317303  
 Meeting Date: JUN 13, 2014 Meeting Type: Annual  
 Record Date: APR 14, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James L. Barksdale	For	For	Management
1.2	Elect Director William P. Barr	For	For	Management
1.3	Elect Director Jeffrey L. Bewkes	For	For	Management
1.4	Elect Director Stephen F. Bollenbach	For	For	Management
1.5	Elect Director Robert C. Clark	For	For	Management
1.6	Elect Director Mathias Dopfner	For	For	Management

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

1.7	Elect Director Jessica P. Einhorn	For	For	Management
1.8	Elect Director Carlos M. Gutierrez	For	For	Management
1.9	Elect Director Fred Hassan	For	For	Management
1.10	Elect Director Kenneth J. Novack	For	For	Management
1.11	Elect Director Paul D. Wachter	For	For	Management
1.12	Elect Director Deborah C. Wright	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder

-----

TOTAL SA

Ticker: FP Security ID: 89151E109  
Meeting Date: MAY 16, 2014 Meeting Type: Annual/Special  
Record Date: APR 08, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.38 per Share	For	For	Management
4	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
5	Reelect Patricia Barbizet as Director	For	For	Management
6	Reelect Marie-Christine Coisne-Roquette as Director	For	For	Management
7	Reelect Paul Desmarais Jr as Director	For	Against	Management
8	Reelect Barbara Kux as Director	For	For	Management
9	Advisory Vote on Compensation of Christophe de Margerie	For	For	Management
10	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion and/or Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	For	For	Management
11	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 575 Million	For	For	Management
12	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Item 11	For	For	Management
13	Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind	For	For	Management
14	Authorize Capital Issuances for Use in Employee Stock Purchase Plans	For	For	Management
15	Authorize Capital Issuances for Use in Employee Stock Purchase Plans Reserved for International Subsidiaries	For	For	Management
16	Authorize up to 0.8 Percent of Issued Capital for Use in Restricted Stock Plans	For	Against	Management

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

17	Amend Article 11 of Bylaws Re: Employee Representatives and Employee Shareholder Representatives	For	For	Management
18	Amend Article 12 of Bylaws Re: Age Limit for Chairman of the Board	For	For	Management
19	Amend Article 15 of Bylaws Re: Age Limit for CEO	For	For	Management
20	Amend Article 17 of Bylaws Re: Proxy Voting	For	For	Management
21	Amend Board Internal Rules Re: Publication of a Quarterly Newsletter Written by Employee Shareholder Representatives and Employee Representatives	Against	Against	Shareholder
22	Amend the Social Criteria that are Currently Linked to Executive Compensation from Negative Safety Indicators to Positive Safety Indicator	Against	Against	Shareholder
23	Allow Loyalty Dividends to Long-Term Registered Shareholders and Amend Article 20 of Bylaws	Against	Against	Shareholder
24	Approve Appointment of Employee Representatives to the Board Committees and Amend Article 12.5 of Bylaws	Against	Against	Shareholder
25	Amend Article 12.7 of Bylaws: Remuneration of Directors	Against	Against	Shareholder

-----

TRINITY INDUSTRIES, INC.

Ticker: TRN                      Security ID: 896522109  
 Meeting Date: MAY 05, 2014      Meeting Type: Annual  
 Record Date: MAR 14, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John L. Adams	For	For	Management
1.2	Elect Director Rhys J. Best	For	For	Management
1.3	Elect Director David W. Biegler	For	For	Management
1.4	Elect Director Leldon E. Echols	For	For	Management
1.5	Elect Director Ronald J. Gafford	For	For	Management
1.6	Elect Director Adrian Lajous	For	For	Management
1.7	Elect Director Charles W. Matthews	For	For	Management
1.8	Elect Director Douglas L. Rock	For	For	Management
1.9	Elect Director Dunia A. Shive	For	For	Management
1.10	Elect Director Timothy R. Wallace	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

-----

U.S. BANCORP

Ticker: USB                      Security ID: 902973304  
 Meeting Date: APR 15, 2014      Meeting Type: Annual  
 Record Date: FEB 18, 2014

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

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

1a	Elect Director Douglas M. Baker, Jr.	For	For	Management
1b	Elect Director Y. Marc Belton	For	For	Management
1c	Elect Director Victoria Buyniski Gluckman	For	For	Management
1d	Elect Director Arthur D. Collins, Jr.	For	For	Management
1e	Elect Director Richard K. Davis	For	For	Management
1f	Elect Director Roland A. Hernandez	For	For	Management
1g	Elect Director Doreen Woo Ho	For	For	Management
1h	Elect Director Joel W. Johnson	For	For	Management
1i	Elect Director Olivia F. Kirtley	For	For	Management
1j	Elect Director Jerry W. Levin	For	For	Management
1k	Elect Director David B. O'Maley	For	For	Management
1l	Elect Director O'dell M. Owens	For	For	Management
1m	Elect Director Craig D. Schnuck	For	For	Management
1n	Elect Director Patrick T. Stokes	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Require Independent Board Chairman	Against	Against	Shareholder

---

### UNION PACIFIC CORPORATION

Ticker: UNP Security ID: 907818108  
 Meeting Date: MAY 15, 2014 Meeting Type: Annual  
 Record Date: MAR 24, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew H. Card, Jr.	For	For	Management
1.2	Elect Director Erroll B. Davis, Jr.	For	For	Management
1.3	Elect Director David B. Dillon	For	For	Management
1.4	Elect Director Judith Richards Hope	For	For	Management
1.5	Elect Director John J. Koraleski	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Michael R. McCarthy	For	For	Management
1.8	Elect Director Michael W. McConnell	For	For	Management
1.9	Elect Director Thomas F. McLarty, III	For	For	Management
1.10	Elect Director Steven R. Rogel	For	For	Management
1.11	Elect Director Jose H. Villarreal	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Increase Authorized Common Stock	For	For	Management
5	Stock Retention/Holding Period	Against	For	Shareholder

---

### UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102  
 Meeting Date: JUN 02, 2014 Meeting Type: Annual  
 Record Date: APR 04, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director William C. Ballard, Jr.	For	For	Management
1b	Elect Director Edson Bueno	For	For	Management
1c	Elect Director Richard T. Burke	For	For	Management
1d	Elect Director Robert J. Darretta	For	For	Management
1e	Elect Director Stephen J. Hemsley	For	For	Management

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

1f	Elect Director Michele J. Hooper	For	For	Management
1g	Elect Director Rodger A. Lawson	For	For	Management
1h	Elect Director Douglas W. Leatherdale	For	For	Management
1i	Elect Director Glenn M. Renwick	For	For	Management
1j	Elect Director Kenneth I. Shine	For	For	Management
1k	Elect Director Gail R. Wilensky	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Provide for Cumulative Voting	Against	For	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder

---

### VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100  
 Meeting Date: MAY 01, 2014 Meeting Type: Annual  
 Record Date: MAR 04, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Jerry D. Choate	For	For	Management
1b	Elect Director Joseph W. Gorder	For	For	Management
1c	Elect Director William R. Klesse	For	For	Management
1d	Elect Director Deborah P. Majoras	For	For	Management
1e	Elect Director Donald L. Nickles	For	For	Management
1f	Elect Director Philip J. Pfeiffer	For	For	Management
1g	Elect Director Robert A. Profusek	For	For	Management
1h	Elect Director Susan Kaufman Purcell	For	For	Management
1i	Elect Director Stephen M. Waters	For	For	Management
1j	Elect Director Randall J. Weisenburger	For	For	Management
1k	Elect Director Rayford Wilkins, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Pro-rata Vesting of Equity Awards	Against	For	Shareholder
5	Adopt Quantitative GHG Goals for Products and Operations	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	For	Shareholder

---

### VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: JAN 28, 2014 Meeting Type: Special  
 Record Date: DEC 09, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with Acquisition	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Adjourn Meeting	For	For	Management

---

### VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104



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

Meeting Date: MAY 01, 2014 Meeting Type: Annual

Record Date: MAR 03, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Shellye L. Archambeau	For	For	Management
1.2	Elect Director Richard L. Carrion	For	For	Management
1.3	Elect Director Melanie L. Healey	For	For	Management
1.4	Elect Director M. Frances Keeth	For	For	Management
1.5	Elect Director Robert W. Lane	For	For	Management
1.6	Elect Director Lowell C. McAdam	For	For	Management
1.7	Elect Director Donald T. Nicolaisen	For	For	Management
1.8	Elect Director Clarence Otis, Jr.	For	For	Management
1.9	Elect Director Rodney E. Slater	For	For	Management
1.10	Elect Director Kathryn A. Tesija	For	For	Management
1.11	Elect Director Gregory D. Wasson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Provide Proxy Access Right	For	For	Management
5	Report on Net Neutrality	Against	For	Shareholder
6	Report on Lobbying Payments and Policy	Against	For	Shareholder
7	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
8	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
9	Provide Right to Act by Written Consent	Against	For	Shareholder
10	Approve Proxy Voting Authority	Against	Against	Shareholder

-----

ZIMMER HOLDINGS, INC.

Ticker: ZMH

Security ID: 98956P102

Meeting Date: MAY 06, 2014 Meeting Type: Annual

Record Date: MAR 07, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Christopher B. Begley	For	For	Management
1b	Elect Director Betsy J. Bernard	For	For	Management
1c	Elect Director Paul M. Bisaro	For	For	Management
1d	Elect Director Gail K. Boudreaux	For	For	Management
1e	Elect Director David C. Dvorak	For	For	Management
1f	Elect Director Larry C. Glasscock	For	For	Management
1g	Elect Director Robert A. Hagemann	For	For	Management
1h	Elect Director Arthur J. Higgins	For	For	Management
1i	Elect Director Cecil B. Pickett	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

===== 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) The Zweig Total Return Fund, Inc.

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

By (Signature and Title)\* /s/ George R. Alyward

-----  
George R. Alyward, President

Date: August 2, 2014