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DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC
Form N-PX
August 27, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANIES

Investment Company Act File Number: 811-7460

Exact Name of Registrant as Specified in Charter: Delaware Investments Dividend and Income Fund, Inc.

Address of principal executive offices: 2005 Market Street
Philadelphia, PA 19103

Name and address of agent for service: Richelle S. Maestro
2005 Market Street
Philadelphia, PA 19103

Registrant's telephone number: (800) 523-1918

Date of fiscal year end: November 30

Date of reporting period: July 1, 2003 - June 30, 2004

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ITEM 1. PROXY VOTING RECORD.

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ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
Meeting Date: APR 23, 2004 Meeting Type: Annual
Record Date: FEB 25, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Roxanne S. Austin | For | For | Management |
| 1.2 | Elect Director H.Laurance Fuller | For | For | Management |
| 1.3 | Elect Director Richard A. Gonzalez | For | For | Management |
| 1.4 | Elect Director Jack M. Greenberg | For | For | Management |
| 1.5 | Elect Director Jeffrey M. Leiden | For | For | Management |
| 1.6 | Elect Director David A. Lord Owen | For | For | Management |
| 1.7 | Elect Director Boone Powell Jr. | For | For | Management |
| 1.8 | Elect Director Addison Barry Rand | For | For | Management |
| 1.9 | Elect Director W.Ann Reynolds | For | For | Management |
| 1.10 | Elect Director Roy S. Roberts | For | For | Management |
| 1.11 | Elect Director William D. Smithburg | For | For | Management |
| 1.12 | Elect Director John R. Walter | For | For | Management |
| 1.13 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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| | | | | |
|---|--|---------|---------|-------------|
| 3 | Drug Pricing | Against | Against | Shareholder |
| 4 | Report on Political Contributions/Activities | Against | Against | Shareholder |
| 5 | Prohibit Awards to Executives | Against | Against | Shareholder |
| 6 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |

AIR PRODUCTS & CHEMICALS, INC.

Ticker: APD Security ID: 009158106
 Meeting Date: JAN 22, 2004 Meeting Type: Annual
 Record Date: NOV 28, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director W. Douglas Ford | For | For | Management |
| 1.2 | Elect Director James F. Hardymon | For | For | Management |
| 1.3 | Elect Director Paula G. Rospud | For | For | Management |
| 1.4 | Elect Director Lawrason D. Thomas | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

AMB PROPERTY CORP.

Ticker: AMB Security ID: 00163T109
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Hamid R. Moghadam | For | For | Management |
| 1.2 | Elect Director W. Blake Baird | For | For | Management |
| 1.3 | Elect Director T. Robert Burke | For | For | Management |
| 1.4 | Elect Director David A. Cole | For | For | Management |
| 1.5 | Elect Director J. Michael Losh | For | For | Management |
| 1.6 | Elect Director Frederick W. Reid | For | For | Management |
| 1.7 | Elect Director Jeffrey L. Skelton | For | For | Management |
| 1.8 | Elect Director Thomas W. Tusher | For | For | Management |
| 1.9 | Elect Director Caryl B. Welborn | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

AMERICAN HOME MORTGAGE INVESTMENT, CORP.

Ticker: AHM Security ID: 02660R107
 Meeting Date: JUN 16, 2004 Meeting Type: Annual
 Record Date: APR 23, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John A. Johnston | For | For | Management |
| 1.2 | Elect Director M.A. Mcmanus, Jr. | For | For | Management |
| 1.3 | Elect Director Irving J. Thau | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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APARTMENT INVESTMENT & MANAGEMENT CO.

Ticker: AIV Security ID: 03748R101
 Meeting Date: APR 30, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Terry Considine | For | For | Management |
| 1.2 | Elect Director Peter K. Kompaniez | For | For | Management |
| 1.3 | Elect Director James N. Bailey | For | For | Management |
| 1.4 | Elect Director Richard S. Ellwood | For | For | Management |
| 1.5 | Elect Director J. Landis Martin | For | For | Management |
| 1.6 | Elect Director Thomas L. Rhodes | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Sale of Company Assets | For | For | Management |
| 4 | Limit Executive Compensation | Against | For | Shareholder |

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: MAR 17, 2004 Meeting Type: Special
 Record Date: JAN 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Increase Authorized Common Stock | For | For | Management |
| 4 | Adjourn Meeting | For | Against | Management |

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: MAY 26, 2004 Meeting Type: Annual
 Record Date: APR 7, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William Barnet, III | For | For | Management |
| 1.2 | Elect Director Charles W. Coker | 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 Paul Fulton | For | For | Management |
| 1.6 | Elect Director Charles K. Gifford | For | For | Management |
| 1.7 | Elect Director Donald E. Guinn | For | For | Management |
| 1.8 | Elect Director James H. Hance, Jr. | For | For | Management |
| 1.9 | Elect Director Kenneth D. Lewis | For | For | Management |
| 1.10 | Elect Director Walter E. Massey | For | For | Management |
| 1.11 | Elect Director Thomas J. May | For | For | Management |
| 1.12 | Elect Director C. Steven McMillan | For | For | Management |
| 1.13 | Elect Director Eugene M. McQuade | For | For | Management |
| 1.14 | Elect Director Patricia E. Mitchell | For | For | Management |
| 1.15 | Elect Director Edward L. Romero | For | For | Management |
| 1.16 | Elect Director Thomas M. Ryan | For | For | Management |
| 1.17 | Elect Director O. Temple Sloan, Jr. | For | For | Management |
| 1.18 | Elect Director Meredith R. Spangler | For | For | Management |
| 1.19 | Elect Director Jackie M. Ward | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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|---|--|---------|---------|-------------|
| 3 | Change Date of Annual Meeting | Against | Against | Shareholder |
| 4 | Adopt Nomination Procedures for the Board | Against | Against | Shareholder |
| 5 | Charitable Contributions | Against | Against | Shareholder |
| 6 | Establish Independent Committee to Review Mutual Fund Policy | Against | Against | Shareholder |
| 7 | Adopt Standards Regarding Privacy and Information Security | Against | Against | Shareholder |

BELLSOUTH CORP.

Ticker: BLS Security ID: 079860102
 Meeting Date: APR 26, 2004 Meeting Type: Annual
 Record Date: MAR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director James H. Blanchard | For | For | Management |
| 1.2 | Elect Director Armando M. Codina | For | For | Management |
| 1.3 | Elect Director Leo F. Mullin | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Limit Executive Compensation | Against | Against | Shareholder |
| 6 | Limit Executive Compensation | Against | Against | Shareholder |
| 7 | Report on Political Contributions/Activities | Against | Against | Shareholder |

BIOMET, INC.

Ticker: BMET Security ID: 090613100
 Meeting Date: SEP 27, 2003 Meeting Type: Annual
 Record Date: AUG 7, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jerry L. Ferguson | For | For | Management |
| 1.2 | Elect Director Daniel P. Hann | For | For | Management |
| 1.3 | Elect Director Thomas F. Kearns, Jr. | For | For | Management |
| 1.4 | Elect Director Dane A. Miller, Ph.D. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

BRE PROPERTIES, INC.

Ticker: BRE Security ID: 05564E106
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1 | Declassify the Board of Directors | For | For | Management |
| 2.1 | Elect Director Robert A. Fiddaman | For | For | Management |
| 2.2 | Elect Director Roger P. Kuppinger | For | For | Management |
| 2.3 | Elect Director Jeanne R. Myerson | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

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CAMDEN PROPERTY TRUST

Ticker: CPT Security ID: 133131102
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Richard J. Campo | For | Withhold | Management |
| 1.2 | Elect Director William R. Cooper | For | Withhold | Management |
| 1.3 | Elect Director George A. Hrdlicka | For | For | Management |
| 1.4 | Elect Director Scott S. Ingraham | For | Withhold | Management |
| 1.5 | Elect Director Lewis A. Levey | For | For | Management |
| 1.6 | Elect Director D. Keith Oden | For | Withhold | Management |
| 1.7 | Elect Director F. Gardner Parker | For | For | Management |
| 1.8 | Elect Director Steven A. Webster | For | Withhold | Management |

CATERPILLAR INC.

Ticker: CAT Security ID: 149123101
 Meeting Date: APR 14, 2004 Meeting Type: Annual
 Record Date: FEB 17, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director John T. Dillon | For | For | Management |
| 1.2 | Elect Director Juan Gallardo | For | For | Management |
| 1.3 | Elect Director William A. Osborn | For | For | Management |
| 1.4 | Elect Director Gordon R. Parker | For | For | Management |
| 1.5 | Elect Director Edward B. Rust, Jr. | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Against | For | Shareholder |
| 5 | Report on Equipment Sales to Israel | Against | Against | Shareholder |
| 6 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |

CHEVRONTEXACO CORP.

Ticker: CVX Security ID: 166764100
 Meeting Date: APR 28, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Samuel H. Armacost | For | For | Management |
| 1.2 | Elect Director Robert E. Denham | For | For | Management |
| 1.3 | Elect Director Robert J. Eaton | For | For | Management |
| 1.4 | Elect Director Sam Ginn | For | For | Management |
| 1.5 | Elect Director Carla Anderson Hills | For | For | Management |
| 1.6 | Elect Director Franklyn G. Jenifer | For | For | Management |
| 1.7 | Elect Director J. Bennett Johnston | For | For | Management |
| 1.8 | Elect Director Sam Nunn | For | For | Management |
| 1.9 | Elect Director David J. O'Reilly | For | For | Management |
| 1.10 | Elect Director Peter J. Robertson | For | For | Management |
| 1.11 | Elect Director Charles R. Shoemate | For | For | Management |

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| | | | | |
|------|---|---------|---------|-------------|
| 1.12 | Elect Director Carl Ware | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adopt Shareholder Rights Plan (Poison Pill) Policy | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |
| 6 | Report on Political Contributions/Activities | Against | Against | Shareholder |
| 7 | Require Affirmative Vote of a Majority of the Shares to Elect Directors | Against | Against | Shareholder |
| 8 | Report on Health and Environmental Initiatives in Ecuador | Against | Against | Shareholder |
| 9 | Report on Renewable Energy | Against | Against | Shareholder |

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 10, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director David L. Boren | For | For | Management |
| 1.2 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 1.3 | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1.4 | Elect Director Ruth R. Harkin | For | For | Management |
| 1.5 | Elect Director William R. Rhodes | For | For | Management |
| 1.6 | Elect Director J. Stapleton Roy | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Limit Executive Compensation | Against | Against | Shareholder |
| 5 | Limit Executive Compensation | Against | Against | Shareholder |
| 6 | Report on Drilling in the Arctic National Wildlife Refuge | Against | Against | Shareholder |

DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109
 Meeting Date: APR 23, 2004 Meeting Type: Annual
 Record Date: FEB 27, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Susan B. Allen | For | For | Management |
| 1.2 | Elect Director Peter W. Brown | For | For | Management |
| 1.3 | Elect Director Ronald J. Calise | For | For | Management |
| 1.4 | Elect Director Thos. E. Capps | For | For | Management |
| 1.5 | Elect Director George A. Davidson, Jr. | For | For | Management |
| 1.6 | Elect Director John W. Harris | For | For | Management |
| 1.7 | Elect Director Robert S. Jepson, Jr. | For | For | Management |
| 1.8 | Elect Director Benjamin J. Lambert, III | For | For | Management |
| 1.9 | Elect Director Richard L. Leatherwood | For | For | Management |
| 1.10 | Elect Director Margaret A. McKenna | For | For | Management |
| 1.11 | Elect Director Kenneth A. Randall | For | For | Management |
| 1.12 | Elect Director Frank S. Royal | For | For | Management |
| 1.13 | Elect Director S. Dallas Simmons | For | For | Management |
| 1.14 | Elect Director Robert H. Spilman | For | For | Management |

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| | | | | | |
|------|--------|--------------------------------|---------|---------|-------------|
| 1.15 | Elect | Director David A. Wollard | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |
| 3 | Submit | Executive Compensation to Vote | Against | Against | Shareholder |

DOW CHEMICAL COMPANY, THE

Ticker: DOW Security ID: 260543103
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Arnold A. Allemang | For | For | Management |
| 1.2 | Elect Director John C. Danforth | For | For | Management |
| 1.3 | Elect Director Jeff M. Fetting | For | For | Management |
| 1.4 | Elect Director Andrew N. Liveris | For | For | Management |
| 1.5 | Elect Director James M. Ringler | For | For | Management |
| 1.6 | Elect Director William S. Stavropoulos | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |
| 4 | Report on Social Initiatives in Bhopal | Against | Against | Shareholder |

DUKE REALTY CORPORATION

Ticker: DRE Security ID: 264411505
 Meeting Date: APR 28, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Barrington H. Branch | For | For | Management |
| 1.2 | Elect Director Gary A. Burk | For | For | Management |
| 1.3 | Elect Director Geoffrey Button | For | For | Management |
| 1.4 | Elect Director William Cavanaugh III | For | For | Management |
| 1.5 | Elect Director Ngaire E. Cuneo | For | For | Management |
| 1.6 | Elect Director Charles R. Eitel | For | For | Management |
| 1.7 | Elect Director Thomas L. Hefner | For | For | Management |
| 1.8 | Elect Director L. Ben Lytle | For | For | Management |
| 1.9 | Elect Director William O. McCoy | For | For | Management |
| 1.10 | Elect Director John W. Nolley, Jr. | For | For | Management |
| 1.11 | Elect Director Dennis D. Oklak | For | For | Management |
| 1.12 | Elect Director James E. Rogers | For | For | Management |
| 1.13 | Elect Director Jack R. Shaw | For | For | Management |
| 1.14 | Elect Director Robert J. Woodward, Jr. | For | For | Management |
| 1.15 | Elect Director Darell E. Zink, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Separate Chairman and CEO Positions | Against | For | Shareholder |

EMERSON ELECTRIC CO.

Ticker: EMR Security ID: 291011104
 Meeting Date: FEB 3, 2004 Meeting Type: Annual
 Record Date: NOV 24, 2003

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

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| | | | | |
|-----|--|-----|-----|------------|
| 1.1 | Elect Director C. Fernandez G. | For | For | Management |
| 1.2 | Elect Director C.F. Knight | For | For | Management |
| 1.3 | Elect Director G.A. Lodge | For | For | Management |
| 1.4 | Elect Director R.L. Ridgway | For | For | Management |
| 1.5 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

EQUITY OFFICE PROPERTIES TRUST

Ticker: EOP Security ID: 294741103
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Thomas E. Dobrowski | For | For | Management |
| 1.2 | Elect Director William M. Goodyear | For | For | Management |
| 1.3 | Elect Director James D. Harper, Jr. | For | For | Management |
| 1.4 | Elect Director Richard D. Kincaid | For | For | Management |
| 1.5 | Elect Director David K. Mckown | For | For | Management |
| 1.6 | Elect Director Sheli Z. Rosenberg | For | For | Management |
| 1.7 | Elect Director Edwin N. Sidman | For | For | Management |
| 1.8 | Elect Director J. H.W.R. Van Der Vlist | For | For | Management |
| 1.9 | Elect Director Samuel Zell | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

EXXON MOBIL CORP.

Ticker: XOM Security ID: 30231G102
 Meeting Date: MAY 26, 2004 Meeting Type: Annual
 Record Date: APR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Michael J. Boskin | For | For | Management |
| 1.2 | Elect Director James R. Houghton | For | For | Management |
| 1.3 | Elect Director William R. Howell | For | For | Management |
| 1.4 | Elect Director Reatha Clark King | For | For | Management |
| 1.5 | Elect Director Philip E. Lippincott | For | For | Management |
| 1.6 | Elect Director Harry J. Longwell | For | For | Management |
| 1.7 | Elect Director Henry A. McKinnell, Jr. | For | For | Management |
| 1.8 | Elect Director Marilyn Carlson Nelson | For | For | Management |
| 1.9 | Elect Director Lee R. Raymond | For | For | Management |
| 1.10 | Elect Director Walter V. Shipley | For | For | Management |
| 1.11 | Elect Director Rex W. Tillerson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Non-Employee Director Restricted Stock Plan | For | For | Management |
| 4 | Affirm Political Nonpartisanship | Against | Against | Shareholder |
| 5 | Report on Political Contributions/Activities | Against | Against | Shareholder |
| 6 | Report on Equatorial Guinea | Against | Against | Shareholder |
| 7 | Separate Chairman and CEO Positions | Against | For | Shareholder |
| 8 | Prohibit Awards to Executives | Against | Against | Shareholder |
| 9 | Report on Stock Option Distribution by Race and Gender | Against | Against | Shareholder |
| 10 | Amend EEO Statement to Include Reference | Against | For | Shareholder |

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11 to Sexual Orientation
 Report on Climate Change Research Against Against Shareholder

FPL GROUP, INC.

Ticker: FPL Security ID: 302571104
 Meeting Date: MAY 21, 2004 Meeting Type: Annual
 Record Date: MAR 16, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director H. Jesse Arnelle | For | For | Management |
| 1.2 | Elect Director Sherry S. Barrat | For | For | Management |
| 1.3 | Elect Director Robert M. Beall, Ii | For | For | Management |
| 1.4 | Elect Director J. Hyatt Brown | For | For | Management |
| 1.5 | Elect Director James L. Camaren | For | For | Management |
| 1.6 | Elect Director Lewis Hay III | For | For | Management |
| 1.7 | Elect Director Frederic V. Malek | For | For | Management |
| 1.8 | Elect Director Michael H. Thaman | For | For | Management |
| 1.9 | Elect Director Paul R. Tregurtha | For | For | Management |
| 1.10 | Elect Director Frank G. Zarb | 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 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 6 | Increase Authorized Common Stock | For | For | Management |

FRIEDMAN, BILLINGS, RAMSEY, GROUP, INC.

Ticker: FBR Security ID: 358434108
 Meeting Date: MAY 19, 2004 Meeting Type: Annual
 Record Date: APR 23, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Emanuel J. Friedman | For | For | Management |
| 1.2 | Elect Director Eric F. Billings | For | For | Management |
| 1.3 | Elect Director W. Russell Ramsey | For | For | Management |
| 1.4 | Elect Director Daniel J. Altobello | For | For | Management |
| 1.5 | Elect Director Peter A. Gallagher | For | For | Management |
| 1.6 | Elect Director Stephen D. Harlan | For | For | Management |
| 1.7 | Elect Director Russell C. Lindner | For | For | Management |
| 1.8 | Elect Director Wallace L. Timmeny | For | Withhold | Management |
| 1.9 | Elect Director John T. Wall | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

GANNETT CO., INC.

Ticker: GCI Security ID: 364730101
 Meeting Date: MAY 4, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James A. Johnson | For | For | Management |

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| | | | | | |
|-----|--------|----------------------------------|---------|---------|-------------|
| 1.2 | Elect | Director Douglas H. McCorkindale | For | For | Management |
| 1.3 | Elect | Director Stephen P. Munn | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |
| 3 | Amend | Omnibus Stock Plan | For | For | Management |
| 4 | Limit | Executive Compensation | Against | Against | Shareholder |

GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103
 Meeting Date: APR 28, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director James I. Cash, Jr. | For | For | Management |
| 1.2 | Elect Director Dennis D. Dammerman | 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 Kenneth G. Langone | 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 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 5 | Eliminate Animal Testing | Against | Against | Shareholder |
| 6 | Report on Nuclear Fuel Storage Risks | Against | Against | Shareholder |
| 7 | Report on PCB Clean-up | Against | Against | Shareholder |
| 8 | Report on Foreign Outsourcing | Against | Against | Shareholder |
| 9 | Prepare Sustainability Report | Against | Against | Shareholder |
| 10 | Limit Composition of Management | Against | Against | Shareholder |
| | Development and Compensation Committee to | | | |
| | Independent Directors | | | |
| 11 | Report on Pay Disparity | Against | Against | Shareholder |
| 12 | Limit Awards to Executives | Against | Against | Shareholder |
| 13 | Limit Board Service for Other Companies | Against | For | Shareholder |
| 14 | Separate Chairman and CEO Positions | Against | Against | Shareholder |
| 15 | Hire Advisor/Maximize Shareholder Value | Against | Against | Shareholder |
| 16 | Adopt a Retention Ratio for Executives | Against | Against | Shareholder |
| | and Directors | | | |
| 17 | Require 70% to 80% Independent Board | Against | Against | Shareholder |
| 18 | Report on Political | Against | Against | Shareholder |
| | Contributions/Activities | | | |

GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 17, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John Bucksbaum | For | For | Management |
| 1.2 | Elect Director Alan Cohen | For | For | Management |
| 1.3 | Elect Director Anthony Downs | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107
 Meeting Date: NOV 20, 2003 Meeting Type: Special
 Record Date: OCT 20, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Approve Increase in Common Stock and a Stock Split | For | For | Management |

GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104
 Meeting Date: SEP 22, 2003 Meeting Type: Annual
 Record Date: JUL 24, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Stephen R. Demeritt | For | For | Management |
| 1.2 | Elect Director Livio D. DeSimone | For | For | Management |
| 1.3 | Elect Director William T. Esrey | For | For | Management |
| 1.4 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 1.5 | Elect Director Judith Richards Hope | For | For | Management |
| 1.6 | Elect Director Robert L. Johnson | For | For | Management |
| 1.7 | Elect Director John M. Keenan | For | For | Management |
| 1.8 | Elect Director Heidi G. Miller | For | For | Management |
| 1.9 | Elect Director Hilda Ochoa-Brillembourg | For | For | Management |
| 1.10 | Elect Director Stephen W. Sanger | For | For | Management |
| 1.11 | Elect Director A. Michael Spence | For | For | Management |
| 1.12 | Elect Director Dorothy A. Terrell | For | For | Management |
| 1.13 | Elect Director Raymond G. Viault | For | For | Management |
| 1.14 | Elect Director Paul S. Walsh | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |

GENERAL MOTORS CORP.

Ticker: GM Security ID: 370442105
 Meeting Date: JUN 2, 2004 Meeting Type: Annual
 Record Date: APR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Percy N. Barnevik | For | For | Management |
| 1.2 | Elect Director John H. Bryan | For | For | Management |
| 1.3 | Elect Director Armando M. Codina | For | For | Management |
| 1.4 | Elect Director George M.C. Fisher | For | For | Management |
| 1.5 | Elect Director Karen Katen | For | For | Management |
| 1.6 | Elect Director Kent Kresa | For | For | Management |

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| | | | | | |
|------|-----------|---|---------|---------|-------------|
| 1.7 | Elect | Director Alan G. Lafley | For | For | Management |
| 1.8 | Elect | Director Philip A. Laskawy | For | For | Management |
| 1.9 | Elect | Director E.Stanley O'Neal | For | For | Management |
| 1.10 | Elect | Director Eckhard Pfeiffer | For | For | Management |
| 1.11 | Elect | Director G.Richard Wagoner, Jr. | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |
| 3 | Prohibit | Awards to Executives | Against | Against | Shareholder |
| 4 | Prohibit | Awards to Executives | Against | Against | Shareholder |
| 5 | Separate | Chairman and CEO Positions | Against | Against | Shareholder |
| 6 | Limit | Composition of Committees to Independent Directors | Against | Against | Shareholder |
| 7 | Report | on Greenhouse Gas Emissions | Against | Against | Shareholder |
| 8 | Submit | Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For | Shareholder |
| 9 | Establish | Executive and Director Stock Ownership Guidelines | Against | Against | Shareholder |

GLADSTONE CAPITAL CORP.

Ticker: GLAD Security ID: 376535100
 Meeting Date: FEB 18, 2004 Meeting Type: Annual
 Record Date: DEC 22, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David Gladstone | For | For | Management |
| 1.2 | Elect Director Paul Adelgren | For | For | Management |
| 1.3 | Elect Director John Outland | For | Withhold | Management |
| 2 | Approve Investment Advisory Agreement | For | For | Management |

GOODRICH CORPORATION

Ticker: GR Security ID: 382388106
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: MAR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Diane C. Creel | For | For | Management |
| 1.2 | Elect Director George A. Davidson, Jr. | For | For | Management |
| 1.3 | Elect Director Harris E. DeLoach, Jr. | For | For | Management |
| 1.4 | Elect Director James J. Glasser | For | For | Management |
| 1.5 | Elect Director James W. Griffith | For | For | Management |
| 1.6 | Elect Director William R. Holland | For | For | Management |
| 1.7 | Elect Director Marshall O. Larsen | For | For | Management |
| 1.8 | Elect Director Douglas E. Olesen | For | For | Management |
| 1.9 | Elect Director Alfred M. Rankin, Jr. | For | For | Management |
| 1.10 | Elect Director James R. Wilson | For | For | Management |
| 1.11 | Elect Director A. Thomas Young | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103
 Meeting Date: SEP 12, 2003 Meeting Type: Annual

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Record Date: JUL 18, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director William R. Johnson | For | For | Management |
| 1.2 | Elect Director Charles E. Bunch | For | For | Management |
| 1.3 | Elect Director Mary C. Choksi | For | For | Management |
| 1.4 | Elect Director Leonard S. Coleman, Jr. | For | For | Management |
| 1.5 | Elect Director Peter H. Coors | For | For | Management |
| 1.6 | Elect Director Edith E. Holiday | For | For | Management |
| 1.7 | Elect Director Candace Kendle | For | For | Management |
| 1.8 | Elect Director Dean R. O'Hare | For | For | Management |
| 1.9 | Elect Director Lynn C. Swann | For | For | Management |
| 1.10 | Elect Director Thomas J. Usher | For | For | Management |
| 1.11 | Elect Director James M. Zimmerman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

INTEL CORP.

Ticker: INTC Security ID: 458140100

Meeting Date: MAY 19, 2004 Meeting Type: Annual

Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Craig R. Barrett | For | For | Management |
| 1.2 | Elect Director Charlene Barshefsky | For | For | Management |
| 1.3 | Elect Director E. John P. Browne | For | For | Management |
| 1.4 | Elect Director Andrew S. Grove | For | For | Management |
| 1.5 | Elect Director D. James Guzy | For | Withhold | Management |
| 1.6 | Elect Director Reed E. Hundt | For | For | Management |
| 1.7 | Elect Director Paul S. Otellini | For | For | Management |
| 1.8 | Elect Director David S. Pottruck | For | For | Management |
| 1.9 | Elect Director Jane E. Shaw | For | For | Management |
| 1.10 | Elect Director John L. Thornton | For | For | Management |
| 1.11 | Elect Director David B. Yoffie | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Expense Stock Options | Against | For | Shareholder |
| 5 | Limit/Prohibit Awards to Executives | Against | For | Shareholder |
| 6 | Performance- Based/Indexed Options | Against | For | Shareholder |

INTERNATIONAL PAPER CO.

Ticker: IP Security ID: 460146103

Meeting Date: MAY 11, 2004 Meeting Type: Annual

Record Date: MAR 17, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Martha F. Brooks | For | For | Management |
| 1.2 | Elect Director James A. Henderson | For | For | Management |
| 1.3 | Elect Director Robert D. Kennedy | For | For | Management |
| 1.4 | Elect Director W. Craig McClelland | For | Withhold | Management |
| 1.5 | Elect Director Robert M. Amen | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Limit Executive Compensation | Against | Against | Shareholder |

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 JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 25, 2004 Meeting Type: Annual
 Record Date: APR 2, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2.1 | Elect Director Hans W. Becherer | For | For | Management |
| 2.2 | Elect Director Frank A. Bennack, Jr. | For | For | Management |
| 2.3 | Elect Director John H. Biggs | For | For | Management |
| 2.4 | Elect Director Lawrence A. Bossidy | For | For | Management |
| 2.5 | Elect Director Ellen V. Futter | For | For | Management |
| 2.6 | Elect Director William H. Gray, III | For | For | Management |
| 2.7 | Elect Director William B. Harrison, Jr | For | For | Management |
| 2.8 | Elect Director Helene L. Kaplan | For | For | Management |
| 2.9 | Elect Director Lee R. Raymond | For | For | Management |
| 2.10 | Elect Director John R. Stafford | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 5 | Adjourn Meeting | For | Against | Management |
| 6 | Establish Term Limits for Directors | Against | Against | Shareholder |
| 7 | Charitable Contributions | Against | Against | Shareholder |
| 8 | Political Contributions | Against | Against | Shareholder |
| 9 | Separate Chairman and CEO Positions | Against | For | Shareholder |
| 10 | Provide Adequate Disclosure for over the counter Derivatives | Against | Against | Shareholder |
| 11 | Auditor Independence | Against | Against | Shareholder |
| 12 | Submit Non-Employee Director Compensation to Vote | Against | Against | Shareholder |
| 13 | Report on Pay Disparity | Against | Against | Shareholder |

 KELLOGG CO.

Ticker: K Security ID: 487836108
 Meeting Date: APR 23, 2004 Meeting Type: Annual
 Record Date: MAR 4, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Benjamin S. Carson, Sr. | For | For | Management |
| 1.2 | Elect Director Gordon Gund | For | For | Management |
| 1.3 | Elect Director Dorothy A. Johnson | For | For | Management |
| 1.4 | Elect Director Ann McLaughlin Korologos | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Genetically Modified Organisms (GMO) | Against | Against | Shareholder |

 KERR-MCGEE CORP.

Ticker: KMG Security ID: 492386107
 Meeting Date: MAY 11, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William E. Bradford | For | For | Management |
| 1.2 | Elect Director Luke R. Corbett | For | For | Management |
| 1.3 | Elect Director David C Genever-Watling | For | For | Management |
| 1.4 | Elect Director Farah M. Walters | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Establishment of an Office of the Board of Directors | Against | For | Shareholder |

KERR-MCGEE CORP.

Ticker: KMG Security ID: 492386107
 Meeting Date: JUN 25, 2004 Meeting Type: Special
 Record Date: MAY 20, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |

KEYCORP

Ticker: KEY Security ID: 493267108
 Meeting Date: MAY 13, 2004 Meeting Type: Annual
 Record Date: MAR 16, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Alexander M. Cutler | For | For | Management |
| 1.2 | Elect Director Douglas J. McGregor | For | For | Management |
| 1.3 | Elect Director Eduardo R. Menasce | For | For | Management |
| 1.4 | Elect Director Henry L. Meyer III | For | For | Management |
| 1.5 | Elect Director Peter G. Ten Eyck, II | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

LIBERTY PROPERTY TRUST

Ticker: LRY Security ID: 531172104
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 7, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee M. Leanne Lachman | For | For | Management |
| 1.2 | Elect Trustee J. Anthony Hayden | For | For | Management |
| 2 | Amend Stock Ownership Limitations | For | For | Management |
| 3 | Amend Articles | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

MELLON FINANCIAL CORP.

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Ticker: MEL Security ID: 58551A108
 Meeting Date: APR 20, 2004 Meeting Type: Annual
 Record Date: FEB 6, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jared L. Cohon | For | For | Management |
| 1.2 | Elect Director Ira J. Gumberg | For | For | Management |
| 1.3 | Elect Director Martin G. Mcguinn | For | For | Management |
| 1.4 | Elect Director David S. Shapira | For | For | Management |
| 1.5 | Elect Director John P. Surma | For | For | Management |
| 1.6 | Elect Director Edward J. Mcaniff | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

MERCK & CO., INC.

Ticker: MRK Security ID: 589331107
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: FEB 24, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Peter C. Wendell | For | For | Management |
| 1.2 | Elect Director William G. Bowen | For | For | Management |
| 1.3 | Elect Director William M. Daley | For | For | Management |
| 1.4 | Elect Director Thomas E. Shenk | For | For | Management |
| 1.5 | Elect Director Wendell P. Weeks | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | For | For | Management |
| 4 | Prohibit Awards to Executives | Against | Against | Shareholder |
| 5 | Develop Ethical Criteria for Patent Extension | Against | Against | Shareholder |
| 6 | Link Executive Compensation to Social Issues | Against | Against | Shareholder |
| 7 | Report on Political Contributions | Against | Against | Shareholder |
| 8 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |

MORGAN STANLEY

Ticker: MWD Security ID: 617446448
 Meeting Date: APR 20, 2004 Meeting Type: Annual
 Record Date: FEB 20, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director John W. Madigan | For | Withhold | Management |
| 1.2 | Elect Director Dr. Klaus Zumwinkel | For | For | Management |
| 1.3 | Elect Director Sir Howard Davies | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Declassify the Board of Directors | Against | For | Shareholder |
| 4 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For | Shareholder |
| 5 | Report on Political Contributions/Activities | Against | Against | Shareholder |

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PAN PACIFIC RETAIL PROPERTIES, INC.

Ticker: PNP Security ID: 69806L104
 Meeting Date: MAY 6, 2004 Meeting Type: Annual
 Record Date: MAR 5, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director David P. Zimel | For | For | Management |
| 2 | Declassify the Board of Directors | For | For | Management |
| 3 | Amend Articles to Increase Ownership Limits of Common Stock | For | For | Management |

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

| # | 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 Ray L. Hunt | For | For | Management |
| 1.4 | Elect Director Arthur C. Martinez | For | For | Management |
| 1.5 | Elect Director Indra K. Nooyi | For | For | Management |
| 1.6 | Elect Director Franklin D. Raines | For | For | Management |
| 1.7 | Elect Director Steven S. Reinemund | For | For | Management |
| 1.8 | Elect Director Sharon Percy Rockefeller | For | For | Management |
| 1.9 | Elect Director James J. Schiro | For | For | Management |
| 1.10 | Elect Director Franklin A. Thomas | For | For | Management |
| 1.11 | Elect Director Cynthia M. Trudell | For | For | Management |
| 1.12 | Elect Director Solomon D. Trujillo | For | For | Management |
| 1.13 | Elect Director Daniel Vasella | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 4 | Report on Political Contributions/Activities | Against | Against | Shareholder |
| 5 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |

PETROLEUM GEO-SERVICES ASA

Ticker: PGOGY Security ID: 716599105
 Meeting Date: JUN 30, 2004 Meeting Type: Annual
 Record Date: MAY 26, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | APPROVAL OF THE ELECTION OF ONE PERSON TO COUNTERSIGN THE MINUTES. | For | For | Management |
| 2 | APPROVAL OF THE AUDITORS FEE FOR 2003. | For | For | Management |
| 3 | APPROVAL OF THE BOARD MEMBERS FEE FOR 2003. | For | For | Management |
| 4 | APPROVAL OF THE PRINCIPLES FOR THE MEMBERS OF THE BOARD OF DIRECTORS FEE FOR THE PERIOD OCTOBER 16, 2003 TO OCTOBER 16, 2005. | For | For | Management |

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5 APPROVAL OF THE INDEMNIFICATION OF BOARD MEMBERS. For For Management

PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 22, 2004 Meeting Type: Annual
 Record Date: FEB 27, 2004

| # | 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 |
| 1.8 | Elect Director Stanley O. Ikenberry | For | For | Management |
| 1.9 | Elect Director George A. Lorch | For | For | Management |
| 1.10 | Elect Director Henry A. Mckinnell | For | For | Management |
| 1.11 | Elect Director Dana G. Mead | For | For | Management |
| 1.12 | Elect Director Franklin D. Raines | For | For | Management |
| 1.13 | Elect Director Ruth J. Simmons | For | For | Management |
| 1.14 | Elect Director William C. Steere, Jr. | For | For | Management |
| 1.15 | Elect Director Jean-Paul Valles | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic | Against | Against | Shareholder |
| 5 | Cease Political Contributions/Activities | Against | Against | Shareholder |
| 6 | Report on Political Contributions/Activities | Against | Against | Shareholder |
| 7 | Establish Term Limits for Directors | Against | Against | Shareholder |
| 8 | Report on Drug Pricing | Against | Against | Shareholder |
| 9 | Limit Awards to Executives | Against | Against | Shareholder |
| 10 | Amend Animal Testing Policy | Against | Against | Shareholder |

PITNEY BOWES INC.

Ticker: PBI Security ID: 724479100
 Meeting Date: MAY 10, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Linda G. Alvarado | For | For | Management |
| 1.2 | Elect Director Ernie Green | For | For | Management |
| 1.3 | Elect Director John S. McFarlane | For | For | Management |
| 1.4 | Elect Director Eduardo R. Menasce | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Political Contributions/Activities | Against | Against | Shareholder |

PRENTISS PROPERTIES TRUST

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Ticker: PP Security ID: 740706106
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Dr. L. M. Riggs, Jr. | For | For | Management |
| 1.2 | Elect Director Ronald G. Steinhart | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 14, 2003 Meeting Type: Annual
 Record Date: AUG 1, 2003

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Norman R. Augustine | For | For | Management |
| 1.2 | Elect Director A.G. Lafley | For | For | Management |
| 1.3 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 1.4 | Elect Director John F. Smith, Jr. | For | For | Management |
| 1.5 | Elect Director Margaret C. Whitman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Non-Employee Director Omnibus Stock Plan | For | Against | Management |
| 4 | Declassify the Board of Directors | Against | For | Shareholder |
| 5 | Label Genetically Engineered Foods | Against | Against | Shareholder |

RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202
 Meeting Date: JUN 10, 2004 Meeting Type: Annual
 Record Date: APR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Trustee Joel D. Gershenson | For | For | Management |
| 1.2 | Elect Trustee Dennis E. Gershenson | For | For | Management |
| 1.3 | Elect Trustee Robert A. Meister | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

RECKSON ASSOCIATES REALTY CORP.

Ticker: RA Security ID: 75621K106
 Meeting Date: JUN 2, 2004 Meeting Type: Annual
 Record Date: MAR 22, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1 | Declassify the Board of Directors | For | For | Management |
| 2 | Amend Stock Ownership Limitations | For | For | Management |
| 3.1 | Elect Director Peter Quick | For | For | Management |
| 3.2 | Elect Director Stanley Steinberg | For | Withhold | Management |

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| | | | | | | |
|-----|--------|----------|--------------------|-----|----------|------------|
| 3.3 | Elect | Director | John Ruffle | For | For | Management |
| 3.4 | Elect | Director | Elizabeth McCaul | For | For | Management |
| 3.5 | Elect | Director | Douglas Crocker II | For | For | Management |
| 3.6 | Elect | Director | Scott H. Rechler | For | For | Management |
| 3.7 | Elect | Director | Donald J. Rechler | For | For | Management |
| 3.8 | Elect | Director | Lewis S. Ranieri | For | Withhold | Management |
| 3.9 | Elect | Director | Ronald H. Menaker | For | For | Management |
| 4 | Ratify | Auditors | | For | For | Management |

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109
 Meeting Date: MAY 5, 2004 Meeting Type: Annual
 Record Date: MAR 8, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Birch Bayh | For | For | Management |
| 1.2 | Elect Director Melvyn E. Bergstein | For | For | Management |
| 1.3 | Elect Director Linda Walker Bynoe | For | For | Management |
| 1.4 | Elect Director Karen N. Horn | For | For | Management |
| 1.5 | Elect Director G. William Miller | For | For | Management |
| 1.6 | Elect Director J. Albert Smith, Jr. | For | For | Management |
| 1.7 | Elect Director Pieter S. van den Berg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Separate Chairman and CEO Positions | Against | For | Shareholder |

STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Ticker: HOT Security ID: 85590A203
 Meeting Date: MAY 7, 2004 Meeting Type: Annual
 Record Date: MAR 19, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Eric Hippeau | For | For | Management |
| 1.2 | Elect Director Daniel Yih | For | For | Management |
| 1.3 | Elect Director Kneeland Youngblood | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Declassify the Board of Directors | For | For | Management |

SUN COMMUNITIES, INC.

Ticker: SUI Security ID: 866674104
 Meeting Date: MAY 20, 2004 Meeting Type: Annual
 Record Date: APR 9, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Clunet R. Lewis | For | For | Management |
| 1.2 | Elect Director Arthur A. Weiss | For | For | Management |
| 2 | Approve Non-Employee Director Stock Option Plan | For | For | Management |

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TENET HEALTHCARE CORP.

Ticker: THC Security ID: 88033G100
 Meeting Date: MAY 6, 2004 Meeting Type: Annual
 Record Date: MAR 11, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Trevor Fetter | For | For | Management |
| 1.2 | Elect Director Van B. Honeycutt | For | For | Management |
| 1.3 | Elect Director John C. Kane | For | For | Management |
| 1.4 | Elect Director Edward A. Kangas | For | For | Management |
| 1.5 | Elect Director J. Robert Kerrey | For | For | Management |
| 1.6 | Elect Director Richard R. Pettingill | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

UNION PACIFIC CORP.

Ticker: UNP Security ID: 907818108
 Meeting Date: APR 16, 2004 Meeting Type: Annual
 Record Date: FEB 6, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director P.F. Anschutz | For | For | Management |
| 1.2 | Elect Director R.K. Davidson | For | For | Management |
| 1.3 | Elect Director T.J. Donohue | For | For | Management |
| 1.4 | Elect Director A.W. Dunham | For | For | Management |
| 1.5 | Elect Director S.F. Eccles | For | For | Management |
| 1.6 | Elect Director I.J. Evans | For | For | Management |
| 1.7 | Elect Director J.R. Hope | For | For | Management |
| 1.8 | Elect Director M.W. Mcconnell | For | For | Management |
| 1.9 | Elect Director S.R. Rogel | For | For | Management |
| 1.10 | Elect Director E. Zedillo | For | For | Management |
| 2 | Approve Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Limit Executive Compensation | Against | Against | Shareholder |
| 5 | Report on Political Contributions/Activities | Against | Against | Shareholder |

VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104
 Meeting Date: APR 28, 2004 Meeting Type: Annual
 Record Date: MAR 1, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James R. Barker | For | For | Management |
| 1.2 | Elect Director Richard L. Carrion | For | For | Management |
| 1.3 | Elect Director Robert W. Lane | For | For | Management |
| 1.4 | Elect Director Sandra O. Moose | For | For | Management |
| 1.5 | Elect Director Joseph Neubauer | For | For | Management |
| 1.6 | Elect Director Thomas H. O'Brien | For | For | Management |
| 1.7 | Elect Director Hugh B. Price | For | For | Management |
| 1.8 | Elect Director Ivan G. Seidenberg | For | For | Management |
| 1.9 | Elect Director Walter V. Shipley | For | For | Management |

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| | | | | | |
|------|--|---------------------------|---------|---------|-------------|
| 1.10 | Elect | Director John R. Stafford | For | For | Management |
| 1.11 | Elect | Director Robert D. Storey | For | For | Management |
| 2 | Ratify | Auditors | For | For | Management |
| 3 | Restore or Provide for Cumulative Voting | | Against | For | Shareholder |
| 4 | Require Majority of Independent Directors on Board | | Against | Against | Shareholder |
| 5 | Separate Chairman and CEO Positions | | Against | For | Shareholder |
| 6 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | | Against | Against | Shareholder |
| 7 | Submit Executive Compensation to Vote | | Against | For | Shareholder |
| 8 | Prohibit Awards to Executives | | Against | Against | Shareholder |
| 9 | Report on Stock Option Distribution by Race and Gender | | Against | Against | Shareholder |
| 10 | Report on Political Contributions/Activities | | Against | Against | Shareholder |
| 11 | Cease Charitable Contributions | | Against | Against | Shareholder |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 27, 2004 Meeting Type: Annual
 Record Date: MAR 9, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director J.A. Blanchard III | 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 Reatha Clark King | For | For | Management |
| 1.6 | Elect Director Richard M. Kovacevich | For | For | Management |
| 1.7 | Elect Director Richard D. McCormick | For | For | Management |
| 1.8 | Elect Director Cynthia H. Milligan | For | For | Management |
| 1.9 | Elect Director Philip J. Quigley | For | For | Management |
| 1.10 | Elect Director Donald B. Rice | For | Withhold | Management |
| 1.11 | Elect Director Judith M. Runstad | For | Withhold | 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 | Approve Retirement Plan | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Expense Stock Options | Against | For | Shareholder |
| 5 | Limit Executive Compensation | Against | Against | Shareholder |
| 6 | Link Executive Compensation to Social Issues | Against | Against | Shareholder |
| 7 | Report on Political Contributions/Activities | Against | Against | Shareholder |

WEYERHAEUSER CO.

Ticker: WY Security ID: 962166104
 Meeting Date: APR 13, 2004 Meeting Type: Annual
 Record Date: FEB 20, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steven R. Rogel | For | For | Management |
| 1.2 | Elect Director William D. Ruckelshaus | For | For | Management |

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| | | | | | |
|-----|------------|--|---------|---------|-------------|
| 1.3 | Elect | Director Richard H. Sinkfield | For | For | Management |
| 1.4 | Elect | Director James N. Sullivan | For | For | Management |
| 2 | Approve | Omnibus Stock Plan | For | For | Management |
| 3 | Declassify | the Board of Directors | Against | For | Management |
| 4 | Expense | Stock Options | Against | For | Shareholder |
| 5 | Implement | Restricted Share Executive Compensation Plan | Against | For | Shareholder |
| 6 | Report | on Greenhouse Gas Emissions | Against | Against | Shareholder |
| 7 | Develop | Policy Regarding Old Growth Forests | Against | Against | Shareholder |
| 8 | Ratify | Auditors | For | For | Management |

WYETH

Ticker: WYE Security ID: 983024100
 Meeting Date: APR 22, 2004 Meeting Type: Annual
 Record Date: MAR 12, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Clifford L. Alexander, Jr. | For | For | Management |
| 1.2 | Elect Director Frank A. Bennack, Jr. | For | For | Management |
| 1.3 | Elect Director Richard L. Carrion | For | For | Management |
| 1.4 | Elect Director Robert Essner | For | For | Management |
| 1.5 | Elect Director John D. Feerick | For | For | Management |
| 1.6 | Elect Director Robert Langer | For | For | Management |
| 1.7 | Elect Director John P. Mascotte | For | For | Management |
| 1.8 | Elect Director Mary Lake Polan | For | For | Management |
| 1.9 | Elect Director Ivan G. Seidenberg | For | For | Management |
| 1.10 | Elect Director Walter V. Shipley | For | For | Management |
| 1.11 | Elect Director John R. Torell III | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Report on Drug Pricing | Against | Against | Shareholder |
| 4 | Amend Animal Testing Policy | Against | Against | Shareholder |

XL CAPITAL LTD (FORMERLY EXEL LTD.)

Ticker: XL Security ID: G98255105
 Meeting Date: APR 30, 2004 Meeting Type: Annual
 Record Date: MAR 15, 2004

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John Loudon | For | For | Management |
| 1.2 | Elect Director Robert S. Parker | For | For | Management |
| 1.3 | Elect Director Alan Z. Senter | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

XM SATELLITE RADIO HOLDINGS INC.

Ticker: XMSR Security ID: 983759101
 Meeting Date: MAY 27, 2004 Meeting Type: Annual
 Record Date: APR 9, 2004

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gary M. Parsons | For | For | Management |
| 1.2 | Elect Director Hugh Panero | For | For | Management |
| 1.3 | Elect Director Nathaniel A. Davis | For | For | Management |
| 1.4 | Elect Director Thomas J. Donohue | For | For | Management |
| 1.5 | Elect Director Thomas G. Elliott | For | Withhold | Management |
| 1.6 | Elect Director George W. Haywood | For | For | Management |
| 1.7 | Elect Director Chester A. Huber, Jr. | For | For | Management |
| 1.8 | Elect Director Jarl Mohn | For | For | Management |
| 1.9 | Elect Director Pierce J. Roberts, Jr. | For | For | Management |
| 1.10 | Elect Director Jack Shaw | For | For | Management |

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SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.

By: Jude T. Driscoll

Name: Jude T. Driscoll
Title: Chairman/President/
Chief Executive Officer

Date: August 27, 2004