

WESTERN ASSET VARIABLE RATE STRATEGIC FUND INC.
Form N-PX
August 16, 2013

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

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FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-21609**

Western Asset Variable Rate Strategic Fund Inc.

(Exact name of registrant as specified in charter)

620 EIGHTH AVENUE,

49TH FLOOR,

NEW YORK, NEW YORK

(Address of principal executive offices)

10018

(Zip code)

Robert I. Frenkel, Esq.

100 First Stamford Place

Stamford, Connecticut 06902

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

Date of fiscal year end: **September 30**

Date of reporting period: **July 1, 2012- June 30, 2013**

Item 1. Proxy Voting Record

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

ICA File Number: 811-21609

Reporting Period: 07/01/2012 - 06/30/2013

Western Asset Variable Rate Strategic Fund Inc.

===== Western Asset Variable Rate Strategic Fund Inc. =====

DEEPOCEAN GROUP HOLDING BV

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: JUN 14, 2013 Meeting Type: ANNUAL

Record Date: JUN 14, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
2	Appointment of Bart H. Heijermans (CEO) as chairman of the AGM and appointment of the secretary of the AGM	FOR	FOR	Management
3	Apporval of the agenda of the meeting	FOR	FOR	Management

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4	Adoption of annual accounts 2012 and appropriation of profits	FOR	FOR	Management
5	Approval of annual report 2012 and granting discharge for the Board members for their management pursued over the financial year 2012	FOR	FOR	Management
6.A	Approval of remuneration of Board members for the period from 1 January 2013 up to 30 June 2013	FOR	FOR	Management
6.B	Approval of remuneration of Board members for the period from 1 July 2013 up to 30 June 2014	FOR	FOR	Management
7	Implementation of the one tier board - Amendments A, B and D of the amendment to the shareholders' agreement; amendment of the articles of association of the Company and appointment of representatives to have the amendments executed; appointment of execut	FOR	FOR	Management
8	Amendment C of the amendment to the Shareholders' Agreement	FOR	FOR	Management

NORTEK, INC.

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Ticker: NTK Security ID: 656559309

Meeting Date: MAY 09, 2013 Meeting Type: Annual

Record Date: MAR 15, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1..1	DIRECTOR-JOHN T. COLEMAN	For	For	Management
1..2	DIRECTOR-THOMAS A. KEENAN	For	For	Management
1..3	DIRECTOR-J. DAVID SMITH	For	For	Management
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	For	For	Management

REALOGY HOLDINGS CORP

Ticker: RLG Security ID: 75605Y106

Meeting Date: MAY 07, 2013 Meeting Type: ANNUAL

Record Date: MAR 14, 2013

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director	FOR	FOR	Management
1.2	Elect Director	FOR	FOR	Management
1.3	Elect Director	FOR	FOR	Management
2	Advisory vote to approve Realogy	FOR	FOR	Management

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Holdings executive comensation program

3 Ratifying the appointment of FOR FOR Management

Pricewaterhouse Coopers LLP

4 Advisory vote on the grequency of the FOR FOR Management

advisory vote on executive compensation

===== 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) Western Asset Variable Rate Strategic Fund Inc.

By (Signature and Title)* /s/ Kenneth D. Fuller
 Kenneth D. Fuller
 Chairman, President and Chief Executive Officer

Date August 16, 2013

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