

INTERMEDIATE MUNI FUND INC  
Form N-PX  
August 30, 2004

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**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: 811-6506

**Intermediate Municipal Fund, Inc.**

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(Exact name of registrant as specified in charter)

**125 BROAD STREET, NEW YORK, NEW YORK 10004**

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(Address of principal executive offices) (Zip code)

**Robert I. Frenkel, Esq.**

**300 First Stamford Place, 4<sup>th</sup> Floor**

**Stamford, Connecticut 06902**

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(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

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Date of fiscal year end: December 31

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

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**Item 1. Proxy Voting Record**

The Registrant did not hold any voting securities and accordingly did not vote any proxies during the reporting period.

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.

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Intermediate Municipal Fund, Inc.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer of

Intermediate Municipal Fund, Inc.

Date: August 30, 2004