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ZWEIG TOTAL RETURN FUND INC
Form N-PX
August 17, 2016

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: 07/01/2015 - 06/30/2016

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

ICA File Number: 811-05620
Reporting Period: 07/01/2015 - 06/30/2016
Zweig Total Return Fund Inc

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

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
Meeting Date: APR 29, 2016 Meeting Type: Annual
Record Date: MAR 02, 2016

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

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| | | | | |
|------|--|-----|-----|------------|
| 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 Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

ALASKA AIR GROUP, INC.

Ticker: ALK Security ID: 011659109
 Meeting Date: MAY 12, 2016 Meeting Type: Annual
 Record Date: MAR 18, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Patricia M. Bedient | For | For | Management |
| 1b | Elect Director Marion C. Blakey | For | For | Management |
| 1c | Elect Director Phyllis J. Campbell | For | For | Management |
| 1d | Elect Director Dhiren R. Fonseca | For | For | Management |
| 1e | Elect Director Jessie J. Knight, Jr. | For | For | Management |
| 1f | Elect Director Dennis F. Madsen | For | For | Management |
| 1g | Elect Director Helvi K. Sandvik | For | For | Management |
| 1h | Elect Director Katherine J. Savitt | For | For | Management |
| 1i | Elect Director J. Kenneth Thompson | For | For | Management |
| 1j | Elect Director Bradley D. Tilden | For | For | Management |
| 1k | Elect Director Eric K. Yeaman | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Ratify KPMG LLP as Auditors | For | For | Management |

ALCOA INC.

Ticker: AA Security ID: 013817101
 Meeting Date: MAY 06, 2016 Meeting Type: Annual
 Record Date: FEB 24, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Arthur D. Collins, Jr. | For | For | Management |
| 1.2 | Elect Director Sean O. Mahoney | For | For | Management |
| 1.3 | Elect Director Michael G. Morris | For | For | Management |
| 1.4 | Elect Director E. Stanley O'Neal | For | For | Management |
| 1.5 | Elect Director Carol L. Roberts | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as 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 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |

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ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
Meeting Date: MAY 19, 2016 Meeting Type: Annual
Record Date: MAR 28, 2016

| # | 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 |
| 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 PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Health Impacts of Additives and Chemicals in Products | Against | Against | Shareholder |
| 5 | Participate in OECD Mediation for Human Rights Violations | Against | Against | Shareholder |

ANALOG DEVICES, INC.

Ticker: ADI Security ID: 032654105
Meeting Date: MAR 09, 2016 Meeting Type: Annual
Record Date: JAN 08, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Ray Stata | For | For | Management |
| 1b | Elect Director Vincent T. Roche | For | For | Management |
| 1c | Elect Director Richard M. Beyer | For | For | Management |
| 1d | Elect Director James A. Champy | For | For | Management |
| 1e | Elect Director Bruce R. Evans | For | For | Management |
| 1f | Elect Director Edward H. Frank | For | For | Management |
| 1g | Elect Director John C. Hodgson | For | For | Management |
| 1h | Elect Director Neil Novich | For | For | Management |
| 1i | Elect Director Kenton J. Sicchitano | For | For | Management |
| 1j | Elect Director Lisa T. Su | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |

APPLE INC.

Ticker: AAPL Security ID: 037833100
Meeting Date: FEB 26, 2016 Meeting Type: Annual

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Record Date: DEC 28, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director James Bell | For | For | Management |
| 1.2 | Elect Director Tim Cook | For | For | Management |
| 1.3 | Elect Director Al Gore | For | For | Management |
| 1.4 | Elect Director Bob Iger | For | For | Management |
| 1.5 | Elect Director Andrea Jung | For | For | Management |
| 1.6 | Elect Director Art Levinson | For | For | Management |
| 1.7 | Elect Director Ron Sugar | For | For | Management |
| 1.8 | Elect Director Sue Wagner | For | For | Management |
| 2 | Ratify Ernst & Young LLP as 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 | Create Feasibility Plan for Net-Zero GHG Emissions, Including for Major Suppliers | Against | Against | Shareholder |
| 6 | Adopt Policy to Increase Diversity of Senior Management and Board of Directors | Against | Against | Shareholder |
| 7 | Report on Guidelines for Country Selection | Against | Against | Shareholder |
| 8 | Adopt Proxy Access Right | Against | For | Shareholder |

ARCHER-DANIELS-MIDLAND COMPANY

Ticker: ADM Security ID: 039483102
 Meeting Date: MAY 05, 2016 Meeting Type: Annual
 Record Date: MAR 10, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Alan L. Boeckmann | For | For | Management |
| 1.2 | Elect Director Mollie Hale Carter | For | For | Management |
| 1.3 | Elect Director Terrell K. Crews | For | For | Management |
| 1.4 | Elect Director Pierre Dufour | For | For | Management |
| 1.5 | Elect Director Donald E. Felsing | For | For | Management |
| 1.6 | Elect Director Juan R. Luciano | For | For | Management |
| 1.7 | Elect Director Antonio Maciel Neto | For | For | Management |
| 1.8 | Elect Director Patrick J. Moore | For | For | Management |
| 1.9 | Elect Director Francisco Sanchez | For | For | Management |
| 1.10 | Elect Director Debra A. Sandler | For | For | Management |
| 1.11 | Elect Director Daniel Shih | For | For | Management |
| 1.12 | Elect Director Kelvin R. Westbrook | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

AT&T INC.

Ticker: T Security ID: 00206R102
 Meeting Date: APR 29, 2016 Meeting Type: Annual
 Record Date: MAR 01, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Randall L. Stephenson | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.2 | Elect Director Samuel A. Di Piazza, Jr. | For | For | Management |
| 1.3 | Elect Director Richard W. Fisher | For | For | Management |
| 1.4 | Elect Director Scott T. Ford | For | For | Management |
| 1.5 | Elect Director Glenn H. Hutchins | For | For | Management |
| 1.6 | Elect Director William E. Kennard | For | For | Management |
| 1.7 | Elect Director Michael B. McCallister | For | For | Management |
| 1.8 | Elect Director Beth E. Mooney | For | For | Management |
| 1.9 | Elect Director Joyce M. Roche | For | For | Management |
| 1.10 | Elect Director Matthew K. Rose | For | For | Management |
| 1.11 | Elect Director Cynthia B. Taylor | For | For | Management |
| 1.12 | Elect Director Laura D'Andrea Tyson | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Report on Indirect Political Contributions | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 7 | Require Independent Board Chairman | Against | Against | Shareholder |

BECTON, DICKINSON AND COMPANY

Ticker: BDX Security ID: 075887109
Meeting Date: JAN 26, 2016 Meeting Type: Annual
Record Date: DEC 04, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Basil L. Anderson | For | For | Management |
| 1.2 | Elect Director Catherine M. Burzik | For | For | Management |
| 1.3 | Elect Director Vincent A. Forlenza | For | For | Management |
| 1.4 | Elect Director Claire M. Fraser | For | For | Management |
| 1.5 | Elect Director Christopher Jones | For | For | Management |
| 1.6 | Elect Director Marshall O. Larsen | For | For | Management |
| 1.7 | Elect Director Gary A. Mecklenburg | For | For | Management |
| 1.8 | Elect Director James F. Orr | For | For | Management |
| 1.9 | Elect Director Willard J. Overlock, Jr. | For | For | Management |
| 1.10 | Elect Director Claire Pomeroy | For | For | Management |
| 1.11 | Elect Director Rebecca W. Rimel | For | For | Management |
| 1.12 | Elect Director Bertram L. Scott | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

BIOGEN INC.

Ticker: BIIB Security ID: 09062X103
Meeting Date: JUN 08, 2016 Meeting Type: Annual
Record Date: APR 11, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1a | Elect Director Alexander J. Denner | For | For | Management |
| 1b | Elect Director Caroline D. Dorsa | For | For | Management |
| 1c | Elect Director Nancy L. Leaming | For | For | Management |
| 1d | Elect Director Richard C. Mulligan | For | For | Management |
| 1e | Elect Director Robert W. Pangia | For | For | Management |

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| | | | | |
|----|---|-----|-----|------------|
| 1f | Elect Director Stelios Papadopoulos | For | For | Management |
| 1g | Elect Director Brian S. Posner | For | For | Management |
| 1h | Elect Director Eric K. Rowinsky | For | For | Management |
| 1i | Elect Director George A. Scangos | For | For | Management |
| 1j | Elect Director Lynn Schenk | For | For | Management |
| 1k | Elect Director Stephen A. Sherwin | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as 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 25, 2016 Meeting Type: Annual
 Record Date: MAR 30, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Abdlatif Yousef Al-Hamad | For | Against | Management |
| 1b | Elect Director Mathis Cabiallavetta | For | For | Management |
| 1c | Elect Director Pamela Daley | For | For | Management |
| 1d | Elect Director William S. Demchak | For | For | Management |
| 1e | Elect Director Jessica P. Einhorn | For | For | Management |
| 1f | Elect Director Laurence D. Fink | For | For | Management |
| 1g | Elect Director Fabrizio Freda | For | For | Management |
| 1h | Elect Director Murry S. Gerber | For | For | Management |
| 1i | Elect Director James Grosfeld | For | For | Management |
| 1j | Elect Director Robert S. Kapito | For | For | Management |
| 1k | Elect Director David H. Komansky | For | For | Management |
| 1l | Elect Director Deryck Maughan | For | For | Management |
| 1m | Elect Director Cheryl D. Mills | For | For | Management |
| 1n | Elect Director Gordon M. Nixon | For | For | Management |
| 1o | Elect Director Thomas H. O'Brien | For | For | Management |
| 1p | Elect Director Ivan G. Seidenberg | For | For | Management |
| 1q | Elect Director Marco Antonio Slim Domit | For | For | Management |
| 1r | Elect Director John S. Varley | For | For | Management |
| 1s | Elect Director Susan L. Wagner | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 4 | Provide Proxy Access Right | For | For | Management |
| 5 | Report on Proxy Voting and Executive Compensation | Against | Against | Shareholder |

CANON INC.

Ticker: 7751 Security ID: 138006309
 Meeting Date: MAR 30, 2016 Meeting Type: Annual
 Record Date: DEC 30, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1 | Approve Allocation of Income, with a Final Dividend of JPY 75 | For | For | Management |
| 2.1 | Elect Director Mitarai, Fujio | For | For | Management |
| 2.2 | Elect Director Tanaka, Toshizo | For | For | Management |

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| | | | | |
|-----|-------------------------------------|-----|-----|------------|
| 2.3 | Elect Director Matsumoto, Shigeyuki | For | For | Management |
| 2.4 | Elect Director Maeda, Masaya | For | For | Management |
| 2.5 | Elect Director Saida, Kunitaro | For | For | Management |
| 2.6 | Elect Director Kato, Haruhiko | For | For | Management |
| 3 | Approve Annual Bonus | For | For | Management |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 25, 2016 Meeting Type: Annual
 Record Date: MAR 30, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Alexander B. Cummings, Jr. - Resigned | None | None | Management |
| 1b | Elect Director Linnet F. Deily | For | For | Management |
| 1c | Elect Director Robert E. Denham | For | For | Management |
| 1d | Elect Director Alice P. Gast | For | For | Management |
| 1e | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1f | Elect Director Jon M. Huntsman, Jr. | For | For | Management |
| 1g | Elect Director Charles W. Moorman, IV | For | For | Management |
| 1h | Elect Director John G. Stumpf | For | For | Management |
| 1i | Elect Director Ronald D. Sugar | For | For | Management |
| 1j | Elect Director Inge G. Thulin | For | For | Management |
| 1k | Elect Director John S. Watson | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as 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 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 6 | Adopt Quantitative GHG Goals for Products and Operations | Against | Against | Shareholder |
| 7 | Annually Assess Portfolio Impacts of Policies to Meet 2 Degree Scenario | Against | For | Shareholder |
| 8 | Annually Report Reserve Replacements in BTUs | Against | Against | Shareholder |
| 9 | Increase Return of Capital to Shareholders in Light of Climate Change Risks | Against | Against | Shareholder |
| 10 | Report on the Result of Efforts to Minimize Hydraulic Fracturing Impacts | Against | For | Shareholder |
| 11 | Require Director Nominee with Environmental Experience | Against | For | Shareholder |
| 12 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |

DANAHER CORPORATION

Ticker: DHR Security ID: 235851102
 Meeting Date: MAY 10, 2016 Meeting Type: Annual
 Record Date: MAR 14, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Donald J. Ehrlich | For | Against | Management |
| 1.2 | Elect Director Linda Hefner Filler | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.3 | Elect Director Thomas P. Joyce, Jr. | For | For | Management |
| 1.4 | Elect Director Teri List-Stoll | For | Against | Management |
| 1.5 | Elect Director Walter G. Lohr, Jr. | For | For | Management |
| 1.6 | Elect Director Mitchell P. Rales | For | For | Management |
| 1.7 | Elect Director Steven M. Rales | For | Against | Management |
| 1.8 | Elect Director John T. Schwieters | For | Against | Management |
| 1.9 | Elect Director Alan G. Spoon | For | For | Management |
| 1.10 | Elect Director Elias A. Zerhouni | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Political Contributions | Against | For | Shareholder |
| 5 | Amend Bylaws - Call Special Meetings | Against | For | Shareholder |

DUKE ENERGY CORPORATION

Ticker: DUK Security ID: 26441C204
 Meeting Date: MAY 05, 2016 Meeting Type: Annual
 Record Date: MAR 07, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Michael J. Angelakis | For | For | Management |
| 1.2 | Elect Director Michael G. Browning | For | For | Management |
| 1.3 | Elect Director Daniel R. DiMicco | For | For | Management |
| 1.4 | Elect Director John H. Forsgren | For | For | Management |
| 1.5 | Elect Director Lynn J. Good | For | For | Management |
| 1.6 | Elect Director Ann Maynard Gray | For | For | Management |
| 1.7 | Elect Director John T. Herron | For | For | Management |
| 1.8 | Elect Director James B. Hylar, Jr. | For | For | Management |
| 1.9 | Elect Director William E. Kennard | For | For | Management |
| 1.10 | Elect Director E. Marie McKee | For | For | Management |
| 1.11 | Elect Director Charles W. Moorman, IV | For | For | Management |
| 1.12 | Elect Director Carlos A. Saladrigas | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

FACEBOOK, INC.

Ticker: FB Security ID: 30303M102
 Meeting Date: JUN 20, 2016 Meeting Type: Annual
 Record Date: APR 29, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Marc L. Andreessen | For | Withhold | Management |
| 1.2 | Elect Director Erskine B. Bowles | For | Withhold | Management |
| 1.3 | Elect Director Susan D. Desmond-Hellmann | For | Withhold | Management |
| 1.4 | Elect Director Reed Hastings | For | For | Management |
| 1.5 | Elect Director Jan Koum | For | Withhold | Management |
| 1.6 | Elect Director Sheryl K. Sandberg | For | Withhold | Management |
| 1.7 | Elect Director Peter A. Thiel | For | For | Management |
| 1.8 | Elect Director Mark Zuckerberg | For | Withhold | Management |

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|----|--|---------|---------|-------------|
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Ratify the Grant of Restricted Stock Units to Non-Employee Directors | For | Against | Management |
| 5 | Ratify the Grant of Restricted Stock Units to Non-Employee Directors | For | Against | Management |
| 6 | Approve Annual Compensation Program for Non-employee Directors | For | Against | Management |
| 7A | Amend Certificate of Incorporation to Establish the Class C Capital Stock and to Make Certain Clarifying Changes | For | Against | Management |
| 7B | Increase Authorized Common Stock | For | Against | Management |
| 7C | Amend Certificate of Incorporation to Provide Equal Treatment of Shares of Class A Common Stock, Class B Common Stock, and Class C Capital Stock | For | For | Management |
| 7D | Amend Certificate of Incorporation to Provide for Additional Events | For | For | Management |
| 8 | Amend Omnibus Stock Plan | For | Against | Management |
| 9 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |
| 10 | Report on Sustainability | Against | For | Shareholder |
| 11 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 12 | Establish International Policy Board Committee | Against | Against | Shareholder |
| 13 | Report on Gender Pay Gap | Against | For | Shareholder |

FEDEX CORPORATION

Ticker: FDX Security ID: 31428X106
Meeting Date: SEP 28, 2015 Meeting Type: Annual
Record Date: AUG 03, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director James L. Barksdale | For | For | Management |
| 1.2 | Elect Director John A. Edwardson | For | For | Management |
| 1.3 | Elect Director Marvin R. Ellison | For | For | Management |
| 1.4 | Elect Director Kimberly A. Jabal | For | For | Management |
| 1.5 | Elect Director Shirley Ann Jackson | For | For | Management |
| 1.6 | Elect Director Gary W. Loveman | For | For | Management |
| 1.7 | Elect Director R. Brad Martin | For | For | Management |
| 1.8 | Elect Director Joshua Cooper Ramo | For | For | Management |
| 1.9 | Elect Director Susan C. Schwab | For | For | Management |
| 1.10 | Elect Director Frederick W. Smith | For | For | Management |
| 1.11 | Elect Director David P. Steiner | For | For | Management |
| 1.12 | Elect Director Paul S. Walsh | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Adopt Policy Prohibiting Tax Payments on Restricted Stock Awards | Against | For | Shareholder |
| 6 | Clawback of Incentive Payments | Against | For | Shareholder |
| 7 | Adopt Proxy Access Right | Against | For | Shareholder |
| 8 | Report on Political Contributions | Against | For | Shareholder |
| 9 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 10 | Report on Consistency Between Corporate Values and Political | Against | Against | Shareholder |

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Contributions

FIVE BELOW, INC.

Ticker: FIVE Security ID: 33829M101
 Meeting Date: JUN 21, 2016 Meeting Type: Annual
 Record Date: APR 26, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1A | Elect Director Catherine E. Buggeln | For | For | Management |
| 1B | Elect Director Michael F. Devine, III | For | For | Management |
| 1C | Elect Director Ronald L. Sargent | For | For | Management |
| 1D | Elect Director Daniel J. Kaufman | For | For | Management |
| 1E | Elect Director Richard L. Markee | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108
 Meeting Date: MAY 04, 2016 Meeting Type: Annual
 Record Date: MAR 03, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director Mary T. Barra | For | For | Management |
| 1.2 | Elect Director Nicholas D. Chabraja | For | For | Management |
| 1.3 | Elect Director James S. Crown | For | For | Management |
| 1.4 | Elect Director Rudy F. deLeon | For | For | Management |
| 1.5 | Elect Director William P. Fricks | For | For | Management |
| 1.6 | Elect Director John M. Keane | For | For | Management |
| 1.7 | Elect Director Lester L. Lyles | For | For | Management |
| 1.8 | Elect Director Mark M. Malcolm | For | For | Management |
| 1.9 | Elect Director James N. Mattis | For | For | Management |
| 1.10 | Elect Director Phebe N. Novakovic | For | For | Management |
| 1.11 | Elect Director William A. Osborn | For | For | Management |
| 1.12 | Elect Director Laura J. Schumacher | For | For | Management |
| 2 | Ratify KPMG LLP as 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 |
| 5 | Adopt and Issue General Payout Policy Regarding Share Repurchases | Against | Against | Shareholder |

GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103
 Meeting Date: APR 27, 2016 Meeting Type: Annual
 Record Date: FEB 29, 2016

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

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| | | | | |
|-----|---|---------|---------|-------------|
| A1 | Elect Director Sebastien M. Bazin | For | For | Management |
| A2 | Elect Director W. Geoffrey Beattie | For | For | Management |
| A3 | Elect Director John J. Brennan | For | For | Management |
| A4 | Elect Director Francisco D' Souza | For | For | Management |
| A5 | Elect Director Marijn E. Dekkers | For | For | Management |
| A6 | Elect Director Peter B. Henry | For | For | Management |
| A7 | Elect Director Susan J. Hockfield | For | For | Management |
| A8 | Elect Director Jeffrey R. Immelt | For | For | Management |
| A9 | Elect Director Andrea Jung | For | For | Management |
| A10 | Elect Director Robert W. Lane | For | For | Management |
| A11 | Elect Director Rochelle B. Lazarus | For | For | Management |
| A12 | Elect Director Lowell C. McAdam | For | For | Management |
| A13 | Elect Director James J. Mulva | For | For | Management |
| A14 | Elect Director James E. Rohr | For | For | Management |
| A15 | Elect Director Mary L. Schapiro | For | For | Management |
| A16 | Elect Director James S. Tisch | For | For | Management |
| B1 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| B2 | Ratify KPMG LLP as Auditors | For | For | Management |
| C1 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| C2 | Require Independent Board Chairman | Against | Against | Shareholder |
| C3 | Adopt Holy Land Principles | Against | Against | Shareholder |
| C4 | Restore or Provide for Cumulative Voting | Against | Against | Shareholder |
| C5 | Performance-Based and/or Time-Based Equity Awards | Against | Against | Shareholder |
| C6 | Report on Guidelines for Country Selection | Against | Against | Shareholder |

GENERAL MOTORS COMPANY

Ticker: GM Security ID: 37045V100
Meeting Date: JUN 07, 2016 Meeting Type: Annual
Record Date: APR 08, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Joseph J. Ashton | For | For | Management |
| 1b | Elect Director Mary T. Barra | For | For | Management |
| 1c | Elect Director Linda R. Gooden | For | For | Management |
| 1d | Elect Director Joseph Jimenez | For | For | Management |
| 1e | Elect Director Kathryn V. Marinello | For | For | Management |
| 1f | Elect Director Jane L. Mendillo | For | For | Management |
| 1g | Elect Director Michael G. Mullen | For | For | Management |
| 1h | Elect Director James J. Mulva | For | For | Management |
| 1i | Elect Director Patricia F. Russo | For | For | Management |
| 1j | Elect Director Thomas M. Schoewe | For | For | Management |
| 1k | Elect Director Theodore M. Solso | For | For | Management |
| 1l | Elect Director Carol M. Stephenson | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 4 | Adopt Holy Land Principles | Against | Against | Shareholder |

GILEAD SCIENCES, INC.

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Ticker: GILD Security ID: 375558103
 Meeting Date: MAY 11, 2016 Meeting Type: Annual
 Record Date: MAR 16, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director John F. Cogan | For | For | Management |
| 1b | Elect Director Kevin E. Lofton | For | For | Management |
| 1c | Elect Director John W. Madigan | For | For | Management |
| 1d | Elect Director John C. Martin | For | For | Management |
| 1e | Elect Director John F. Milligan | For | For | Management |
| 1f | Elect Director Nicholas G. Moore | For | For | Management |
| 1g | Elect Director Richard J. Whitley | For | For | Management |
| 1h | Elect Director Gayle E. Wilson | For | For | Management |
| 1i | Elect Director Per Wold-Olsen | For | For | Management |
| 2 | Ratify Ernst & Young LLP as 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 | Provide Right to Act by Written Consent Against | For | | Shareholder |

GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105
 Meeting Date: MAY 05, 2016 Meeting Type: Annual
 Record Date: MAR 23, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Remuneration Report | For | Withhold | Management |
| 3 | Elect Vindi Banga as Director | For | For | Management |
| 4 | Elect Dr Jesse Goodman as Director | For | For | Management |
| 5 | Re-elect Sir Philip Hampton as Director | For | For | Management |
| 6 | Re-elect Sir Andrew Witty as Director | For | For | Management |
| 7 | Re-elect Sir Roy Anderson 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 Urs Rohner as Director | For | For | Management |
| 13 | Re-elect Dr Moncef Slaoui as Director | For | For | Management |
| 14 | Reappoint PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 15 | Authorise the Audit & Risk Committee to Fix Remuneration of Auditors | For | For | Management |
| 16 | Authorise EU Political Donations and Expenditure | For | For | Management |
| 17 | Authorise Issue of Equity with Pre-emptive Rights | For | For | Management |
| 18 | Authorise Issue of Equity without Pre-emptive Rights | For | For | Management |
| 19 | Authorise Market Purchase of Ordinary Shares | For | For | Management |
| 20 | Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports | For | For | Management |
| 21 | Authorise the Company to Call General Meeting with 14 Working Days' Notice | For | For | Management |

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HCA HOLDINGS, INC.

Ticker: HCA Security ID: 40412C101
 Meeting Date: APR 28, 2016 Meeting Type: Annual
 Record Date: MAR 04, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director R. Milton Johnson | For | For | Management |
| 1b | Elect Director Robert J. Dennis | For | For | Management |
| 1c | Elect Director Nancy-Ann DeParle | For | For | Management |
| 1d | Elect Director Thomas F. Frist, III | For | For | Management |
| 1e | Elect Director William R. Frist | For | For | Management |
| 1f | Elect Director Charles O. Holliday, Jr. | For | For | Management |
| 1g | Elect Director Ann H. Lamont | For | For | Management |
| 1h | Elect Director Jay O. Light | For | For | Management |
| 1i | Elect Director Geoffrey G. Meyers | For | For | Management |
| 1j | Elect Director Michael W. Michelson | For | For | Management |
| 1k | Elect Director Wayne J. Riley | For | For | Management |
| 1l | Elect Director John W. Rowe | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | Against | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Require a Majority Vote for the Election of Directors | Against | Against | Shareholder |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 28, 2016 Meeting Type: Annual
 Record Date: MAR 01, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Mary C. Beckerle | For | For | Management |
| 1b | Elect Director D. Scott Davis | For | For | Management |
| 1c | Elect Director Ian E. L. Davis | For | For | Management |
| 1d | Elect Director Alex Gorsky | For | For | Management |
| 1e | Elect Director Susan L. Lindquist | For | For | Management |
| 1f | Elect Director Mark B. McClellan | For | For | Management |
| 1g | Elect Director Anne M. Mulcahy | For | For | Management |
| 1h | Elect Director William D. Perez | For | For | Management |
| 1i | Elect Director Charles Prince | For | For | Management |
| 1j | Elect Director A. Eugene Washington | For | For | Management |
| 1k | Elect Director Ronald A. Williams | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Adopt a Payout Policy Giving Preference to Share Buybacks Over Dividends | Against | Against | Shareholder |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 7 | Report on Policies for Safe Disposal of Prescription Drugs by Users | Against | Against | Shareholder |

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JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 17, 2016 Meeting Type: Annual
 Record Date: MAR 18, 2016

| # | 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 PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Provide Vote Counting to Exclude Abstentions | Against | Against | Shareholder |
| 6 | Prohibit Accelerated Vesting of Awards to Pursue Government Service | Against | For | Shareholder |
| 7 | Appoint Committee to Explore the Feasibility to Divest Non-Core Banking Segments | Against | Against | Shareholder |
| 8 | Clawback Amendment | Against | Against | Shareholder |
| 9 | Adopt Executive Compensation Philosophy with Social Factors | Against | Against | Shareholder |

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109
 Meeting Date: MAY 27, 2016 Meeting Type: Annual
 Record Date: MAR 21, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William H. Cunningham | For | For | Management |
| 1.2 | Elect Director George W. Henderson, III | For | For | Management |
| 1.3 | Elect Director Eric G. Johnson | For | For | Management |
| 1.4 | Elect Director M. Leanne Lachman | For | For | Management |
| 1.5 | Elect Director William Porter Payne | For | For | Management |
| 1.6 | Elect Director Patrick S. Pittard | For | For | Management |
| 1.7 | Elect Director Isaiah Tidwell | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

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MASTERCARD INCORPORATED

Ticker: MA Security ID: 57636Q104
 Meeting Date: JUN 28, 2016 Meeting Type: Annual
 Record Date: APR 29, 2016

| # | 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 Oki Matsumoto | For | Against | Management |
| 1j | Elect Director Rima Qureshi | For | For | Management |
| 1k | Elect Director Jose Octavio Reyes Lagunes | For | For | Management |
| 1l | Elect Director Jackson Tai | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |

MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 26, 2016 Meeting Type: Annual
 Record Date: MAR 28, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Lloyd Dean | For | For | Management |
| 1b | Elect Director Stephen Easterbrook | For | For | Management |
| 1c | Elect Director Robert Eckert | For | For | Management |
| 1d | Elect Director Margaret Georgiadis | For | For | Management |
| 1e | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1f | Elect Director Jeanne Jackson | For | For | Management |
| 1g | Elect Director Richard Lenny | For | For | Management |
| 1h | Elect Director Walter Massey | For | For | Management |
| 1i | Elect Director John Mulligan | For | For | Management |
| 1j | Elect Director Sheila Penrose | For | For | Management |
| 1k | Elect Director John Rogers, Jr. | For | For | Management |
| 1l | Elect Director Miles White | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Provide Vote Counting to Exclude Abstentions | Against | Against | Shareholder |
| 5 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 6 | Adopt Holy Land Principles | Against | Against | Shareholder |
| 7 | Adopt Policy to Ban Non-Therapeutic Use of Antibiotics in Meat Supply Chain | Against | For | Shareholder |
| 8 | Report on Consistency Between Corporate Values and Political Contributions | Against | Against | Shareholder |
| 9 | Report on Consistency Between Corporate Values and Political | Against | Against | Shareholder |

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Activities

MICHAEL KORS HOLDINGS LIMITED

Ticker: KORS Security ID: G60754101
 Meeting Date: JUL 30, 2015 Meeting Type: Annual
 Record Date: JUN 01, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director M. William Benedetto | For | For | Management |
| 1b | Elect Director Stephen F. Reitman | For | For | Management |
| 1c | Elect Director Jean Tomlin | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

MOHAWK INDUSTRIES, INC.

Ticker: MHK Security ID: 608190104
 Meeting Date: MAY 19, 2016 Meeting Type: Annual
 Record Date: MAR 28, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Joseph A. Onorato | For | For | Management |
| 1.2 | Elect Director William H. Runge, III | For | For | Management |
| 1.3 | Elect Director W. Christopher Wellborn | For | For | Management |
| 2 | Ratify KPMG LLP as 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 04, 2016 Meeting Type: Annual
 Record Date: FEB 26, 2016

| # | 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 Cesar Conde | For | For | Management |
| 1d | Elect Director Ian M. Cook | For | For | Management |
| 1e | Elect Director Dina Dublon | For | For | Management |
| 1f | Elect Director Rona A. Fairhead | For | For | Management |
| 1g | Elect Director Richard W. Fisher | For | For | Management |
| 1h | Elect Director William R. Johnson | For | For | Management |
| 1i | Elect Director Indra K. Nooyi | For | For | Management |
| 1j | Elect Director David C. Page | For | For | Management |
| 1k | Elect Director Robert C. Pohlada | For | For | Management |
| 1l | Elect Director Lloyd G. Trotter | For | For | Management |
| 1m | Elect Director Daniel Vasella | For | For | Management |
| 1n | Elect Director Alberto Weisser | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |

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| | | | | |
|---|--|---------|---------|-------------|
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Establish a Board Committee on Sustainability | Against | Against | Shareholder |
| 6 | Report on Plans to Minimize Pesticides' Impact on Pollinators | Against | Against | Shareholder |
| 7 | Adopt Holy Land Principles | Against | Against | Shareholder |
| 8 | Adopt Quantitative Renewable Energy Goals | Against | Against | Shareholder |

PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 28, 2016 Meeting Type: Annual
 Record Date: MAR 01, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 1.2 | Elect Director W. Don Cornwell | For | For | Management |
| 1.3 | Elect Director Joseph J. Echevarria | For | For | Management |
| 1.4 | Elect Director Frances D. Fergusson | For | For | Management |
| 1.5 | Elect Director Helen H. Hobbs | For | For | Management |
| 1.6 | Elect Director James M. Kilts | For | For | Management |
| 1.7 | Elect Director Shantanu Narayan | For | For | Management |
| 1.8 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 1.9 | Elect Director Ian C. Read | For | For | Management |
| 1.10 | Elect Director Stephen W. Sanger | For | For | Management |
| 1.11 | Elect Director James C. Smith | For | For | Management |
| 2 | Ratify KPMG LLP as 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 | Give Shareholders Final Say on Election of Directors | Against | Against | Shareholder |
| 6 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 7 | Prohibit Tax Gross-ups on Inversions | Against | Against | Shareholder |

PRUDENTIAL FINANCIAL, INC.

Ticker: PRU Security ID: 744320102
 Meeting Date: MAY 10, 2016 Meeting Type: Annual
 Record Date: MAR 11, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director Thomas J. Baltimore, Jr. | For | For | Management |
| 1.2 | Elect Director Gilbert F. Casellas | For | For | Management |
| 1.3 | Elect Director James G. Cullen | For | For | Management |
| 1.4 | Elect Director Mark B. Grier | For | For | Management |
| 1.5 | Elect Director Martina Hund-Mejean | For | For | Management |
| 1.6 | Elect Director Karl J. Krapek | For | For | Management |
| 1.7 | Elect Director Peter R. Lighte | For | For | Management |
| 1.8 | Elect Director George Paz | For | For | Management |
| 1.9 | Elect Director Sandra Pianalto | For | For | Management |
| 1.10 | Elect Director Christine A. Poon | For | For | Management |
| 1.11 | Elect Director Douglas A. Scovanner | For | For | Management |

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| | | | | |
|------|--|---------|-----|-------------|
| 1.12 | Elect Director John R. Strangfeld | For | For | Management |
| 1.13 | Elect Director Michael A. Todma | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |

QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103
 Meeting Date: MAR 08, 2016 Meeting Type: Annual
 Record Date: JAN 11, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Barbara T. Alexander | For | For | Management |
| 1b | Elect Director Raymond V. Dittamore | For | For | Management |
| 1c | Elect Director Jeffrey W. Henderson | For | For | Management |
| 1d | Elect Director Thomas W. Horton | For | For | Management |
| 1e | Elect Director Paul E. Jacobs | For | For | Management |
| 1f | Elect Director Harish Manwani | For | For | Management |
| 1g | Elect Director Mark D. McLaughlin | For | For | Management |
| 1h | Elect Director Steve Mollenkopf | For | For | Management |
| 1i | Elect Director Clark T. 'Sandy' Randt, Jr. | For | For | Management |
| 1j | Elect Director Francisco Ros | For | For | Management |
| 1k | Elect Director Jonathan J. Rubinstein | For | For | Management |
| 1l | Elect Director Anthony J. Vinciguerra | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as 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 | Proxy Access | Against | For | Shareholder |

ROYAL BANK OF CANADA

Ticker: RY Security ID: 780087102
 Meeting Date: APR 06, 2016 Meeting Type: Annual/Special
 Record Date: FEB 08, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| 1.1 | Elect Director W. Geoffrey Beattie | For | For | Management |
| 1.2 | Elect Director Jacynthe Cote | For | For | Management |
| 1.3 | Elect Director Toos N. Daruvala | For | For | Management |
| 1.4 | Elect Director David F. Denison | For | For | Management |
| 1.5 | Elect Director Richard L. George | For | For | Management |
| 1.6 | Elect Director Alice D. Laberge | For | For | Management |
| 1.7 | Elect Director Michael H. McCain | For | For | Management |
| 1.8 | Elect Director David I. McKay | For | For | Management |
| 1.9 | Elect Director Heather Munroe-Blum | 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 |

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| | | | | |
|------|---|---------|---------|-------------|
| 1.14 | Elect Director Thierry Vandal | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 3 | Advisory Vote on Executive Compensation Approach | For | For | Management |
| 4 | Confirm By-law Amendment to Increase Maximum Aggregate Board Compensation | For | For | Management |
| 5 | SP 1: Simplify Financial Reporting | Against | Against | Shareholder |

SALESFORCE.COM, INC.

Ticker: CRM Security ID: 79466L302
 Meeting Date: JUN 02, 2016 Meeting Type: Annual
 Record Date: APR 07, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Marc Benioff | For | For | Management |
| 1b | Elect Director Keith Block | For | For | Management |
| 1c | Elect Director Craig Conway | For | For | Management |
| 1d | Elect Director Alan Hassenfeld | For | For | Management |
| 1e | Elect Director Neelie Kroes | For | For | Management |
| 1f | Elect Director Colin Powell | For | For | Management |
| 1g | Elect Director Sanford Robertson | For | For | Management |
| 1h | Elect Director John V. Roos | For | For | Management |
| 1i | Elect Director Lawrence Tomlinson | For | For | Management |
| 1j | Elect Director Robin Washington | For | For | Management |
| 1k | Elect Director Maynard Webb | For | For | Management |
| 1l | Elect Director Susan Wojcicki | For | For | Management |
| 2 | Provide Directors May Be Removed With or Without Cause | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 5 | Pro-rata Vesting of Equity Awards | Against | For | Shareholder |
| 6 | Stock Retention/Holding Period | Against | For | Shareholder |

SCHLUMBERGER LIMITED

Ticker: SLB Security ID: 806857108
 Meeting Date: APR 06, 2016 Meeting Type: Annual
 Record Date: FEB 17, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Director Peter L.S. Currie | For | For | Management |
| 1b | Elect Director V. Maureen Kempston Darkes | For | For | Management |
| 1c | Elect Director Paal Kibsgaard | For | For | Management |
| 1d | Elect Director Nikolay Kudryavtsev | For | For | Management |
| 1e | Elect Director Michael E. Marks | For | For | Management |
| 1f | Elect Director Indra K. Nooyi | For | For | Management |
| 1g | Elect Director Lubna S. Olayan | For | For | Management |
| 1h | Elect Director Leo Rafael Reif | For | For | Management |
| 1i | Elect Director Tore I. Sandvold | For | For | Management |
| 1j | Elect Director Henri Seydoux | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |

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| | | | | |
|---|---|-----|-----|------------|
| 3 | Adopt and Approve Financials and Dividends | For | For | Management |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 5 | Amend Articles | For | For | Management |
| 6 | Fix Number of Directors at Twelve | For | For | Management |
| 7 | Amend 2010 Omnibus Stock Incentive Plan | For | For | Management |

SOUTHWEST AIRLINES CO.

Ticker: LUV Security ID: 844741108
 Meeting Date: MAY 18, 2016 Meeting Type: Annual
 Record Date: MAR 22, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director David W. Biegler | For | For | Management |
| 1b | Elect Director J. Veronica Biggins | For | For | Management |
| 1c | Elect Director Douglas H. Brooks | For | For | Management |
| 1d | Elect Director William H. Cunningham | For | For | Management |
| 1e | Elect Director John G. Denison | For | For | Management |
| 1f | Elect Director Thomas W. Gilligan | For | For | Management |
| 1g | Elect Director Gary C. Kelly | For | For | Management |
| 1h | Elect Director Grace D. Lieblein | For | For | Management |
| 1i | Elect Director Nancy B. Loeffler | For | For | Management |
| 1j | Elect Director John T. Montford | For | For | Management |
| 1k | Elect Director Ron Ricks | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Proxy Access | Against | For | Shareholder |

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106
 Meeting Date: JUN 08, 2016 Meeting Type: Annual
 Record Date: APR 11, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Roxanne S. Austin | For | For | Management |
| 1b | Elect Director Douglas M. Baker, Jr. | For | For | Management |
| 1c | Elect Director Brian C. Cornell | For | For | Management |
| 1d | Elect Director Calvin Darden | For | For | Management |
| 1e | Elect Director Henrique De Castro | For | For | Management |
| 1f | Elect Director Robert L. Edwards | For | For | Management |
| 1g | Elect Director Melanie L. Healey | For | For | Management |
| 1h | Elect Director Donald R. Knauss | For | For | Management |
| 1i | Elect Director Monica C. Lozano | For | For | Management |
| 1j | Elect Director Mary E. Minnick | For | For | Management |
| 1k | Elect Director Anne M. Mulcahy | For | For | Management |
| 1l | Elect Director Derica W. Rice | For | For | Management |
| 1m | Elect Director Kenneth L. Salazar | For | For | Management |
| 1n | Elect Director John G. Stumpf | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Guidelines for Country | Against | Against | Shareholder |

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Selection

TEMPLETON DRAGON FUND, INC.

Ticker: TDF Security ID: 88018T101
 Meeting Date: MAY 26, 2016 Meeting Type: Annual
 Record Date: MAR 31, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|------------|
| 1a | Elect Director Edith E. Holiday | For | For | Management |
| 1b | Elect Director Larry D. Thompson | For | For | Management |
| 1c | Elect Director Rupert H. Johnson, Jr. | For | For | Management |
| 1d | Elect Director Gregory E. Johnson | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |

THE BOEING COMPANY

Ticker: BA Security ID: 097023105
 Meeting Date: MAY 02, 2016 Meeting Type: Annual
 Record Date: MAR 03, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1a | Elect Director David L. Calhoun | For | For | Management |
| 1b | Elect Director Arthur D. Collins, Jr. | For | For | Management |
| 1c | Elect Director Kenneth M. Duberstein | For | For | Management |
| 1d | Elect Director Edmund P. Giambastiani, Jr. | For | For | Management |
| 1e | Elect Director Lynn J. Good | For | For | Management |
| 1f | Elect Director Lawrence W. Kellner | For | For | Management |
| 1g | Elect Director Edward M. Liddy | For | For | Management |
| 1h | Elect Director Dennis A. Muilenburg | For | For | Management |
| 1i | Elect Director Susan C. Schwab | For | For | Management |
| 1j | Elect Director Randall L. Stephenson | For | For | Management |
| 1k | Elect Director Ronald A. Williams | For | For | Management |
| 1l | Elect Director Mike S. Zafirovski | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |
| 6 | Require Independent Board Chairman | Against | Against | Shareholder |
| 7 | Report on Weapon Sales to Israel | Against | Against | Shareholder |

THE DOW CHEMICAL COMPANY

Ticker: DOW Security ID: 260543103
 Meeting Date: MAY 12, 2016 Meeting Type: Annual
 Record Date: MAR 14, 2016

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

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| | | | | |
|----|--|---------|-----|-------------|
| 1a | Elect Director Ajay Banga | For | For | Management |
| 1b | Elect Director Jacqueline K. Barton | For | For | Management |
| 1c | Elect Director James A. Bell | For | For | Management |
| 1d | Elect Director Richard K. Davis | For | For | Management |
| 1e | Elect Director Jeff M. Fettig | For | For | Management |
| 1f | Elect Director Andrew N. Liveris | For | For | Management |
| 1g | Elect Director Mark Loughridge | For | For | Management |
| 1h | Elect Director Raymond J. Milchovich | For | For | Management |
| 1i | Elect Director Robert S. Miller | For | For | Management |
| 1j | Elect Director Paul Polman | For | For | Management |
| 1k | Elect Director Dennis H. Reilley | For | For | Management |
| 1l | Elect Director James M. Ringler | For | For | Management |
| 1m | Elect Director Ruth G. Shaw | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Proxy Access | Against | For | Shareholder |

THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 20, 2016 Meeting Type: Annual
 Record Date: MAR 21, 2016

| # | 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 Mark Flaherty | 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 | Against | Management |
| 1h | Elect Director Adebayo O. Ogunesi | For | For | Management |
| 1i | Elect Director Peter Oppenheimer | For | For | Management |
| 1j | Elect Director Debora L. Spar | For | For | Management |
| 1k | Elect Director Mark E. Tucker | For | For | Management |
| 1l | Elect Director David A. Viniar | For | For | Management |
| 1m | Elect Director Mark O. Winkelman | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Prohibit Accelerated Vesting of Awards to Pursue Government Service | Against | Against | Shareholder |
| 5 | Provide Vote Counting to Exclude Abstentions | Against | Against | Shareholder |
| 6 | Require Independent Board Chairman | Against | For | Shareholder |

THE GOODYEAR TIRE & RUBBER COMPANY

Ticker: GT Security ID: 382550101
 Meeting Date: APR 11, 2016 Meeting Type: Annual
 Record Date: FEB 16, 2016

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

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| | | | | |
|----|--|---------|-----|-------------|
| 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 Laurette T. Koellner | For | For | Management |
| 1f | Elect Director Richard J. Kramer | For | For | Management |
| 1g | Elect Director W. Alan McCollough | For | For | Management |
| 1h | Elect Director John E. McGlade | For | For | Management |
| 1i | Elect Director Michael J. Morell | For | For | Management |
| 1j | Elect Director Roderick A. Palmore | For | For | Management |
| 1k | Elect Director Stephanie A. Streeter | For | For | Management |
| 1l | Elect Director Thomas H. Weidemeyer | For | For | Management |
| 1m | Elect Director Michael R. Wessel | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Proxy Access | Against | For | Shareholder |

THE HOME DEPOT, INC.

Ticker: HD Security ID: 437076102
Meeting Date: MAY 19, 2016 Meeting Type: Annual
Record Date: MAR 21, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Gerard J. Arpey | For | For | Management |
| 1b | Elect Director Ari Bousbib | For | For | Management |
| 1c | Elect Director Gregory D. Brenneman | For | For | Management |
| 1d | Elect Director J. Frank Brown | For | For | Management |
| 1e | Elect Director Albert P. Carey | For | For | Management |
| 1f | Elect Director Armando Codina | For | For | Management |
| 1g | Elect Director Helena B. Foulkes | For | For | Management |
| 1h | Elect Director Linda R. Gooden | For | For | Management |
| 1i | Elect Director Wayne M. Hewett | For | For | Management |
| 1j | Elect Director Karen L. Katen | For | For | Management |
| 1k | Elect Director Craig A. Menear | For | For | Management |
| 1l | Elect Director Mark Vadon | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Prepare Employment Diversity Report and Report on Diversity Policies | Against | For | Shareholder |
| 5 | Reduce Ownership Threshold for Shareholders to Call Special Meeting | Against | For | Shareholder |

THE KROGER CO.

Ticker: KR Security ID: 501044101
Meeting Date: JUN 23, 2016 Meeting Type: Annual
Record Date: APR 27, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|----------------------------------|---------|-----------|------------|
| 1a | Elect Director Nora A. Aufreiter | For | For | Management |
| 1b | Elect Director Robert D. Beyer | For | For | Management |
| 1c | Elect Director Anne Gates | For | For | Management |

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| | | | | |
|----|---|---------|---------|-------------|
| 1d | Elect Director Susan J. Kropf | For | For | Management |
| 1e | Elect Director W. Rodney McMullen | For | For | Management |
| 1f | Elect Director Jorge P. Montoya | For | For | Management |
| 1g | Elect Director Clyde R. Moore | For | For | Management |
| 1h | Elect Director Susan M. Phillips | For | For | Management |
| 1i | Elect Director James A. Runde | For | For | Management |
| 1j | Elect Director Ronald L. Sargent | For | For | Management |
| 1k | Elect Director Bobby S. Shackouls | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Report on Human Rights Risk Assessment Process | Against | For | Shareholder |
| 5 | Assess Environmental Impact of Non-Recyclable Packaging | Against | For | Shareholder |
| 6 | Assess Feasibility and Benefits of Adopting Quantitative Renewable Energy Goals | Against | For | Shareholder |
| 7 | Adopt a Payout Policy Giving Preference to Share Buybacks Over Dividends | Against | Against | Shareholder |

THE PROGRESSIVE CORPORATION

Ticker: PGR Security ID: 743315103
Meeting Date: MAY 13, 2016 Meeting Type: Annual
Record Date: MAR 16, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Stuart B. Burgdoerfer | For | For | Management |
| 1.2 | Elect Director Charles A. Davis | For | For | Management |
| 1.3 | Elect Director Roger N. Farah | For | For | Management |
| 1.4 | Elect Director Lawton W. Fitt | For | For | Management |
| 1.5 | Elect Director Jeffrey D. Kelly | For | For | Management |
| 1.6 | Elect Director Patrick H. Nettles | For | For | Management |
| 1.7 | Elect Director Glenn M. Renwick | For | For | Management |
| 1.8 | Elect Director Bradley T. Sheares | For | For | Management |
| 1.9 | Elect Director Barbara R. Snyder | For | For | Management |
| 2 | Eliminate Supermajority Vote Requirement | For | For | Management |
| 3 | Remove Supermajority Vote Requirement Applicable to Preferred Stock | For | For | Management |
| 4 | Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes | For | Against | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |

THE SOUTHERN COMPANY

Ticker: SO Security ID: 842587107
Meeting Date: MAY 25, 2016 Meeting Type: Annual
Record Date: MAR 28, 2016

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Juanita Powell Baranco | For | For | Management |
| 1b | Elect Director Jon A. Boscia | For | For | Management |
| 1c | Elect Director Henry A. 'Hal' Clark, III | For | For | Management |
| 1d | Elect Director Thomas A. Fanning | For | For | Management |
| 1e | Elect Director David J. Grain | For | For | Management |
| 1f | Elect Director Veronica M. Hagen | For | For | Management |
| 1g | Elect Director Warren A. Hood, Jr. | For | For | Management |
| 1h | Elect Director Linda P. Hudson | For | For | Management |
| 1i | Elect Director Donald M. James | For | For | Management |
| 1j | Elect Director John D. Johns | For | For | Management |
| 1k | Elect Director Dale E. Klein | For | For | Management |
| 1l | Elect Director William G. Smith, Jr. | For | For | Management |
| 1m | Elect Director Steven R. Specker | For | For | Management |
| 1n | Elect Director Larry D. Thompson | For | For | Management |
| 1o | Elect Director E. Jenner Wood, III | For | For | Management |
| 2 | Provide Proxy Access Right | For | For | Management |
| 3 | Reduce Supermajority Vote Requirement | For | For | Management |
| 4 | Eliminate Fair Price Provision | For | For | Management |
| 5 | Permit Board to Amend Bylaws Without Shareholder Consent | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Amend Omnibus Stock Plan | For | For | Management |
| 8 | Ratify Deloitte & Touche as Auditors | For | For | Management |
| 9 | Report on Strategy for Aligning with 2 Degree Scenario | Against | For | Shareholder |
| 10 | Report on Financial Risks of Stranded Carbon Assets | Against | For | Shareholder |

TIME WARNER INC.

Ticker: TWX Security ID: 887317303
 Meeting Date: JUN 17, 2016 Meeting Type: Annual
 Record Date: APR 20, 2016

| # | 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 |
| 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 Paul D. Wachter | For | For | Management |
| 1.11 | Elect Director Deborah C. Wright | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

TOTAL SA

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Ticker: FP Security ID: 89151E109
 Meeting Date: MAY 24, 2016 Meeting Type: Annual/Special
 Record Date: APR 22, 2016

| # | 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 2.44 per Share | For | For | Management |
| 4 | Approve Stock Dividend Program (Cash or New Shares) | For | For | Management |
| 5 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 6 | Reelect Gerard Lamarche as Director | For | Against | Management |
| 7 | Elect Maria Van der Hoeven as Director | For | For | Management |
| 8 | Elect Jean Lemierre as Director | For | For | Management |
| 9 | Elect Renata Perycz as Representative of Employee Shareholders to the Board | For | For | Management |
| A | Elect Charles Keller as Representative of Employee Shareholders to the Board | Against | Against | Management |
| B | Elect Werner Guyot as Representative of Employee Shareholders to the Board | Against | Against | Management |
| 10 | Renew Appointment of Ernst and Young Audit as Auditor | For | For | Management |
| 11 | Renew Appointment of KPMG SA as Auditor | For | For | Management |
| 12 | Renew Appointment of Auditex as Alternate Auditor | For | For | Management |
| 13 | Appoint Salustro Reydel SA as Alternate Auditor | For | For | Management |
| 14 | Approve Auditors' Special Report on Related-Party Transactions Including a New Transaction with Thierry Desmarest | For | For | Management |
| 15 | Approve Agreements with Patrick Pouyanne | For | For | Management |
| 16 | Advisory Vote on Compensation of Thierry Desmarest, Chairman until Dec. 18, 2015 | For | For | Management |
| 17 | Advisory Vote on Compensation of Patrick Pouyanne, CEO until Dec. 18, 2015, CEO and Chairman since Dec. 19, 2015 | For | For | Management |
| 18 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights and/or Capitalization of Reserves for Bonus Issue or Increase in Par Value up to Aggregate Nominal Amount of EUR 2.5 Billion | For | For | Management |
| 19 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 600 Million | For | For | Management |
| 20 | Approve Issuance of Equity or Equity-Linked Securities for Private Placements, up to Aggregate Nominal Amount of EUR 600 Million | For | For | Management |
| 21 | Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Items 19 and 20 | For | For | Management |

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| | | | | |
|----|--|-----|---------|------------|
| 22 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Contributions in Kind | For | For | Management |
| 23 | Authorize Capital Issuances for Use in Employee Stock Purchase Plans | For | For | Management |
| 24 | Authorize up to 0.8 Percent of Issued Capital for Use in Restricted Stock Plans | For | Against | Management |
| 25 | Authorize up to 0.75 Percent of Issued Capital for Use in Stock Option Plans | For | Against | Management |

UBS GROUP AG

Ticker: UBSG Security ID: H42097107
 Meeting Date: MAY 10, 2016 Meeting Type: Annual
 Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------|---|---------|-----------|------------|
| 1.1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 1.2 | Approve Remuneration Report | For | For | Management |
| 2.1 | Approve Allocation of Income and Dividends of 0.60 per Share from Capital Contribution Reserves | For | For | Management |
| 2.2 | Approve Supplementary Dividends of CHF 0.25 per Share from Capital Contribution Reserves | For | For | Management |
| 3 | Approve Discharge of Board and Senior Management | For | For | Management |
| 4 | Approve Variable Remuneration of Executive Committee in the Amount of CHF 71.25 Million | For | For | Management |
| 5 | Approve Fixed Remuneration of Executive Committee in the Amount of CHF 28.5 Million | For | For | Management |
| 6.1.1 | Reelect Axel Weber as Director and Board Chairman | For | For | Management |
| 6.1.2 | Reelect Michel Demare as Director | For | For | Management |
| 6.1.3 | Reelect David Sidwell as Director | For | For | Management |
| 6.1.4 | Reelect Reto Francioni as Director | For | For | Management |
| 6.1.5 | Reelect Ann Godbehere as Director | For | For | Management |
| 6.1.6 | Reelect William Parrett as Director | For | For | Management |
| 6.1.7 | Reelect Isabelle Romy as Director | For | For | Management |
| 6.1.8 | Reelect Beatrice Weder di Mauro as Director | For | For | Management |
| 6.1.9 | Reelect Joseph Yam as Director | For | For | Management |
| 6.2.1 | Elect Robert Scully as Director | For | For | Management |
| 6.2.2 | Elect Dieter Wemmer as Director | For | For | Management |
| 6.3.1 | Appoint Ann Godbehere as Member of the Compensation Committee | For | For | Management |
| 6.3.2 | Appoint Michel Demare as Member of the Compensation Committee | For | For | Management |
| 6.3.3 | Appoint Reto Francioni as Member of the Compensation Committee | For | For | Management |
| 6.3.4 | Appoint William Parrett as Member of the Compensation Committee | For | For | Management |
| 7 | Approve Maximum Remuneration of Directors in the Amount of CHF 14 Million | For | For | Management |

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| | | | | |
|-----|---|-----|---------|------------|
| 8.1 | Designate ADB Altorfer Duss & Beilstein AG as Independent Proxy | For | For | Management |
| 8.2 | Ratify Ernst & Young AG as Auditors | For | For | Management |
| 9 | Transact Other Business (Voting) | For | Against | Management |

UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106
 Meeting Date: MAY 05, 2016 Meeting Type: Annual
 Record Date: MAR 07, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director David P. Abney | For | For | Management |
| 1b | Elect Director Rodney C. Adkins | For | For | Management |
| 1c | Elect Director Michael J. Burns | For | For | Management |
| 1d | Elect Director William R. Johnson | For | For | Management |
| 1e | Elect Director Candace Kendle | For | For | Management |
| 1f | Elect Director Ann M. Livermore | For | For | Management |
| 1g | Elect Director Rudy H.P. Markham | For | For | Management |
| 1h | Elect Director Clark 'Sandy' T. Randt, Jr. | For | For | Management |
| 1i | Elect Director John T. Stankey | For | For | Management |
| 1j | Elect Director Carol B. Tome | For | For | Management |
| 1k | Elect Director Kevin M. Warsh | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 3 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 4 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Against | For | Shareholder |
| 5 | Adopt Holy Land Principles | Against | Against | Shareholder |

UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102
 Meeting Date: JUN 06, 2016 Meeting Type: Annual
 Record Date: APR 08, 2016

| # | 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 |
| 1f | Elect Director Michele J. Hooper | For | For | Management |
| 1g | Elect Director Rodger A. Lawson | For | For | Management |
| 1h | Elect Director Glenn M. Renwick | For | For | Management |
| 1i | Elect Director Kenneth I. Shine | For | For | Management |
| 1j | Elect Director Gail R. Wilensky | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 05, 2016 Meeting Type: Annual
 Record Date: MAR 07, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Shellye L. Archambeau | For | For | Management |
| 1.2 | Elect Director Mark T. Bertolini | For | For | Management |
| 1.3 | Elect Director Richard L. Carrion | For | For | Management |
| 1.4 | Elect Director Melanie L. Healey | For | For | Management |
| 1.5 | Elect Director M. Frances Keeth | For | For | Management |
| 1.6 | Elect Director Karl-Ludwig Kley | For | For | Management |
| 1.7 | Elect Director Lowell C. McAdam | For | For | Management |
| 1.8 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 1.9 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 1.10 | Elect Director Rodney E. Slater | For | For | Management |
| 1.11 | Elect Director Kathryn A. Tesija | For | For | Management |
| 1.12 | Elect Director Gregory D. Wasson | For | For | Management |
| 1.13 | Elect Director Gregory G. Weaver | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Adopt Quantitative Renewable Energy Goals | Against | Against | Shareholder |
| 5 | Report on Indirect Political Contributions | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 7 | Require Independent Board Chairman | Against | Against | Shareholder |
| 8 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For | Shareholder |
| 9 | Stock Retention/Holding Period | Against | Against | Shareholder |

 WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103
 Meeting Date: JUN 03, 2016 Meeting Type: Annual
 Record Date: APR 08, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director James I. Cash, Jr. | For | For | Management |
| 1b | Elect Director Pamela J. Craig | For | For | Management |
| 1c | Elect Director Timothy P. Flynn | For | For | Management |
| 1d | Elect Director Thomas W. Horton | For | For | Management |
| 1e | Elect Director Marissa A. Mayer | For | For | Management |
| 1f | Elect Director C. Douglas McMillon | For | For | Management |
| 1g | Elect Director Gregory B. Penner | For | For | Management |
| 1h | Elect Director Steven S. Reinemund | For | For | Management |
| 1i | Elect Director Kevin Y. Systrom | For | For | Management |
| 1j | Elect Director S. Robson Walton | For | For | Management |
| 1k | Elect Director Steuart L. Walton | For | For | Management |
| 1l | Elect Director Linda S. Wolf | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| 6 | Report on Incentive Compensation Plans | Against | For | Shareholder |

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7 Report on Guidelines for Country Selection Against Against Shareholder

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
Meeting Date: APR 26, 2016 Meeting Type: Annual
Record Date: MAR 01, 2016

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director John D. Baker, II | For | For | Management |
| 1b | Elect Director Elaine L. Chao | For | For | Management |
| 1c | Elect Director John S. Chen | For | For | Management |
| 1d | Elect Director Lloyd H. Dean | For | For | Management |
| 1e | Elect Director Elizabeth A. Duke | For | For | Management |
| 1f | Elect Director Susan E. Engel | For | For | Management |
| 1g | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1h | Elect Director Donald M. James | For | For | Management |
| 1i | Elect Director Cynthia H. Milligan | For | For | Management |
| 1j | Elect Director Federico F. Pena | For | For | Management |
| 1k | Elect Director James H. Quigley | For | For | Management |
| 1l | Elect Director Stephen W. Sanger | For | For | Management |
| 1m | Elect Director John G. Stumpf | For | For | Management |
| 1n | Elect Director Susan G. Swenson | For | For | Management |
| 1o | Elect Director Suzanne M. Vautrinot | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify KPMG LLP as Auditors | For | For | Management |
| 4 | Require Independent Board Chairman | Against | Against | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |

===== 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.

By: /s/ George R. Aylward

George R. Aylward, President

Date: August 11, 2016