

WESTERN ASSET HIGH INCOME OPPORTUNITY FUND INC.  
Form N-PX  
August 24, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

OMB APPROVAL  
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Washington, D.C. 20549

**FORM N-PX**

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

Investment Company Act file number **811-7920**

**Western Asset High Income Opportunity 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, 2011- June 30, 2012**

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**Item 1. Proxy Voting Record**

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

ICA File Number: 811-07920

Reporting Period: 07/01/2011 - 06/30/2012

Western Asset High Income Opportunity Fund Inc.

===== Western Asset High Income Opportunity Fund Inc. =====

DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: JUL 15, 2011 Meeting Type: SPECIAL

Record Date: JUL 13, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
N/A	Proxy to Assign Power of Attorney to New Board of Directors	FOR	FOR	Management

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DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: AUG 31, 2011 Meeting Type: SPECIAL

Record Date: AUG 30, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
N/A	Proxies for the Power of Attorney and approval of board compensation	FOR	FOR	Management

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HORIZON LINES INC

Ticker: HRZ Security ID: 44044K101

Meeting Date: DEC 02, 2011 Meeting Type: SPECIAL

Record Date: NOV 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item 1	Proposal to amend the company's amended and restated Certificate of Incorporation to effect a 1-for-25 reverse stock split of the common stock.	FOR	FOR	Management
Item	Proposal to increase the number of	FOR	FOR	Management

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2 authorized shares of common stock from  
100,000,000 to 2,500,000,000.

Item Proposal to authorize the issuance of FOR FOR Management  
3 warrants in lieu of cash or redemptioin  
notes in consideratioin for "Excess  
Shares" to faciliate compliance with  
the Jones Act.

Item Proposal to transact any other FOR FOR Management  
4 business as may properly come before  
the Special Meeting or any adjournment  
or postponement of the Special Meeting.

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HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 07, 2012 Meeting Type: ANNUAL

Record Date: MAY 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item 1	Elect directors.	FOR	FOR	Management
Item 2	Proposal to approve the ratification of Ernst & Young LLP as the independent registered public accounting firm for year 2012.	FOR	FOR	Management

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Item Proposal to an advisory resolution to FOR FOR Management  
3 approve executive compensation.

===== END NPX REPORT

