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ZWEIG TOTAL RETURN FUND INC

Form 8-K

November 05, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 25, 2002

THE ZWEIG TOTAL RETURN FUND, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation)

811-05620

(Commission File Number)

13-3474242

(IRS Employer Identification Number)

900 Third Avenue, New York, New York 10022

(Address of Principal Executive Offices)

Registrant's telephone number, including area code (212) 451-1100

ITEM 5. OTHER EVENTS

On October 25, 2002, The Zweig Fund, Inc. and The Zweig Total Return Fund, Inc. announced the resignation of Dr. Martin E. Zweig as chairman and officer of the two funds and the appointment of Philip R. McLoughlin, former chief executive officer of Phoenix Investment Partners, Ltd., as chairman of the funds, to be effective as of November 30, 2002. The form of the press release announcing the resignation and appointment is attached hereto as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits:

99.1 The Zweig Fund, Inc. and The Zweig Total Return Fund, Inc.
Press Release, dated October 25, 2002

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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THE ZWEIG TOTAL RETURN FUND, INC.

By: /s/ Philip R. McLoughlin

Name: Philip R. McLoughlin

Title: Vice Chairman of the Board of Directors