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TRI-CONTINENTAL CORP
 Form N-PX
 August 18, 2005

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-266

Tri-Continental Corporation

 (Exact name of registrant as specified in charter)

100 Park Avenue
 New York, NY 10017

 (Address of principal executive offices)

Lawrence P. Vogel, Treasurer
 100 Park Avenue
 New York, NY 10017

 (Name and address of agent for service)

Registrant's telephone number, including area code: 212-850-1864
 or Toll Free at 800-221-2450

Date of Fiscal year-end: 12/31/2004

Date of reporting period: 7/1/2004 - 6/30/2005

Item 1. Proxy Voting Record

ISSUER NAME	TICKER	CUSIP	MTG DATE Proposal Type	MT Vo
ADVANCE AUTO PARTS	AAP	00751Y106	5/18/05	AN
1.01	ELECT JOHN C. BROUILLARD		MGMT	YE
1.02	ELECT LAWRENCE P. CASTELLANI		MGMT	YE
1.03	ELECT MICHAEL N. COPPOLA		MGMT	YE
1.04	ELECT DARREN R. JACKSON		MGMT	YE
1.05	ELECT WILLIAM S. OGLESBY		MGMT	YE
1.06	ELECT GILBERT T. RAY		MGMT	YE
1.07	ELECT CARLOS A. SALADRIGAS		MGMT	YE
1.08	ELECT WILLIAM L. SALTER		MGMT	YE
1.09	ELECT FRANCESCA SPINELLI		MGMT	YE
1.10	ELECT NICHOLAS F. TAUBMAN		MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS		MGMT	YE
3.00	ADOPT SEXUAL ORIENTATION ANTI-BIAS POLICY		SHLDR	YE
ALCOA INC.	AA	013817	4/22/05	AN
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
ALTRIA GROUP, INC.	MO	02209S	4/28/05	AN
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	ADOPT OMNIBUS STOCK OPTION PLAN		MGMT	YE

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3.00	ADOPT NON-EMPLOYEE DIRECTOR PLAN		MGMT	YE
4.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
5.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
6.00	S/H PROPOSAL - TOBACCO		MGMT	YE
7.00	S/H PROPOSAL - TOBACCO		MGMT	YE
8.00	S/H PROPOSAL - TOBACCO		MGMT	YE
AMERICAN EXPRESS COMPANY		AXP	025816	4/27/05
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE		MGMT	YE
4.00	S/H PROPOSAL - POLITICAL/GOVERNMENT		MGMT	YE
AMERICAN TOWER CORP		AMT	029912201	5/26/05
1.01	ELECT RAYMOND P. DOLAN		MGMT	YE
1.02	ELECT CAROLYN F. KATZ		MGMT	YE
1.03	ELECT GUSTAVO LARA CANTU		MGMT	YE
1.04	ELECT FRED R. LUMMIS		MGMT	YE
1.05	ELECT PAMELA D. A. REEVE		MGMT	YE
1.06	ELECT JAMES D. TAICLET JR.		MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS		MGMT	YE
AMGEN INC.		AMGN	031162	5/11/05
1.00	ELECTION OF DIRECTORS		MGMT	NO
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	NO
3.00	S/H PROPOSAL - HEALTH ISSUES		MGMT	NO
4.00	S/H PROPOSAL - HEALTH ISSUES		MGMT	NO
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE		MGMT	NO
ANDREW CORPORATION		ANDW	034425	2/8/05
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	MANAGEMENT INCENTIVE PLAN		MGMT	YE
3.00	ADOPT OMNIBUS STOCK OPTION PLAN		MGMT	YE
4.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
5.00	TRANSACT OTHER BUSINESS		MGMT	YE
ANDRX		ADRX	034553107	5/20/05
1.01	ELECT TAMARA A. BAUM		MGMT	YE
1.02	ELECT DR. MELVIN SHAROKY		MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS		MGMT	YE
APPLEBEE'S INTERNATIONAL INC		APPB	037899101	5/12/05
1.01	ELECT ERLINE BELTON		MGMT	YE
1.02	ELECT ERIC L. HANSEN		MGMT	YE

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2.00	ADD SHARES TO THE 1995 EQUITY INCENTIVE PLAN			MGMT	YE
3.00	ADD SHARES TO THE EMPLOYEE STOCK PURCHASE PLAN			MGMT	YE
4.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
5.00	REVIEW OR PROMOTE ANIMAL WELFARE			SHLDR	YE
ASK JEEVES INC		ASKJ	045174109	5/24/05	AN
1.01	ELECT DAVID S. CARLICK			MGMT	YE
1.02	ELECT JAMES D. KIRSNER			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
BANK OF AMERICA CORPORATION		BAC	060505	4/27/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H - REPORT ON CHARITABLE CONTRIBUTIONS			MGMT	YE
4.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
BOSTON SCIENTIFIC CORP		BSX	101137107	5/10/05	AN
1.01	ELECT RAY J. GROVES			MGMT	YE
1.02	ELECT PETER M. NICHOLAS			MGMT	YE
1.03	ELECT WARREN B. RUDMAN			MGMT	YE
1.04	ELECT JAMES R. TOBIN			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	MAJORITY VOTE TO ELECT DIRECTORS			SHLDR	YE
BP P.L.C.		BP	055622	4/14/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	APPOINT AUDITORS AND APPROVE REMUNERATION			MGMT	YE
3.00	ALLOT SECURITIES			MGMT	YE
4.00	ALLOT SECURITIES			MGMT	YE
5.00	AUTHORIZE DIRECTORS TO REPURCHASE SHARES			MGMT	YE
6.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL			MGMT	YE
7.00	ADOPT/AMEND EXECUTIVE INCENTIVE BONUS PLAN			MGMT	YE
8.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL			MGMT	YE
BROADCOM CORPORATION		BRCM	111320	4/28/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND INCENTIVE STOCK OPTION PLAN			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
4.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
CARNIVAL CORPORATION		CCL	143658	4/13/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND NON-EMPLOYEE DIRECTOR PLAN			MGMT	YE
3.00	ADOPT STOCK OPTION PLAN			MGMT	YE
4.00	ADOPT STOCK PURCHASE PLAN			MGMT	YE
5.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
6.00	APPROVE INCREASE IN AGGREGATE COMPENSATION CEILING FOR DIRS AND STATUTORY AUDES			MGMT	YE
7.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL			MGMT	YE
8.00	APPROVE RENUMERATION OF DIRECTORS			MGMT	YE
9.00	ALLOT SECURITIES			MGMT	YE

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10.00	ELIMINATE PREEMPTIVE RIGHTS			MGMT	YE
11.00	AUTHORIZE DIRECTORS TO REPURCHASE SHARES			MGMT	YE
CENDANT CORPORATION		CD	151313	4/26/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	AMEND NON-EMPLOYEE DIRECTOR PLAN			MGMT	YE
4.00	ADOPT INCENTIVE STOCK OPTION PLAN			MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
6.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
CHEVRONTEXACO CORPORATION		CVX	166764	4/27/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H - EXPENSING OF STOCK OPTIONS			MGMT	YE
6.00	S/H PROPOSAL - ANIMAL RIGHTS			MGMT	YE
7.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
8.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
CISCO SYSTEMS, INC.		CSCO	17275R	11/18/04	AN
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
CIT GROUP INC		CIT	125581108	5/11/05	AN
1.01	ELECT JEFFREY M. PEEK			MGMT	YE
1.02	ELECT GARY C. BUTLER			MGMT	YE
1.03	ELECT WILLIAM A. FARLINGER			MGMT	YE
1.04	ELECT WILLIAM M. FREEMAN			MGMT	YE
1.05	ELECT THOMAS H. KEAN			MGMT	YE
1.06	ELECT MARIANNE MILLER PARRS			MGMT	YE
1.07	ELECT TIMOTHY M. RING			MGMT	YE
1.08	ELECT JOHN R. RYAN			MGMT	YE
1.09	ELECT PETER J. TOBIN			MGMT	YE
1.10	ELECT LOIS M. VAN DEUSEN			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	APPROVE OTHER BUSINESS			MGMT	YE
CITIGROUP INC.		C	172967	4/19/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	AMEND INCENTIVE STOCK OPTION PLAN			MGMT	YE
4.00	S/H PROPOSAL - LIMIT COMPENSATION			MGMT	YE
5.00	S/H PROPOSAL - POLITICAL/GOVERNMENT			MGMT	YE
6.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
7.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
8.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
9.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
10.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE

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CITIZENS COMMUNICATIONS CO		CZN	17453B101	5/26/05	AN
1.01	ELECT JERRY ELLIOTT			MGMT	YE
1.02	ELECT LAWTON WEHLE FITT			MGMT	YE
1.03	ELECT STANLEY HARFENIST			MGMT	YE
1.04	ELECT WILLIAM M. KRAUS			MGMT	YE
1.05	ELECT SCOTT N. SCHNEIDER			MGMT	YE
1.06	ELECT LARRAINE D. SEGIL			MGMT	YE
1.07	ELECT EDWIN TORNBERG			MGMT	YE
1.08	ELECT DAVID H. WARD			MGMT	YE
1.09	ELECT MYRON A. WICK III			MGMT	YE
1.10	ELECT MARY AGNES WILDEROTTER			MGMT	YE
1.11	ELECT ROBERT A. STANGER			MGMT	YE
2.00	AMEND STOCK INCENTIVE PLAN			MGMT	YE
3.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
4.00	APPROVE OTHER BUSINESS			MGMT	YE
CLEAR CHANNEL COMMUNICATIONS, INC.		CCU	184502	4/26/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	ADOPT INCENTIVE STOCK OPTION PLAN			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
COLGATE-PALMOLIVE COMPANY		CL	194162	5/4/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	ADOPT STOCK OPTION PLAN			MGMT	YE
4.00	ADOPT NON-EMPLOYEE DIRECTOR PLAN			MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
COMCAST CORP		CMCSA	20030N101	6/1/05	AN
1.01	ELECT S. DECKER ANSTROM			MGMT	YE
1.02	ELECT KENNETH J. BACON			MGMT	YE
1.03	ELECT SHELDON M. BONOVIKZ			MGMT	YE
1.04	ELECT EDWARD D. BREEN			MGMT	YE
1.05	ELECT JULIAN A. BRODSKY			MGMT	YE
1.06	ELECT JOSEPH L. CASTLE II			MGMT	YE
1.07	ELECT JOSEPH J. COLLINS			MGMT	YE
1.08	ELECT J. MICHAEL COOK			MGMT	YE
1.09	ELECT BRIAN L. ROBERTS			MGMT	YE
1.10	ELECT RALPH J. ROBERTS			MGMT	YE
1.11	ELECT JUDITH RODIN			MGMT	YE
1.12	ELECT MICHAEL I. SOVERN			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	AMEND STOCK AWARD PLAN			MGMT	YE
4.00	REVIEW POLITICAL SPENDING OR LOBBYING			SHLDR	YE
5.00	INDEPENDENT BOARD CHAIRMAN			SHLDR	YE
6.00	REDEEM OR VOTE ON POISON PILL			SHLDR	YE
7.00	ELIMINATE DUAL CLASS STOCK			SHLDR	YE
COMPUTER ASSOCIATES INTERNATIONAL, I		CA	204912	8/25/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE

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2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
CROWN CASTLE	INTERNATIONAL CORP	CCI	228227104	5/26/05	AN
1.01	ELECT DALE N. HATFIELD			MGMT	YE
1.02	ELECT LEE W. HOGAN			MGMT	YE
1.03	ELECT ROBERT F. MCKENZIE			MGMT	YE
1.04	ELECT ROBERT E. GARRISON II			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
DEAN FOODS CO		DF	242370104	5/24/05	AN
1.01	ELECT TOM C. DAVIS			MGMT	YE
1.02	ELECT STEPHEN L. GREEN			MGMT	YE
1.03	ELECT JOSEPH S. HARDIN JR.			MGMT	YE
1.04	ELECT JOHN R. MUSE			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	REPORT ON SUSTAINABILITY			SHLDR	YE
DEERE & COMPANY		DE	244199	2/23/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	ADOPT OMNIBUS STOCK OPTION PLAN			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
DELL INC.		DELL	24702R	7/16/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H - EXPENSING OF STOCK OPTIONS			MGMT	YE
DUKE ENERGY CORPORATION		DUK	264399	5/12/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	DECLASSIFY BOARD			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
EBAY INC		EBAY	278642103	6/23/05	AN
1.01	ELECT FRED D. ANDERSON			MGMT	YE
1.02	ELECT EDWARD W. BARNHOLT			MGMT	YE
1.03	ELECT SCOTT D. COOK			MGMT	YE
1.04	ELECT ROBERT C. KAGLE			MGMT	YE
2.00	REAPPROVE OPTION/BONUS PLAN FOR OBRA			MGMT	YE
3.00	INCREASE AUTHORIZED COMMON STOCK			MGMT	YE
4.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
5.00	RESTRICT EXECUTIVE COMPENSATION			SHLDR	YE
6.00	MAJORITY VOTE TO ELECT DIRECTORS			SHLDR	YE
ELECTRONIC ARTS INC.		ERTS	285512	7/29/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND INCENTIVE STOCK OPTION PLAN			MGMT	YE
3.00	AMEND STOCK PURCHASE PLAN			MGMT	YE
4.00	APPROVE REVERSE STOCK SPLIT			MGMT	YE
5.00	APPROVE AUTHORIZED COMMON STOCK INCREASE			MGMT	YE

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6.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
ELI LILLY AND COMPANY		LLY	532457	4/18/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
4.00	S/H PROPOSAL - HEALTH ISSUES			MGMT	YE
5.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
6.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
7.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
8.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
EMC CORPORATION		EMC	268648	5/5/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND STOCK OPTION PLAN TO INCREASE SHARES			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
EXXON MOBIL CORP		XOM	30231G102	5/25/05	AN
1.01	ELECT MICHAEL J. BOSKIN			MGMT	YE
1.02	ELECT WILLIAM W. GEORGE			MGMT	YE
1.03	ELECT JAMES R. HOUGHTON			MGMT	YE
1.04	ELECT WILLIAM R. HOWELL			MGMT	YE
1.05	ELECT REATHA CLARK KING			MGMT	YE
1.06	ELECT PHILIP E. LIPPINCOTT			MGMT	YE
1.07	ELECT HENRY A. MCKINNELL JR.			MGMT	YE
1.08	ELECT MARILYN CARLSON NELSON			MGMT	YE
1.09	ELECT LEE R. RAYMOND			MGMT	YE
1.10	ELECT WALTER V. SHIPLEY			MGMT	YE
1.11	ELECT REX W. TILLERSON			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	AFFIRM POLITICAL NONPARTISANSHIP			SHLDR	YE
4.00	RESTRICT DIRECTOR COMPENSATION			SHLDR	YE
5.00	NOMINATE DIRECTORS WITH ENERGY EXPERTISE			SHLDR	YE
6.00	REVIEW OPERATIONS' IMPACT ON LOCAL GROUPS			SHLDR	YE
7.00	ADOPT SEXUAL ORIENTATION ANTI-BIAS POLICY			SHLDR	YE
8.00	PRESERVE/REPORT ON NATURAL HABITAT			SHLDR	YE
9.00	REPORT OR TAKE ACTION ON CLIMATE CHANGE			SHLDR	YE
10.00	REPORT OR TAKE ACTION ON CLIMATE CHANGE			SHLDR	YE
FEDERAL HOME LOAN MORTGAGE CORPORATI		FRE	313400	11/4/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	ADOPT STOCK OPTION PLAN			MGMT	YE
4.00	AMEND STOCK PURCHASE PLAN			MGMT	YE
FOREST LABORATORIES, INC.		FRX	345838	8/11/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE

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2.00	APPROVE AUTHORIZED COMMON STOCK INCREASE			MGMT	YE
3.00	ADOPT STOCK OPTION PLAN			MGMT	YE
4.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
FREEPORT-MCMORAN COPPER & GOLD INC.		FCX	35671D	5/5/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	ADOPT INCENTIVE STOCK OPTION PLAN			MGMT	YE
4.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
5.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
GAP, INC.		GPS	364760	5/10/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	AMEND OMNIBUS STOCK OPTION PLAN			MGMT	YE
GENERAL DYNAMICS CORPORATION		GD	369550	5/4/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
4.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
GENERAL ELECTRIC COMPANY		GE	369604	4/27/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - ADOPT CUMULATIVE VOTING			MGMT	YE
4.00	S/H - RESEARCH RENEWABLE ENERGY			MGMT	YE
5.00	S/H PROPOSAL - HEALTH ISSUES			MGMT	YE
6.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
7.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
8.00	S/H PROPOSAL - POLITICAL/GOVERNMENT			MGMT	YE
9.00	S/H PROPOSAL - ANIMAL RIGHTS			MGMT	YE
GILEAD SCIENCES INC		GILD	375558103	5/10/05	AN
1.01	ELECT DR.PAUL BERG			MGMT	YE
1.02	ELECT ETIENNE F. DAVIGNON			MGMT	YE
1.03	ELECT JAMES M. DENNY			MGMT	YE
1.04	ELECT DR.JOHN C. MARTIN			MGMT	YE
1.05	ELECT GORDON E. MOORE			MGMT	YE
1.06	ELECT NICHOLAS G. MOORE			MGMT	YE
1.07	ELECT DR.GEORGE P. SHULTZ			MGMT	YE
1.08	ELECT GAYLE E. WILSON			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	ADD SHARES TO STOCK INCENTIVE PLAN			MGMT	YE
	AMEND STOCK INCENTIVE PLAN				
4.00	REVIEW AIDS PANDEMIC'S IMPACT ON COMPANY			SHLDR	YE
HARTFORD FINANCIAL SERVICES GROUP INC		HIG	416515104	5/18/05	AN

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1.01	ELECT RAMANI AYER			MGMT	YE
1.02	ELECT RONALD E. FERGUSON			MGMT	YE
1.03	ELECT EDWARD J. KELLY III			MGMT	YE
1.04	ELECT PAUL G. KIRK JR.			MGMT	YE
1.05	ELECT THOMAS M. MARRA			MGMT	YE
1.06	ELECT GAIL J. MCGOVERN			MGMT	YE
1.07	ELECT MICHAEL G. MORRIS			MGMT	YE
1.08	ELECT ROBERT W. SELANDER			MGMT	YE
1.09	ELECT CHARLES B. STRAUSS			MGMT	YE
1.10	ELECT H. PATRICK SWYGERT			MGMT	YE
1.11	ELECT DAVID K. ZWIENER			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	ADOPT THE 2005 INCENTIVE STOCK PLAN			MGMT	YE
4.00	REAPPROVE OPTION/BONUS PLAN FOR OBRA			MGMT	YE
HEWLETT-PACKARD COMPANY		HPQ	428236	3/16/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	AMEND STOCK PURCHASE PLAN			MGMT	YE
HONEYWELL INTERNATIONAL INC.		HON	438516	4/25/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	DECLASSIFY BOARD			MGMT	YE
4.00	SUPERMAJORITY			MGMT	YE
5.00	S/H PROPOSAL - PROXY PROCESS/STATEMENT			MGMT	YE
6.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
7.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
8.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
9.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
ILLINOIS TOOL WORKS INC.		ITW	452308	5/6/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
4.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
INTEL CORP		INTC	458140100	5/18/05	AN
1.01	ELECT CRAIG R. BARRETT			MGMT	YE
1.02	ELECT CHARLENE BARSHEFSKY			MGMT	YE
1.03	ELECT E. JOHN P. BROWNE			MGMT	YE
1.04	ELECT D. JAMES GUZY			MGMT	YE
1.05	ELECT REED E. HUNDT			MGMT	YE
1.06	ELECT PAUL S. OTELLINI			MGMT	YE
1.07	ELECT DAVID S. POTTRUCK			MGMT	YE
1.08	ELECT JANE E. SHAW			MGMT	YE
1.09	ELECT JOHN L. THORNTON			MGMT	YE
1.10	ELECT DAVID B. YOFFIE			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	ADOPT THE 2004 EQUITY INCENTIVE PLAN			MGMT	YE
4.00	AMEND ANNUAL BONUS PLAN			MGMT	YE

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INTERNATIONAL BUSINESS MACHINES CORP	IBM	459200	4/26/05	AN
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
3.00	S/H PROPOSAL - ADOPT CUMULATIVE VOTING		MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE		MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE		MGMT	YE
6.00	S/H - EXPENSING OF STOCK OPTIONS		MGMT	YE
7.00	S/H PROPOSAL - INCREASE DISCLOSURE OF EXECUTIVE COMPENSATION		MGMT	YE
8.00	MISCELLANEOUS SHAREHOLDER PROPOSAL		MGMT	YE
JABIL CIRCUIT, INC.	JBL	466313	1/20/05	AN
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
JOHNSON & JOHNSON	JNJ	478160	4/28/05	AN
1.00	ELECTION OF DIRECTORS		MGMT	YE
2.00	ADOPT OMNIBUS STOCK OPTION PLAN		MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS		MGMT	YE
JPMORGAN CHASE & CO	JPM	46625H100	5/17/05	AN
1.01	ELECT HANS W. BECHERER		MGMT	YE
1.02	ELECT JOHN H. BIGGS		MGMT	YE
1.03	ELECT LAWRENCE A. BOSSIDY		MGMT	YE
1.04	ELECT STEPHEN B. BURKE		MGMT	YE
1.05	ELECT JAMES S. CROWN		MGMT	YE
1.06	ELECT JAMES DIMON		MGMT	YE
1.07	ELECT ELLEN V. FUTTER		MGMT	YE
1.08	ELECT WILLIAM H. GRAY III		MGMT	YE
1.09	ELECT WILLIAM B. HARRISON JR.		MGMT	YE
1.10	ELECT LABAN P. JACKSON JR.		MGMT	YE
1.11	ELECT JOHN W. KESSLER		MGMT	YE
1.12	ELECT ROBERT I. LIPP		MGMT	YE
1.13	ELECT RICHARD A. MANOOGIAN		MGMT	YE
1.14	ELECT DAVID C. NOVAK		MGMT	YE
1.15	ELECT LEE R. RAYMOND		MGMT	YE
1.16	ELECT WILLIAM C. WELDON		MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS		MGMT	YE
3.00	ADOPT THE 2005 LONG-TERM INCENTIVE PLAN		MGMT	YE
4.00	DIRECTOR TENURE/RETIREMENT AGE		SHLDR	YE
5.00	INDEPENDENT BOARD CHAIRMAN		SHLDR	YE
6.00	RESTRICT EXECUTIVE COMPENSATION		SHLDR	YE
7.00	RESTRICT EXECUTIVE COMPENSATION		SHLDR	YE
KROGER CO	KR	501044101	6/23/05	AN
1.01	ELECT ROBERT D. BEYER		MGMT	YE
1.02	ELECT JOHN T. LAMACCHIA		MGMT	YE
1.03	ELECT EDWARD M. LIDDY		MGMT	YE
1.04	ELECT KATHERINE D. ORTEGA		MGMT	YE
1.05	ELECT BOBBY S. SHACKOULS		MGMT	YE
2.00	ADOPT THE 2005 LONG-TERM INCENTIVE PLAN		MGMT	YE

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3.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
4.00	ELIMINATE SUPERMAJORITY PROVISION			SHLDR	YE
5.00	REVIEW OR PROMOTE ANIMAL WELFARE			SHLDR	YE
6.00	GOLDEN PARACHUTES			SHLDR	YE
MARRIOTT INTERNATIONAL, INC.					
		MAR	571903	5/6/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	AMEND INCENTIVE STOCK OPTION PLAN TO INCREASE SHARES			MGMT	YE
4.00	S/H PROPOSAL - ANIMAL RIGHTS			MGMT	YE
5.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
MASCO CORP					
		MAS	574599106	5/10/05	AN
1.01	ELECT VERNE G. ISTOCK			MGMT	YE
1.02	ELECT DAVID L. JOHNSTON			MGMT	YE
1.03	ELECT J. MICHAEL LOSH			MGMT	YE
1.04	ELECT DENNIS W. ARCHER			MGMT	YE
2.00	ADOPT THE 2005 LONG TERM INCENTIVE PLAN			MGMT	YE
3.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
MBNA CORPORATION					
		KRB	55262L	5/2/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
4.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
MEDTRONIC, INC.					
		MDT	585055	8/26/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
MERCK & CO., INC.					
		MRK	589331	4/26/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H PROPOSAL - ANIMAL RIGHTS			MGMT	YE
6.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
7.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
8.00	S/H PROPOSAL - POLITICAL/GOVERNMENT			MGMT	YE
9.00	S/H PROPOSAL - HEALTH ISSUES			MGMT	YE
MERRILL LYNCH & CO., INC.					
		MER	590188	4/22/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	ADOPT DIRECTOR STOCK OPTION PLAN			MGMT	YE
4.00	S/H PROPOSAL - ADOPT CUMULATIVE VOTING			MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
MICHAELS STORES INC					
		MIK	594087108	6/16/05	AN
1.01	ELECT CHARLES J. WYLY JR.			MGMT	YE

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1.02	ELECT SAM WYLY			MGMT	YE
1.03	ELECT RICHARD E. HANLON			MGMT	YE
1.04	ELECT RICHARD C. MARCUS			MGMT	YE
1.05	ELECT LIZ MINYARD			MGMT	YE
1.06	ELECT CECE SMITH			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	ADOPT THE 2005 INCENTIVE COMPENSATION PLAN			MGMT	YE
MICROSOFT CORPORATION		MSFT	594918	11/9/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND STOCK OPTION PLAN			MGMT	YE
3.00	AMEND NON-EMPLOYEE DIRECTOR PLAN			MGMT	YE
4.00	ADOPT INCENTIVE STOCK OPTION PLAN			MGMT	YE
5.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
MORGAN STANLEY		MWD	617446	3/15/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	CLASSIFY/STAGGER BOARD OF DIRECTORS			MGMT	YE
4.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
NOBLE CORPORATION		NE	G65422	4/28/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	APPROVE CHARTER AMENDMENT			MGMT	YE
3.00	AMEND OMNIBUS STOCK OPTION PLAN			MGMT	YE
4.00	AMEND NON-EMPLOYEE DIRECTOR PLAN			MGMT	YE
5.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
NOKIA CORPORATION		NOK	654902	4/7/05	AN
1.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL			MGMT	YE
2.00	DIVIDEND			MGMT	YE
3.00	DECLASSIFY BOARD			MGMT	YE
4.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL			MGMT	YE
5.00	ELECTION OF DIRECTORS			MGMT	YE
6.00	PERMIT DIRECTORS TO FIX/APPROVE AUDITOR'S REMUNERATION			MGMT	YE
7.00	APPOINT AUDITORS			MGMT	YE
8.00	ADOPT INCENTIVE STOCK OPTION PLAN			MGMT	YE
9.00	AUTHORIZE DIRECTORS TO DECREASE SHARE CAPITAL			MGMT	YE
10.00	AUTHORIZE DIRECTORS TO INCREASE SHARE CAPITAL			MGMT	YE
11.00	AUTHORIZE DIRECTORS TO REPURCHASE SHARES			MGMT	YE
12.00	APPROVE ALLOTMENT OF EQUITY SECURITIES			MGMT	YE
13.00	CHANGE STOCK EXCHANGE LISTING			MGMT	YE
NORTEL NETWORKS CORP		NT	656568102	6/29/05	AN
1.01	ELECT JALYNN H. BENNETT			MGMT	YE
1.02	ELECT MANFRED BISCHOFF			MGMT	YE
1.03	ELECT ROBERT E. BROWN			MGMT	YE
1.04	ELECT JOHN E. CLEGHORN			MGMT	YE
1.05	ELECT JAMES B. HUNT JR.			MGMT	YE
1.06	ELECT ROBERT ALEXANDER INGRAM			MGMT	YE
1.07	ELECT JOHN A. MACNAUGHTON			MGMT	YE

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1.08	ELECT JOHN MANLEY	MGMT	YE
1.09	ELECT RICHARD D. MCCORMICK	MGMT	YE
1.10	ELECT RONALD W. OSBORNE	MGMT	YE
1.11	ELECT WILLIAM A. OWENS	MGMT	YE
1.12	ELECT HARRY J. PEARCE	MGMT	YE
2.00	APPOINT AUDITORS AND SET THEIR FEES	MGMT	YE
3.00	APPROVE STOCK PURCHASE PLAN/SAYE/AESOP	MGMT	YE
4.00	APPROVE STOCK OPTION PLAN	MGMT	YE
5.00	OPPOSE/CHANGE EXECUTIVE PAY	SHLDR	YE
6.00	OPPOSE/CHANGE EXECUTIVE PAY	SHLDR	YE
7.00	PROPOSE ADDITIONAL BOARD NOMINEES	SHLDR	YE
8.00	OPPOSE/CHANGE EXECUTIVE PAY	SHLDR	YE
9.00	TAKE ACTION TO RECOVER EXECUTIVE PAY	SHLDR	YE
10.00	OPPOSE/CHANGE EXECUTIVE PAY	SHLDR	YE
11.00	TAKE ACTION TO RECOVER DIRECTOR PAY	SHLDR	YE
12.00	PAY ECONOMY CLASS FOR TRAVEL	SHLDR	YE
13.00	PROPOSE ADDITIONAL BOARD NOMINEES	SHLDR	YE
14.00	TAKE ACTION TO RECOVER AUDITORS' FEES	SHLDR	YE
15.00	PROVIDE INFORMATIONAL LETTER TO REGULATORY AGENCIES	SHLDR	YE

NOVARTIS AG	NVS	66987V	3/1/05	AN
1.00	RECEIVE CONSOLIDATED FINANCIAL STATEMENTS	MGMT	YE	YE
2.00	APPROVE PREVIOUS BOARD'S ACTIONS	MGMT	YE	YE
3.00	DIVIDEND	MGMT	YE	YE
4.00	AUTHORIZE DIRECTORS TO DECREASE SHARE CAPITAL	MGMT	YE	YE
5.00	AUTHORIZE DIRECTORS TO REPURCHASE SHARES	MGMT	YE	YE
6.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL	MGMT	YE	YE
7.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL	MGMT	YE	YE
8.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL	MGMT	YE	YE
9.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL	MGMT	YE	YE
10.00	MISCELLANEOUS CORPORATE GOVERNANCE - GLOBAL	MGMT	YE	YE
11.00	APPOINT AUDITORS	MGMT	YE	YE

NOVELL, INC.	NOVL	670006	4/14/05	AN
1.00	ELECTION OF DIRECTORS	MGMT	YE	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE	MGMT	YE	YE

ORACLE CORPORATION	ORCL	68389X	10/29/04	AN
1.00	ELECTION OF DIRECTORS	MGMT	YE	YE
2.00	APPROVE EXECUTIVE BONUS PLAN	MGMT	YE	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE	YE
4.00	AMEND LONG TERM INCENTIVE PLAN	MGMT	YE	YE
5.00	MISCELLANEOUS SHAREHOLDER PROPOSAL	MGMT	YE	YE

PARTNERRE	PRE	G6852T105	5/10/05	AN
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1.01	ELECT JUDITH CHRISTINE HANRATTY			MGMT	YE
1.02	ELECT REMY SAUTTER			MGMT	YE
1.03	ELECT PATRICK THIELE			MGMT	YE
1.04	ELECT JURGEN ZECH			MGMT	YE
2.00	ADOPT THE 2005 EMPLOYEE EQUITY PLAN			MGMT	YE
3.00	AUTHORIZE STOCK WITH AND WITHOUT PREEMPTIVE RIGHTS			MGMT	YE
4.00	APPROVE AUDITORS AND SET THEIR FEES			MGMT	YE
5.00	APPROVE OTHER BUSINESS			MGMT	YE
PEPSICO, INC.	PEP	713448	5/4/05		AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
PFIZER INC.	PFE	717081	4/28/05		AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
4.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
5.00	S/H PROPOSAL - HEALTH ISSUES			MGMT	YE
6.00	S/H PROPOSAL - POLITICAL/GOVERNMENT			MGMT	YE
7.00	S/H PROPOSAL - HEALTH ISSUES			MGMT	YE
8.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
PHARMION	PHRM	71715B409	6/1/05		AN
1.01	ELECT PATRICK J. MAHAFFY			MGMT	YE
1.02	ELECT JAMES C. BLAIR			MGMT	YE
1.03	ELECT CAM L. GARNER			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	ADD SHARES TO THE 2000 STOCK INCENTIVE PLAN			MGMT	YE
4.00	ADD SHARES TO THE 2001 NON-EMPLOYEE STOCK OPTION PLAN			MGMT	YE
PPL CORPORATION	PPL	69351T	4/22/05		AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
PRAXAIR, INC.	PX	74005P	4/26/05		AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	ADOPT NON-EMPLOYEE DIRECTOR PLAN			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
PRUDENTIAL FINANCIAL INC	PRU	744320102	6/7/05		AN
1.01	ELECT JAMES G. CULLEN			MGMT	YE
1.02	ELECT JAMES A. UNRUH			MGMT	YE
1.03	ELECT GORDON M. BETHUNE			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	REPEAL CLASSIFIED BOARD			MGMT	YE
4.00	ADOPT THE EMPLOYEE STOCK PURCHASE PLAN			MGMT	YE
QUALCOMM, INCORPORATED	QCOM	747525	3/8/05		AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND ARTICLES/BYLAW/CHARTER-ORGANIZATION RELATED			MGMT	YE

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3.00	APPROVE AUTHORIZED COMMON STOCK INCREASE	MGMT	YE
4.00	APPROVE CHARTER AMENDMENT	MGMT	YE
5.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE
RADIAN GROUP INC	RDN	750236101	5/10/05
1.01	ELECT DAVID C. CARNEY	MGMT	YE
1.02	ELECT HOWARD B. CULANG	MGMT	YE
1.03	ELECT STEPHEN T. HOPKINS	MGMT	YE
1.04	ELECT SANFORD A. IBRAHIM	MGMT	YE
1.05	ELECT JAMES W. JENNINGS	MGMT	YE
1.06	ELECT ROY J. KASMAR	MGMT	YE
1.07	ELECT RONALD W. MOORE	MGMT	YE
1.08	ELECT JAN NICHOLSON	MGMT	YE
1.09	ELECT ROBERT W. RICHARDS	MGMT	YE
1.10	ELECT ANTHONY W. SCHWEIGER	MGMT	YE
1.11	ELECT HERBERT WENDER	MGMT	YE
2.00	ADOPT THE PERFORMANCE SHARE PLAN	MGMT	YE
3.00	RATIFY SELECTION OF AUDITORS	MGMT	YE
SBC COMMUNICATIONS INC.	SBC	78387G	4/29/05
1.00	ELECTION OF DIRECTORS	MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE
3.00	ADOPT STOCK PURCHASE PLAN	MGMT	YE
4.00	MISCELLANEOUS SHAREHOLDER PROPOSAL	MGMT	YE
5.00	MISCELLANEOUS SHAREHOLDER PROPOSAL	MGMT	YE
6.00	MISCELLANEOUS SHAREHOLDER PROPOSAL	MGMT	YE
7.00	MISCELLANEOUS SHAREHOLDER PROPOSAL	MGMT	YE
SMURFIT-STONE CONTAINER CORPORATION	SSCC	832727	5/11/05
1.00	ELECTION OF DIRECTORS	MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE
SYMANTEC CORP	SYMC	871503108	6/24/05
1.00	APPROVE MERGER/ACQUISITION	MGMT	YE
2.00	INCREASE AUTHORIZED COMMON STOCK	MGMT	YE
3.00	ADJOURN MEETING	MGMT	YE
SYMANTEC CORPORATION	SYMC	871503	9/15/04
1.00	ELECTION OF DIRECTORS	MGMT	YE
2.00	APPROVE AUTHORIZED COMMON STOCK INCREASE	MGMT	YE
3.00	ADOPT INCENTIVE STOCK OPTION PLAN	MGMT	YE
4.00	AMEND DIRECTOR STOCK OPTION PLAN	MGMT	YE
5.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE
SYSICO CORPORATION	SYI	871829	11/12/04
1.00	ELECTION OF DIRECTORS	MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS	MGMT	YE
3.00	ADOPT STOCK OPTION PLAN	MGMT	YE

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4.00	ADOPT OMNIBUS STOCK OPTION PLAN			MGMT	YE
5.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
TAIWAN SEMICONDUCTOR MFG. CO. LTD.					
		TSM	874039	12/21/04	SP
1.00	ARTICLES OF ASSOCIATION			MGMT	YE
TEXAS INSTRUMENTS INCORPORATED					
		TXN	882508	4/21/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	ADOPT STOCK PURCHASE PLAN			MGMT	YE
4.00	ADOPT OMNIBUS STOCK OPTION PLAN			MGMT	YE
THE BANK OF NEW YORK COMPANY, INC.					
		BK	064057	4/12/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - ADOPT CUMULATIVE VOTING			MGMT	YE
4.00	S/H PROPOSAL - ADOPT CUMULATIVE VOTING			MGMT	YE
THE COCA-COLA COMPANY					
		KO	191216	4/19/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
THE DOW CHEMICAL COMPANY					
		DOW	260543	5/12/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	MISCELLANEOUS SHAREHOLDER PROPOSAL			MGMT	YE
THE GOLDMAN SACHS GROUP, INC.					
		GS	38141G	4/6/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	APPROVE CHARTER AMENDMENT			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
THE PROCTER & GAMBLE COMPANY					
		PG	742718	10/12/04	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	APPROVE AUTHORIZED COMMON STOCK INCREASE			MGMT	YE
4.00	MISCELLANEOUS CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H PROPOSAL - ANIMAL RIGHTS			MGMT	YE
THE SERVICEMASTER COMPANY					
		SVM	81760N	5/6/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	NO
2.00	APPROVE CHARTER AMENDMENT			MGMT	NO
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	NO
TIME WARNER INC					
		TWX	887317105	5/20/05	AN
1.01	ELECT JAMES L. BARKSDALE			MGMT	YE

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1.02	ELECT STEPHEN F. BOLLENBACH			MGMT	YE
1.03	ELECT STEPHEN M. CASE			MGMT	YE
1.04	ELECT FRANK J. CAUFIELD			MGMT	YE
1.05	ELECT ROBERT C. CLARK			MGMT	YE
1.06	ELECT JESSICA P. EINHORN			MGMT	YE
1.07	ELECT MILES R. GILBURNE			MGMT	YE
1.08	ELECT CARLA A. HILLS			MGMT	YE
1.09	ELECT REUBEN MARK			MGMT	YE
1.10	ELECT MICHAEL A. MILES			MGMT	YE
1.11	ELECT KENNETH J. NOVACK			MGMT	YE
1.12	ELECT RICHARD D. PARSONS			MGMT	YE
1.13	ELECT ROBERT E. TURNER			MGMT	YE
1.14	ELECT FRANCIS T. VINCENT JR.			MGMT	YE
1.15	ELECT DEBORAH C. WRIGHT			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	LINK EXECUTIVE PAY TO SOCIAL CRITERIA			SHLDR	YE
TRIBUNE CO		TRB	896047107	5/18/05	AN
1.01	ELECT ROGER GOODAN			MGMT	YE
1.02	ELECT ENRIQUE HERNANDEZ JR.			MGMT	YE
1.03	ELECT J. CHRISTOPHER REYES			MGMT	YE
1.04	ELECT DUDLEY S. TAFT			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
TYCO INTERNATIONAL LTD.		TYC	902124	3/10/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
UNIVISION COMMUNICATIONS INC.		UVN	914906	5/11/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - PROXY PROCESS/STATEMENT			MGMT	YE
VERITAS SOFTWARE CORP		VRTS	923436109	6/24/05	SP
1.00	APPROVE MERGER/ACQUISITION			MGMT	YE
2.00	ADJOURN MEETING			MGMT	YE
VERIZON COMMUNICATIONS INC.		VZ	92343V	5/5/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	S/H PROPOSAL - ADOPT CUMULATIVE VOTING			MGMT	YE
4.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
5.00	S/H PROPOSAL - PROXY PROCESS/STATEMENT			MGMT	YE
6.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
7.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
8.00	S/H - REPORT ON CHARITABLE CONTRIBUTIONS			MGMT	YE
WACHOVIA CORPORATION		WB	929903	10/28/04	SP
1.00	APPROVE MERGER AGREEMENT			MGMT	YE
WACHOVIA CORPORATION		WB	929903	4/19/05	AN

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1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
WAL-MART STORES					
		WMT	931142103	6/3/05	AN
1.01	ELECT JAMES W. BREYER			MGMT	YE
1.02	ELECT M. MICHELE BURNS			MGMT	YE
1.03	ELECT DOUGLAS N. DAFT			MGMT	YE
1.04	ELECT DAVID D. GLASS			MGMT	YE
1.05	ELECT ROLAND A. HERNANDEZ			MGMT	YE
1.06	ELECT JOHN D. OPIE			MGMT	YE
1.07	ELECT J. PAUL REASON			MGMT	YE
1.08	ELECT H. LEE SCOTT JR.			MGMT	YE
1.09	ELECT JACK C. SHEWMAKER			MGMT	YE
1.10	ELECT JOSE H. VILLARREAL			MGMT	YE
1.11	ELECT JOHN T. WALTON			MGMT	YE
1.12	ELECT S. ROBSON WALTON			MGMT	YE
1.13	ELECT CHRISTOPHER J. WILLIAMS			MGMT	YE
1.14	ELECT LINDA S. WOLF			MGMT	YE
2.00	ADOPT THE 2005 STOCK INCENTIVE PLAN			MGMT	YE
3.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
4.00	RESTRICT EXECUTIVE COMPENSATION			SHLDR	YE
5.00	REPORT ON SUSTAINABILITY			SHLDR	YE
6.00	LINK EXECUTIVE PAY TO SOCIAL CRITERIA			SHLDR	YE
7.00	REVIEW POLITICAL SPENDING OR LOBBYING			SHLDR	YE
8.00	REPORT ON EEO			SHLDR	YE
9.00	MAJORITY VOTE TO ELECT DIRECTORS			SHLDR	YE
10.00	INCREASE BOARD INDEPENDENCE			SHLDR	YE
11.00	RESTRICT EXECUTIVE COMPENSATION			SHLDR	YE
WASTE MANAGEMENT INC					
		WMI	94106L109	5/13/05	AN
1.01	ELECT PASTORA SAN JUAN CAFFERTY			MGMT	YE
1.02	ELECT FRANK M. CLARK JR.			MGMT	YE
1.03	ELECT ROBERT S. MILLER			MGMT	YE
1.04	ELECT JOHN C. POPE			MGMT	YE
1.05	ELECT W. ROBERT REUM			MGMT	YE
1.06	ELECT STEVEN G. ROTHMEIER			MGMT	YE
1.07	ELECT DAVID P. STEINER			MGMT	YE
1.08	ELECT THOMAS H. WEIDEMEYER			MGMT	YE
2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	REPORT ON EFFORTS TO OPPOSE PRIVATIZATION			SHLDR	YE
4.00	MAJORITY VOTE TO ELECT DIRECTORS			SHLDR	YE
5.00	REVIEW POLITICAL SPENDING OR LOBBYING			SHLDR	YE
6.00	GOLDEN PARACHUTES			SHLDR	YE
WELLPOINT INC					
		WLP	94973V107	5/10/05	AN
1.01	ELECT WILLIAM H.T. BUSH			MGMT	YE
1.02	ELECT WARREN Y. JOBE			MGMT	YE
1.03	ELECT WILLIAM G. MAYS			MGMT	YE
1.04	ELECT DONALD W. RIEGLE JR.			MGMT	YE
1.05	ELECT WILLIAM J. RYAN			MGMT	YE

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2.00	RATIFY SELECTION OF AUDITORS			MGMT	YE
3.00	RESTRICT EXECUTIVE COMPENSATION			SHLDR	YE
WELLS FARGO & COMPANY		WFC	949746	4/26/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	AMEND LONG TERM INCENTIVE PLAN			MGMT	YE
3.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
6.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
7.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
8.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
WEYERHAEUSER COMPANY		WY	962166	4/21/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	S/H - EXPENSING OF STOCK OPTIONS			MGMT	YE
3.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
4.00	S/H PROPOSAL - CORPORATE GOVERNANCE			MGMT	YE
5.00	S/H PROPOSAL - ENVIRONMENTAL			MGMT	YE
6.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
WYETH		WYE	983024	4/21/05	AN
1.00	ELECTION OF DIRECTORS			MGMT	YE
2.00	RATIFY APPOINTMENT OF INDEPENDENT AUDITORS			MGMT	YE
3.00	ADOPT INCENTIVE STOCK OPTION PLAN			MGMT	YE
4.00	S/H PROPOSAL - HEALTH ISSUES			MGMT	YE
5.00	S/H PROPOSAL - BOARD OF DIRECTORS			MGMT	YE
6.00	S/H - REPORT ON CHARITABLE CONTRIBUTIONS			MGMT	YE
7.00	S/H PROPOSAL - ANIMAL RIGHTS			MGMT	YE

Any ballot marked 'Abstain' is considered to have been voted. Ballots marked 'Abstain' are considered to be have been voted against management's recommendation, regardless of whether the recommendation is 'For' or 'Against,' except where management has made no recommendation or has recommended that shareholders 'Abstain.'

Where management has recommended that shareholders 'Abstain' from voting on a ballot item: 1) a ballot marked 'Abstain' is considered to have been voted for management's recommendation to 'Abstain' and 2) a ballot voted 'For' or 'Against' is considered to have been voted against management's recommendation to 'Abstain.'

Where management has made no recommendation on a ballot item, the abbreviation "N/A" is used to denote that there is no applicable recommendation compared to which a vote may be 'For' or 'Against' the recommendation of management.

SIGNATURES:

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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.

Tri-Continental Corporation

(Registrant)

By: /s/ Brian T. Zino, President, Director and Chief Executive Officer

(Signature & Title)

Date: August 17, 2005
