

Edgar Filing: CHARTWELL DIVIDEND & INCOME FUND INC - Form N-PX

CHARTWELL DIVIDEND & INCOME FUND INC
Form N-PX
August 13, 2004

Form N-PX

Annual Report of Proxy Voting Record of
Chartwell Dividend & Income Fund Inc

Investment Company Act File Number: 811-08747

Registrant
Chartwell Dividend & Income Fund Inc
1235 Westlakes Dr.
Suite 400
Berwyn, PA 19312-2416

Agent for Service
Timothy Riddle
Chartwell Dividend & Income Fund Inc
1235 Westlakes Dr.
Suite 400
Berwyn, PA 19312-2416
(610) 296-1400

Date of Reporting Period: July 1, 2003 to June 30, 2004

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

ACCENTURE LTD BERMUDA

Ticker: ACN

Security ID: G1150G111

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Meeting Date: FEB 5, 2004 Meeting Type: Annual

| | | | |
|---|---|------------|------|
| 1 | Appoint Dennis F. Hightower, William L. Kimsey, Robert I. Lipp, and Wulf von Schimmelmann as Directors | Management | For |
| 2 | Approve KPMG LLP as Independent Auditors and Authorize Board to Fix Their Remuneration | Management | For |
| 3 | Transact Other Business (Non-Voting) | Management | None |

ACE LTD.

Ticker: ACE Security ID: G0070K103

Meeting Date: MAY 27, 2004 Meeting Type: Annual

| | | | |
|-----|---|------------|-----|
| 1.1 | Elect Director Brian Duperreault | Management | For |
| 1.2 | Elect Director Robert M. Hernandez | Management | For |
| 1.3 | Elect Director Peter Menikoff | Management | For |
| 1.4 | Elect Director Robert Ripp | Management | For |
| 1.5 | Elect Director Dermot F. Smurfit | Management | For |
| 2 | Proposal to Approve the Ace Limited 2004 Long-Term Incentive Plan. | Management | For |
| 3 | Proposal to Ratify the Appointment of PriceWaterhouseCoopers LLP Independent Accountants Of Ace Limited as the For the Fiscal Year Ending December 31, 2004. | Management | For |

ALCOA INC.

Ticker: AA Security ID: 13817101

Meeting Date: APR 30, 2004 Meeting Type: Annual

| | | | |
|-----|---|-------------|---------|
| 1.1 | Elect Director Alain J.P. Belda | Management | For |
| 1.2 | Elect Director Carlos Ghosn | Management | For |
| 1.3 | Elect Director Henry B. Schacht | Management | For |
| 1.4 | Elect Director Franklin A. Thomas | Management | For |
| 2 | Approve Omnibus Stock Plan | Management | For |
| 3 | Report on Pay Disparity | Shareholder | Against |
| 4 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Shareholder | Against |

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103

Meeting Date: APR 29, 2004 Meeting Type: Annual

| | | | |
|-----|-------------------------------------|------------|-----|
| 1.1 | Elect Director Elizabeth E. Bailey | Management | For |
| 1.2 | Elect Director Mathis Cabiallavetta | Management | For |
| 1.3 | Elect Director Louis C. Camilleri | Management | For |
| 1.4 | Elect Director J. Dudley Fishburn | Management | For |

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Chartwell Dividend & Income Fund Inc

| Proposal | | Proposed by | Management Po |
|-----------------------------------|---|-------------|---------------|
| BANK OF AMERICA CORP. (continued) | | | |
| 1.11 | Elect Director Thomas J. May | Management | For |
| 1.12 | Elect Director C. Steven McMillan | Management | For |
| 1.13 | Elect Director Eugene M. McQuade | Management | For |
| 1.14 | Elect Director Patricia E. Mitchell | Management | For |
| 1.15 | Elect Director Edward L. Romero | Management | For |
| 1.16 | Elect Director Thomas M. Ryan | Management | For |
| 1.17 | Elect Director O. Temple Sloan, Jr. | Management | For |
| 1.18 | Elect Director Meredith R. Spangler | Management | For |
| 1.19 | Elect Director Jackie M. Ward | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Change Date of Annual Meeting | Shareholder | Again |
| 4 | Adopt Nomination Procedures for the Board | Against | Again |
| 5 | Charitable Contributions | Shareholder | Again |
| 6 | Establish Independent Committee to Review Mutual Fund Policy | Shareholder | Again |
| 7 | Adopt Standards Regarding Privacy and Information Security | Shareholder | Again |

BANK OF NEW YORK CO., INC., THE

Ticker: BK

Security ID: 64057102

Meeting Date: APR 13, 2004

Meeting Type: Annual

| | | | |
|------|---|-------------|-------|
| 1.1 | Elect Director Frank J. Biondi, Jr. | Management | For |
| 1.2 | Elect Director Nicholas M. Donofrio | Management | For |
| 1.3 | Elect Director Alan R. Griffith | Management | For |
| 1.4 | Elect Director Gerald L. Hassell | Management | For |
| 1.5 | Elect Director Richard J. Kogan | Management | For |
| 1.6 | Elect Director Michael J. Kowalski | Management | For |
| 1.7 | Elect Director John A. Luke, Jr. | Management | For |
| 1.8 | Elect Director John C. Malone | Management | For |
| 1.9 | Elect Director Paul Myners, CBE | Management | For |
| 1.1 | Elect Director Robert C. Pozen | Management | For |
| 1.11 | Elect Director Catherine A. Rein | Management | For |
| 1.12 | Elect Director Thomas A. Renyi | Management | For |
| 1.13 | Elect Director William C. Richardson | Management | For |
| 1.14 | Elect Director Brian L. Roberts | Management | For |
| 1.15 | Elect Director Samuel C. Scott III | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Amend Executive Incentive Bonus Plan | Management | For |
| 4 | Report on Political Contributions | Shareholder | Again |
| 5 | Limit Executive Compensation | Shareholder | Again |
| 6 | Limit Composition of Committee to Independent Directors | Shareholder | Again |
| 7 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Shareholder | Again |

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Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

BOSTON PROPERTIES INC.

Ticker: BXP

Security ID: 101121101

Meeting Date: MAY 5, 2004 Meeting Type: Annual

| | | | |
|-----|--------------------------------------|-------------|---------|
| 1.1 | Elect Director Mortimer B. Zuckerman | Management | For |
| 1.2 | Elect Director Carol B. Einiger | Management | For |
| 1.3 | Elect Director Alan B. Landis | Management | For |
| 1.4 | Elect Director Richard E. Salomon | Management | For |
| 2 | Declassify the Board of Directors | Shareholder | Against |

BRE PROPERTIES, INC.

Ticker: BRE

Security ID: 5.56E+109

Meeting Date: MAY 20, 2004 Meeting Type: Annual

| | | | |
|-----|-----------------------------------|------------|-----|
| 1 | Declassify the Board of Directors | Management | For |
| 2.1 | Elect Director Robert A. Fiddaman | Management | For |
| 2.2 | Elect Director Roger P. Kuppinger | Management | For |
| 2.3 | Elect Director Jeanne R. Myerson | Management | For |
| 3 | Ratify Auditors | Management | For |

CARRAMERICA REALTY CORP.

Ticker: CRE

Security ID: 144418100

Meeting Date: APR 29, 2004 Meeting Type: Annual

| | | | |
|-----|--|-------------|---------|
| 1.1 | Elect Director Thomas A. Carr | Management | For |
| 1.2 | Elect Director Joan Carter | Management | For |
| 1.3 | Elect Director Robert E. Torray | Management | For |
| 1.4 | Elect Director Wesley S. Williams, Jr. | Management | For |
| 1.5 | Elect Director Andrew F. Brimmer | Management | For |
| 1.6 | Elect Director Philip L. Hawkins | Management | For |
| 1.7 | Elect Director Timothy Howard | Management | For |
| 2 | Establish Term Limits for Directors | Shareholder | Against |

CINERGY CORP.

Ticker: CIN

Security ID: 172474108

Meeting Date: MAY 4, 2004 Meeting Type: Annual

| | | | |
|-----|------------------------------------|------------|-----|
| 1.1 | Elect Director Michael G. Browning | Management | For |
| 1.2 | Elect Director George C. Juilfs | Management | For |
| 1.3 | Elect Director Dudley S. Taft | Management | For |

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2 Ratify Auditors Management For

Chartwell Dividend & Income Fund Inc

Proposal Proposed by Management Po

CITIGROUP INC.

Ticker: C Security ID: 172967101

Meeting Date: APR 20, 2004 Meeting Type: Annual

| | | | |
|------|--|-------------|-------|
| 1.1 | Elect Director C. Michael Armstrong | Management | For |
| 1.2 | Elect Director Alain J.P. Belda | Management | For |
| 1.3 | Elect Director George David | Management | For |
| 1.4 | Elect Director Kenneth T. Derr | Management | For |
| 1.5 | Elect Director John M. Deutch | Management | For |
| 1.6 | Elect Director Roberto Hernandez Ramirez | Management | For |
| 1.7 | Elect Director Ann Dibble Jordan | Management | For |
| 1.8 | Elect Director Dudley C. Mecum | Management | For |
| 1.9 | Elect Director Richard D. Parsons | Management | For |
| 1.1 | Elect Director Andrall E. Pearson | Management | For |
| 1.11 | Elect Director Charles Prince | Management | For |
| 1.12 | Elect Director Robert E. Rubin | Management | For |
| 1.13 | Elect Director Franklin A. Thomas | Management | For |
| 1.14 | Elect Director Sanford I. Weill | Management | For |
| 1.15 | Elect Director Robert B. Willumstad | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Limit Executive Compensation | Shareholder | Again |
| 4 | Report on Political Contributions/Activities | Shareholder | Again |
| 5 | Prohibit Awards to Executives | Shareholder | Again |
| 6 | Separate Chairman and CEO Positions | Shareholder | Again |

CONAGRA FOODS INC.

Ticker: CAG Security ID: 205887102

Meeting Date: SEP 25, 2003 Meeting Type: Annual

| | | | |
|-----|---|-------------|-------|
| 1.1 | Elect Director David H. Batchelder | Management | For |
| 1.2 | Elect Director Robert A. Krane | Management | For |
| 1.3 | Elect Director Mark H. Rauenhurst | Management | For |
| 1.4 | Elect Director Bruce Rohde | Management | For |
| 2 | Ratify Auditors | Management | For |
| 4 | Genetically Modified Organisms (GMO) | Shareholder | Again |
| 5 | Modify Current and Future Stock Option Plans | Shareholder | Again |
| 6 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Shareholder | Again |

DUKE REALTY CORPORATION

Ticker: DRE Security ID: 264411505

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Meeting Date: APR 28, 2004

Meeting Type: Annual

| | | | |
|-----|--------------------------------------|------------|-----|
| 1.1 | Elect Director Barrington H. Branch | Management | For |
| 1.2 | Elect Director Gary A. Burk | Management | For |
| 1.3 | Elect Director Geoffrey Button | Management | For |
| 1.4 | Elect Director William Cavanaugh III | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

DUKE REALTY CORPORATION (continued)

| | | | |
|------|--|-------------|-------|
| 1.5 | Elect Director Ngairé E. Cuneo | Management | For |
| 1.6 | Elect Director Charles R. Eitel | Management | For |
| 1.7 | Elect Director Thomas L. Hefner | Management | For |
| 1.8 | Elect Director L. Ben Lytle | Management | For |
| 1.9 | Elect Director William O. McCoy | Management | For |
| 1.1 | Elect Director John W. Nelley, Jr. | Management | For |
| 1.11 | Elect Director Dennis D. Oklak | Management | For |
| 1.12 | Elect Director James E. Rogers | Management | For |
| 1.13 | Elect Director Jack R. Shaw | Management | For |
| 1.14 | Elect Director Robert J. Woodward, Jr. | Management | For |
| 1.15 | Elect Director Darell E. Zink, Jr. | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Separate Chairman and CEO Positions | Shareholder | Again |

DUQUESNE LIGHT HOLDINGS INC

Ticker: DQE

Security ID: 266233105

Meeting Date: MAY 27, 2004

Meeting Type: Annual

| | | | |
|-----|----------------------------------|------------|-----|
| 1.1 | Elect Director Doreen E. Boyce | Management | For |
| 1.2 | Elect Director Charles C. Cohen | Management | For |
| 1.3 | Elect Director Morgan K. O'Brien | Management | For |
| 2 | Amend Omnibus Stock Plan | Management | For |
| 3 | Ratify Auditors | Management | For |

EQUITY OFFICE PROPERTIES TRUST

Ticker: EOP

Security ID: 294741103

Meeting Date: MAY 19, 2004

Meeting Type: Annual

| | | | |
|-----|-------------------------------------|------------|-----|
| 1.1 | Elect Director Thomas E. Dobrowski | Management | For |
| 1.2 | Elect Director William M. Goodyear | Management | For |
| 1.3 | Elect Director James D. Harper, Jr. | Management | For |
| 1.4 | Elect Director Richard D. Kincaid | Management | For |
| 1.5 | Elect Director David K. Mckown | Management | For |
| 1.6 | Elect Director Sheli Z. Rosenberg | Management | For |
| 1.7 | Elect Director Edwin N. Sidman | Management | For |

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| | | | |
|-----|--|------------|-----|
| 1.8 | Elect Director J. H.W.R. Van Der Vlist | Management | For |
| 1.9 | Elect Director Samuel Zell | Management | For |
| 2 | Ratify Auditors | Management | For |

Chartwell Dividend & Income Fund Inc

| | | |
|----------|-------------|---------------|
| Proposal | Proposed by | Management Po |
|----------|-------------|---------------|

FANNIE MAE

Ticker: FNM Security ID: 313586109

Meeting Date: MAY 25, 2004 Meeting Type: Annual

| | | | |
|------|--------------------------------------|-------------|-------|
| 1.1 | Elect Director Stephen B. Ashley | Management | For |
| 1.2 | Elect Director Kenneth M. Duberstein | Management | For |
| 1.3 | Elect Director Thomas P. Gerrity | Management | For |
| 1.4 | Elect Director Timothy Howard | Management | For |
| 1.5 | Elect Director Ann Korologos | Management | For |
| 1.6 | Elect Director Frederic V. Malek | Management | For |
| 1.7 | Elect Director Donald B. Marron | Management | For |
| 1.8 | Elect Director Daniel H. Mudd | Management | For |
| 1.9 | Elect Director Anne M. Mulcahy | Management | For |
| 1.1 | Elect Director Joe K. Pickett | Management | For |
| 1.11 | Elect Director Leslie Rahl | Management | For |
| 1.12 | Elect Director Franklin D. Raines | Management | For |
| 1.13 | Elect Director H. Patrick Swygert | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Amend Employee Stock Purchase Plan | Management | For |
| 4 | Provide for Cumulative Voting | Shareholder | Again |

FLEETBOSTON FINANCIAL CORP.

Ticker: FLT Security ID: 339030108

Meeting Date: MAR 17, 2004 Meeting Type: Special

| | | | |
|---|--------------------------|------------|-----|
| 1 | Approve Merger Agreement | Management | For |
| 2 | Adjourn Meeting | Management | For |

FREDDIE MAC

Ticker: FRE Security ID: 313400301

Meeting Date: MAR 31, 2004 Meeting Type: Annual

| | | | |
|-----|------------------------------------|------------|-----|
| 1.1 | Elect Director Joan E. Donoghue | Management | For |
| 1.2 | Elect Director Michelle Engler | Management | For |
| 1.3 | Elect Director Richard Karl Goeltz | Management | For |
| 1.4 | Elect Director George D. Gould | Management | For |
| 1.5 | Elect Director Henry Kaufman | Management | For |
| 1.6 | Elect Director John B. Mccoy | Management | For |

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| | | | |
|------|-----------------------------------|------------|-----|
| 1.7 | Elect Director Shaun F. O'Malley | Management | For |
| 1.8 | Elect Director Ronald F. Poe | Management | For |
| 1.9 | Elect Director Stephen A. Ross | Management | For |
| 1.1 | Elect Director Donald J. Schuenke | Management | For |
| 1.11 | Elect Director Christina Seix | Management | For |
| 1.12 | Elect Director Richard F. Syron | Management | For |
| 1.13 | Elect Director William J. Turner | Management | For |
| 2 | Ratify Auditors | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal Proposed by Management Po

GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104

Meeting Date: SEP 22, 2003 Meeting Type: Annual

| | | | |
|------|---|------------|-----|
| 1.1 | Elect Director Stephen R. Demeritt | Management | For |
| 1.2 | Elect Director Livio D. DeSimone | Management | For |
| 1.3 | Elect Director William T. Esrey | Management | For |
| 1.4 | Elect Director Raymond V. Gilmartin | Management | For |
| 1.5 | Elect Director Judith Richards Hope | Management | For |
| 1.6 | Elect Director Robert L. Johnson | Management | For |
| 1.7 | Elect Director John M. Keenan | Management | For |
| 1.8 | Elect Director Heidi G. Miller | Management | For |
| 1.9 | Elect Director Hilda Ochoa-Brillembourg | Management | For |
| 1.1 | Elect Director Stephen W. Sanger | Management | For |
| 1.11 | Elect Director A. Michael Spence | Management | For |
| 1.12 | Elect Director Dorothy A. Terrell | Management | For |
| 1.13 | Elect Director Raymond G. Viault | Management | For |
| 1.14 | Elect Director Paul S. Walsh | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Approve Omnibus Stock Plan | Management | For |

H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103

Meeting Date: SEP 12, 2003 Meeting Type: Annual

| | | | |
|------|--|------------|-----|
| 1.1 | Elect Director William R. Johnson | Management | For |
| 1.2 | Elect Director Charles E. Bunch | Management | For |
| 1.3 | Elect Director Mary C. Choksi | Management | For |
| 1.4 | Elect Director Leonard S. Coleman, Jr. | Management | For |
| 1.5 | Elect Director Peter H. Coors | Management | For |
| 1.6 | Elect Director Edith E. Holiday | Management | For |
| 1.7 | Elect Director Candace Kendle | Management | For |
| 1.8 | Elect Director Dean R. O'Hare | Management | For |
| 1.9 | Elect Director Lynn C. Swann | Management | For |
| 1.1 | Elect Director Thomas J. Usher | Management | For |
| 1.11 | Elect Director James M. Zimmerman | Management | For |

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Ticker: HPQ

Security ID: 428236103

Meeting Date: MAR 17, 2004

Meeting Type: Annual

| | | | |
|-----|-----------------------------------|------------|-----|
| 1.1 | Elect Director L.T. Babbio, Jr. | Management | For |
| 1.2 | Elect Director P.C. Dunn | Management | For |
| 1.3 | Elect Director C.S. Fiorina | Management | For |
| 1.4 | Elect Director R.A. Hackborn | Management | For |
| 1.5 | Elect Director G.A. Keyworth II | Management | For |
| 1.6 | Elect Director R.E. Knowling, Jr. | Management | For |
| 1.7 | Elect Director S.M. Litvack | Management | For |
| 1.8 | Elect Director R.L. Ryan | Management | For |
| 1.9 | Elect Director L.S. Salhany | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

HEWLETT-PACKARD CO. (continued)

| | | | |
|---|----------------------------|-------------|-------|
| 2 | Ratify Auditors | Management | For |
| 3 | Approve Omnibus Stock Plan | Management | For |
| 4 | Expense Stock Options | Shareholder | Again |

HSBC HOLDINGS PLC

Ticker: Security ID: 404280406

Meeting Date: MAY 28, 2004

Meeting Type: Annual

| | | | |
|-----|---|------------|-----|
| 1 | To Receive the Report and Accounts For 2003 | Management | For |
| 2.1 | Elect Director the Lord Butler | Management | For |
| 2.2 | Elect Director the Baroness Dunn | Management | For |
| 2.3 | Elect Director R A Fairhead | Management | For |
| 2.4 | Elect Director W K L Fung | Management | For |
| 2.5 | Elect Director M F Geoghegan | Management | For |
| 2.6 | Elect Director S Hintze | Management | For |
| 2.7 | Elect Director Sir John Kemp-Welch | Management | For |
| 2.8 | Elect Director Sir Mark Moody-Stuart | Management | For |
| 2.9 | Elect Director H Sohmen | Management | For |
| 3 | Ratify Auditors | Management | For |
| 4 | To Approve the Directors Remuneration Report for 2003 | Management | For |
| 5 | To Authorise the Company to Purchase Its Own Ordinary Shares | Management | For |
| 6 | To Authorise the Directors to Allot Shares | Management | For |
| 7 | To Disapply Pre-Emption Rights (Special Resolution) | Management | For |
| 8 | To Increase the Fees Payable to Each Director to 55,000 Pounds Per Annum | Management | For |

INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM

Security ID: 459200101

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Meeting Date: APR 27, 2004

Meeting Type: Annual

| | | | |
|------|---|------------|-----|
| 1.1 | Elect Director Cathleen Black | Management | For |
| 1.2 | Elect Director Kenneth I. Chenault | Management | For |
| 1.3 | Elect Director Carlos Ghosn | Management | For |
| 1.4 | Elect Director Nannerl O. Keohane | Management | For |
| 1.5 | Elect Director Charles F. Knight | Management | For |
| 1.6 | Elect Director Lucio A. Noto | Management | For |
| 1.7 | Elect Director Samuel J. Palmisano | Management | For |
| 1.8 | Elect Director John B. Slaughter | Management | For |
| 1.9 | Elect Director Joan E. Spero | Management | For |
| 1.1 | Elect Director Sidney Taurel | Management | For |
| 1.11 | Elect Director Charles M. Vest | Management | For |
| 1.12 | Elect Director Lorenzo H. Zambrano | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Ratify Auditors for the Company's Business Consulting Services Unit | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

INTERNATIONAL BUSINESS MACHINES CORP. (continued)

| | | | |
|----|--|-------------|-------|
| 4 | Approve Executive Incentive Bonus Plan | Management | For |
| 5 | Provide for Cumulative Voting | Shareholder | Again |
| 6 | Amend Pension and Retirement Medical Insurance Plans | Shareholder | Again |
| 7 | Submit Executive Compensation to Vote | Shareholder | Again |
| 8 | Expense Stock Options | Shareholder | Again |
| 9 | Limit Awards to Executives | Shareholder | Again |
| 10 | China Principles | Shareholder | Again |
| 11 | Report on Political Contributions/Activities | Shareholder | Again |
| 12 | Report on Executive Compensation | Shareholder | Again |

ISTAR FINANCIAL INC.

Ticker: SFI

Security ID: 45031U101

Meeting Date: MAY 25, 2004

Meeting Type: Annual

| | | | |
|-----|--------------------------------------|------------|-----|
| 1.1 | Elect Director Jay Sugarman | Management | For |
| 1.2 | Elect Director Willis Andersen, Jr. | Management | For |
| 1.3 | Elect Director Robert W. Holman, Jr. | Management | For |
| 1.4 | Elect Director Robin Josephs | Management | For |
| 1.5 | Elect Director John G. McDonald | Management | For |
| 1.6 | Elect Director George R. Puskas | Management | For |
| 1.7 | Elect Director Jeffrey A. Weber | Management | For |
| 2 | Amend Deferred Compensation Plan | Management | For |
| 3 | Amend Omnibus Stock Plan | Management | For |
| 4 | Ratify Auditors | Management | For |

JOHNSON & JOHNSON

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Ticker: JNJ

Security ID: 478160104

Meeting Date: APR 22, 2004

Meeting Type: Annual

| | | | |
|------|-----------------------------------|-------------|---------|
| 1.1 | Elect Director Gerard N. Burrow | Management | For |
| 1.2 | Elect Director Mary S. Coleman | Management | For |
| 1.3 | Elect Director James G. Cullen | Management | For |
| 1.4 | Elect Director Robert J. Darretta | Management | For |
| 1.5 | Elect Director M. Judah Folkman | Management | For |
| 1.6 | Elect Director Ann D. Jordan | Management | For |
| 1.7 | Elect Director Arnold G. Langbo | Management | For |
| 1.8 | Elect Director Susan L. Lindquist | Management | For |
| 1.9 | Elect Director Leo F. Mullin | Management | For |
| 1.1 | Elect Director Steven S Reinemund | Management | For |
| 1.11 | Elect Director David Satcher | Management | For |
| 1.12 | Elect Director Henry B. Schacht | Management | For |
| 1.13 | Elect Director William C. Weldon | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Cease Charitable Contributions | Shareholder | Against |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by Management

JP MORGAN CHASE & CO.

Ticker: JPM

Security ID: 46625H100

Meeting Date: MAY 25, 2004

Meeting Type: Annual

| | | | |
|-----|--|-------------|---------|
| 1 | Approve Merger Agreement | Management | For |
| 2.1 | Elect Director Hans W. Becherer | Management | For |
| 2.2 | Elect Director Frank A. Bennack, Jr. | Management | For |
| 2.3 | Elect Director John H. Biggs | Management | For |
| 2.4 | Elect Director Lawrence A. Bossidy | Management | For |
| 2.5 | Elect Director Ellen V. Futter | Management | For |
| 2.6 | Elect Director William H. Gray, III | Management | For |
| 2.7 | Elect Director William B. Harrison, Jr | Management | For |
| 2.8 | Elect Director Helene L. Kaplan | Management | For |
| 2.9 | Elect Director Lee R. Raymond | Management | For |
| 2.1 | Elect Director John R. Stafford | Management | For |
| 3 | Ratify Auditors | Management | For |
| 4 | Amend Executive Incentive Bonus Plan | Management | For |
| 5 | Adjourn Meeting | Management | For |
| 6 | Establish Term Limits for Directors | Shareholder | Against |
| 7 | Charitable Contributions | Shareholder | Against |
| 8 | Political Contributions | Shareholder | Against |
| 9 | Separate Chairman and CEO Positions | Shareholder | Against |
| 10 | Provide Adequate Disclosure for over the counter Derivatives | Shareholder | Against |
| 11 | Auditor Independence | Shareholder | Against |
| 12 | Submit Non-Employee Director Compensation to Vote | Shareholder | Against |
| 13 | Report on Pay Disparity | Shareholder | Against |

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KEYSPAN CORPORATION

Ticker: KSE

Security ID: 49337W100

Meeting Date: MAY 20, 2004

Meeting Type: Annual

| | | | |
|-----|--|-------------|---------|
| 1.1 | Elect Director Robert B. Catell | Management | For |
| 1.2 | Elect Director Andrea S. Christensen | Management | For |
| 1.3 | Elect Director Alan H. Fishman | Management | For |
| 1.4 | Elect Director J. Atwood Ives | Management | For |
| 1.5 | Elect Director James R. Jones | Management | For |
| 1.6 | Elect Director James L. Larocca | Management | For |
| 1.7 | Elect Director Gloria C. Larson | Management | For |
| 1.8 | Elect Director Stephen W. Mckessy | Management | For |
| 1.9 | Elect Director Edward D. Miller | Management | For |
| 1.1 | Elect Director Vikki L. Pryor | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Shareholder | Against |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

LINCOLN NATIONAL CORP.

Ticker: LNC

Security ID: 534187109

Meeting Date: MAY 13, 2004

Meeting Type: Annual

| | | | |
|-----|------------------------------------|------------|-----|
| 1.1 | Elect Director William J. Avery | Management | For |
| 1.2 | Elect Director Jon A. Boscia | Management | For |
| 1.3 | Elect Director Eric G. Johnson | Management | For |
| 1.4 | Elect Director Glenn F. Tilton | Management | For |
| 2 | Approve Deferred Compensation Plan | Management | For |

LOEWS CORP.

Ticker: LTR

Security ID: 540424207

Meeting Date: MAY 11, 2004

Meeting Type: Annual

| | | | |
|-----|----------------------------------|------------|-----|
| 1.1 | Elect Director Joseph L. Bower | Management | For |
| 1.2 | Elect Director John Brademas | Management | For |
| 1.3 | Elect Director Charles M. Diker | Management | For |
| 1.4 | Elect Director Paul J. Fribourg | Management | For |
| 1.5 | Elect Director Philip A. Laskawy | Management | For |
| 1.6 | Elect Director Gloria R. Scott | Management | For |
| 1.7 | Elect Director Andrew H. Tisch | Management | For |
| 1.8 | Elect Director James S. Tisch | Management | For |
| 1.9 | Elect Director Jonathan M. Tisch | Management | For |

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NATIONAL CITY CORP.

Ticker: NCC

Security ID: 635405103

Meeting Date: APR 27, 2004

Meeting Type: Annual

| | | | |
|------|--------------------------------------|------------|-----|
| 1.1 | Elect Director John E. Barfield | Management | For |
| 1.2 | Elect Director James S. Broadhurst | Management | For |
| 1.3 | Elect Director John W. Brown | Management | For |
| 1.4 | Elect Director Christopher M. Connor | Management | For |
| 1.5 | Elect Director David A. Daberko | Management | For |
| 1.6 | Elect Director Joseph T. Gorman | Management | For |
| 1.7 | Elect Director Bernadine P. Healy | Management | For |
| 1.8 | Elect Director Paul A. Ormond | Management | For |
| 1.9 | Elect Director Robert A. Paul | Management | For |
| 1.1 | Elect Director Gerald L. Shaheen | Management | For |
| 1.11 | Elect Director Jerry Sue Thornton | Management | For |
| 1.12 | Elect Director Morry Weiss | Management | For |
| 2 | Approve Omnibus Stock Plan | Management | For |
| 3 | Amend Executive Incentive Bonus Plan | Management | For |
| 4 | Ratify Auditors | Management | For |

NOKIA CORP.

Ticker: NKCAF

Security ID: 654902204

Meeting Date: MAR 25, 2004

Meeting Type: Annual

| | | | |
|-----|--|------------|-------|
| 1 | Approval of the Income Statements and the For Balance Sheets. | For | Manag |
| 2 | Approval of a Dividend of Eur 0.30 Per Share. | Management | For |
| 3 | Approval of the Discharge of the Chairman, the Members of the Board of Directors and the President From Liability. | Management | For |
| 4.1 | Elect Director Paul J. Collins | Management | For |
| 4.2 | Elect Director Georg Ehrnrooth | Management | For |
| 4.3 | Elect Director Bengt Holmstrom | Management | For |
| 4.4 | Elect Director Per Karlsson | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

NOKIA CORP. (continued)

| | | | |
|-----|--|------------|-----|
| 4.5 | Elect Director Jorma Ollila | Management | For |
| 4.6 | Elect Director Marjorie Scardino | Management | For |
| 4.7 | Elect Director Vesa Vainio | Management | For |
| 4.8 | Elect Director Arne Wessberg | Management | For |
| 5 | Ratify Auditors | Management | For |
| 6 | Approval of the Proposal of the Board to Reduce the Share Capital through Cancellation of Nokia Shares Held By the Company | Management | For |

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| | | | |
|----|---|------------|-----|
| 7 | Approval of the Authorization to the Board to Increase the Share Capital of the Company. | Management | For |
| 8 | Approval of the Authorization to the Board to Repurchase Nokia Shares. | Management | For |
| 9 | Approval of the Authorization to the Board to Dispose Nokia Shares Held By the Company. | Management | For |
| 10 | Approval of the Proposal of the Board to Increase the Capital of the Foundation of Nokia Corporation. | Management | For |
| 11 | Mark the For Box If You Wish to Instruct the Depository to Give a Proxy to Any One of Marianna Uotinen-Tarkoma, Esa Kaunistola, Both Legal Counsels of Nokia Corporation, to Authorize Any of Them (With Full Power of Substitution) to Vote, In Their Discretion | Management | For |

NORTHROP GRUMMAN CORP.

Ticker: NOC Security ID: 666807102

Meeting Date: MAY 18, 2004 Meeting Type: Annual

| | | | |
|-----|---|-------------|---------|
| 1.1 | Elect Director Lewis W. Coleman | Management | For |
| 1.2 | Elect Director J. Michael Cook | Management | For |
| 1.3 | Elect Director Philip A. Odeen | Management | For |
| 1.4 | Elect Director Aulana L. Peters | Management | For |
| 1.5 | Elect Director Kevin W. Sharer | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Develop Ethical Criteria for Military Contracts | Shareholder | Against |
| 4 | Declassify the Board of Directors | Shareholder | Against |

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109

Meeting Date: OCT 14, 2003 Meeting Type: Annual

| | | | |
|-----|-------------------------------------|------------|-----|
| 1.1 | Elect Director Norman R. Augustine | Management | For |
| 1.2 | Elect Director A.G. Lafley | Management | For |
| 1.3 | Elect Director Johnathan A. Rodgers | Management | For |
| 1.4 | Elect Director John F. Smith, Jr. | Management | For |
| 1.5 | Elect Director Margaret C. Whitman | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal Proposed by Management Po

PROCTER & GAMBLE COMPANY, THE (continued)

| | | | |
|---|--|-------------|---------|
| 2 | Ratify Auditors | Management | For |
| 3 | Approve Non-Employee Director Omnibus Stock Plan | Management | For |
| 4 | Declassify the Board of Directors | Shareholder | Against |
| 5 | Label Genetically Engineered Foods | Shareholder | Against |

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RECKSON ASSOCIATES REALTY CORP.

Ticker: RA

Security ID: 75621K106

Meeting Date: JUN 2, 2004 Meeting Type: Annual

| | | | |
|-----|-----------------------------------|------------|-----|
| 1 | Declassify the Board of Directors | Management | For |
| 2 | Amend Stock Ownership Limitations | Management | For |
| 3.1 | Elect Director Peter Quick | Management | For |
| 3.2 | Elect Director Stanley Steinberg | Management | For |
| 3.3 | Elect Director John Ruffle | Management | For |
| 3.4 | Elect Director Elizabeth McCaul | Management | For |
| 3.5 | Elect Director Douglas Crocker II | Management | For |
| 3.6 | Elect Director Scott H. Rechler | Management | For |
| 3.7 | Elect Director Donald J. Rechler | Management | For |
| 3.8 | Elect Director Lewis S. Ranieri | Management | For |
| 3.9 | Elect Director Ronald H. Menaker | Management | For |
| 4 | Ratify Auditors | Management | For |

SL GREEN REALTY CORP.

Ticker: SLG

Security ID: 78440X101

Meeting Date: MAY 19, 2004 Meeting Type: Annual

| | | | |
|-----|---|------------|-----|
| 1.1 | Elect Director Edwin Thomas Burton, III | Management | For |
| 2 | Ratify Auditors | Management | For |

TRAVELERS PROPERTY CASUALTY CORP.

Ticker: TVCR

Security ID: 89420G109

Meeting Date: MAR 19, 2004 Meeting Type: Special

| | | | |
|---|--------------------------|------------|-----|
| 1 | Approve Merger Agreement | Management | For |
|---|--------------------------|------------|-----|

VERIZON COMMUNICATIONS

Ticker: VZ

Security ID: 92343V104

Meeting Date: APR 28, 2004 Meeting Type: Annual

| | | | |
|-----|-----------------------------------|------------|-----|
| 1.1 | Elect Director James R. Barker | Management | For |
| 1.2 | Elect Director Richard L. Carrion | Management | For |
| 1.3 | Elect Director Robert W. Lane | Management | For |
| 1.4 | Elect Director Sandra O. Moose | Management | For |
| 1.5 | Elect Director Joseph Neubauer | Management | For |
| 1.6 | Elect Director Thomas H. O'Brien | Management | For |
| 1.7 | Elect Director Hugh B. Price | Management | For |

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

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VERIZON COMMUNICATIONS (continued)

| | | | |
|------|--|-------------|---------|
| 1.8 | Elect Director Ivan G. Seidenberg | Management | For |
| 1.9 | Elect Director Walter V. Shipley | Management | For |
| 1.1 | Elect Director John R. Stafford | Management | For |
| 1.11 | Elect Director Robert D. Storey | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Restore or Provide for Cumulative Voting | Shareholder | Against |
| 4 | Require Majority of Independent Directors on Board | Shareholder | Against |
| 5 | Separate Chairman and CEO Positions | Shareholder | Against |
| 6 | Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote | Shareholder | Against |
| 7 | Submit Executive Compensation to Vote | Shareholder | Against |
| 8* | Prohibit Awards to Executives | Shareholder | Against |
| 9 | Report on Stock Option Distribution by Race and Gender | Shareholder | Against |
| 10 | Report on Political Contributions/Activities | Shareholder | Against |
| 11 | Cease Charitable Contributions | Shareholder | Against |

*Item 8 (Prohibit Awards to Executives) was incorrectly voted by ISS against Chartwell's instructions to vote FOR this item.

WYETH

Ticker: WYE Security ID: 983024100

Meeting Date: APR 22, 2004 Meeting Type: Annual

| | | | |
|------|---|-------------|---------|
| 1.1 | Elect Director Clifford L. Alexander, Jr. | Management | For |
| 1.2 | Elect Director Frank A. Bennack, Jr. | Management | For |
| 1.3 | Elect Director Richard L. Carrion | Management | For |
| 1.4 | Elect Director Robert Essner | Management | For |
| 1.5 | Elect Director John D. Feerick | Management | For |
| 1.6 | Elect Director Robert Langer | Management | For |
| 1.7 | Elect Director John P. Mascotte | Management | For |
| 1.8 | Elect Director Mary Lake Polan | Management | For |
| 1.9 | Elect Director Ivan G. Seidenberg | Management | For |
| 1.1 | Elect Director Walter V. Shipley | Management | For |
| 1.11 | Elect Director John R. Torell III | Management | For |
| 2 | Ratify Auditors | Management | For |
| 3 | Report on Drug Pricing | Shareholder | Against |
| 4 | Amend Animal Testing Policy | Shareholder | Against |

XL CAPITAL LTD (FORMERLY EXEL LTD.)

Ticker: XL Security ID: G98255105

Meeting Date: APR 30, 2004 Meeting Type: Annual

| | | | |
|-----|---------------------------------|------------|-----|
| 1.1 | Elect Director John Loudon | Management | For |
| 1.2 | Elect Director Robert S. Parker | Management | For |
| 1.3 | Elect Director Alan Z. Senter | Management | For |
| 2 | Ratify Auditors | Management | For |

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.

Chartwell Dividend & Income Fund Inc

By: /s/ Timothy Riddle

Date: June 30, 2004