

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

CHARTWELL DIVIDEND & INCOME FUND INC  
Form N-PX  
August 29, 2007

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

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  
Winthrop S. Jessup  
Chartwell Dividend & Income Fund, Inc.  
1235 Westlakes Dr.  
Suite 400  
Berwyn, PA 19312-2416  
Registrant's Telephone Number: (610) 296-1400

Date of Fiscal Year End: November 30  
Date of Reporting Period: July 1, 2006 to June 30, 2007

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

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ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.

Ticker: ALSK CUSIP: 01167P101

07/24/06 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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ALASKA COMMUNICATIONS SYSTEMS GROUP, INC.

Ticker: ALSK CUSIP: 01167P101

06/18/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Amend Omnibus Stock Plan
- 4 Amend Omnibus Stock Plan

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ALCOA INC.

Ticker: AA CUSIP: 013817101

04/20/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditor

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ALESCO FINANCIAL INC.

Ticker: AFN CUSIP: 014485106

12/07/06 - Annual

- 1 Elect Directors

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ALESCO FINANCIAL INC.

Ticker: AFN CUSIP: 014485106

05/22/07 - Annual

- 1 Elect Directors
- 2 Amend Omnibus Stock Plan
- 3 Ratify Auditors
- 1 Elect Directors
- 2 Ratify Auditors
- 3 Increase Authorized Common Stock
- 4 Amend Stock Option Plan

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ALTRIA GROUP, INC.

Ticker: MO CUSIP: 02209S103

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04/26/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Provide for Cumulative Voting
- 4 Disclose Information on Secondhand Smoke
- 5 Cease Add Campaigns Oriented to Prevent Youth Smoking
- 6 Cease Production, Promotion, and Marketing of Tobacco Products
- 7 Adopt Animal Welfare Policy

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

AMERICAN CAPITAL STRATEGIES, LTD.

Ticker: ACAS CUSIP: 024937104 03/16/07

05/04/07 - Annual

- 1 Elect Directors
- 2 Approve Stock Option Plan
- 3 Declassify the Board of Directors
- 4 Increase Authorized Common Stock
- 5 Amend Executive Incentive Bonus Plan
- 6 Ratify Auditors
- 7 Other Business

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AMSOUTH BANCORPORATION

CUSIP: 032165102

10/03/06 - Special

- 1 Approve Merger Agreement
- 2 Adjourn Meeting

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APOLLO INVESTMENT CORPORATION

CUSIP: 03761U106

08/03/06 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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ARIES MARITIME TRANSPORT LTD.

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Ticker: RAMS CUSIP: G0474B105

05/23/07 - Annual

Meeting for Holders of ADRs

- 1 Elect Director Panagiotis Skiadas
- 2 Ratify Auditors

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ASHLAND INC.

Ticker: ASH CUSIP: 044209104

01/25/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Require a Majority Vote for the Election of Directors

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

ATLAS ENERGY RESOURCES, LLC

Ticker: ATN CUSIP: 049303100

05/23/07 - Annual

- 1.1 Elect Director Edward E. Cohen
- 1.2 Elect Director Jonathan Z. Cohen
- 1.3 Elect Director Matthew A. Jones
- 1.4 Elect Director Richard D. Weber
- 1.5 Elect Director Walter C. Jones
- 1.6 Elect Director Ellen F. Warren
- 1.7 Elect Director Bruce M. Wolf

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B&G FOODS, INC.

Ticker: BGS CUSIP: 05508R205

05/08/07 - Annual

- 1.1 Elect Director David L. Wenner
- 1.2 Elect Director Robert C. Cantwell
- 1.3 Elect Director James R. Chambers
- 1.4 Elect Director Cynthia T. Jamison
- 1.5 Elect Director Dennis M. Mullen
- 1.6 Elect Director Alfred Poe
- 2 Ratify Auditors

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BANK OF AMERICA CORP.

Ticker: BAC

CUSIP: 060505104

04/25/07 - Annual

- 1 Elect Director William Barnet, III
- 2 Elect Director Frank P. Bramble, Sr.
- 3 Elect Director John T. Collins
- 4 Elect Director Gary L. Countryman
- 5 Elect Director Tommy R. Franks
- 6 Elect Director Charles K. Gifford
- 7 Elect Director W. Steven Jones
- 8 Elect Director Kenneth D. Lewis
- 9 Elect Director Monica C. Lozano
- 10 Elect Director Walter E. Massey
- 11 Elect Director Thomas J. May
- 12 Elect Director Patricia E. Mitchell
- 13 Elect Director Thomas M. Ryan
- 14 Elect Director O. Temple Sloan, Jr.
- 15 Elect Director Meredith R. Spangler
- 16 Elect Director Robert L. Tillman
- 17 Elect Director Jackie M. Ward
- 18 Ratify Auditors
- 19 Prohibit Executive Stock-Based Awards
- 20 Change Size of Board of Directors
- 21 Separate Chairman and CEO Positions

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

BCE INC.

Ticker: BCE

CUSIP: 05534B760

06/06/07 - Annual/S

- 1 Elect Directors
- 2 Ratify Deloitte & Touche LLP as Auditors
- 3 Change Company Name to Bell Canada Inc.
- 4 Amend Stock Option Plan

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CAPITALSOURCE, INC

Ticker: CSE

CUSIP: 14055X102

05/03/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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CARRAMERICA REALTY CORP.

CUSIP: 144418100

07/11/06 - Special

- 1 Approve Merger Agreement
- 2 Adjourn Meeting

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CITIZENS COMMUNICATIONS CO.

Ticker: CZN CUSIP: 17453B101

05/18/07 - Annual

- 1 Elect Directors
- 2 Approve Executive Incentive Bonus Plan
- 3 Amend Omnibus Stock Plan
- 4 Ratify Auditors

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COINMACH SERVICE CORP.

Ticker: DRA CUSIP: 19259W107

07/27/06 - Annual

- 1 Elect Directors
- 1.1 Elect Director Stephen R. Kerrigan
- 1.2 Elect Director James N. Chapman
- 1.3 Elect Director David A. Donnini
- 1.4 Elect Director Woody M. McGee
- 1.5 Elect Director Bruce V. Rauner
- 1.6 Elect Director John R. Scheessele
- 1.7 Elect Director William M. Kelly
- 2 Ratify Auditors
- 3 Other Business

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

COINMACH SERVICE CORP.

Ticker: DRA CUSIP: 19259W206

07/27/06 - Annual

- 1 Elect Directors
- 1.1 Elect Director Stephen R. Kerrigan

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- 1.2 Elect Director James N. Chapman
- 1.3 Elect Director David A. Donnini
- 1.4 Elect Director Woody M. McGee
- 1.5 Elect Director Bruce V. Rauner
- 1.6 Elect Director John R. Scheessele
- 1.7 Elect Director William M. Kelly
- 2 Ratify Auditors
- 3 Other Business

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### CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.

Ticker: CNSL                      CUSIP: 209034107

05/08/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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### CONSTELLATION ENERGY PARTNERS LLC

Ticker: CEP                      CUSIP: 21038E101

06/26/07 - Special

- 1 Approve Issuance of Shares for a Private Placement

Mana

### DEAN FOODS COMPANY

Ticker: DF                      CUSIP: 242370104

05/18/07 - Annual

- 1 Elect Directors
- 2 Approve Omnibus Stock Plan
- 3 Ratify Auditors
- 4 Separate Chairman and CEO Positions

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### DIAMOND OFFSHORE DRILLING, INC.

Ticker: DO                      CUSIP: 25271C102

05/15/07 - Annual

- 1 Elect Directors
- 1.1 Elect Director James S. Tisch
- 1.2 Elect Director Lawrence R. Dickerson
- 1.3 Elect Director Alan R. Batkin
- 1.4 Elect Director John R. Bolton
- 1.5 Elect Director Charles L. Fabrikant
- 1.6 Elect Director Paul G. Gaffney, II
- 1.7 Elect Director Herbert C. Hofmann
- 1.8 Elect Director Arthur L. Rebell
- 1.9 Elect Director Raymond S. Troubh
- 2 Approve Executive Incentive Bonus Plan
- 3 Ratify Auditors

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Proposal

Proposed by

ENERGY TRANSFER PARTNERS L P

Ticker: ETP CUSIP: 29273R109

05/01/07 - Special

- 1 A Proposal To Approve (A) A Change In The Terms Of Our Class G Units To Provide That Each Class G Unit Is Convertible Into One Of Our Common Units And (B) The Issuance Of Additional Common Units Upon Such Conversion.

Mana

GENERAL MARITIME CORP

Ticker: GMR CUSIP: Y2692M103

05/16/07 - Annual

Meeting for Holders of ADRs

- 1 Elect Directors
- 2 Ratify Auditors

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HALLIBURTON CO.

Ticker: HAL CUSIP: 406216101

05/16/07 - Annual

- 1 Elect Director Kathleen M. Bader
- 2 Elect Director Alan M. Bennett
- 3 Elect Director James R. Boyd
- 4 Elect Director Milton Carroll
- 5 Elect Director Robert L. Crandall
- 6 Elect Director Kenneth T. Derr
- 7 Elect Director S. Malcolm Gillis
- 8 Elect Director W. R. Howell
- 9 Elect Director David J. Lesar
- 10 Elect Director J. Landis Martin
- 11 Elect Director Jay A. Precourt
- 12 Elect Director Debra L. Reed
- 13 Ratify Auditors
- 14 Review Human Rights Policies
- 15 Report on Political Contributions
- 16 Amend Terms of Existing Poison Pill

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HEALTH MANAGEMENT ASSOCIATES, INC.

Ticker: HMA CUSIP: 421933102



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05/15/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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ISTAR FINANCIAL INC.

Ticker: SFI CUSIP: 45031U101

05/30/07 - Annual

- 1 Elect Directors
- 2 Approve Executive Incentive Bonus Plan
- 3 Ratify Auditors

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

LINN ENERGY, LLC

Ticker: LINE CUSIP: 536020100

01/18/07 - Special

- 1 Approve/Amend Conversion of Securities
- 2 Amend Omnibus Stock Plan

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LINN ENERGY, LLC

Ticker: LINE CUSIP: 536020100

04/05/07 - Special

- 1 Class C Conversion And Issuance Proposal (As Defined In Proxy Statement).

Mana

LINN ENERGY, LLC

Ticker: LINE CUSIP: 536020100

06/19/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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LOEWS CORP.

CUSIP: 540424207

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08/03/06 - Special

- 1 Increase Authorized Common Stock
- 2 Adjust Par Value of Common Stock

Mana  
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LOEWS CORP.

CUSIP: 540424207

05/08/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Amend Executive Incentive Bonus Plan
- 4 Provide for Cumulative Voting
- 5 Social Proposal

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LTC PROPERTIES, INC.

Ticker: LTC CUSIP: 502175102

05/15/07 - Annual

- 1 Elect Directors
- 2 Approve Omnibus Stock Plan
- 3 Ratify Auditors

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

MARATHON OIL CORP

Ticker: MRO CUSIP: 565849106

04/25/07 - Annual

- 1 Elect Director Charles F. Bolden, Jr.
- 2 Elect Director Charles R. Lee
- 3 Elect Director Dennis H. Reilley
- 4 Elect Director John W. Snow
- 5 Elect Director Thomas J. Usher
- 6 Ratify Auditors
- 7 Approve Omnibus Stock Plan
- 8 Reduce Supermajority Vote Requirement
- 9 Increase Authorized Common Stock

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MCG CAPITAL CORP

Ticker: MCGC CUSIP: 58047P107

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05/09/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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NATIONAL CITY CORP.

Ticker: NCC CUSIP: 635405103

04/24/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Pay For Superior Performance

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NEWCASTLE INVT CORP

Ticker: NCT CUSIP: 65105M108

05/17/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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NORTHSTAR REALTY FINANCE CORP

Ticker: NRF CUSIP: 66704R100

05/24/07 - Annual

- 1 Elect Directors
- 1.1 Elect Director William V. Adamski
- 1.2 Elect Director Preston C. Butcher
- 1.3 Elect Director David T. Hamamoto
- 1.4 Elect Director Judith A. Hannaway
- 1.5 Elect Director Wesley D. Minami
- 1.6 Elect Director Louis J. Paglia
- 1.7 Elect Director W. Edward Scheetz
- 1.8 Elect Director Frank V. Sica
- 2 Ratify Auditors
- 3 Amend Omnibus Stock Plan

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

OLD NATIONAL BANCORP

Ticker: ONB CUSIP: 680033107

05/17/07 - Annual

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- 1 Elect Directors
- 2 Declassify the Board of Directors
- 3 Amend Articles---Deletion of Article IV
- 4 Ratify Auditors

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ONEOK PARTNERS LP

Ticker: OKS CUSIP: 68268N103

05/10/07 - Special

- 1 A Proposal To Approve A Change In The Terms Of The Class B Units Of Oneok Partners, L.P. To Provide For The Conversion Of All Outstanding Class B Units Into The Same Number Of Common Units Of Oneok Partners, L.P. And The Issuance Of Additional Common Units
- 2 Amend The Partnership Agreement To: (A) Permit The General Partner And Its Affiliates To Vote The Limited Partnership Interests In Any Proposal To Remove The General Partner And (B) Provide For The Payment Of Fair Market Value To The General Partner For
- 3 A Proposal To Adjourn The Special Meeting To A Later Date, If Necessary, To Solicit Additional Proxies If There Are Not

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PRECISION DRILLING TRUST

Ticker: PD.U CUSIP: 740215108

05/09/07 - Annual/S

- 1 Elect Robert J.S. Gibson, Patrick M. Murray and Allen R. Hagerman as Trustees of the Trust
- 2 Elect W.C. (Mickey) Dunn, Brian A. Felesky, Robert J.S. Gibson, Allen R. Hagerman, Stephen J.J. Letwin, Patrick M. Murray, Frederick W. Pheasey, Robert L. Phillips, and Hank B. Swartout as Directors of Precision Drilling Corporation
- 3 Ratify KPMG LLP as Auditors
- 4 Approve Deferred Trust Unit Plan
- 5 Approve Unitholder Rights Plan

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REDDY ICE HOLDINGS, INC.

Ticker: FRZ CUSIP: 75734R105

05/17/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Amend Omnibus Stock Plan

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REGAL ENTERTAINMENT GROUP

Ticker: RGC CUSIP: 758766109

05/09/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

REYNOLDS AMERICAN INC

Ticker: RAI CUSIP: 761713106

05/11/07 - Annual

- 1 Elect Directors
- 2 Increase Authorized Common Stock
- 3 Ratify Auditors

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SEASPAN CORP

Ticker: SSW CUSIP: Y75638109

04/16/07 - Annual

Meeting for Holders of ADRs

- 1 Elect Directors
- 1.1 Elect Director Gerry Wang
- 1.2 Elect Director Peter Lorange
- 1.3 Elect Director Barry R. Pearl
- 2 Ratify Auditors

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SUNOCO, INC.

Ticker: SUN CUSIP: 86764P109

05/03/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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TECHNOLOGY INVESTMENT CAPITAL CORP.

Ticker: TICC CUSIP: 878717305

06/05/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors

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TEPPCO PARTNERS - LP

Ticker: TPP CUSIP: 872384102

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12/08/06 - Special

- |   |  |      |
|---|--|------|
| 1 | Amend Articles/Bylaws/Charter-Organization-Related                         | Mana |
| 2 | Reduce Supermajority Vote Requirement                                      | Mana |
| 3 | Amend Articles/Bylaws/Charter-Conflicts and Duties Amendment               | Mana |
| 4 | Amend Articles/Bylaws/Charter-Organization-Provide for Registration Rights | Mana |
| 5 | Company Specific-Issuance of Units to the General Partner                  | Mana |
| 6 | Approve Omnibus Stock Plan   | Mana |
| 7 | Company-Specific-Approve the Terms of Unit Purchase Plan                   | Mana |

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

TOTAL SA

CUSIP: 89151E109

05/11/07 - Annual

Meeting for Holders of ADRs

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|----|--|------|
| 1  | Approval Of Parent Company Financial Statements  | Mana |
| 2  | Approval Of Consolidated Financial Statements  | Mana |
| 3  | Allocation Of Earnings, Declaration Of Dividend  | Mana |
| 4  | Agreements Covered By Article L. 225-38 Of The French Commercial Code  | Mana |
| 5  | Authorization For The Board Of Directors To Trade Shares Of The Company  | Mana |
| 6  | Renewal Of The Appointment Of Mr. Thierry Desmarest As A Director  | Mana |
| 7  | Renewal Of The Appointment Of Mr. Thierry De Rudder As A Director  | Mana |
| 8  | Renewal Of The Appointment Of Mr. Serge Tchuruk As A Director  | Mana |
| 9  | Appointment Of A Director Representing Employee Shareholders In Application Of Article 11 Of The Articles Of Association   | Mana |
| 10 | Appointment Of A Director Representing Employee Shareholders In Application Of Article 11 Of The Articles Of Association   | Agai |
| 11 | Appointment Of A Director Representing Employee Shareholders In Application Of Article 11 Of The Articles Of Association   | Agai |
| 12 | Determination Of The Total Amount Of Directors Compensation  | Mana |
| 13 | Delegation Of Authority Granted To The Board Of Directors To Increase Capital By Issuing Common Shares Or Any Securities Providing Access To Capital While Maintaining Shareholders Preferential Subscription Rights | Mana |
| 14 | Delegation Of Authority Granted To The Board Of Directors To Increase Capital By Issuing Common Shares Or Any Securities Providing Access To Capital Without Preferential Subscription Rights                        | Mana |
| 15 | Delegation Of Authority Granted To The Board Of Directors To Increase Capital Under The Conditions Provided For In Article 443-5 Of The French Labor Code  | Mana |
| 16 | Authorization To Grant Subscription Or Purchase Options For The Company's Stock To Certain Employees Of The Group As Well As To The Management Of The Company Or Of Other Group Companies                            | Mana |
| 17 | Authorization To Be Granted To The Board Of Directors To Reduce Capital By Canceling Shares  | Mana |
| 18 | Amendment Of Article 13, Paragraph 2, Of The Company S Articles Of   | Mana |

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- Association With Regard To The Methods That May Be Used To Participate  
In Board Of Directors Meetings
- 19 Amendment Of Article 17-2 Of The Company S Articles Of Association To  
Take Into Account New Rules From The Decree Of December 11, 2006  
Relating To The Company S Book-Based System For Recording Shares For  
Shareholders Wishing To Participate In Any Form Whatever
- 20 Amendment Of Article 17-2 Of The Company S Articles Of Association To  
Take Into Account Rules Relating To Electronic Signatures In The Event Of  
A Vote Cast Via Telecommunication
- 21 New Procedure To Nominate The Employee-Shareholder Director
- 22 Authorization To Grant Restricted Shares Of The Company To  
Group Employees
- 23 Amendment Of Article 18, Paragraph 7 Of The Company S Articles Of  
Association In View Of Deleting The Statutory Clause Limiting  
Voting Rights

Chartwell Dividend & Income Fund, Inc.

Proposal

Proposed by

WACHOVIA CORP.

Ticker: WB CUSIP: 929903102

04/17/07 - Annual

- 1 Elect Directors
- 2 Declassify the Board of Directors
- 3 Company Specific--Provide for Majority Voting
- 4 Ratify Auditors
- 5 Approve Report of the Compensation Committee
- 6 Require Director Nominee Qualifications
- 7 Report on Political Contributions
- 8 Separate Chairman and CEO Positions

WASHINGTON MUTUAL, INC

Ticker: WM CUSIP: 939322103

04/17/07 - Annual

- 1 Elect Directors
- 2 Ratify Auditors
- 3 Establish SERP Policy
- 4 Require a Majority Vote for the Election of Directors
- 5 Require Director Nominee Qualifications

WINDSTREAM CORP.

Ticker: WIN CUSIP: 97381W104

05/09/07 - Annual

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- 1 Elect Directors
- 2 Approve Executive Incentive Bonus Plan
- 3 Ratify Auditors
- 4 Stock Retention/Holding Period

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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/ Winthrop S. Jessup

President

Date: August 31, 2007