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PETROLEUM & RESOURCES CORP

Form N-PX

July 20, 2005

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY
Investment Company Act file number: 811-02736

PETROLEUM & RESOURCES CORPORATION

(Exact name of registrant as specified in charter)

7 Saint Paul Street, Suite 1140, Baltimore, Maryland 21202

(Address of principal executive offices)

Lawrence L. Hooper, Jr.
Petroleum & Resources Corporation
7 Saint Paul Street
Suite 1140
Baltimore, Maryland 21202

(Name and address of agent for service)

Registrant's telephone number, including area code: 410-752-5900

Date of fiscal year end: December 31, 2005

Date of reporting period: July 1, 2004 - June 30, 2005

Item 1. Proxy Voting Record

Description	Proposal Type	Voted	Vote	For/ Agnst Mgmt
Issuer: AGL Resources Inc.				
Ticker: ATG				
CUSIP: 001204-10-6				
Meeting Date: 04/27/2005				
Election of Directors	MGMT	YES	FOR ALL	FOR
Approval of amendment to articles of incorporation	MGMT	YES	FOR	FOR
Approval of Amended & Restated Employee Stock Purchase Plan	MGMT	YES	FOR	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Air Products and Chemicals,

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Inc.

Ticker: APD

CUSIP: 009158-10-6

Meeting Date: 01/27/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Amerada Hess Corporation

Ticker: AHC

CUSIP: 023551-10-4

Meeting Date: 05/04/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Apache Corporation

Ticker: APA

CUSIP: 037411-10-5

Meeting Date: 05/05/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Approval of 2005 Stock Option Plan	MGMT	YES	FOR	FOR
Approval of 2005 Share Appreciation Plan	MGMT	YES	FOR	FOR
Proposal regarding Director Election Majority Vote Standard	SHLDR	YES	AGNST	FOR
Proposal regarding Auditor Independence	SHLDR	YES	AGNST	FOR

Issuer: Aqua America, Inc.

Ticker: WTR

CUSIP: 03836W-20-3

Meeting Date: 05/19/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Issuer: Aquila, Inc.

Ticker: ILA

CUSIP: 03840P-10-2

Meeting Date: 05/04/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Issuer: Arch Coal, Inc.

Ticker: ACI

CUSIP: 039380-10-0

Meeting Date: 04/28/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
IRS Code Section 162(m) approval for Incentive Compensation Plan for Executive Officers	MGMT	YES	FOR	FOR

Issuer: Baker Hughes Incorporated

Ticker: BHI

CUSIP: 057224-10-7

Meeting Date: 04/28/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Proposal to amend Company's Restated Certificate of Incorporation to declassify the Board of Directors and provide for the annual election of all directors	MGMT	YES	FOR	FOR

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Proposal regarding majority votes protocol	SHLDR	YES	AGNST	FOR
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Issuer: BJ Services Company

Ticker: BJS

CUSIP: 055482-10-3

Meeting Date: 3/24/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Issuer: BP p.l.c.

Ticker: BP

CUSIP: 055622-10-4

Meeting Date: 04/14/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Directors' authority to allot shares (relevant securities)	MGMT	YES	FOR	FOR
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Directors' authority to allot shares (equity securities)	MGMT	YES	FOR	FOR
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Proposal regarding Share buyback	MGMT	YES	FOR	FOR
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Approval of Directors' Remuneration Report	MGMT	YES	FOR	FOR
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Renewal of Executive Directors' Incentive Plan	MGMT	YES	FOR	FOR
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Issuer: Burlington Resources Inc.

Ticker: BR

CUSIP: 122014-10-3

Meeting Date: 04/27/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Issuer: ChevronTexaco Corporation

Ticker: CVX

CUSIP: 166764-10-0

Meeting Date: 04/27/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Proposal on Director's Compensation	SHLDR	YES	AGNST	FOR
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Proposal on future use of Executive Severance Agreements	SHLDR	YES	AGNST	FOR
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Proposal on Stock Option Expensing	SHLDR	YES	AGNST	FOR
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Proposal on use of Animal Testing	SHLDR	YES	AGNST	FOR
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Proposal on Oil and Gas Drilling in Protected and Sensitive Areas	SHLDR	YES	AGNST	FOR
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Proposal to Report on Ecuador	SHLDR	YES	AGNST	FOR
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Issuer: Conocophillips

Ticker: COP

CUSIP: 20825C-10-4

Meeting Date: 05/05/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Proposal regarding Compensation Limitations	SHLDR	YES	AGNST	FOR
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Proposal regarding Director Election Vote Standard	SHLDR	YES	AGNST	FOR
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Issuer: Devon Energy

Ticker: DVN

CUSIP: 25179M-10-3

Meeting Date: 06/08/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Consider and vote on adoption of Devon Energy Corporation 2005 Long-Term Incentive Plan	MGMT	YES	AGNST	AGNST
Proposal for a director election vote standard	SHLDR	YES	AGNST	FOR

Issuer: Duke Energy Corporation

Ticker: DUK

CUSIP: 264399-10-6

Meeting Date: 05/12/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Approval of amendments to Company's Restated Articles of Incorporation to eliminate classification of Company's Board of Directors	MGMT	YES	FOR	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: E. I. Du Pont De Nemours and Company

Ticker: DD

CUSIP: 263534-10-9

Meeting Date: 04/27/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Proposal on Government Service	SHLDR	YES	AGNST	FOR
Proposal on International Workplace Standards	SHLDR	YES	AGNST	FOR
Proposal on Executive Compensation	SHLDR	YES	AGNST	FOR
Proposal on Animal Testing	SHLDR	YES	AGNST	FOR
Proposal on Genetically Modified Food	SHLDR	YES	AGNST	FOR
Proposal on Performance-Based Options	SHLDR	YES	AGNST	FOR
Proposal on Disclosure of PFOA Costs	SHLDR	YES	AGNST	FOR

Issuer: Energen Corporation

Ticker: EGN

CUSIP: 29265N-10-8

Meeting Date: 04/27/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Proposed amendment to Company's Restated Certificate of Incorporation increasing the number of authorized shares of common stock	MGMT	YES	FOR	FOR

Issuer: EOG Resources, Inc.

Ticker: EOG

CUSIP: 26875P-10-1

Meeting Date: 05/03/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Approve amendment to Restated Certificate of Inc. to increase the number of authorized shares of Common	MGMT	YES	FOR	FOR

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Stock

Issuer: Equitable Resources

Ticker: EQT

CUSIP: 294549-10-0

Meeting Date: 04/13/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Exxon Mobil Corporation

Ticker: XOM

CUSIP: 30231G-10-2

Meeting Date: 05/25/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Proposal regarding Political Contributions	SHLDR	YES	AGNST	FOR
Proposal regarding Board Compensation	SHLDR	YES	AGNST	FOR
Proposal regarding Industry Experience	SHLDR	YES	AGNST	FOR
Proposal regarding ACEH Security Report	SHLDR	YES	AGNST	FOR
Proposal regarding Amendment of EEO Policy	SHLDR	YES	AGNST	FOR
Proposal regarding Biodiversity Impact Report	SHLDR	YES	AGNST	FOR
Proposal regarding Climate Science Report	SHLDR	YES	AGNST	FOR
Proposal regarding Kyoto Compliance Report	SHLDR	YES	AGNST	FOR

Issuer: General Electric Company

Ticker: GE

CUSIP: 369604-10-3

Meeting Date: 04/27/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Proposal regarding Cumulative Voting	SHLDR	YES	AGNST	FOR
Proposal regarding report on Nuclear Risk	SHLDR	YES	AGNST	FOR
Proposal regarding report on PCB Cleanup Costs	SHLDR	YES	AGNST	FOR
Proposal regarding Curbing Over-Extended Directors	SHLDR	YES	AGNST	FOR
Proposal regarding Report on Sustainability	SHLDR	YES	AGNST	FOR
Proposal regarding Disclosure of Political Contributions	SHLDR	YES	AGNST	FOR
Proposal regarding Animal Testing	SHLDR	YES	AGNST	FOR

Issuer: GlobalSantaFe

Ticker: GSF

CUSIP: G3930E-10-1

Meeting Date: 06/07/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Amendment to Company's 2003 Long-Term Incentive Plan to reduce the number of shares authorized for issuance under the plan and increase the	MGMT	YES	FOR	FOR

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number of such shares available for
full-value stock awards

Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Issuer: Grant Prideco, Inc.

Ticker: GRP

CUSIP: 38821G-10-1

Meeting Date: 05/11/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Issuer: Holly Corporation

Ticker: HOC

CUSIP: 435758-30-5

Meeting Date: 05/09/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Issuer: Kerr-McGee Corporation

Ticker: KMG

CUSIP: 492386-10-7

Meeting Date: 05/10/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Approval of 2005 Long Term Incentive Plan	MGMT	YES	AGNST	AGNST
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Approval to Amend the Amended and Restated Certificate of Incorporation to Increase the Authorized Number of Shares of Common Stock	MGMT	YES	FOR	FOR
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Proposal requesting establishment of an Office of the Board of Directors	SHLDR	YES	AGNST	FOR
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Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Approval of 2005 Long Term Incentive Plan	MGMT	YES	AGNST	AGNST
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Approval to Amend the Amended and Restated Certificate of Incorporation to Increase the Authorized Number of Shares of Common Stock	MGMT	YES	FOR	FOR
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Proposal requesting establishment of an Office of the Board of Directors	SHLDR	YES	AGNST	FOR
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Issuer: Keyspan Corporation

Ticker:

CUSIP:

Meeting Date: 05/20/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Issuer: Martin Marietta Materials,
Inc.

Ticker: MLM

CUSIP: 573284-10-6

Meeting Date: 05/24/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Issuer: MDU Resources Group, Inc.

Ticker: MDU

CUSIP: 552690-10-9

Meeting Date: 04/26/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Re-approve the material terms of the performance goals under the 1997 Executive Long-Term Incentive Plan	MGMT	YES	FOR	FOR
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Issuer: Murphy Oil Corporation

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Ticker: MUR

CUSIP: 626717-10-2

Meeting Date: 05/11/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Proposed amendment to Company's Certificate of Incorporation to increase the number of authorized shares of Common Stock	MGMT	YES	FOR	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Nabors Industries, LTD.

Ticker: NBR

CUSIP: G6359F-10-3

Meeting Date: 06/07/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Amendment to the Amended and Restated ByLaws to require shareholder approval of certain dispositions of Company assets	MGMT	YES	FOR	FOR
Amendment to 2003 Employee Stock Plan to make non-employee directors eligible participants	MGMT	YES	FOR	FOR
Shareholder proposal to require Company to adopt a policy that a significant amount of future stock grants to senior executives be performance-based	SHLDR	YES	AGNST	FOR

Issuer: National Fuel Gas Company

Ticker: NFG

CUSIP: 636180-10-1

Meeting Date: 02/17/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Amendment to Company's Restated Certificate of Incorporation	MGMT	YES	FOR	FOR
Limitation of future Company benefits for Executive Officers	SHLDR	YES	AGNST	FOR

Issuer: New Jersey Resources Corporation

Ticker: NJR

CUSIP: 646025-10-6

Meeting Date: 01/19/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Noble Corporation

Ticker: NE

CUSIP: G65422-10-0

Meeting Date: 04/28/2005

Election of Directors	MGMT	YES	FOR	FOR
Proposal to amend article 54 of Company's articles of association to increase the director retirement age to 72 from 70	MGMT	YES	FOR	FOR
Proposal regarding 1992 Nonqualified	MGMT	YES	FOR	FOR

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Stock Option Plan for Non-Employee
Directors

Proposal to amend Equity Compensation Plan for Non-employee Directors	MGMT	YES	FOR	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: Noble Energy, Inc.

Ticker: NBL

CUSIP: 655044-10-5

Meeting Date: 04/26/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Approve 2005 Stock Plan for Non- Employee Directors	MGMT	YES	FOR	FOR

Issuer: Noble Energy, Inc.

(Proposed Merger with Patina Oil &
Gas Corp.)

Ticker: NBL

CUSIP: 655044-10-5

Meeting Date: 05/11/2005

Proposal to approve the issuance of shares of common stock	MGMT	YES	FOR	FOR
Proposal to amend Company's certificate of incorporation to increase the number of authorized shares of common stock	MGMT	YES	FOR	FOR

Issuer: Occidental Petroleum
Corporation

Ticker: OXY

CUSIP: 674599-10-5

Meeting Date: 05/06/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Approval of 2005 Long-Term Incentive Plan	MGMT	YES	AGNST	AGNST
Stockholder Statement opposing Board- Sponsored Proposals	SHLDR	YES	AGNST	FOR
Vote regarding future golden parachutes	SHLDR	YES	AGNST	FOR

Issuer: OfficeMax

Ticker: OMX

CUSIP: 67622P101

Meeting Date: 05/09/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Proposal regarding Classified Board	SHLDR	YES	FOR	AGNST

Issuer: Pioneer Natural Resources
Co. (Special Mtg.)

Ticker: PXD

CUSIP: 723787-10-7

Meeting Date: 09/28/2004

Issuance of shares of Pioneer Common Stock in connection with the merger of BC Merger Sub, Inc. with and into	MGMT	YES	FOR	FOR
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Evergreen Resources, Inc.
 Meeting Adjournment to solicit more proxies MGMT YES FOR FOR

Issuer: Pioneer Natural Resources Co.

Ticker: PXD

CUSIP: 723787-10-7

Meeting Date: 05/11/2005

Election of Directors MGMT YES FOR ALL FOR
 Ratification of appt. of Ind. Auditors MGMT YES FOR FOR

Issuer: Questar Corporation

Ticker: STR

CUSIP: 748356-10-2

Meeting Date: 05/17/2005

Election of Directors MGMT YES FOR ALL FOR
 Approve Annual Management Incentive Plan II MGMT YES FOR FOR

Issuer: Rohm and Haas Company

Ticker: ROH

CUSIP: 775371-10-7

Meeting Date: 05/02/2005

Election of Directors MGMT YES FOR ALL FOR
 Adoption of 2005 Non-employee Directors' Stock Plan MGMT YES FOR FOR
 Adoption of 2005 Non-Qualified Savings Plan MGMT YES FOR FOR
 Ratification of appt. of Ind. Auditors MGMT YES FOR FOR

Issuer: Royal Dutch Petroleum Company

Ticker: RD

CUSIP: 780257-80-4

Meeting Date: 06/28/2005

Review of Annual Accounts 2005 MGMT YES FOR FOR
 Discussion of reserves and dividend policy & declaration of total dividend for 2004 MGMT YES FOR FOR
 Discharge of Managing Directors of responsibility in respect of their management for 2004 & Discharge of members of Supervisory Board of responsibility for their supervision for 2004 MGMT YES FOR FOR
 Appointment of a member of the Supervisory Board owing to retirement by rotation MGMT YES FOR FOR
 Authorization for the acquisition of ordinary shares MGMT YES FOR FOR
 Cancellation of ordinary shares held by Company MGMT YES FOR FOR
 Corporate Governance MGMT YES FOR FOR
 Proposal for unification of Company and The "Shell" Transport and Trading Company, p.l.c. - Discussion of public exchange offer issued by Company for all ordinary shares & Approval of Implementation Agreement MGMT YES FOR FOR

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Proposal to amend articles of association of Company, grant authorization to acquire all 1,500 priority shares, as well as subsequent cancellation of all priority shares thus acquired	MGMT	YES	FOR	FOR
Appointment of Non-executive Directors	MGMT	YES	FOR ALL	FOR
Adoption of remuneration policy for Board of Directors	MGMT	YES	FOR	FOR
Approval of amended Long-Term Incentive Plan	MGMT	YES	FOR	FOR
Approval of amended Restricted Share Plan	MGMT	YES	FOR	FOR
Approval of amended Deferred Bonus Plan	MGMT	YES	FOR	FOR

Issuer: Schlumberger Limited

Ticker: SLB

CUSIP: 806857-10-8

Meeting Date: 04/13/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Approval of Company's Consolidated Balance Sheet, Consolidated Statement of Income and Declaration of Dividends	MGMT	YES	FOR	FOR
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Adoption of amendments to the Articles of Incorporation: (a) revisions to comply with changes in Netherlands Antilles law; (b) revisions to take advantage of the flexibility provided by Netherlands Antilles law OR clarify or update provisions of Company Articles of Incorporation.	MGMT	YES	FOR	FOR
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Adoption of 2005 Stock Option Plan	MGMT	YES	AGNST	AGNST
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Approve adoption of amendment to Discounted Stock Purchase Plan	MGMT	YES	FOR	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Issuer: Smurfit-Stone Container Corporation

Ticker: SSCC

CUSIP: 832727-10-1

Meeting Date: 05/11/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
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Issuer: Total S.A.

Ticker: TOT

CUSIP: 89151E-10-9

Meeting Date: 05/17/2005

Report of BOD on operations and financial statements for the year ended 12/21/2004. Auditors' general report on these financial statements.	MGMT	YES	FOR	FOR
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Approval of parent company financial statements dated 12/31/2004	MGMT	YES	FOR	FOR
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Approval of the Group's consolidated financial statements dated 12/31/2004	MGMT	YES	FOR	FOR
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Allocation of earnings, declaration of dividend and dividend payment date	MGMT	YES	FOR	FOR
Special report of auditors on agreements covered by Article L. 225-38 of the French Commercial Code	MGMT	YES	FOR	FOR
Authorization for the BOD to trade the shares of the Company	MGMT	YES	FOR	FOR
Election of Directors	MGMT	YES	FOR ALL	FOR
Delegation of authority to BOD for the purpose of issuing convertible or other equity securities with preferential subscription rights	MGMT	YES	FOR	FOR
Delegation of authority to BOD to use the aforementioned delegation to issue convertible or other equity-related securities without preferential subscription rights	MGMT	YES	FOR	FOR
Delegation of authority to BOD for the purpose of conducting capital increases reserved for employees participating in a company savings plan	MGMT	YES	FOR	FOR
Authorization for the BOD to grant (for no consideration) shares of the Company to employees and executive officers of the Company and of Group companies	MGMT	YES	FOR	FOR

Issuer: Weatherford International LTD.

Ticker: WFT

CUSIP: G95089-10-1

Meeting Date: 05/13/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR

Issuer: The Williams Companies, Inc.

Ticker: WMB

CUSIP: 969457-10-0

Meeting Date: 05/19/2005

Election of Directors	MGMT	YES	FOR	FOR
Ratification of appt. of Ind. Auditors	MGMT	YES	FOR	FOR
Proposal for a majority vote standard for board elections	SHLDR	YES	AGNST	FOR

Issuer: XTO Energy (Special Mtg.)

Ticker: XTO

CUSIP: 98385X-10-6

Meeting Date: 11/16/2004

Approval of the Company 2004 Stock Incentive Plan	MGMT	YES	AGNST	AGNST
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Issuer: XTO Energy

Ticker: XTO

CUSIP: 98385X-10-6

Meeting Date: 05/17/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
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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.

PETROLEUM & RESOURCES CORPORATION

(Registrant)

BY: /s/ Douglas G. Ober

Douglas G. Ober
Chief Executive Officer
(Principal Executive Officer)

Date: July 20, 2005