

DIVIDEND & INCOME FUND, INC.
Form N-PX
August 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-08747

Dividend and Income Fund, Inc.
(Exact name of registrant as specified in charter)

11 Hanover Square, 12th Floor, New York, NY
(Address of principal executive offices) 10005
(Zip code)

John F. Ramirez, Esq.
Dividend and Income Fund, Inc.
11 Hanover Square, 12th Floor
New York, NY 10005

Registrant's telephone number, including area code: 1-212-785-0400

Date of fiscal year end: 11/30

Date of reporting period: 07/01/2010 - 06/30/2011

Item 1. Proxy Voting Record

The information contained herein discloses the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;

- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote; and
- (i) Whether the registrant cast its vote for or against management.

DIVIDEND AND INCOME FUND, INC.

3M COMPANY

Ticker: MMM Security ID: 88579Y101
 Meeting Date: MAY 10, 2011 Meeting Type: Annual
 Record Date: MAR 11, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|-------------|
| 1 | Elect Director Linda G. Alvarado | For | For | Management |
| 2 | Elect Director George W. Buckley | For | For | Management |
| 3 | Elect Director Vance D. Coffman | For | For | Management |
| 4 | Elect Director Michael L. Eskew | For | For | Management |
| 5 | Elect Director W. James Farrell | For | For | Management |
| 6 | Elect Director Herbert L. Henkel | For | For | Management |
| 7 | Elect Director Edward M. Liddy | For | For | Management |
| 8 | Elect Director Robert S. Morrison | For | For | Management |
| 9 | Elect Director Aulana L. Peters | For | For | Management |
| 10 | Elect Director Robert J. Ulrich | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 14 | Report on Political Contributions | Against | For | Shareholder |

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100
 Meeting Date: APR 29, 2011 Meeting Type: Annual
 Record Date: MAR 02, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Robert J. Alpern | For | For | Management |
| 1.2 | Elect Director Roxanne S. Austin | For | For | Management |
| 1.3 | Elect Director W. James Farrell | For | For | Management |
| 1.4 | Elect Director H. Laurance Fuller | For | For | Management |

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| | | | | |
|-----|--|----------|----------|-------------|
| 1.5 | Elect Director Edward M. Liddy | For | For | Management |
| 1.6 | Elect Director Phebe N. Novakovic | For | For | Management |
| 1.7 | Elect Director William A. Osborn | For | For | Management |
| 1.8 | Elect Director Samuel C. Scott III | For | For | Management |
| 1.9 | Elect Director Glenn F. Tilton | For | For | Management |
| 1.1 | Elect Director Miles D. White | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Adopt Policy on Pharmaceutical Price Restraint | Against | Against | Shareholder |

ACE LIMITED

Ticker: ACE Security ID: H0023R105
 Meeting Date: MAY 18, 2011 Meeting Type: Annual
 Record Date: MAR 30, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Evan G. Greenberg as Director | For | For | Management |
| 1.2 | Elect Leo F. Mullin as Director | For | For | Management |
| 1.3 | Elect Olivier Steimer as Director | For | For | Management |
| 1.4 | Elect Michael P. Connors as Director | For | For | Management |
| 1.5 | Elect Eugene B. Shanks, Jr as Director | For | For | Management |
| 1.6 | Elect John A. Krol as Director | For | For | Management |
| 2.1 | Approve Annual Report | For | For | Management |
| 2.2 | Accept Statutory Financial Statements | For | For | Management |
| 2.3 | Accept Consolidated Financial Statements | For | For | Management |
| 3 | Approve Allocation of Income and Dividends | For | For | Management |
| 4 | Approve Discharge of Board and Senior Management | For | For | Management |
| 5.1 | Ratify PricewaterhouseCoopers AG as Auditors | For | For | Management |
| 5.2 | Ratify Ratify PricewaterhouseCoopers LLC as Independent Registered Public Accounting Firm as Auditors | For | For | Management |
| 5.3 | Ratify BDO AG as Special Auditors | For | For | Management |
| 6 | Approve Dividend Distribution from Legal Reserves | For | For | Management |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 8 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: MAY 19, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Elect Director Elizabeth E. Bailey | For | For | Management |

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|----|--|---------|----------|-------------|
| 2 | Elect Director Gerald L. Baliles | For | For | Management |
| 3 | Elect Director John T. Casteen III | For | For | Management |
| 4 | Elect Director Dinyar S. Devitre | For | For | Management |
| 5 | Elect Director Thomas F. Farrell II | For | For | Management |
| 6 | Elect Director Thomas W. Jones | For | For | Management |
| 7 | Elect Director George Munoz | For | For | Management |
| 8 | Elect Director Nabil Y. Sakkab | For | For | Management |
| 9 | Elect Director Michael E. Szymanczyk | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |
| 13 | Cease Production of Flavored Tobacco Products | Against | Against | Shareholder |

ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY Security ID: 035710409
 Meeting Date: JUN 23, 2011 Meeting Type: Annual
 Record Date: MAR 30, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|-----------|------------|
| 1 | Elect Director Michael A. J. Farrell | For | For | Management |
| 2 | Elect Director Jonathan D. Green | For | Against | Management |
| 3 | Elect Director John A. Lambiase | For | For | Management |
| 4 | Increase Authorized Capital Stock | For | For | Management |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 6 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 7 | Ratify Auditors | For | For | Management |

AT&T INC.

Ticker: T Security ID: 00206R102
 Meeting Date: APR 29, 2011 Meeting Type: Annual
 Record Date: MAR 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--------------------------------------|---------|-----------|------------|
| 1 | Elect Director Randall L. Stephenson | For | For | Management |
| 2 | Elect Director Gilbert F. Amelio | For | For | Management |
| 3 | Elect Director Reuben V. Anderson | For | For | Management |
| 4 | Elect Director James H. Blanchard | For | For | Management |
| 5 | Elect Director Jaime Chico Pardo | For | For | Management |
| 6 | Elect Director James P. Kelly | For | For | Management |
| 7 | Elect Director Jon C. Madonna | For | For | Management |
| 8 | Elect Director Lynn M. Martin | For | For | Management |
| 9 | Elect Director John B. McCoy | For | For | Management |
| 10 | Elect Director Joyce M. Roche | For | For | Management |

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| | | | | |
|----|--|---------|----------|-------------|
| 11 | Elect Director Matthew K. Rose | For | For | Management |
| 12 | Elect Director Laura D Andrea Tyson | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 17 | Report on Political Contributions | Against | For | Shareholder |
| 18 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 19 | Provide Right to Act by Written Consent | Against | For | Shareholder |

AVON PRODUCTS, INC.

Ticker: AVP Security ID: 054303102
 Meeting Date: MAY 05, 2011 Meeting Type: Annual
 Record Date: MAR 17, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director W. Don Cornwell | For | For | Management |
| 1.2 | Elect Director V. Ann Hailey | For | For | Management |
| 1.3 | Elect Director Fred Hassan | For | For | Management |
| 1.4 | Elect Director Andrea Jung | For | For | Management |
| 1.5 | Elect Director Maria Elena Lagomasino | For | For | Management |
| 1.6 | Elect Director Ann S. Moore | For | For | Management |
| 1.7 | Elect Director Paul S. Pressler | For | For | Management |
| 1.8 | Elect Director Gary M. Rodkin | For | For | Management |
| 1.9 | Elect Director Paula Stern | For | For | Management |
| 1.1 | Elect Director Lawrence A. Weinbach | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Reduce Supermajority Vote Requirement | For | For | Management |

BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108
 Meeting Date: MAY 03, 2011 Meeting Type: Annual
 Record Date: MAR 10, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------|---------|-----------|------------|
| 1 | Elect Director L. Andreotti | For | For | Management |
| 2 | Elect Director L.B. Campbell | For | For | Management |
| 3 | Elect Director J.M. Cornelius | For | For | Management |
| 4 | Elect Director L.J. Freeh | For | For | Management |
| 5 | Elect Director L.H. Glimcher | For | For | Management |
| 6 | Elect Director M. Grobstein | For | For | Management |

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|----|--|---------|----------|-------------|
| 7 | Elect Director L. Johansson | For | For | Management |
| 8 | Elect Director A.J. Lacy | For | For | Management |
| 9 | Elect Director V.L. Sato | For | For | Management |
| 10 | Elect Director E. Sigal | For | For | Management |
| 11 | Elect Director T.D. West, Jr. | For | For | Management |
| 12 | Elect Director R.S. Williams | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 16 | Increase Disclosure of Executive Compensation | Against | Against | Shareholder |
| 17 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 18 | Adopt Policy to Restrain Pharmaceutical Price Increases | Against | Against | Shareholder |

E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109
 Meeting Date: APR 27, 2011 Meeting Type: Annual
 Record Date: MAR 02, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|-------------|
| 1 | Elect Director Richard H. Brown | For | For | Management |
| 2 | Elect Director Robert A. Brown | For | For | Management |
| 3 | Elect Director Bertrand P. Collomb | For | For | Management |
| 4 | Elect Director Curtis J. Crawford | For | For | Management |
| 5 | Elect Director Alexander M. Cutler | For | For | Management |
| 6 | Elect Director Eleuthere I. du Pont | For | For | Management |
| 7 | Elect Director Marillyn A. Hewson | For | For | Management |
| 8 | Elect Director Lois D. Juliber | For | For | Management |
| 9 | Elect Director Ellen J. Kullman | For | For | Management |
| 10 | Elect Director William K. Reilly | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 15 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 16 | Report on Genetically Engineered Seed | Against | Against | Shareholder |
| 17 | Report on Pay Disparity | Against | Against | Shareholder |

FRONTIER COMMUNICATIONS CORPORATION

Ticker: FTR Security ID: 35906A108
 Meeting Date: MAY 12, 2011 Meeting Type: Annual
 Record Date: MAR 16, 2011

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|----------|-----------|-------------|
| 1.1 | Elect Director Leroy T. Barnes, Jr. | For | For | Management |
| 1.2 | Elect Director Peter C.B. Bynoe | For | For | Management |
| 1.3 | Elect Director Jeri B. Finard | For | For | Management |
| 1.4 | Elect Director Edward Fraioli | For | For | Management |
| 1.5 | Elect Director James S. Kahan | For | For | Management |
| 1.6 | Elect Director Pamela D.A. Reeve | For | For | Management |
| 1.7 | Elect Director Howard L. Schrott | For | For | Management |
| 1.8 | Elect Director Lorraine D. Segil | For | For | Management |
| 1.9 | Elect Director Mark Shapiro | For | For | Management |
| 1.1 | Elect Director Myron A. Wick, III | For | For | Management |
| 1.11 | Elect Director Mary Agnes Wilderotter | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Require Independent Board Chairman | Against | Against | Shareholder |
| 5 | Ratify Auditors | For | For | Management |

GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103
 Meeting Date: APR 27, 2011 Meeting Type: Annual
 Record Date: FEB 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|-------------|
| 1 | Elect Director W. Geoffrey Beattie | For | For | Management |
| 2 | Elect Director James I. Cash, Jr. | For | For | Management |
| 3 | Elect Director Ann M. Fudge | For | For | Management |
| 4 | Elect Director Susan Hockfield | For | For | Management |
| 5 | Elect Director Jeffrey R. Immelt | For | For | Management |
| 6 | Elect Director Andrea Jung | For | For | Management |
| 7 | Elect Director Alan G. Lafley | For | For | Management |
| 8 | Elect Director Robert W. Lane | For | For | Management |
| 9 | Elect Director Ralph S. Larsen | For | For | Management |
| 10 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 11 | Elect Director James J. Mulva | For | For | Management |
| 12 | Elect Director Sam Nunn | For | For | Management |
| 13 | Elect Director Roger S. Penske | For | For | Management |
| 14 | Elect Director Robert J. Swieringa | For | For | Management |
| 15 | Elect Director James S. Tisch | For | For | Management |
| 16 | Elect Director Douglas A. Warner III | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 19 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 20 | Provide for Cumulative Voting | Against | For | Shareholder |
| 21 | Performance-Based Equity Awards | Against | For | Shareholder |
| 22 | Withdraw Stock Options Granted to Executive Officers | Against | Against | Shareholder |
| 23 | Report on Climate Change Business Risk | Against | Against | Shareholder |

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24 Report on Animal Testing and Plans for Reduction Against Against Shareholder

HONEYWELL INTERNATIONAL INC.

Ticker: HON Security ID: 438516106
 Meeting Date: APR 25, 2011 Meeting Type: Annual
 Record Date: FEB 25, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|-------------|
| 1 | Elect Director Gordon M. Bethune | For | For | Management |
| 2 | Elect Director Kevin Burke | For | For | Management |
| 3 | Elect Director Jaime Chico Pardo | For | For | Management |
| 4 | Elect Director David M. Cote | For | For | Management |
| 5 | Elect Director D. Scott Davis | For | For | Management |
| 6 | Elect Director Linnet F. Deily | For | For | Management |
| 7 | Elect Director Judd Gregg | For | For | Management |
| 8 | Elect Director Clive R. Hollick | For | For | Management |
| 9 | Elect Director George Paz | For | For | Management |
| 10 | Elect Director Bradley T. Sheares | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |
| 15 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 16 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 17 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

HORIZON TECHNOLOGY FINANCE CORPORATION

Ticker: HRZN Security ID: 44045A102
 Meeting Date: MAY 05, 2011 Meeting Type: Annual
 Record Date: MAR 18, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director David P. Swanson | For | For | Management |
| 1.2 | Elect Director James J. Bottiglieri | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Issuance of Shares for a Private Placement | For | For | Management |

INTEL CORPORATION

Ticker: INTC Security ID: 458140100
 Meeting Date: MAY 19, 2011 Meeting Type: Annual
 Record Date: MAR 21, 2011

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Charlene Barshefsky | For | For | Management |
| 2 | Elect Director Susan L. Decker | For | For | Management |
| 3 | Elect Director John J. Donahoe | For | For | Management |
| 4 | Elect Director Reed E. Hundt | For | For | Management |
| 5 | Elect Director Paul S. Otellini | For | For | Management |
| 6 | Elect Director James D. Plummer | For | For | Management |
| 7 | Elect Director David S. Pottruck | For | For | Management |
| 8 | Elect Director Jane E. Shaw | For | For | Management |
| 9 | Elect Director Frank D. Yeary | For | For | Management |
| 10 | Elect Director David B. Yoffie | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | For | Management |
| 13 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 26, 2011 Meeting Type: Annual
 Record Date: FEB 25, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director A. J. P. Belda | For | For | Management |
| 2 | Elect Director W. R. Brody | For | For | Management |
| 3 | Elect Director K. I. Chenault | For | For | Management |
| 4 | Elect Director M. L. Eskew | For | For | Management |
| 5 | Elect Director S. A. Jackson | For | For | Management |
| 6 | Elect Director A. N. Liveris | For | For | Management |
| 7 | Elect Director W. J. McNerney, Jr. | For | For | Management |
| 8 | Elect Director J. W. Owens | For | For | Management |
| 9 | Elect Director S. J. Palmisano | For | For | Management |
| 10 | Elect Director J. E. Spero | For | For | Management |
| 11 | Elect Director S. Taurel | For | For | Management |
| 12 | Elect Director L. H. Zambrano | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 16 | Provide for Cumulative Voting | Against | For | Shareholder |
| 17 | Report on Political Contributions | Against | For | Shareholder |
| 18 | Report on Lobbying Expenses | Against | For | Shareholder |

INVESCO LTD.

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Ticker: IVZ Security ID: G491BT108
 Meeting Date: MAY 26, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Rex D. Adams | For | For | Management |
| 1.2 | Elect Director John Banham | For | For | Management |
| 1.3 | Elect Director Denis Kessler | For | Against | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Ernst & Young LLP as Auditors | For | For | Management |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 17, 2011 Meeting Type: Annual
 Record Date: MAR 18, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|-------------|
| 1 | Elect Director Crandall C. Bowles | For | For | Management |
| 2 | Elect Director Stephen B. Burke | For | For | Management |
| 3 | Elect Director David M. Cote | For | For | Management |
| 4 | Elect Director James S. Crown | For | For | Management |
| 5 | Elect Director James Dimon | For | For | Management |
| 6 | Elect Director Ellen V. Futter | For | For | Management |
| 7 | Elect Director William H. Gray, III | For | For | Management |
| 8 | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 9 | Elect Director David C. Novak | For | For | Management |
| 10 | Elect Director Lee R. Raymond | For | For | Management |
| 11 | Elect Director William C. Weldon | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 14 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 15 | Amend Omnibus Stock Plan | For | Against | Management |
| 16 | Affirm Political Non-Partisanship | Against | Against | Shareholder |
| 17 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 18 | Report on Loan Modifications | Against | Against | Shareholder |
| 19 | Report on Political Contributions | Against | For | Shareholder |
| 20 | Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity | Against | Against | Shareholder |
| 21 | Require Independent Board Chairman | Against | Against | Shareholder |

KRAFT FOODS INC.

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Ticker: KFT Security ID: 50075N104
 Meeting Date: MAY 24, 2011 Meeting Type: Annual
 Record Date: MAR 16, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director Ajaypal S. Banga | For | For | Management |
| 2 | Elect Director Myra M. Hart | For | For | Management |
| 3 | Elect Director Peter B. Henry | For | For | Management |
| 4 | Elect Director Lois D. Juliber | For | For | Management |
| 5 | Elect Director Mark D. Ketchum | For | For | Management |
| 6 | Elect Director Richard A. Lerner | For | For | Management |
| 7 | Elect Director Mackey J. McDonald | For | For | Management |
| 8 | Elect Director John C. Pope | For | For | Management |
| 9 | Elect Director Fredric G. Reynolds | For | For | Management |
| 10 | Elect Director Irene B. Rosenfeld | For | For | Management |
| 11 | Elect Director J.F. Van Boxmeer | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 14 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |
| 15 | Ratify Auditors | For | For | Management |

LIMITED BRANDS, INC.

Ticker: LTD Security ID: 532716107
 Meeting Date: MAY 26, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|----------|-----------|-------------|
| 1 | Elect Director Donna A. James | For | For | Management |
| 2 | Elect Director Jeffrey H. Miro | For | For | Management |
| 3 | Elect Director Raymond Zimmerman | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Approve Omnibus Stock Plan | For | For | Management |
| 6 | Approve Executive Incentive Bonus Plan | For | For | Management |
| 7 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 8 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 9 | Reduce Supermajority Vote Requirement | Against | For | Shareholder |

LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109
 Meeting Date: MAY 26, 2011 Meeting Type: Annual
 Record Date: MAR 21, 2011

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|----------|-----------|------------|
| 1 | Elect Director Dennis R. Glass | For | For | Management |
| 2 | Elect Director Gary C. Kelly | For | For | Management |
| 3 | Elect Director Michael F. Mee | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |
| 5 | Amend Articles of Incorporation Allowing Shareholders to Amend the Bylaws | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

MATTEL, INC.

Ticker: MAT Security ID: 577081102
 Meeting Date: MAY 13, 2011 Meeting Type: Annual
 Record Date: MAR 18, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director Michael J. Dolan | For | For | Management |
| 2 | Elect Director Robert A. Eckert | For | For | Management |
| 3 | Elect Director Frances D. Fergusson | For | For | Management |
| 4 | Elect Director Tully M. Friedman | For | For | Management |
| 5 | Elect Director Dominic Ng | For | For | Management |
| 6 | Elect Director Vasant M. Prabhu | For | For | Management |
| 7 | Elect Director Andrea L. Rich | For | For | Management |
| 8 | Elect Director Dean A. Scarborough | For | For | Management |
| 9 | Elect Director Christopher A. Sinclair | For | For | Management |
| 10 | Elect Director G. Craig Sullivan | For | For | Management |
| 11 | Elect Director Kathy Brittain White | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 14 | Provide Right to Call Special Meeting | For | Against | Management |
| 15 | Ratify Auditors | For | For | Management |

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105
 Meeting Date: MAY 24, 2011 Meeting Type: Annual
 Record Date: MAR 25, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Leslie A. Brun | For | For | Management |
| 2 | Elect Director Thomas R. Cech | For | For | Management |
| 3 | Elect Director Richard T. Clark | For | For | Management |
| 4 | Elect Director Kenneth C. Frazier | For | For | Management |
| 5 | Elect Director Thomas H. Glocer | For | For | Management |

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| | | | | |
|----|--|-------------|----------|------------|
| 6 | Elect Director Steven F. Goldstone | For | For | Management |
| 7 | Elect Director William B. Harrison, Jr. | For | For | Management |
| 8 | Elect Director Harry R. Jacobson | For | For | Management |
| 9 | Elect Director William N. Kelley | For | For | Management |
| 10 | Elect Director C. Robert Kidder | For | For | Management |
| 11 | Elect Director Rochelle B. Lazarus | For | For | Management |
| 12 | Elect Director Carlos E. Represas | For | For | Management |
| 13 | Elect Director Patricia F. Russo | For | For | Management |
| 14 | Elect Director Thomas E. Shenk | For | For | Management |
| 15 | Elect Director Anne M. Tatlock | For | For | Management |
| 16 | Elect Director Craig B. Thompson | For | For | Management |
| 17 | Elect Director Wendell P. Weeks | For | For | Management |
| 18 | Elect Director Peter C. Wendell | For | For | Management |
| 19 | Ratify Auditors | For | For | Management |
| 20 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 21 | Advisory Vote on Say on Pay Frequency | Three Years | One Year | Management |

METLIFE, INC.

Ticker: MET Security ID: 59156R108
 Meeting Date: APR 26, 2011 Meeting Type: Annual
 Record Date: MAR 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|------------|
| 1.1 | Elect Director Steven A. Kandarian | For | For | Management |
| 1.2 | Elect Director Sylvia Mathews Burwell | For | For | Management |
| 1.3 | Elect Director Eduardo Castro-Wright | For | For | Management |
| 1.4 | Elect Director Cheryl W. Grise | For | For | Management |
| 1.5 | Elect Director Lulu C. Wang | For | For | Management |
| 2 | Declassify the Board of Directors | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

MFA FINANCIAL, INC.

Ticker: MFA Security ID: 55272X102
 Meeting Date: MAY 24, 2011 Meeting Type: Annual
 Record Date: MAR 22, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Stephen R. Blank | For | For | Management |
| 1.2 | Elect Director William S. Gorin | For | For | Management |
| 2 | Increase Authorized Capital Stock | For | For | Management |
| 3 | | For | For | Management |

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Advisory Vote to Ratify Named Executive Officers'
Compensation

| | | | | |
|---|---------------------------------------|-------|----------|------------|
| 4 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 5 | Ratify Auditors | For | For | Management |

NORDIC AMERICAN TANKER SHIPPING LTD.

Ticker: NAT Security ID: G65773106
Meeting Date: JUN 01, 2011 Meeting Type: Annual
Record Date: APR 25, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Herbjorn Hansson as Director | For | Withhold | Management |
| 1.2 | Elect Sir David Giibbons as Director | For | For | Management |
| 1.3 | Elect Adreas Ove Ugland as Director | For | For | Management |
| 1.4 | Elect Jim Kelly as Director | For | For | Management |
| 1.5 | Elect Jan Erik Langangen as Director | For | Withhold | Management |
| 1.6 | Elect Paul J. Hopkins as Director | For | For | Management |
| 1.7 | Elect Richard H. K. Vietor as Director | For | For | Management |
| 2 | Ratify Deloitte AS as Auditors | For | For | Management |
| 3 | Reduce Supermajority Vote Requirement | For | For | Management |
| 4 | Increase Authorized Common Stock | For | For | Management |
| 5 | Change Company Name to Nordic American Tankers Limited | For | For | Management |
| 6 | Receive Financial Statements and Statutory Reports (Non-Voting) | None | None | Management |
| 7 | Transact Other Business (Non-Voting) | None | None | Management |

NYSE EURONEXT

Ticker: NYX Security ID: 629491101
Meeting Date: APR 28, 2011 Meeting Type: Annual
Record Date: MAR 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Andre Bergen | For | For | Management |
| 2 | Elect Director Ellyn L. Brown | For | For | Management |
| 3 | Elect Director Marshall N. Carter | For | For | Management |
| 4 | Elect Director Dominique Cerutti | For | For | Management |
| 5 | Elect Director Patricia M. Cloherty | For | For | Management |
| 6 | Elect Director Sir George Cox | For | For | Management |
| 7 | Elect Director Sylvain Hefes | For | For | Management |
| 8 | Elect Director Jan-michiel Hessels | For | For | Management |
| 9 | Elect Director Duncan M. McFarland | For | For | Management |
| 10 | Elect Director James J. McNulty | For | For | Management |
| 11 | Elect Director Duncan L. Niederauer | For | For | Management |
| 12 | Elect Director Ricardo Salgado | For | For | Management |

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| | | | | |
|----|--|---------|----------|-------------|
| 13 | Elect Director Robert G. Scott | For | For | Management |
| 14 | Elect Director Jackson P. Tai | For | For | Management |
| 15 | Elect Director Rijnhard Van Tets | For | For | Management |
| 16 | Elect Director Sir Brian Williamson | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Reduce Supermajority Vote Requirement | For | For | Management |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 20 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |
| 21 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 22 | Provide Right to Act by Written Consent | Against | For | Shareholder |

OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY Security ID: 674599105
 Meeting Date: MAY 06, 2011 Meeting Type: Annual
 Record Date: MAR 15, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Spencer Abraham | For | For | Management |
| 2 | Elect Director Howard I. Atkins | For | For | Management |
| 3 | Elect Director Stephen I. Chazen | For | For | Management |
| 4 | Elect Director Edward P. Djerejian | For | Against | Management |
| 5 | Elect Director John E. Feick | For | For | Management |
| 6 | Elect Director Margaret M. Foran | For | For | Management |
| 7 | Elect Director Carlos M. Gutierrez | For | For | Management |
| 8 | Elect Director Ray R. Irani | For | Against | Management |
| 9 | Elect Director Avedick B. Poladian | For | For | Management |
| 10 | Elect Director Rodolfo Segovia | For | Against | Management |
| 11 | Elect Director Aziz D. Syriani | For | Against | Management |
| 12 | Elect Director Rosemary Tomich | For | Against | Management |
| 13 | Elect Director Walter L. Weisman | For | Against | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |
| 17 | Review Political Expenditures and Processes | Against | For | Shareholder |
| 18 | Request Director Nominee with Environmental Qualifications | Against | Against | Shareholder |

PEOPLE'S UNITED FINANCIAL, INC.

Ticker: PBCT Security ID: 712704105
 Meeting Date: APR 21, 2011 Meeting Type: Annual
 Record Date: FEB 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John P. Barnes | For | For | Management |

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| | | | | |
|-----|--|----------|----------|------------|
| 1.2 | Elect Director Collin P. Baron | For | For | Management |
| 1.3 | Elect Director Richard M. Hoyt | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 4 | Ratify Auditors | For | For | Management |

PEPSICO, INC.

Ticker: PEP Security ID: 713448108
 Meeting Date: MAY 04, 2011 Meeting Type: Annual
 Record Date: MAR 04, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director S.L. Brown | For | For | Management |
| 2 | Elect Director I.M. Cook | For | For | Management |
| 3 | Elect Director D. Dublon | For | For | Management |
| 4 | Elect Director V.J. Dzau | For | For | Management |
| 5 | Elect Director R.L. Hunt | For | For | Management |
| 6 | Elect Director A. Ibarguen | For | For | Management |
| 7 | Elect Director A.C. Martinez | For | For | Management |
| 8 | Elect Director I.K. Nooyi | For | For | Management |
| 9 | Elect Director S.P. Rockefeller | For | For | Management |
| 10 | Elect Director J.J. Schiro | For | For | Management |
| 11 | Elect Director L.G. Trotter | For | For | Management |
| 12 | Elect Director D. Vasella | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 15 | Ratify Auditors | For | For | Management |
| 16 | Adopt Majority Voting for Uncontested Election of Directors | For | For | Management |
| 17 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 18 | Report on Political Contributions | Against | Against | Shareholder |

PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 28, 2011 Meeting Type: Annual
 Record Date: MAR 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-------------------------------------|---------|-----------|------------|
| 1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 2 | Elect Director Michael S. Brown | For | For | Management |
| 3 | Elect Director M. Anthony Burns | For | For | Management |
| 4 | Elect Director W. Don Cornwell | For | For | Management |
| 5 | Elect Director Frances D. Fergusson | For | For | Management |
| 6 | Elect Director William H. Gray III | For | For | Management |

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| | | | | |
|----|--|-----------|----------|-------------|
| 7 | Elect Director Constance J. Horner | For | For | Management |
| 8 | Elect Director James M. Kilts | For | For | Management |
| 9 | Elect Director George A. Lorch | For | For | Management |
| 10 | Elect Director John P. Mascotte | For | For | Management |
| 11 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 12 | Elect Director Ian C. Read | For | For | Management |
| 13 | Elect Director Stephen W. Sanger | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 16 | Advisory Vote on Say on Pay Frequency | Two Years | One Year | Management |
| 17 | Publish Political Contributions | Against | Against | Shareholder |
| 18 | Report on Public Policy Advocacy Process | Against | Against | Shareholder |
| 19 | Adopt Policy to Restrain Pharmaceutical Price Increases | Against | Against | Shareholder |
| 20 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 21 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 22 | Report on Animal Testing and Plans for Reduction | Against | Against | Shareholder |

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109
 Meeting Date: MAY 11, 2011 Meeting Type: Annual
 Record Date: MAR 15, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|-------------|
| 1 | Elect Director Harold Brown | For | For | Management |
| 2 | Elect Director Mathis Cabiallavetta | For | For | Management |
| 3 | Elect Director Louis C. Camilleri | For | For | Management |
| 4 | Elect Director J. Dudley Fishburn | For | For | Management |
| 5 | Elect Director Jennifer Li | For | For | Management |
| 6 | Elect Director Graham Mackay | For | For | Management |
| 7 | Elect Director Sergio Marchionne | For | Against | Management |
| 8 | Elect Director Lucio A. Noto | For | For | Management |
| 9 | Elect Director Carlos Slim Helu | For | For | Management |
| 10 | Elect Director Stephen M. Wolf | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 14 | Report on Effect of Marketing Practices on the Poor | Against | Against | Shareholder |
| 15 | Require Independent Board Chairman | Against | Against | Shareholder |

PPG INDUSTRIES, INC.

Ticker: PPG Security ID: 693506107
 Meeting Date: APR 21, 2011 Meeting Type: Annual
 Record Date: FEB 18, 2011

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|----------|-----------|-------------|
| 1.1 | Elect Director Stephen F. Angel | For | For | Management |
| 1.2 | Elect Director Hugh Grant | For | For | Management |
| 1.3 | Elect Director Michele J. Hooper | For | For | Management |
| 1.4 | Elect Director Robert Mehrabian | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 5 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 6 | Ratify Auditors | For | For | Management |
| 7 | Report on Community Environmental Impact Disclosure Process | Against | Against | Shareholder |

SEASPAN CORPORATION

Ticker: SSW Security ID: Y75638109
 Meeting Date: APR 30, 2011 Meeting Type: Annual
 Record Date: MAR 04, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1a | Elect Peter Shaerf as Director | For | For | Management |
| 1b | Elect John C. Hsu as Director | For | For | Management |
| 2 | Approve KPMG LLP Chartered Accountants as Auditors | For | For | Management |

SOLAR CAPITAL LTD.

Ticker: SLRC Security ID: 83413U100
 Meeting Date: JUN 09, 2011 Meeting Type: Annual
 Record Date: APR 14, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Bruce Spohler | For | For | Management |
| 1.2 | Elect Director Steven Hochberg | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Issuance of Shares for a Private Placement | For | For | Management |
| 4 | Approve Issuance of Warrants/Convertible Debentures | For | Against | Management |

TARGET CORPORATION

Ticker: TGT Security ID: 87612E106
 Meeting Date: JUN 08, 2011 Meeting Type: Annual
 Record Date: APR 11, 2011

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|-------------|
| 1 | Elect Director Roxanne S. Austin | For | For | Management |
| 2 | Elect Director Calvin Darden | For | For | Management |
| 3 | Elect Director Mary N. Dillon | For | For | Management |
| 4 | Elect Director James A. Johnson | For | For | Management |
| 5 | Elect Director Mary E. Minnick | For | For | Management |
| 6 | Elect Director Anne M. Mulcahy | For | For | Management |
| 7 | Elect Director Derica W. Rice | For | For | Management |
| 8 | Elect Director Stephen W. Sanger | For | For | Management |
| 9 | Elect Director Gregg W. Steinhafel | For | For | Management |
| 10 | Elect Director John G. Stumpf | For | For | Management |
| 11 | Elect Director Solomon D. Trujillo | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Approve Omnibus Stock Plan | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 16 | Adopt Compensation Benchmarking Policy | Against | For | Shareholder |
| 17 | Report on Electronics Recycling and Preventing E-Waste Export | Against | For | Shareholder |

THE COCA-COLA COMPANY

Ticker: KO Security ID: 191216100
 Meeting Date: APR 27, 2011 Meeting Type: Annual
 Record Date: FEB 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director Herbert A. Allen | For | For | Management |
| 2 | Elect Director Ronald W. Allen | For | For | Management |
| 3 | Elect Director Howard G. Buffett | For | For | Management |
| 4 | Elect Director Barry Diller | For | For | Management |
| 5 | Elect Director Evan G. Greenberg | For | For | Management |
| 6 | Elect Director Alexis M. Herman | For | For | Management |
| 7 | Elect Director Muhtar Kent | For | For | Management |
| 8 | Elect Director Donald R. Keough | For | For | Management |
| 9 | Elect Director Maria Elena Lagomasino | For | For | Management |
| 10 | Elect Director Donald F. McHenry | For | For | Management |
| 11 | Elect Director Sam Nunn | For | For | Management |
| 12 | Elect Director James D. Robinson III | For | For | Management |
| 13 | Elect Director Peter V. Ueberroth | For | For | Management |
| 14 | Elect Director Jacob Wallenberg | For | For | Management |
| 15 | Elect Director James B. Williams | For | For | Management |
| 16 | Ratify Auditors | For | For | Management |
| 17 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 18 | Amend Restricted Stock Plan | For | For | Management |
| 19 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 20 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

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21 Publish Report on Chemical Bisphenol-A (BPA) Against For Shareholder

THE DOW CHEMICAL COMPANY

Ticker: DOW Security ID: 260543103
 Meeting Date: MAY 12, 2011 Meeting Type: Annual
 Record Date: MAR 14, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Arnold A. Allemang | For | For | Management |
| 2 | Elect Director Jacqueline K. Barton | For | For | Management |
| 3 | Elect Director James A. Bell | For | For | Management |
| 4 | Elect Director Jeff M. Fettig | For | For | Management |
| 5 | Elect Director Barbara H. Franklin | For | For | Management |
| 6 | Elect Director Jennifer M. Granholm | For | For | Management |
| 7 | Elect Director John B. Hess | For | For | Management |
| 8 | Elect Director Andrew N. Liveris | For | For | Management |
| 9 | Elect Director Paul Polman | For | For | Management |
| 10 | Elect Director Dennis H. Reilley | For | For | Management |
| 11 | Elect Director James M. Ringler | For | For | Management |
| 12 | Elect Director Ruth G. Shaw | For | For | Management |
| 13 | Elect Director Paul G. Stern | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 16 | Advisory Vote on Say on Pay Frequency | Three | One Year | Management |
| 17 | Provide Right to Act by Written Consent | Against | For | Shareholder |

THE SOUTHERN COMPANY

Ticker: SO Security ID: 842587107
 Meeting Date: MAY 25, 2011 Meeting Type: Annual
 Record Date: MAR 28, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director J. P. Baranco | For | For | Management |
| 1.2 | Elect Director J. A. Boscia | For | For | Management |
| 1.3 | Elect Director H. A. Clark, III | For | For | Management |
| 1.4 | Elect Director T. A. Fanning | For | For | Management |
| 1.5 | Elect Director H.W. Habermeyer, Jr. | For | For | Management |
| 1.6 | Elect Director V.M Hagen | For | For | Management |
| 1.7 | Elect Director W. A. Hood, Jr. | For | For | Management |
| 1.8 | Elect Director D. M. James | For | For | Management |
| 1.9 | Elect Director D. E. Klein | For | For | Management |
| 1.1 | Elect Director J. N. Purcell | For | For | Management |
| 1.11 | Elect Director W. G. Smith, Jr. | For | For | Management |
| 1.12 | Elect Director S. R. Specker | For | For | Management |

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| | | | | |
|------|--|----------|----------|-------------|
| 1.13 | Elect Director L.D. Thompson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 5 | Approve Omnibus Stock Plan | For | For | Management |
| 6 | Report on Coal Combustion Waste Hazard and Risk Mitigation Efforts | Against | For | Shareholder |

UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109
 Meeting Date: APR 13, 2011 Meeting Type: Annual
 Record Date: FEB 15, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Louis R. Chenevert | For | For | Management |
| 2 | Elect Director John V. Faraci | For | For | Management |
| 3 | Elect Director Jean-Pierre Garnier | For | For | Management |
| 4 | Elect Director Jamie S. Gorelick | For | For | Management |
| 5 | Elect Director Edward A. Kangas | For | For | Management |
| 6 | Elect Director Ellen J. Kullman | For | For | Management |
| 7 | Elect Director Charles R. Lee | For | For | Management |
| 8 | Elect Director Richard D. McCormick | For | For | Management |
| 9 | Elect Director Harold McGraw III | For | For | Management |
| 10 | Elect Director Richard B. Myers | For | For | Management |
| 11 | Elect Director H. Patrick Swygert | For | For | Management |
| 12 | Elect Director Andre Villeneuve | For | For | Management |
| 13 | Elect Director Christine Todd Whitman | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Amend Omnibus Stock Plan | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Advisory Vote on Say on Pay Frequency | None | One Year | Management |
| 18 | Stock Retention/Holding Period | Against | For | Shareholder |

VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104
 Meeting Date: MAY 05, 2011 Meeting Type: Annual
 Record Date: MAR 07, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|-----------------------------------|---------|-----------|------------|
| 1 | Elect Director Richard L. Carrion | For | For | Management |
| 2 | Elect Director M. Frances Keeth | For | For | Management |
| 3 | Elect Director Robert W. Lane | For | For | Management |
| 4 | Elect Director Lowell C. Mcadam | For | For | Management |

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|----|--|----------|----------|-------------|
| 5 | Elect Director Sandra O. Moose | For | For | Management |
| 6 | Elect Director Joseph Neubauer | For | For | Management |
| 7 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 8 | Elect Director Clarence Otis, Jr. | For | For | Management |
| 9 | Elect Director Hugh B. Price | For | For | Management |
| 10 | Elect Director Ivan G. Seidenberg | For | For | Management |
| 11 | Elect Director Rodney E. Slater | For | For | Management |
| 12 | Elect Director John W. Snow | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 15 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 16 | Disclose Prior Government Service | Against | Against | Shareholder |
| 17 | Performance-Based Equity Awards | Against | For | Shareholder |
| 18 | Restore or Provide for Cumulative Voting | Against | For | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |

WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109
 Meeting Date: MAY 13, 2011 Meeting Type: Annual
 Record Date: MAR 16, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director Pastora San Juan Cafferty | For | For | Management |
| 2 | Elect Director Frank M. Clark, Jr. | For | For | Management |
| 3 | Elect Director Patrick W. Gross | For | For | Management |
| 4 | Elect Director John C. Pope | For | For | Management |
| 5 | Elect Director W. Robert Reum | For | For | Management |
| 6 | Elect Director Steven G. Rothmeier | For | For | Management |
| 7 | Elect Director David P. Steiner | For | For | Management |
| 8 | Elect Director Thomas H. Weidemeyer | For | For | Management |
| 9 | Ratify Auditors | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 12 | Provide Right to Call Special Meeting | For | For | Management |

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.

Dividend and Income Fund, Inc.

By:

/s/
Thomas
B.
Winmill
Thomas
B.
Winmill,
President

Date:
August
29, 2011