

CHARTWELL DIVIDEND & INCOME FUND INC  
Form N-PX/A  
June 13, 2005

Form N-PX

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

Investment Company Act File Number: 811-08747

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

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

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

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

ACCENTURE LTD BERMUDA

Ticker: ACN

Security ID: G1150G111

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

Meeting Date: FEB 5, 2004 Meeting Type: Annual

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

ACE LTD.

Ticker: ACE Security ID: G0070K103

Meeting Date: MAY 27, 2004 Meeting Type: Annual

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

ALCOA INC.

Ticker: AA Security ID: 13817101

Meeting Date: APR 30, 2004 Meeting Type: Annual

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

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103

Meeting Date: APR 29, 2004 Meeting Type: Annual

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

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Chartwell Dividend & Income Fund Inc

Proposal		Proposed by	Management Po
ALTRIA GROUP, INC. (continued)			
1.5	Elect Director Robert E. R. Huntley	Management	For
1.6	Elect Director Thomas W. Jones	Management	For
1.7	Elect Director Lucio A. Noto	Management	For
1.8	Elect Director John S. Reed	Management	For
1.9	Elect Director Carlos Slim Helu	Management	For
1.1	Elect Director Stephen M. Wolf	Management	For
2	Ratify Auditors	Management	For
3	Report on Product Warnings for Pregnant Women	Shareholder	Against
4	Report on Health Risks Associated with Cigarette Filters	Shareholder	Against
5	Political Contributions/Activities	Shareholder	Against
6	Cease Use of Light and Ultra Light in Cigarette Marketing	Shareholder	Against
7	Place Canadian Style Warnings on Cigarette Packaging	Shareholder	Against
8	Separate Chairman and CEO Positions	Shareholder	Against
AMSOUTH BANCORPORATION			
Ticker: ASO		Security ID: 32165102	
Meeting Date: APR 15, 2004		Meeting Type: Annual	
1.1	Elect Director Claude B. Nielsen	Management	For
1.2	Elect Director Cleophus Thomas, Jr.	Management	For
2	Ratify Auditors	Management	For
3	Approve Employee Stock Purchase Plan	Management	For
4	Amend Omnibus Stock Plan	Management	For
5	Approve Non-Employee Director Stock Option Plan	Management	For
6	Political Contributions	Shareholder	Against
BANK OF AMERICA CORP.			
Ticker: BAC		Security ID: 60505104	
Meeting Date: MAR 17, 2004		Meeting Type: Special	
1	Approve Merger Agreement	Management	For
2	Amend Omnibus Stock Plan	Management	For
3	Increase Authorized Common Stock	Management	For
4	Adjourn Meeting	Management	For
Meeting Date: MAY 26, 2004		Meeting Type: Annual	
1.1	Elect Director William Barnet, III	Management	For
1.2	Elect Director Charles W. Coker	Management	For
1.3	Elect Director John T. Collins	Management	For
1.4	Elect Director Gary L. Countryman	Management	For
1.5	Elect Director Paul Fulton	Management	For
1.6	Elect Director Charles K. Gifford	Management	For
1.7	Elect Director Donald E. Guinn	Management	For
1.8	Elect Director James H. Hance, Jr.	Management	For
1.9	Elect Director Kenneth D. Lewis	Management	For
1.1	Elect Director Walter E. Massey	Management	For

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## Chartwell Dividend & Income Fund Inc

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

## BANK OF NEW YORK CO., INC., THE

Ticker: BK

Security ID: 64057102

Meeting Date: APR 13, 2004

Meeting Type: Annual

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

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Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

BOSTON PROPERTIES INC.

Ticker: BXP

Security ID: 101121101

Meeting Date: MAY 5, 2004 Meeting Type: Annual

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

BRE PROPERTIES, INC.

Ticker: BRE

Security ID: 5.56E+109

Meeting Date: MAY 20, 2004 Meeting Type: Annual

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

CARRAMERICA REALTY CORP.

Ticker: CRE

Security ID: 144418100

Meeting Date: APR 29, 2004 Meeting Type: Annual

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

CINERGY CORP.

Ticker: CIN

Security ID: 172474108

Meeting Date: MAY 4, 2004 Meeting Type: Annual

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

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2      Ratify Auditors      Management      For

Chartwell Dividend & Income Fund Inc

Proposal      Proposed by      Management Po

CITIGROUP INC.

Ticker: C      Security ID: 172967101

Meeting Date: APR 20, 2004      Meeting Type: Annual

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

CONAGRA FOODS INC.

Ticker: CAG      Security ID: 205887102

Meeting Date: SEP 25, 2003      Meeting Type: Annual

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

DUKE REALTY CORPORATION

Ticker: DRE      Security ID: 264411505

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Meeting Date: APR 28, 2004

Meeting Type: Annual

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

### Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

#### DUKE REALTY CORPORATION (continued)

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

#### DUQUESNE LIGHT HOLDINGS INC

Ticker: DQE

Security ID: 266233105

Meeting Date: MAY 27, 2004

Meeting Type: Annual

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

#### EQUITY OFFICE PROPERTIES TRUST

Ticker: EOP

Security ID: 294741103

Meeting Date: MAY 19, 2004

Meeting Type: Annual

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

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

Chartwell Dividend & Income Fund Inc

Proposal	Proposed by	Management	For
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FANNIE MAE

Ticker: FNM Security ID: 313586109

Meeting Date: MAY 25, 2004 Meeting Type: Annual

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

FLEETBOSTON FINANCIAL CORP.

Ticker: FLT Security ID: 339030108

Meeting Date: MAR 17, 2004 Meeting Type: Special

1	Approve Merger Agreement	Management	For
2	Adjourn Meeting	Management	For

FREDDIE MAC

Ticker: FRE Security ID: 313400301

Meeting Date: MAR 31, 2004 Meeting Type: Annual

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



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

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

GENERAL MILLS, INC.

Ticker: GIS

Security ID: 370334104

Meeting Date: SEP 22, 2003

Meeting Type: Annual

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

H. J. HEINZ CO.

Ticker: HNZ

Security ID: 423074103

Meeting Date: SEP 12, 2003

Meeting Type: Annual

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

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2 Ratify Auditors Management For

HALLIBURTON CO.

Ticker: HAL Security ID: 406216101

Meeting Date: MAY 19, 2004 Meeting Type: Annual

1.1	Elect Director Robert L. Crandall	Management	For
1.2	Elect Director Kenneth T. Derr	Management	For
1.3	Elect Director Charles J. DiBona	Management	For
1.4	Elect Director W. R. Howell	Management	For

Chartwell Dividend & Income Fund Inc

Proposal Proposed by Management Po

HALLIBURTON CO. (continued)

1.5	Elect Director Ray L. Hunt	Management	For
1.6	Elect Director David J. Lesar	Management	For
1.7	Elect Director Aylwin B. Lewis	Management	For
1.8	Elect Director J. Landis Martin	Management	For
1.9	Elect Director Jay A. Precourt	Management	For
1.1	Elect Director Debra L. Reed	Management	For
1.11	Elect Director C. J. Silas	Management	For
2	Increase Authorized Common Stock	Management	For
3	Review/Report on Operations in Iran	Shareholder	Again
4	Require Affirmative Vote of a Majority of the Shares to Elect Directors	Shareholder	Again
5	Separate Chairman and CEO Positions	Shareholder	Again

HARTFORD FINANCIAL SERVICES GROUP, INC., THE

Ticker: HIG Security ID: 416515104

Meeting Date: MAY 20, 2004 Meeting Type: Annual

1.1	Elect Director Ramani Ayer	Management	For
1.2	Elect Director Ronald E. Ferguson	Management	For
1.3	Elect Director Edward J. Kelly, III	Management	For
1.4	Elect Director Paul G. Kirk, Jr.	Management	For
1.5	Elect Director Thomas M. Marra	Management	For
1.6	Elect Director Gail J. McGovern	Management	For
1.7	Elect Director Robert W. Selander	Management	For
1.8	Elect Director Charles B. Strauss	Management	For
1.9	Elect Director H. Patrick Swygert	Management	For
1.1	Elect Director Gordon I. Ulmer	Management	For
1.11	Elect Director David K. Zwiener	Management	For
2	Ratify Auditors	Management	For
3	Limit Executive Compensation	Shareholder	Again

HEWLETT-PACKARD CO.

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Ticker: HPQ

Security ID: 428236103

Meeting Date: MAR 17, 2004

Meeting Type: Annual

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

## Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

### HEWLETT-PACKARD CO. (continued)

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

### HSBC HOLDINGS PLC

Ticker: Security ID: 404280406

Meeting Date: MAY 28, 2004

Meeting Type: Annual

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

### INTERNATIONAL BUSINESS MACHINES CORP.

Ticker: IBM

Security ID: 459200101

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Meeting Date: APR 27, 2004

Meeting Type: Annual

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

## Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

### INTERNATIONAL BUSINESS MACHINES CORP. (continued)

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

### ISTAR FINANCIAL INC.

Ticker: SFI

Security ID: 45031U101

Meeting Date: MAY 25, 2004

Meeting Type: Annual

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

### JOHNSON & JOHNSON

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

Ticker: JNJ

Security ID: 478160104

Meeting Date: APR 22, 2004

Meeting Type: Annual

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

## Chartwell Dividend & Income Fund Inc

Proposal

Proposed by Management Po

JP MORGAN CHASE & CO.

Ticker: JPM

Security ID: 46625H100

Meeting Date: MAY 25, 2004

Meeting Type: Annual

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

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KEYSPAN CORPORATION

Ticker: KSE

Security ID: 49337W100

Meeting Date: MAY 20, 2004

Meeting Type: Annual

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

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management For

LINCOLN NATIONAL CORP.

Ticker: LNC

Security ID: 534187109

Meeting Date: MAY 13, 2004

Meeting Type: Annual

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

LOEWS CORP.

Ticker: LTR

Security ID: 540424207

Meeting Date: MAY 11, 2004

Meeting Type: Annual

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

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1.1	Elect Director Preston R. Tisch	Management	For
2	Ratify Auditors	Management	For
3	Provide for Cumulative Voting	Shareholder	Against
4	Support Legislation and Make Public Statements on Environmental Tobacco Smoke	Shareholder	Against
5	Cease Charitable Contributions	Shareholder	Against

LSI LOGIC CORP.

Ticker: LSI                                      Security ID: 502161102

Meeting Date: MAY 6, 2004 Meeting Type: Annual

1.1	Elect Director Wilfred J. Corrigan	Management	For
1.2	Elect Director James H. Keyes	Management	For
1.3	Elect Director Malcolm R. Currie	Management	For
1.4	Elect Director T.Z. Chu	Management	For
1.5	Elect Director R. Douglas Norby	Management	For
1.6	Elect Director Matthew J. O'Rourke	Management	For
1.7	Elect Director Gregorio Reyes	Management	For
1.8	Elect Director Larry W. Sonsini	Management	For
2	Amend Employee Stock Purchase Plan	Management	For
3	Amend Employee Stock Purchase Plan	Management	For
4	Approve/Amend Executive Incentive Bonus Plan	Management	For
5	Ratify Auditors	Management	For

Chartwell Dividend & Income Fund Inc

Proposal	Proposed by	Management Po
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MACK-CALI REALTY CORP.

Ticker: CLI                                      Security ID: 554489104

Meeting Date: MAY 20, 2004                      Meeting Type: Annual

1.1	Elect Director Alan S. Bernikow	Management	For
1.2	Elect Director Martin D. Gruss	Management	For
1.3	Elect Director Vincent Tese	Management	For
1.4	Elect Director Roy J. Zuckerberg	Management	For
2	Ratify Auditors	Management	For
3	Approve Omnibus Stock Plan	Management	For
4	Adopt a Policy Governing Related Party Transactions	Shareholder	Against

MASCO CORP.

Ticker: MAS                                      Security ID: 574599106

Meeting Date: MAY 11, 2004                      Meeting Type: Annual

1.1	Elect Director Peter A. Dow	Management	For
1.2	Elect Director Anthony F. Earley, Jr.	Management	For

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1.3	Elect Director Wayne B. Lyon	Management	For
1.4	Elect Director David L. Johnston	Management	For
1.5	Elect Director J. Michael Losh	Management	For
2	Approve Executive Incentive Bonus Plan	Management	For
3	Ratify Auditors	Management	For

MELLON FINANCIAL CORP.

Ticker: MEL                                      Security ID: 58551A108

Meeting Date: APR 20, 2004                      Meeting Type: Annual

1.1	Elect Director Jared L. Cohon	Management	For
1.2	Elect Director Ira J. Gumberg	Management	For
1.3	Elect Director Martin G. Mcguinn	Management	For
1.4	Elect Director David S. Shapira	Management	For
1.5	Elect Director John P. Surma	Management	For
1.6	Elect Director Edward J. Mcaniff	Management	For
2	Amend Omnibus Stock Plan	Management	For
3	Ratify Auditors	Management	For

MERRILL LYNCH & CO., INC.

Ticker: MER                                      Security ID: 590188108

Meeting Date: APR 23, 2004                      Meeting Type: Annual

1.1	Elect Director David K. Newbigging	Management	For
1.2	Elect Director Joseph W. Prueher	Management	For
2	Ratify Auditors	Management	For
3	Restore or Provide for Cumulative Voting	Shareholder	Again
4	Separate Chairman and CEO Positions	Shareholder	Again

Chartwell Dividend & Income Fund Inc

Proposal	Proposed by	Management Po
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MORGAN STANLEY

Ticker: MWD                                      Security ID: 617446448

Meeting Date: APR 20, 2004                      Meeting Type: Annual

1.1	Elect Director John W. Madigan	Management	For
1.2	Elect Director Dr. Klaus Zumwinkel	Management	For
1.3	Elect Director Sir Howard Davies	Management	For
2	Ratify Auditors	Management	For
3	Declassify the Board of Directors	Shareholder	Again
4	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Shareholder	Again
5	Report on Political Contributions/Activities	Shareholder	Again



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NATIONAL CITY CORP.

Ticker: NCC

Security ID: 635405103

Meeting Date: APR 27, 2004

Meeting Type: Annual

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

NOKIA CORP.

Ticker: NKCAF

Security ID: 654902204

Meeting Date: MAR 25, 2004

Meeting Type: Annual

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

### Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

NOKIA CORP. (continued)

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

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

NORTHROP GRUMMAN CORP.

Ticker: NOC Security ID: 666807102

Meeting Date: MAY 18, 2004 Meeting Type: Annual

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

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109

Meeting Date: OCT 14, 2003 Meeting Type: Annual

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

Chartwell Dividend & Income Fund Inc

Proposal Proposed by Management Po

PROCTER & GAMBLE COMPANY, THE (continued)

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

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RECKSON ASSOCIATES REALTY CORP.

Ticker: RA

Security ID: 75621K106

Meeting Date: JUN 2, 2004 Meeting Type: Annual

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

SL GREEN REALTY CORP.

Ticker: SLG

Security ID: 78440X101

Meeting Date: MAY 19, 2004 Meeting Type: Annual

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

TRAVELERS PROPERTY CASUALTY CORP.

Ticker: TVCR

Security ID: 89420G109

Meeting Date: MAR 19, 2004 Meeting Type: Special

1	Approve Merger Agreement	Management	For
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VERIZON COMMUNICATIONS

Ticker: VZ

Security ID: 92343V104

Meeting Date: APR 28, 2004 Meeting Type: Annual

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

Chartwell Dividend & Income Fund Inc

Proposal

Proposed by

Management Po

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VERIZON COMMUNICATIONS (continued)

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

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

WYETH

Ticker: WYE Security ID: 983024100

Meeting Date: APR 22, 2004 Meeting Type: Annual

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

XL CAPITAL LTD (FORMERLY EXEL LTD.)

Ticker: XL Security ID: G98255105

Meeting Date: APR 30, 2004 Meeting Type: Annual

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

Signatures

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Chartwell Dividend & Income Fund Inc

By: /s/ Winthrop S. Jessup  
President

Date: June 30, 2004