

TRI-CONTINENTAL CORP  
Form N-PX  
August 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY**

Investment Company Act File Number:	<b>811-00266</b>
Name of Registrant:	<b>Tri-Continental Corporation</b>
Address of Principal Executive Offices:	<b>225 Franklin Street Boston, Massachusetts 02110</b>
Name and address of agent of service:	<b>Scott R. Plummer Columbia Management Investment Advisers, LLC 5228 Ameriprise Financial Center Minneapolis, Minnesota 55474</b>
Registrant's telephone number including area code:	<b>612-671-1947</b>
Date of fiscal year end:	<b>12/31</b>
Date of reporting period:	<b>07/01/2011 06/30/2012</b>

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-00266

Reporting Period: 07/01/2011 - 06/30/2012

Tri-Continental Corporation

Item 1. Proxy Voting Record

===== Tri-Continental Corporation =====

3M COMPANY

Ticker: MMM Security ID: 88579Y101

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Linda G. Alvarado	For	For	Management
2	Elect Director Vance D. Coffman	For	For	Management
3	Elect Director Michael L. Eskew	For	For	Management
4	Elect Director W. James Farrell	For	For	Management

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5	Elect Director Herbert L. Henkel	For	For	Management
6	Elect Director Edward M. Liddy	For	For	Management
7	Elect Director Robert S. Morrison	For	For	Management
8	Elect Director Aulana L. Peters	For	Against	Management
9	Elect Director Inge G. Thulin	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	Amend Qualified Employee Stock Purchase Plan	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Report on Lobbying Payments and Policy	Against	For	Shareholder
16	Prohibit Political Contributions	Against	Against	Shareholder
17	Require Independent Board Chairman	Against	For	Shareholder

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ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

#	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

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1.3	Elect Director Sally E. Blount	For	For	Management
1.4	Elect Director W. James Farrell	For	For	Management
1.5	Elect Director Edward M. Liddy	For	For	Management
1.6	Elect Director Nancy McKinstry	For	For	Management
1.7	Elect Director Phebe N. Novakovic	For	For	Management
1.8	Elect Director William A. Osborn	For	For	Management
1.9	Elect Director Samuel C. Scott, III	For	For	Management
1.10	Elect Director Glenn F. Tilton	For	For	Management
1.11	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	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Abstain	Shareholder
5	Report on Lobbying Payments and Policy	Against	For	Shareholder
6	Require Independent Board Chairman	Against	For	Shareholder
7	Adopt Anti Gross-up Policy	Against	For	Shareholder
8	Stock Retention/Holding Period	Against	Against	Shareholder
9	Cease Compliance Adjustments to Performance Criteria	Against	For	Shareholder
10	Pro-rata Vesting of Equity Plans	Against	For	Shareholder

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AETNA INC.

Ticker:           AET                   Security ID: 00817Y108

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Meeting Date: MAY 18, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Fernando Aguirre	For	For	Management
2	Elect Director Mark T. Bertolini	For	For	Management
3	Elect Director Frank M. Clark	For	For	Management
4	Elect Director Betsy Z. Cohen	For	For	Management
5	Elect Director Molly J. Coye	For	For	Management
6	Elect Director Roger N. Farah	For	For	Management
7	Elect Director Barbara Hackman Franklin	For	For	Management
8	Elect Director Jeffrey E. Garten	For	For	Management
9	Elect Director Ellen M. Hancock	For	For	Management
10	Elect Director Richard J. Harrington	For	For	Management
11	Elect Director Edward J. Ludwig	For	For	Management
12	Elect Director Joseph P. Newhouse	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Provide for Cumulative Voting	Against	Against	Shareholder
16	Report on Political Contributions	Against	Against	Shareholder

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AFLAC INCORPORATED

Ticker: AFL Security ID: 001055102

## Edgar Filing: TRI-CONTINENTAL CORP - Form N-PX

Meeting Date: MAY 07, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Daniel P. Amos	For	For	Management
2	Elect Director John Shelby Amos, II	For	For	Management
3	Elect Director Paul S. Amos, II	For	For	Management
4	Elect Director Kriss Cloninger, III	For	For	Management
5	Elect Director Elizabeth J. Hudson	For	For	Management
6	Elect Director Douglas W. Johnson	For	For	Management
7	Elect Director Robert B. Johnson	For	For	Management
8	Elect Director Charles B. Knapp	For	For	Management
9	Elect Director E. Stephen Purdom	For	For	Management
10	Elect Director Barbara K. Rimer	For	For	Management
11	Elect Director Marvin R. Schuster	For	For	Management
12	Elect Director Melvin T. Stith	For	For	Management
13	Elect Director David Gary Thompson	For	For	Management
14	Elect Director Takuro Yoshida	For	Against	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Amend Omnibus Stock Plan	For	For	Management
17	Amend Executive Incentive Bonus Plan	For	For	Management
18	Ratify Auditors	For	For	Management

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AMGEN INC.

## Edgar Filing: TRI-CONTINENTAL CORP - Form N-PX

Ticker:           AMGN                   Security ID: 031162100

Meeting Date: MAY 23, 2012   Meeting Type: Annual

Record Date:   MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director David Baltimore	For	For	Management
2	Elect Director Frank J. Biondi, Jr.	For	For	Management
3	Elect Director Robert A. Bradway	For	For	Management
4	Elect Director Francois De Carbonnel	For	For	Management
5	Elect Director Vance D. Coffman	For	Against	Management
6	Elect Director Rebecca M. Henderson	For	For	Management
7	Elect Director Frank C. Herringer	For	Against	Management
8	Elect Director Tyler Jacks	For	For	Management
9	Elect Director Gilbert S. Omenn	For	For	Management
10	Elect Director Judith C. Pelham	For	For	Management
11	Elect Director J. Paul Reason	For	Against	Management
12	Elect Director Leonard D. Schaeffer	For	Against	Management
13	Elect Director Kevin W. Sharer	For	For	Management
14	Elect Director Ronald D. Sugar	For	Against	Management
15	Ratify Auditors	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
17	Provide Right to Act by Written Consent	For	For	Management
18	Require Independent Board Chairman	Against	For	Shareholder
19	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Abstain	Shareholder
20	Report on Lobbying Payments and Policy	Against	Against	Shareholder

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21 Limit CEO to Serving on only One Other Against Against Shareholder  
Board

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ANALOG DEVICES, INC.

Ticker: ADI Security ID: 032654105

Meeting Date: MAR 13, 2012 Meeting Type: Annual

Record Date: JAN 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ray Stata	For	For	Management
2	Elect Director Jerald G. Fishman	For	For	Management
3	Elect Director James A. Champy	For	For	Management
4	Elect Director John C. Hodgson	For	For	Management
5	Elect Director Yves-Andre Istel	For	For	Management
6	Elect Director Neil Novich	For	For	Management
7	Elect Director F. Grant Saviers	For	For	Management
8	Elect Director Paul J. Severino	For	For	Management
9	Elect Director Kenton J. Sicchitano	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
11	Ratify Auditors	For	For	Management

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APACHE CORPORATION

Ticker: APA Security ID: 037411105

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Scott D. Josey	For	For	Management
2	Elect Director George D. Lawrence	For	For	Management
3	Elect Director Rodman D. Patton	For	For	Management
4	Elect Director Charles J. Pitman	For	For	Management
5	Ratify Auditors	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Declassify the Board of Directors	Against	For	Shareholder

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APPLE INC.

Ticker: AAPL Security ID: 037833100

Meeting Date: FEB 23, 2012 Meeting Type: Annual

Record Date: DEC 27, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William V. Campbell	For	For	Management

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1.2	Elect Director Timothy D. Cook	For	For	Management
1.3	Elect Director Millard S. Drexler	For	Withhold	Management
1.4	Elect Director Al Gore	For	Withhold	Management
1.5	Elect Director Robert A. Iger	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Arthur D. Levinson	For	Withhold	Management
1.8	Elect Director Ronald D. Sugar	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Prepare Conflict of Interest Report	Against	Abstain	Shareholder
5	Advisory Vote to Ratify Directors' Compensation	Against	Against	Shareholder
6	Report on Political Contributions	Against	For	Shareholder
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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ARES CAPITAL CORPORATION

Ticker: ARCC Security ID: 04010L103

Meeting Date: JUN 04, 2012 Meeting Type: Annual

Record Date: APR 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gregory W. Penske	For	For	Management

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1.2	Elect Director Robert L. Rosen	For	Withhold	Management
1.3	Elect Director Bennett Rosenthal	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Issuance of Shares Below Net Asset Value (NAV)	For	For	Management

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AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

#	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 John B. McCoy	For	For	Management
9	Elect Director Joyce M. Roche	For	For	Management
10	Elect Director Matthew K. Rose	For	For	Management
11	Elect Director Laura D'Andrea Tyson	For	For	Management
12	Ratification Of Appointment Of	For	For	Management

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Independent Auditors.

13	Advisory Vote to Ratify Named  Executive Officers' Compensation	For	For	Management
14	Provide Right to Act by Written Consent	For	For	Management
15	Report on Political Contributions	Against	For	Shareholder
16	Commit to Wireless Network Neutrality	Against	Abstain	Shareholder
17	Require Independent Board Chairman	Against	For	Shareholder

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AUTOZONE, INC.

Ticker:           AZO                   Security ID: 053332102

Meeting Date: DEC 14, 2011   Meeting Type: Annual

Record Date:   OCT 17, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Crowley	For	Against	Management
2	Elect Director Sue E. Gove	For	For	Management
3	Elect Director Earl G. Graves, Jr.	For	For	Management
4	Elect Director Robert R. Grusky	For	For	Management
5	Elect Director J. R. Hyde, III	For	For	Management
6	Elect Director W. Andrew McKenna	For	For	Management
7	Elect Director George R. Mrkonic, Jr.	For	For	Management
8	Elect Director Luis P. Nieto	For	For	Management
9	Elect Director William C. Rhodes, III	For	For	Management
10	Ratify Auditors	For	For	Management

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11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

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BED BATH & BEYOND INC.

Ticker: BBY Security ID: 075896100

Meeting Date: JUN 22, 2012 Meeting Type: Annual

Record Date: MAY 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Warren Eisenberg	For	For	Management
2	Elect Director Leonard Feinstein	For	For	Management
3	Elect Director Steven H. Temares	For	For	Management
4	Elect Director Dean S. Adler	For	For	Management
5	Elect Director Stanley F. Barshay	For	For	Management
6	Elect Director Klaus Eppler	For	For	Management
7	Elect Director Patrick R. Gaston	For	For	Management
8	Elect Director Jordan Heller	For	For	Management
9	Elect Director Victoria A. Morrison	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Approve Omnibus Stock Plan	For	For	Management

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BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 29, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William S. Demchak	For	For	Management
2	Elect Director Laurence D. Fink	For	For	Management
3	Elect Director Robert S. Kapito	For	For	Management
4	Elect Director Thomas H. O'Brien	For	For	Management
5	Elect Director Ivan G. Seidenberg	For	For	Management
6	Declassify the Board of Directors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
8	Ratify Auditors	For	For	Management

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BRISTOL-MYERS SQUIBB COMPANY

Ticker: BMY Security ID: 110122108

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lamberto Andreotti	For	For	Management
2	Elect Director Lewis B. Campbell	For	For	Management
3	Elect Director James M. Cornelius	For	For	Management
4	Elect Director Louis J. Freeh	For	Against	Management
5	Elect Director Laurie H. Glimcher	For	For	Management
6	Elect Director Michael Grobstein	For	For	Management
7	Elect Director Alan J. Lacy	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Elliott Sigal	For	For	Management
10	Elect Director Gerald L. Storch	For	For	Management
11	Elect Director Togo D. West, Jr.	For	For	Management
12	Elect Director R. Sanders Williams	For	Against	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Provide for Cumulative Voting	Against	Against	Shareholder
17	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Abstain	Shareholder
18	Provide Right to Act by Written Consent	Against	For	Shareholder

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BROADCOM CORPORATION

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Ticker: BRCM Security ID: 111320107

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Finocchio, Jr.	For	For	Management
1.2	Elect Director Nancy H. Handel	For	For	Management
1.3	Elect Director Eddy W. Hartenstein	For	For	Management
1.4	Elect Director Maria Klawe	For	Withhold	Management
1.5	Elect Director John E. Major	For	Withhold	Management
1.6	Elect Director Scott A. McGregor	For	For	Management
1.7	Elect Director William T. Morrow	For	For	Management
1.8	Elect Director Henry Samueli	For	For	Management
1.9	Elect Director Robert E. Switz	For	Withhold	Management
2	Amend Qualified Employee Stock Purchase Plan	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management
4	Ratify Auditors	For	For	Management

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CF INDUSTRIES HOLDINGS, INC.

Ticker: CF Security ID: 125269100

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012



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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen A. Furbacher	For	Withhold	Management
1.2	Elect Director John D. Johnson	For	Withhold	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management
4	Declassify the Board of Directors	Against	For	Shareholder
5	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

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CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100

Meeting Date: MAY 30, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Linnet F. Deily	For	For	Management
2	Elect Director Robert E. Denham	For	For	Management
3	Elect Director Chuck Hagel	For	For	Management
4	Elect Director Enrique Hernandez, Jr.	For	For	Management
5	Elect Director George L. Kirkland	For	For	Management
6	Elect Director Charles W. Moorman, IV	For	For	Management
7	Elect Director Kevin W. Sharer	For	For	Management
8	Elect Director John G. Stumpf	For	For	Management

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9	Elect Director Ronald D. Sugar	For	For	Management
10	Elect Director Carl Ware	For	For	Management
11	Elect Director John S. Watson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Remove Exclusive Venue Provision	Against	For	Shareholder
15	Require Independent Board Chairman	Against	For	Shareholder
16	Report on Lobbying Payments and Policy	Against	Against	Shareholder
17	Adopt Guidelines for Country Selection	Against	Abstain	Shareholder
18	Report on Hydraulic Fracturing Risks to Company	Against	Abstain	Shareholder
19	Report on Accident Risk Reduction Efforts	Against	Abstain	Shareholder
20	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
21	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder

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CITIGROUP INC.

Ticker: C Security ID: 172967424

Meeting Date: APR 17, 2012 Meeting Type: Annual

Record Date: FEB 21, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Franz B. Humer	For	For	Management
2	Elect Director Robert L. Joss	For	Against	Management
3	Elect Director Michael E. O'Neill	For	For	Management
4	Elect Director Vikram S. Pandit	For	For	Management
5	Elect Director Lawrence R. Ricciardi	For	For	Management
6	Elect Director Judith Rodin	For	Against	Management
7	Elect Director Robert L. Ryan	For	For	Management
8	Elect Director Anthony M. Santomero	For	For	Management
9	Elect Director Joan E. Spero	For	For	Management
10	Elect Director Diana L. Taylor	For	Against	Management
11	Elect Director William S. Thompson, Jr.	For	Against	Management
12	Elect Director Ernesto Zedillo Ponce de Leon	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Disclose Prior Government Service	Against	Abstain	Shareholder
17	Report on Political Contributions and Lobbying Expenditures	Against	Against	Shareholder
18	Stock Retention/Holding Period	Against	Against	Shareholder
19	Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations	Against	For	Shareholder

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CMS ENERGY CORPORATION

Ticker: CMS Security ID: 125896100

Meeting Date: MAY 18, 2012 Meeting Type: Annual

Record Date: MAR 23, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Merribel S. Ayres	For	For	Management
2	Elect Director Jon E. Barfield	For	For	Management
3	Elect Director Stephen E. Ewing	For	For	Management
4	Elect Director Richard M. Gabrys	For	For	Management
5	Elect Director David W. Joos	For	For	Management
6	Elect Director Philip R. Lochner, Jr.	For	For	Management
7	Elect Director Michael T. Monahan	For	For	Management
8	Elect Director John G. Russell	For	For	Management
9	Elect Director Kenneth L. Way	For	For	Management
10	Elect Director John B. Yasinsky	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management

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COCA-COLA ENTERPRISES, INC.

Ticker: CCE Security ID: 19122T109

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Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jan Bennink	For	For	Management
1.2	Elect Director John F. Brock	For	For	Management
1.3	Elect Director Calvin Darden	For	For	Management
1.4	Elect Director L. Phillip Humann	For	For	Management
1.5	Elect Director Orrin H. Ingram, II	For	For	Management
1.6	Elect Director Thomas H. Johnson	For	For	Management
1.7	Elect Director Suzanne B. Labarge	For	For	Management
1.8	Elect Director Veronique Morali	For	For	Management
1.9	Elect Director Garry Watts	For	For	Management
1.10	Elect Director Curtis R. Welling	For	For	Management
1.11	Elect Director Phoebe A. Wood	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

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COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101

Meeting Date: MAY 31, 2012 Meeting Type: Annual

Record Date: MAR 22, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kenneth J. Bacon	For	Withhold	Management
1.2	Elect Director Sheldon M. Bonovitz	For	For	Management
1.3	Elect Director Joseph J. Collins	For	For	Management
1.4	Elect Director J. Michael Cook	For	For	Management
1.5	Elect Director Gerald L. Hassell	For	For	Management
1.6	Elect Director Jeffrey A. Honickman	For	For	Management
1.7	Elect Director Eduardo G. Mestre	For	For	Management
1.8	Elect Director Brian L. Roberts	For	For	Management
1.9	Elect Director Ralph J. Roberts	For	For	Management
1.10	Elect Director Johnathan A. Rodgers	For	For	Management
1.11	Elect Director Judith Rodin	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Amend Nonqualified Employee Stock Purchase Plan	For	For	Management
5	Restore or Provide for Cumulative Voting	Against	For	Shareholder
6	Require Independent Board Chairman	Against	For	Shareholder
7	Stock Retention/Holding Period	Against	For	Shareholder
8	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder

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CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Armitage	For	For	Management
2	Elect Director Richard H. Auchinleck	For	For	Management
3	Elect Director James E. Copeland, Jr.	For	For	Management
4	Elect Director Kenneth M. Duberstein	For	For	Management
5	Elect Director Ruth R. Harkin	For	For	Management
6	Elect Director Ryan M. Lance	For	For	Management
7	Elect Director Mohd H. Marican	For	For	Management
8	Elect Director Harold W. McGraw, III	For	For	Management
9	Elect Director James J. Mulva	For	For	Management
10	Elect Director Robert A. Niblock	For	For	Management
11	Elect Director Harald J. Norvik	For	For	Management
12	Elect Director William K. Reilly	For	For	Management
13	Elect Director Victoria J. Tschinkel	For	For	Management
14	Elect Director Kathryn C. Turner	For	For	Management
15	Elect Director William E. Wade, Jr.	For	For	Management
16	Ratify Auditors	For	For	Management
17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
18	Adopt Policy to Address Coastal Louisiana Environmental Impacts	Against	Abstain	Shareholder
19	Report on Accident Risk Reduction	Against	Abstain	Shareholder

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### Efforts

20	Report on Lobbying Payments and Policy	Against	Against	Shareholder
21	Adopt Quantitative GHG Goals for	Against	Abstain	Shareholder
Products and Operations				
22	Amend EEO Policy to Prohibit	Against	Abstain	Shareholder
Discrimination based on Gender Identity				

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### CSX CORPORATION

Ticker: CSX Security ID: 126408103

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Donna M. Alvarado	For	For	Management
2	Elect Director John B. Breaux	For	For	Management
3	Elect Director Pamela L. Carter	For	For	Management
4	Elect Director Steven T. Halverson	For	For	Management
5	Elect Director Edward J. Kelly, III	For	For	Management
6	Elect Director Gilbert H. Lamphere	For	For	Management
7	Elect Director John D. McPherson	For	For	Management
8	Elect Director Timothy T. O'Toole	For	For	Management
9	Elect Director David M. Ratcliffe	For	For	Management
10	Elect Director Donald J. Shepard	For	For	Management
11	Elect Director Michael J. Ward	For	For	Management



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12	Elect Director J.C. Watts, Jr.	For	For	Management
13	Elect Director J. Steven Whisler	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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CULLEN/FROST BANKERS, INC.

Ticker: CFR Security ID: 229899109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R. Denny Alexander	For	For	Management
1.2	Elect Director Carlos Alvarez	For	For	Management
1.3	Elect Director Royce S. Caldwell	For	For	Management
1.4	Elect Director Crawford H. Edwards	For	For	Management
1.5	Elect Director Ruben M. Escobedo	For	For	Management
1.6	Elect Director Richard W. Evans, Jr.	For	For	Management
1.7	Elect Director Patrick B. Frost	For	For	Management
1.8	Elect Director David J. Haemisegger	For	For	Management
1.9	Elect Director Karen E. Jennings	For	For	Management
1.10	Elect Director Richard M. Kleberg, III	For	For	Management
1.11	Elect Director Charles W. Matthews	For	For	Management
1.12	Elect Director Ida Clement Steen	For	For	Management

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1.13	Elect Director Horace Wilkins, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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DELL INC.

Ticker: DELL Security ID: 24702R101

Meeting Date: JUL 15, 2011 Meeting Type: Annual

Record Date: MAY 20, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James W. Breyer	For	Withhold	Management
1.2	Elect Director Donald J. Carty	For	For	Management
1.3	Elect Director Michael S. Dell	For	For	Management
1.4	Elect Director William H. Gray, III	For	For	Management
1.5	Elect Director Gerald J. Kleisterlee	For	For	Management
1.6	Elect Director Thomas W. Luce, III	For	For	Management
1.7	Elect Director Klaus S. Luft	For	For	Management
1.8	Elect Director Alex J. Mandl	For	For	Management
1.9	Elect Director Shantanu Narayen	For	For	Management
1.10	Elect Director H. Ross Perot, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Require Independent Board Chairman	Against	For	Shareholder
6	Provide Right to Act by Written Consent	Against	For	Shareholder
7	Approve Declaration of Dividends	Against	Against	Shareholder

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DIRECTV

Ticker:           DTV                   Security ID: 25490A101

Meeting Date: MAY 03, 2012   Meeting Type: Annual

Record Date:   MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ralph Boyd, Jr.	For	For	Management
2	Elect Director David Dillon	For	For	Management
3	Elect Director Samuel DiPiazza, Jr.	For	For	Management
4	Elect Director Dixon Doll	For	For	Management
5	Elect Director Peter Lund	For	For	Management
6	Elect Director Nancy Newcomb	For	For	Management
7	Elect Director Lorrie Norrington	For	For	Management
8	Ratify Auditors	For	For	Management
9	Eliminate Class of Common Stock	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Pro-rata Vesting of Equity Awards	Against	For	Shareholder

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DISCOVER FINANCIAL SERVICES

Ticker: DFS Security ID: 254709108

Meeting Date: APR 18, 2012 Meeting Type: Annual

Record Date: FEB 21, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey S. Aronin	For	For	Management
2	Elect Director Mary K. Bush	For	For	Management
3	Elect Director Gregory C. Case	For	For	Management
4	Elect Director Robert M. Devlin	For	For	Management
5	Elect Director Cynthia A. Glassman	For	For	Management
6	Elect Director Richard H. Lenny	For	For	Management
7	Elect Director Thomas G. Maheras	For	For	Management
8	Elect Director Michael H. Moskow	For	For	Management
9	Elect Director David W. Nelms	For	For	Management
10	Elect Director E. Follin Smith	For	For	Management
11	Elect Director Lawrence A. Weinbach	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Ratify Auditors	For	For	Management

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DISH NETWORK CORPORATION

Ticker: DISH Security ID: 25470M109

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 07, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph P. Clayton	For	For	Management
1.2	Elect Director James DeFranco	For	For	Management
1.3	Elect Director Cantey M. Ergen	For	For	Management
1.4	Elect Director Charles W. Ergen	For	For	Management
1.5	Elect Director Steven R. Goodbarn	For	For	Management
1.6	Elect Director Gary S. Howard	For	For	Management
1.7	Elect Director David K. Moskowitz	For	For	Management
1.8	Elect Director Tom A. Ortolf	For	For	Management
1.9	Elect Director Carl E. Vogel	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Other Business	For	Against	Management

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E. I. DU PONT DE NEMOURS AND COMPANY

Ticker: DD Security ID: 263534109

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: FEB 29, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lamberto Andreotti	For	For	Management
2	Elect Director Richard H. Brown	For	For	Management
3	Elect Director Robert A. Brown	For	For	Management
4	Elect Director Bertrand P. Collomb	For	For	Management
5	Elect Director Curtis J. Crawford	For	For	Management
6	Elect Director Alexander M. Cutler	For	For	Management
7	Elect Director Eleuthere I. Du Pont	For	For	Management
8	Elect Director Marillyn A. Hewson	For	For	Management
9	Elect Director Lois D. Juliber	For	For	Management
10	Elect Director Ellen J. Kullman	For	For	Management
11	Elect Director Lee M. Thomas	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Require Independent Board Chairman	Against	For	Shareholder
15	Report on Pay Disparity	Against	Abstain	Shareholder

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EASTMAN CHEMICAL COMPANY

Ticker: EMN Security ID: 277432100

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Elect Director Stephen R. Demeritt	For	For	Management
2	Elect Director Robert M. Hernandez	For	For	Management
3	Elect Director Julie F. Holder	For	For	Management
4	Elect Director Lewis M. Kling	For	For	Management
5	Elect Director David W. Raisbeck	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Approve Omnibus Stock Plan	For	For	Management
8	Ratify Auditors	For	For	Management
9	Eliminate Supermajority Vote Provisions	For	For	Management
10	Provide Right to Act by Written Consent Against	For		Shareholder

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ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108

Meeting Date: APR 16, 2012 Meeting Type: Annual