

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

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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 Cabiallavetta	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
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 Po

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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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. Puskar	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

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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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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

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