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JOHN HANCOCK PREFERRED INCOME FUND II
Form N-PX
August 31, 2010

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21202
NAME OF REGISTRANT: John Hancock Preferred Income
Fund II
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 601 Congress Street
Boston, MA 02210
NAME AND ADDRESS OF AGENT FOR SERVICE: Charles Rizzo
601 Congress Street
Boston, MA 02210
REGISTRANT'S TELEPHONE NUMBER: 617-663-3000
DATE OF FISCAL YEAR END: 07/31
DATE OF REPORTING PERIOD: 07/01/2009 - 06/30/2010

2X28 John Hancock Funds Preferred Income Fund II

AT&T INC.

Agen

Security: 00206R102
Meeting Type: Annual
Meeting Date: 30-Apr-2010
Ticker: T
ISIN: US00206R1023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: GILBERT F. AMELIO | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: REUBEN V. ANDERSON | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: JAMES H. BLANCHARD | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JAIME CHICO PARDO | Mgmt | For |

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|----|--|------|-----|
| 1F | ELECTION OF DIRECTOR: JAMES P. KELLY | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: JON C. MADONNA | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: LYNN M. MARTIN | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: JOHN B. MCCOY | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: JOYCE M. ROCHE | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: PATRICIA P. UPTON | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 03 | CUMULATIVE VOTING. | Shr | For |
| 04 | PENSION CREDIT POLICY. | Shr | For |
| 05 | ADVISORY VOTE ON COMPENSATION. | Shr | For |
| 06 | SPECIAL STOCKHOLDER MEETINGS. | Shr | For |

ATMOS ENERGY CORPORATION

Agen

Security: 049560105
 Meeting Type: Annual
 Meeting Date: 03-Feb-2010
 Ticker: ATO
 ISIN: US0495601058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--------------------------------------|---------------------------------|
| 01 | DIRECTOR KIM R. COCKLIN* ROBERT W. BEST** ROBERT C. GRABLE** PHILLIP E. NICHOL** CHARLES K. VAUGHAN** | Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For |
| 02 | PROPOSAL TO AMEND ARTICLES OF INCORPORATION TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS. | Mgmt | For |
| 03 | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2010. | Mgmt | For |

BP P.L.C.

Agen

Security: 055622104

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Meeting Type: Annual
 Meeting Date: 15-Apr-2010
 Ticker: BP
 ISIN: US0556221044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | TO RECEIVE THE DIRECTORS' ANNUAL REPORT AND ACCOUNTS | Mgmt | For |
| 02 | TO APPROVE THE DIRECTORS' REMUNERATION REPORT | Mgmt | For |
| 03 | TO ELECT MR P ANDERSON AS A DIRECTOR | Mgmt | For |
| 04 | TO RE-ELECT MR A BURGMANS AS A DIRECTOR | Mgmt | For |
| 05 | TO RE-ELECT MRS C B CARROLL AS A DIRECTOR | Mgmt | For |
| 06 | TO RE-ELECT SIR WILLIAM CASTELL AS A DIRECTOR | Mgmt | For |
| 07 | TO RE-ELECT MR I C CONN AS A DIRECTOR | Mgmt | For |
| 08 | TO RE-ELECT MR G DAVID AS A DIRECTOR | Mgmt | For |
| 09 | TO RE-ELECT MR A N OTHER AS A DIRECTOR | Mgmt | For |
| 10 | TO RE-ELECT MR R DUDLEY AS A DIRECTOR | Mgmt | For |
| 11 | TO RE-ELECT MR D J FLINT AS A DIRECTOR | Mgmt | For |
| 12 | TO RE-ELECT DR B E GROTE AS A DIRECTOR | Mgmt | For |
| 13 | TO RE-ELECT DR A B HAYWARD AS A DIRECTOR | Mgmt | For |
| 14 | TO RE-ELECT MR A G INGLIS AS A DIRECTOR | Mgmt | For |
| 15 | TO RE-ELECT DR D S JULIUS AS A DIRECTOR | Mgmt | For |
| 16 | TO ELECT MR C-H SVANBERG AS A DIRECTOR | Mgmt | For |
| 17 | TO RE-APPOINT ERNST & YOUNG LLP AS AUDITORS AND AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION | Mgmt | For |
| S18 | SPECIAL RESOLUTION: TO ADOPT NEW ARTICLES OF ASSOCIATION | Mgmt | For |
| S19 | SPECIAL RESOLUTION: TO GIVE LIMITED AUTHORITY FOR THE PURCHASE OF ITS OWN SHARES BY THE COMPANY | Mgmt | For |
| 20 | TO GIVE LIMITED AUTHORITY TO ALLOT SHARES UP TO A SPECIFIED AMOUNT | Mgmt | For |
| S21 | SPECIAL RESOLUTION: TO GIVE AUTHORITY TO ALLOT A LIMITED NUMBER OF SHARES FOR CASH FREE OF PRE-EMPTION RIGHTS | Mgmt | For |
| S22 | SPECIAL RESOLUTION: TO AUTHORIZE THE CALLING OF GENERAL MEETINGS (EXCLUDING ANNUAL GENERAL MEETINGS) BY NOTICE OF AT LEAST 14 CLEAR DAYS | Mgmt | For |

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| 23 | TO APPROVE THE RENEWAL OF THE EXECUTIVE DIRECTORS INCENTIVE PLAN | Mgmt | For |
| 24 | TO APPROVE THE SCRIP DIVIDEND PROGRAMME | Mgmt | For |
| S25 | SPECIAL RESOLUTION: TO INSTRUCT A COMMITTEE OF THE BOARD TO COMMISSION AND REVIEW ANY DECISION TO PROCEED WITH THE SUNRISE SAGD PROGRAMME | Shr | Against |

SPECTRA ENERGY CORP

Agen

Security: 847560109
Meeting Type: Annual
Meeting Date: 27-Apr-2010
Ticker: SE
ISIN: US8475601097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 01 | DIRECTOR WILLIAM T. ESREY GREGORY L. EBEL PAMELA L. CARTER PETER B. HAMILTON DENNIS R. HENDRIX MICHAEL E.J. PHELPS | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 02 | RATIFICATION OF DELOITTE & TOUCHE LLP AS SPECTRA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2010. | Mgmt | For |
| 03 | SHAREHOLDER PROPOSAL FOR A DIRECTOR ELECTION MAJORITY VOTE STANDARD. | Shr | For |

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
Meeting Type: Annual
Meeting Date: 06-May-2010
Ticker: VZ
ISIN: US92343V1044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: RICHARD L. CARRION | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: M. FRANCES KEETH | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: ROBERT W. LANE | Mgmt | For |

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| | | | |
|----|---|------|---------|
| 1D | ELECTION OF DIRECTOR: SANDRA O. MOOSE | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: JOSEPH NEUBAUER | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN | Mgmt | For |
| 1G | ELECTION OF DIRECTOR: THOMAS H. O'BRIEN | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CLARENCE OTIS, JR. | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: HUGH B. PRICE | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: IVAN G. SEIDENBERG | Mgmt | For |
| 1K | ELECTION OF DIRECTOR: RODNEY E. SLATER | Mgmt | For |
| 1L | ELECTION OF DIRECTOR: JOHN W. SNOW | Mgmt | For |
| 1M | ELECTION OF DIRECTOR: JOHN R. STAFFORD | Mgmt | For |
| 02 | RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 03 | ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION | Mgmt | For |
| 04 | PROHIBIT GRANTING STOCK OPTIONS | Shr | Against |
| 05 | GENDER IDENTITY NON-DISCRIMINATION POLICY | Shr | For |
| 06 | PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS | Shr | For |
| 07 | SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING | Shr | For |
| 08 | ADOPT AND DISCLOSE SUCCESSION PLANNING POLICY | Shr | For |
| 09 | SHAREHOLDER APPROVAL OF BENEFITS PAID AFTER DEATH | Shr | For |
| 10 | EXECUTIVE STOCK RETENTION REQUIREMENTS | Shr | For |

WACHOVIA PREFERRED FUNDING CORP.

Agen

Security: 92977V206
Meeting Type: Annual
Meeting Date: 10-May-2010
Ticker: WNAPR
ISIN: US92977V2060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 01 | DIRECTOR JAMES E. ALWARD HOWARD T. HOOVER CHARLES F. JONES | Mgmt Mgmt Mgmt | For For For |

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MARK C. OMAN

Mgmt

For

* Management position unknown

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.

| | |
|----------------|---------------------------------------|
| (Registrant) | John Hancock Preferred Income Fund II |
| By (Signature) | /s/ Keith F. Harstein |
| Name | Keith F. Harstein |
| Title | President |
| Date | 08/30/2010 |