### BRADSHAW RALPH W

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 14, 2006

1 Columny 14	, 2000											
<b>FORM</b>	15								OMB AF	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION								MMISSION	OMB Number:	3235-0362		
Check thi no longer		Washington, D.C. 20549						Expires:	January 31 2005			
to Section Form 4 or 5 obligation may conti	Form ANN ons	ATEMENT OF CHANGES IN BENE OWNERSHIP OF SECURITIES					FICIAL	Estimated a burden hour response	verage			
See Instru 1(b). Form 3 H Reported Form 4 Transaction Reported	Filed purs oldings Section 17(a	a) of the l	Public U		g Compa	any A	Act of 1	Act of 1934, 935 or Section	1			
1. Name and Address of Reporting Person * BRADSHAW RALPH W			2. Issuer Name <b>and</b> Ticker or Trading Symbol CORNERSTONE TOTAL RETURN FUND INC [CRF]				Is	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First) (M	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)					_X Director 10% Owner Other (specify below)					
ONE WEST	Г PACK SQ., STE	E. 1650	12/31/2	003					President			
	(Street)		4. If Amendment, Date Original 6 Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting  (check applicable line)					
ASHEVILI	LE, NC 28801						_	X_ Form Filed by C Form Filed by M erson				
(City)	(State)	(Zip)	Tabl	le I - Non-Der	ivative Sec	curitie	es Acquii	red, Disposed of	, or Beneficial	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acqu Transaction (A) or Disposed or (Instr. 3, 4 and 5)  (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common		•			Amount	(D)	Price \$	4)		•		
Stock	03/07/2005	Â		J <u>(1)</u>	47	A	12.44	0	D	Â		
Common Stock	04/06/2005	Â		<u>J(1)</u>	50	A	\$ 11.85	0	D	Â		
Common Stock	05/06/2005	Â		J <u>(1)</u>	52	A	\$ 11.48	3,474	D	Â		

Persons who respond to the collection of information

contained in this form are not required to respond unless

(9-02)

SEC 2270

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the form displays a currently valid OMB control number.

of

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	Derivative	Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. Number	6. Date Exerc Expiration D		Amou		8. Price of Derivative	
	Security	or Exercise	(1.1011dis Day/ 1 car)	any	Code	of	(Month/Day/		Under		Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securi		(Instr. 5)		
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title Numb	Number		
						Lacicisabic	Dute		of			
						(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRADSHAW RALPH W ONE WEST PACK SQ., STE. 1650 Â X Â Â President Â ASHEVILLE, NCÂ 28801

### **Signatures**

/s/ Ralph W. 02/09/2006 Bradshaw

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares acquired pursuant to participation in the Registrant's Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2