

FLAHERTY & CRUMRINE TOTAL RETURN FUND INC
Form N-PX
August 13, 2013

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 811-21380

Flaherty & Crumrine Total Return Fund Incorporated
(Exact name of registrant as specified in charter)

301 E. Colorado Boulevard, Suite 720
Pasadena, CA 91101
(Address of principal executive offices) (Zip code)

Donald F. Crumrine
Flaherty & Crumrine Incorporated
301 E. Colorado Boulevard, Suite 720
Pasadena, CA 91101
(Name and address of agent for service)

Registrant's telephone number, including area code: 626-795-7300

Date of fiscal year end: November 30

Date of reporting period: July 1, 2012 June 30, 2013

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2012 TO JUNE 30, 2013

REGISTRANT NAME: Flaherty & Crumrine Total Return Fund Incorporated

INVESTMENT COMPANY ACT FILE NUMBER: 811 - 21380

REPORTING PERIOD: 07/01/2012 - 06/30/2013

REGISTRANT ADDRESS: 301 E. Colorado Boulevard, Suite 720, Pasadena, California 91101

NAME OF SERIES (AS APPLICABLE): _____

| Issuer of Portfolio Security | Exchange Ticker Symbol | CUSIP # | Shareholder Meeting Date | Summary of Matter Voted On | Who Proposed Matter: Issuer / Shareholder | Whether Fund Cast Vote on Matter | Fund's Vote For or Against Proposal, or Abstain; For or Withhold Regarding Election of Directors | |
|------------------------------|------------------------|-----------|--------------------------|--|---|----------------------------------|--|-----|
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Approve auditor | Issuer | Yes | For | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Approve directors | Issuer | Yes | For | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Approve executive compensation | Issuer | Yes | For | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Mortgage servicing | Security Holder | Yes | Against | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Multiple board service | Security Holder | Yes | Against | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Political contributions | Security Holder | Yes | Against | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Proxy access | Security Holder | Yes | Against | For |
| BANK OF AMERICA CORP | BAC | 060505559 | 5/8/2013 | Report on political contributions | Security Holder | Yes | Against | For |
| CIT Group Inc | CIT | 125581801 | 5/14/2013 | Approve auditor | Issuer | Yes | For | For |
| CIT Group Inc | CIT | 125581801 | 5/14/2013 | Approve directors | Issuer | Yes | For | For |
| CIT Group Inc | CIT | 125581801 | 5/14/2013 | Approve named executive officer compensation | Issuer | Yes | For | For |
| Exelon Corporation | EXC | 30161N101 | 4/23/2013 | Approve amended employee stock purchase plan | Issuer | Yes | For | For |
| Exelon Corporation | EXC | 30161N101 | 4/23/2013 | Approve auditor | Issuer | Yes | For | For |
| Exelon Corporation | EXC | 30161N101 | 4/23/2013 | Approve directors | Issuer | Yes | For | For |
| Exelon Corporation | EXC | 30161N101 | 4/23/2013 | Approve executive compensation | Issuer | Yes | For | 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.

Registrant Flaherty & Crumrine Total Return Fund Incorporated

By (Signature and Title)* /s/ Donald F. Crumrine
Donald F. Crumrine, Director, Chairman of the Board and Chief
Executive Officer
(principal executive officer)

Date August 12, 2013

*Print the name and title of each signing officer under his or her signature.
