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CENTRAL SECURITIES CORP
Form N-PX
August 16, 2004

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: 811-179

Central Securities Corporation
(Exact name of Registrant as specified in charter)

630 Fifth Avenue, Suite 820
New York, New York 10111
(Address of principal executive offices)

Registrant's telephone number: 212-698-2020

Date of fiscal year end: December 31

Date of reporting period: July 1, 2003 - June 30, 2004

Issuer: Flextronics International Ltd.
Ticker: FLEX
Meeting Date: 9/30/03

CUSIP: Y2573F102

Matter Voted On	Proposed By	Fund Vote
1. Re-election of Richard L. Sharp as a director of the company.	Management	FOR
2A. Re-election of James A. Davidson as a director of the company.	Management	FOR
2B. Re-election of Lip-Bu Tan as a director of the company.	Management	FOR
3. Re-appointment of Patrick Foley as a director of the company.	Management	FOR
4. To appoint Deloitte & Touche LLP as independent auditors of the company for the fiscal year ending March 31, 2004.	Management	FOR
5. To approve an amendment to the company's 1997 employee share purchase plan.	Management	FOR
6. To approve the authorization for the directors of the company to allot and issue ordinary shares.	Management	FOR
7. To approve the authorization for the company to provide cash compensation to its directors.	Management	FOR
8. To approve the authorization of the proposed renewal of the share mandate relating to acquisitions by the company of its own issued ordinary shares.	Management	FOR

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Issuer: Wind River Systems, Inc.
 Ticker: WIND
 Meeting Date: 12/19/03

CUSIP: 973149 10 7

Matter Voted On	Proposed By	Fund Vote
1. To approve the amendment of Wind River's 1998 Incentive Plan to (I) increase the aggregate number of shares of common stock by 1,900,000 shares and (II) increase the maximum number of shares of the common stock that may be issued to any employee in accordance with section 162(M) of the internal revenue code.	Management	FOR

Issuer: Solectron Corporation
 Ticker: SLR
 Meeting Date: 1/7/04

CUSIP: 834182 10 7

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. William A. Hassler	Management	FOR
2. Michael R. Cannon	Management	FOR
3. Richard A. D'Amore	Management	FOR
4. Heinz Fridrich	Management	FOR
5. William R. Graber	Management	FOR
6. Dr. Paul R. Low	Management	FOR
7. C. Wesley M. Scott	Management	FOR
8. Osamu Yamada	Management	FOR
9. Cyril Yansouni	Management	FOR
2. To approve an amendment to the company's 2002 stock option plan to permit an option exchange program.	Management	FOR

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3. To ratify the appointment of KPMG LLP as independent auditors of the Management FOR FOR company for the fiscal year ending August 31, 2004. Management FOR

Issuer: Accenture Ltd. CUSIP: G1150G 11 1
 Ticker: ACN
 Meeting Date: 2/5/04

Matter Voted On	Proposed By	Fund Vote
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1. A vote for election of the following nominees for the Board of Directors:

1. Dennis F. Hightower	Management	FOR
2. William L. Kimsey	Management	FOR
3. Robert I. Lipp	Management	FOR
4. Wulf Von Schimmelmann	Management	FOR

2. To approve an amendment to the company's 2002 stock option plan to permit an option exchange program	Management	FOR
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3. Re-appointment of KPMG LLP as independent auditors for the 2004 fiscal year and determination of the board of directors to determine KPMG LLP's remuneration	Management	FOR
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Issuer: ArvinMeritor, Inc. CUSIP: 043353 10 1
 Ticker: ARM
 Meeting Date: 2/18/04

Matter Voted On	Proposed By	Fund Vote
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1. A vote for election of the following nominees for the Board of Director:

1. Rhonda L. Brooks	Management	FOR
2. William R. Newlin	Management	FOR
3. Terrence E. O'Rourke	Management	FOR

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4. Larry D. Yost	Management	FOR
5. Richard W. Hanselman	Management	FOR
2. The selection of auditors (Deloitte & Touche LLP)	Management	FOR
3. Approval of the 2004 Directors stock plan	Management	FOR

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Issuer: Analog Devices, Inc.
 Ticker: ADI
 Meeting Date: 3/9/04

CUSIP: 032654 10 5

Matter Voted On	Proposed By	Fund Vote
1. A vote for election of the following nominees for director:		
1. Jerald G. Fishman	Management	FOR
2. F. Grant Saviers	Management	FOR
2. To approve an amendment to the Company's restated Articles of Organization to increase the number of authorized shares of common stock from 600,000,000 shares to 1,200,000,000 shares	Management	FOR
3. To ratify the selection of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending October 30, 2004.	Management	FOR

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Issuer: Apple Computer, Inc.
 Ticker: APPL
 Meeting Date: 4/22/04

CUSIP: 037833 10 0

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. William V. Campbell	Management	FOR
2. Millard S. Drexler	Management	FOR
3. Albert A. Gore, Jr.	Management	FOR

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4. Steven P. Jobs	Management	FOR
5. Arthur D. Levinson	Management	FOR
6. Jerome B. York	Management	FOR
2. To ratify the appointment of KPMG LLP as independent auditors of the company for fiscal year 2004.	Management	FOR
3. To consider a stockholder proposal re: Executive Compensation.	Stockholder	AGAINST

Issuer: Merck & Co., Inc.
 Ticker: MRK
 Meeting Date: 4/27/04

CUSIP: 589331 10 7

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Peter C. Wendell	Management	FOR
2. William G. Bowen	Management	FOR
3. William M. Daley	Management	FOR
4. Thomas E. Shenk	Management	FOR
5. Wendell P. Weeks	Management	FOR
2. Ratification of the appointment of the company's independent auditors for 2004.	Management	FOR
3. Proposal to amend the restated certificate of incorporation to declassify the board of directors.	Management	FOR
4. Proposal concerning management compensation.	Stockholder	AGAINST
5. Proposal concerning extension of prescription drug patents.	Stockholder	AGAINST
6. Proposal concerning ethical and social performance of the company.	Stockholder	AGAINST
7. Proposal concerning the use of shareholder resources for political purposes.	Stockholder	AGAINST
8. Proposal concerning a report related to the global HIV/AIDS pandemic.	Stockholder	AGAINST

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Issuer: Abbott Laboratories
 Ticker: ABT
 Meeting Date: 4/23/04

CUSIP: 002824 10 0

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. R.S. Austin	Management	FOR
2. H.L. Fuller	Management	FOR
3. R.A. Gonzalez	Management	FOR
4. J.M. Greenberg	Management	FOR
5. J.M. Leiden	Management	FOR
6. D.A.L. Owen	Management	FOR
7. B. Powell Jr.	Management	FOR
8. A.B. Rand	Management	FOR
9. W.A. Reynolds	Management	FOR
10. R.S. Roberts	Management	FOR
11. W.D. Smithburg	Management	FOR
12. J.R. Walter	Management	FOR
13. M.D. White	Management	FOR
2. Ratification of Deloitte & Touche LLP as auditors.	Management	FOR
3. Proposal concerning prescription drugs.	Stockholder	AGAINST
4. Proposal concerning political contributions.	Stockholder	AGAINST
5. Proposal concerning option grants for senior officers.	Stockholder	AGAINST
6. Proposal concerning global infectious diseases.	Stockholder	AGAINST

Issuer: The Bank of New York Company, Inc.
 Ticker: BK

CUSIP: 064057 10 2

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Meeting Date: 4/13/04

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		

1. Mr. Biondi	Management	FOR
2. Mr. Donofrio	Management	FOR
3. Mr. Griffith	Management	FOR
4. Mr. Hassell	Management	FOR
5. Mr. Kogan	Management	FOR
6. Mr. Kowalski	Management	FOR
7. Mr. Luke	Management	FOR
8. Mr. Malone	Management	FOR
9. Mr. Myners	Management	FOR
10. Mr. Pozen	Management	FOR
11. Ms. Rein	Management	FOR
12. Mr. Renyi	Management	FOR
13. Mr. Richardson	Management	FOR
14. Mr. Roberts	Management	FOR
15. Mr. Scott	Management	FOR
2. Ratification of Ernst & Young LLP as auditors.	Management	FOR
3. Approval of an amendment to the 2004 management incentive compensation plan.	Management	FOR
4. Proposal with respect to political contributions.	Stockholder	AGAINST
5. Proposal with respect to executive compensation.	Stockholder	AGAINST
6. Proposal with respect to the composition of the risk committee.	Stockholder	AGAINST
7. Proposal with respect to the company's rights plan	Stockholder	AGAINST

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Ticker: DOV
Meeting Date: 4/20/04

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		

1. D.H. Benson	Management	FOR
2. J.P.M. Ergas	Management	FOR
3. K.C. Graham	Management	FOR
4. R.L. Hoffman	Management	FOR
5. J.L. Koley	Management	FOR
6. R.K. Lochridge	Management	FOR
7. T.L. Reece	Management	FOR
8. B.G. Rethore	Management	FOR
9. G.L. Roubos	Management	FOR
10. M.B. Stubbs	Management	FOR

2. To consider and approve the 2005 equity and cash incentive plan.	Management	FOR

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 Issuer: Unisys Corporation CUSIP: 909214 10 8
 Ticker: UIS
 Meeting Date: 4/22/04

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors: (1) Henry C. Duques, (2) Clayton M. Jones, (3) Theodore E. Martin, (4) Lawrence A. Weinbach.		

	Management	FOR

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 Issuer: Schering-Plough Corporation CUSIP: 806605 10 1
 Ticker: SGP
 Meeting Date: 4/27/04

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Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors: (1) Fred Hassan, (2) Philip Leder, (3) Eugene R. McGrath, (4) Richard de J. Osborne.	Management	FOR
2. Ratification of designation of Deloitte & Touche LLP as independent auditors.	Management	FOR
3. Approval of the operations management team incentive plan.	Management	FOR

Issuer: Motorola, Inc.
 Ticker: MOT
 Meeting Date: 5/3/04

CUSIP: 620076 10 9

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. E. Zander	Management	FOR
2. H.L. Fuller	Management	FOR
3. J. Lewent	Management	FOR
4. W. Massey	Management	FOR
5. N. Negroponte	Management	FOR
6. I. Nooyi	Management	FOR
7. J. Pepper	Management	FOR
8. S. Scott	Management	FOR
9. D. Warner III	Management	FOR
10. J. White	Management	FOR
11. M. Zafirovski	Management	FOR
2. Shareholder proposal re: Commonsense Executive Compensation	Stockholder	AGAINST
3. Shareholder proposal re: Performance and time-based restricted shares	Stockholder	AGAINST

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Issuer: Capital One Financial Corporation
 Ticker: COF
 Meeting Date: 4/29/04

CUSIP: 14040H 10 5

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. W. Ronald Dietz	Management	FOR
2. Lewis Hay, III	Management	FOR
3. Mayo A. Shattuck, III	Management	FOR
2. Ratification of Ernst & Young as independent auditors of the corporation for 2004.	Management	FOR
3. Approval of Capital One's 2004 stock incentive plan.	Management	FOR

Issuer: Rohm and Haas Company
 Ticker: ROH
 Meeting Date: 5/3/04

CUSIP: 775371 10 7

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. W.J. Avery	Management	FOR
2. J.M. Fitzpatrick	Management	FOR
3. E.G. Graves	Management	FOR
4. R.L. Gupta	Management	FOR
5. D.W. Haas	Management	FOR
6. T. W. Haas	Management	FOR
7. J. A. Henderson	Management	FOR

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8. R.L. Keyser	Management	FOR
9. J.P. Montoya	Management	FOR
10. S.O. Moose	Management	FOR
11. G.S. Omenin	Management	FOR
12. G.L. Rogers	Management	FOR
13. R.H. Schmitz	Management	FOR
14. M.C. Whittington	Management	FOR
2. Approval of a proposal to adopt the 2004 Rohm and Haas Company Annual Incentive Plan.	Management	FOR
3. Approval of a proposal to adopt the 2004 Rohm and Haas Company Long-Term Performance Share Plan.	Management	FOR
4. Approval of the 2004 amended and restated Rohm and Haas Company Stock Plan.	Management	FOR
5. Ratification of PricewaterhouseCoopers LLP as Rohm and Haas Company's independent auditor for 2004.	Management	FOR

Issuer: Kerr-McGee Corporation
 Ticker: KMG
 Meeting Date: 5/11/04

CUSIP: 492386 10 7

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. William E. Bradford	Management	FOR
2. Luke R. Corbett	Management	FOR
3. David C. Genever-Watling	Management	FOR
4. Farah M. Walters	Management	FOR
2. Ratification of appointment of Ernst & Young LLP as independent auditors for 2004.	Management	FOR
3. Stockholder proposal requesting establishment of an office of the board of directors.	Stockholder	AGAINST

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Issuer: Intel Corporation
 Ticker: INTC
 Meeting Date: 5/19/04

CUSIP: 458104 10 0

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Craig R. Barrett	Management	FOR
2. Charlene Barshefsky	Management	FOR
3. E. John P. Browne	Management	FOR
4. Andrew S. Grove	Management	FOR
5. D. James Guzy	Management	FOR
6. Reed E. Hundt	Management	FOR
7. Paul S. Otellini	Management	FOR
8. David S. Pottruck	Management	FOR
9. Jane E. Shaw	Management	FOR
10. John L. Thornton	Management	FOR
11. David B. Yoffie	Management	FOR
2. Ratification of appointment of Ernst & Young LLP as independent auditors.	Management	FOR
3. Approval of the 2004 equity incentive plan	Management	FOR
4. Stockholder proposal requesting the expensing of stock options.	Stockholder	AGAINST
5. Stockholder proposal requesting the use of performance-vesting stock.	Stockholder	AGAINST
6. Stockholder proposal requesting the use of performance-based stock options.	Stockholder	FOR

Issuer: Cincinnati Bell
 Ticker: CBB
 Meeting Date: 4/23/04

CUSIP: 171871 10 6

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Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		
1. Phillip R. Cox	Management	FOR
2. Michael G. Morris	Management	FOR
3. John M. Zrno	Management	FOR

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Issuer: Vical Incorporated CUSIP: 925602 10 4
 Ticker: VICL
 Meeting Date: 5/10/04

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		
1. Robert H. Campbell	Management	FOR
2. Gary A. Lyons	Management	FOR
2. To approve the amendment of the company's stock incentive plan.	Management	FOR
3. To ratify the selection of KPMG LLP as the company's independent auditors for 2004.	Management	FOR

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Issuer: Murphy Oil Corporation CUSIP: 626717 10 2
 Ticker: MUR
 Meeting Date: 5/12/04

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		
1. F.W. Blue	Management	FOR

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2. G.S. Dembroski	Management	FOR
3. C.P. Deming	Management	FOR
4. R.A. Hermes	Management	FOR
5. R.M. Murphy	Management	FOR
6. W.C. Nolan, Jr.	Management	FOR
7. I.B. Ramberg	Management	FOR
8. D.J.H. Smith	Management	FOR
9. C.G. Theus	Management	FOR
2. To approve the appointment of KPMG LLP as independent auditors.	Management	FOR

Issuer: Ceridian Corporation
 Ticker: CEN
 Meeting Date: 5/12/04

CUSIP: 156779 10 0

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. William J. Cadogan	Management	FOR
2. Nicholas D. Chabra	Management	FOR
3. Robert H. Ewald	Management	FOR
4. Ronald T. Lemay	Management	FOR
5. George R. Lewis	Management	FOR
6. Ronald L. Turner	Management	FOR
7. Carole J. Uhrich	Management	FOR
8. Alan F. White	Management	FOR
2. Proposal to approve the Ceridian Corporation 2004 Long-term stock incentive plan.	Management	FOR
3. Proposal to approve the Ceridian Corporation amended and restated employee stock purchase plan.	Management	FOR

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Issuer: Laboratory Corporation of America Holdings
 Ticker: LH
 Meeting Date: 5/12/04

CUSIP: 50540R 40 9

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Thomas P. Mac Mahon	Management	FOR
2. Jean-Luc Belingard	Management	FOR
3. Wendy E. Lane	Management	FOR
4. R.E. Mittelstaedt	Management	FOR
5. Andrew G. Wallace, M.D.	Management	FOR
6. M. Keith Weikel	Management	FOR
7. Craig M. Watson	Management	FOR
2. Approval of the amendments to the 1997 employee stock purchase plan (the "ESPP Amendment").	Management	FOR
3. Ratification of the appointment of PricewaterhouseCoopers LLP as Laboratory Corporation of America Holdings' independent accountants for 2004.	Management	FOR

Issuer: Marsh & McLennan Companies, Inc.
 Ticker: MMC
 Meeting Date: 5/20/04

CUSIP: 571748 10 2

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Lewis W. Bernard	Management	FOR
2. Mathis Cabiallavetta	Management	FOR
3. Zachary W. Carter	Management	FOR

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4. Robert F. Erburu	Management	FOR
5. Oscar Fanjul	Management	FOR
6. Ray J. Groves	Management	FOR
2. Ratification of Deloitte & Touche LLP as independent auditors for 2004.	Management	FOR

Issuer: Arch Capital Group LTD
 Ticker: ACGL
 Meeting Date: 5/5/04

CUSIP: G0450A 105

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Robert Clements	Management	FOR
2. Wolfe (Bill) H. Bragin	Management	FOR
3. John L. Bruce, Jr.	Management	FOR
4. Sean D. Carney	Management	FOR
5. James J. Ansaldi	Management	FOR
6. Graham B. Collis	Management	FOR
7. Dwight R. Evans	Management	FOR
8. Marc Grandisson	Management	FOR
9. Paul B. Ingrey	Management	FOR
10. Ralphe E. Jones, III	Management	FOR
11. Thomas G. Kaiser	Management	FOR
12. Martin J. Nilson	Management	FOR
13. Debra M. O'Connor	Management	FOR
14. Steven K. Parker	Management	FOR
15. Robert T. Van Gieson	Management	FOR
16. John D. Vollaro	Management	FOR
17. Graham Ward	Management	FOR

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18. Robert C. Worme	Management	FOR

2. To ratify the selection of PricewaterhouseCoopers LLP as the company's independent auditors for the fiscal year ending December 31, 2004.	Management	FOR

Issuer: American International Group, Inc.
 Ticker: AIG
 Meeting Date: 5/19/04

CUSIP: 026874 10 7

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		

1. M. Aidinoff	Management	FOR

2. P. Chia	Management	FOR

3. M. Cohen	Management	FOR

4. W. Cohen	Management	FOR

5. M. Feldstein	Management	FOR

6. E. Futter	Management	FOR

7. M. Greenberg	Management	FOR

8. C. Hills	Management	FOR

9. F. Hoenemeyer	Management	FOR

10. R. Holbrooke	Management	FOR

11. D. Kanak	Management	FOR

12. H. Smith	Management	FOR

13. M. Sullivan	Management	FOR

14. E. Tse	Management	FOR

15. F. Zarb	Management	FOR

2. To adopt a chief executive officer annual compensation plan.	Management	FOR

3. To adopt a director stock plan.	Management	FOR

4. Ratification of independent accountants.	Management	FOR

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5. Shareholder proposal relating to political contributions.	Stockholder	AGAINST
6. Stockholder proposal relating to investments in tobacco equities.	Stockholder	AGAINST
7. Shareholder proposal relating to sub-prime lending.	Stockholder	AGAINST

Issuer: PolyOne Corporation
 Ticker: POL
 Meeting Date: 5/20/04

CUSIP: 73179P 10 6

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Carol A. Cartwright	Management	FOR
2. Gale Duff-Bloom	Management	FOR
3. J. Douglas Campbell	Management	FOR
4. Wayne R. Embry	Management	FOR
5. Robert A. Garda	Management	FOR
6. Gordon D. Harnett	Management	FOR
7. David H. Hoag	Management	FOR
8. William F. Patient	Management	FOR
9. Thomas A. Waltermire	Management	FOR
10. Farah M. Walters	Management	FOR
2. Proposal to approve the PolyOne Corporation deferred compensation plan for non-employee directors.	Management	FOR

Issuer: Unocal Corporation
 Ticker: UCL
 Meeting Date: 5/24/04

CUSIP: 915289 10 2

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Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		
1. Richard D. McCormick	Management	FOR
2. Marina V.N. Whitman	Management	FOR
3. Charles R. Williamson	Management	FOR

2. Ratification of appointment of PricewaterhouseCoopers LLP as independent auditors.	Management	FOR
3. Approval of the 2004 management incentive plan.	Management	FOR

4. Approval of the 2004 directors' deferred compensation and restricted stock unit award plan.	Management	FOR

5. Stockholder proposal: bylaw requiring that the chairman not concurrently serve as CEO.	Stockholder	AGAINST

6. Stockholder proposal: use of restricted stock programs for executive compensation in lieu of stock options.	Stockholder	AGAINST

7. Stockholder proposal: board of directors office for direct communications with independent directors regarding corporate governance.	Stockholder	AGAINST

8. Stockholder proposal: board of directors committee report on greenhouse gases.	Stockholder	AGAINST

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Issuer: Transport Corporation of America, Inc. CUSIP: 89385P 10 2
 Ticker: TCAM
 Meeting Date: 5/27/04

Matter Voted On	Proposed By	Fund Vote

1. To elect the following nominees for the Board of Directors:		
1. Anton J. Christianson	Management	FOR
2. William P. Murane	Management	FOR
3. Charles M. Osborne	Management	FOR
4. Michael J. Paxton	Management	FOR
5. Kenneth J. Roering	Management	FOR

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6. William D. Slattery	Management	FOR
2. Proposal to amend the Transport Corporation of America 1995 Stock Plan to permit awards of restricted stock under the plan.	Management	FOR

Issuer: CarMax, Inc. CUSIP: 143130 10 2
 Ticker: KMX
 Meeting Date: 6/29/04

Matter Voted On	Proposed By	Fund Vote
1. To elect the following nominees for the Board of Directors:		
1. Keith D. Browning	Management	FOR
2. James F. Clingman, Jr.	Management	FOR
3. Hugh G. Robinson	Management	FOR
4. Richard L. Sharp	Management	FOR
5. Thomas G. Stemberg	Management	FOR
2. Proposal to approve an amendment to the CarMax, Inc. 2002 employee stock purchase plan.	Management	FOR

Issuer: Kerr-McGee Corporation CUSIP: 492386 10 7
 Ticker: KMG
 Meeting Date: 6/25/04

Matter Voted On	Proposed By	Fund Vote
1. Approval of the issuance of shares of Kerr-McGee Corporation common stock in connection with the merger of Westport Resources Corporation with and into Kerr-McGee (Nevada) LLC, a wholly owned subsidiary of Kerr-McGee Corporation.	Management	FOR

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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) Central Securities Corporation

By (Signature and Title) /s/ Wilmot H. Kidd

Wilmot H. Kidd
President

Date August 16, 2004