

EAGLE CAPITAL GROWTH FUND, INC.  
Form N-PX  
July 19, 2012

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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: 811-05807

Eagle Capital Growth Fund, Inc.  
(Exact name of registrant as specified in charter)

225 East Mason St.  
Suite 802  
Milwaukee, WI 53202-3657  
(Address of principal executive offices) (zip code)

Luke E. Sims, President  
Eagle Capital Growth Fund, Inc.  
225 East Mason St.  
Suite 802  
Milwaukee, WI 53202-3657  
(Name and address of agent for service)

Registrant's telephone number, including area code: (414) 765-1107

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2011 thru 06/30/2012

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Abbott Laboratories Inc.  
 Ticker: ABT  
 Meeting Date: 04/27/2012  
 Record Date: 02/29/2012

Security ID: 002824100  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director R.J. Alpern	FOR	FOR	MANAGEMENT
1-02	Elect Director R.S. Austin	FOR	FOR	MANAGEMENT
1-03	Elect Director S.E. Blount	FOR	FOR	MANAGEMENT
1-04	Elect Director W.J. Farrell	FOR	FOR	MANAGEMENT
1-05	Elect Director E.M. Liddy	FOR	FOR	MANAGEMENT
1-06	Elect Director N. McKinstry	FOR	FOR	MANAGEMENT
1-07	Elect Director P.N. Novakovic	FOR	FOR	MANAGEMENT
1-08	Elect Director W.A. Osborn	FOR	FOR	MANAGEMENT
1-09	Elect Director S.C. Scott	FOR	FOR	MANAGEMENT
1-10	Elect Director G.F. Tilton	FOR	FOR	MANAGEMENT
1-11	Elect Director M.D. White	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
3	Say on pay	FOR	FOR	MANAGEMENT
4	Transparency in Animal Research	AGAINST	AGAINST	SHAREHOLDER
5	Lobbying Disclosure	AGAINST	AGAINST	SHAREHOLDER
6	Independent Board Chair	AGAINST	FOR	SHAREHOLDER
7	Tax Gross-ups	AGAINST	AGAINST	SHAREHOLDER
8	Equity Retention and Hedging	AGAINST	AGAINST	SHAREHOLDER
9	Incentive Compensation	AGAINST	AGAINST	SHAREHOLDER
10	Ban Accelerated Award Vesting	AGAINST	AGAINST	SHAREHOLDER

Automatic Data Processing Inc.  
 Ticker: ADP  
 Meeting Date: 11/08/2010  
 Record Date: 09/09/2010

Security ID: 53015103  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director Gregory Brenneman	FOR	FOR	MANAGEMENT
1-02	Elect Director Leslie Brun	FOR	FOR	MANAGEMENT
1-03	Elect Director Gary Butler	FOR	FOR	MANAGEMENT
1-04	Elect Director Richard Clark	FOR	FOR	MANAGEMENT
1-05	Elect Director Eric Fast	FOR	FOR	MANAGEMENT
1-06	Elect Director Linda Gooden	FOR	FOR	MANAGEMENT
1-07	Elect Director Glenn Hubbard	FOR	FOR	MANAGEMENT
1-08	Elect Director John Jones	FOR	FOR	MANAGEMENT
1-09	Elect Director Enrique Salem	FOR	FOR	MANAGEMENT
1-10	Elect Director Gregory Summe	FOR	FOR	MANAGEMENT

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2	Appointment of auditor	FOR	FOR	MANAGEMENT
3	Advisory vote on compensation	FOR	FOR	MANAGEMENT
4	Advisory vote frequency	1-year	1-year	MANAGEMENT

Berkshire Hathaway Inc.  
 Ticker: BRKb  
 Meeting Date: 05/05/2012  
 Record Date: 03/07/2012

Security ID: 084670702  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director Warren Buffett	FOR	FOR	MANAGEMENT
1-02	Elect Director Charles Munger	FOR	FOR	MANAGEMENT
1-03	Elect Director Howard Buffett	FOR	FOR	MANAGEMENT
1-04	Elect Director Stephen Burke	FOR	FOR	MANAGEMENT
1-05	Elect Director Susan Decker	FOR	FOR	MANAGEMENT
1-06	Elect Director William Gates III	FOR	FOR	MANAGEMENT
1-07	Elect Director David Gottesman	FOR	FOR	MANAGEMENT
1-08	Elect Director Charlotte Guyman	FOR	FOR	MANAGEMENT
1-09	Elect Director Donald Keough	FOR	FOR	MANAGEMENT
1-10	Elect Director Thomas Murphy	FOR	FOR	MANAGEMENT
1-11	Elect Director Ronald Olson	FOR	FOR	MANAGEMENT
1-12	Elect Director Walter Scott, Jr.	FOR	FOR	MANAGEMENT
2	Succession Planning	AGAINST	AGAINST	SHAREHOLDER

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Best Buy Co. Inc.

Ticker: BBY

Meeting Date: 06/21/2012

Record Date: 04/23/2012

Security ID: 086516101

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director Lisa Caputo	FOR	FOR	MANAGEMENT
1-02	Elect Director Kathy Higgins Victor	FOR	FOR	MANAGEMENT
1-03	Elect Director Gerard Vittecoq	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
3	Executive compensation vote	FOR	AGAINST	MANAGEMENT
4	Approval of shares to employee plan	FOR	AGAINST	MANAGEMENT
5	Board Declassification	FOR	FOR	SHAREHOLDER

The Chubb Corporation

Ticker: CB

Meeting Date: 04/24/2011

Record Date: 03/02/2011

Security ID: 171232101

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Zoe Baird Budinger	FOR	FOR	MANAGEMENT
1b	Elect Director Sheila Burke	FOR	FOR	MANAGEMENT
1c	Elect Director James Cash, Jr.	FOR	FOR	MANAGEMENT
1d	Elect Director John Finnegan	FOR	FOR	MANAGEMENT
1e	Elect Director Lawrence Kellner	FOR	FOR	MANAGEMENT
1f	Elect Director Martin McGuinn	FOR	FOR	MANAGEMENT
1g	Elect Director Lawrence Small	FOR	FOR	MANAGEMENT
1h	Elect Director Jess Soderberg	FOR	FOR	MANAGEMENT
1i	Elect Director Daniel Somers	FOR	FOR	MANAGEMENT
1j	Elect Director James Zimmerman	FOR	FOR	MANAGEMENT
1k	Elect Director Alfred Zollar	FOR	FOR	MANAGEMENT
2	To ratify independent auditor	FOR	FOR	MANAGEMENT
3	To adopt executive compensation plan	FOR	FOR	MANAGEMENT
4	Vote on political contributions	FOR	FOR	SHAREHOLDER

Colgate-Palmolive Company

Ticker: CL

Meeting Date: 05/11/2012

Record Date: 03/12/2012

Security ID: 194162103

Meeting Type: Annual

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Elect Director Nikesh Arora	FOR	FOR	MANAGEMENT
1B	Elect Director John Cahill	FOR	FOR	MANAGEMENT
1C	Elect Director Ian Cook	FOR	FOR	MANAGEMENT
1D	Elect Director Helene Gayle	FOR	FOR	MANAGEMENT
1E	Elect Director Ellen Hancock	FOR	FOR	MANAGEMENT
1F	Elect Director Joseph Jimenez	FOR	FOR	MANAGEMENT
1G	Elect Director Richard Kogan	FOR	FOR	MANAGEMENT
1H	Elect Director Delano Lewis	FOR	FOR	MANAGEMENT
1I	Elect Director J. Pedro Reinhard	FOR	FOR	MANAGEMENT
1J	Elect Director Steven Sadove	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
3	Advisory vote on executive compensation	FOR	FOR	MANAGEMENT
4	Independent Board Chairman	AGAINST	FOR	SHAREHOLDER

Diamond Hill Financial Trends Fund

Ticker: CL

Meeting Date: 04/17/2012

Record Date: 03/01/2012

Security ID: 25264C101

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Elect Director Franklin Golden	FOR	FOR	MANAGEMENT
1-02	Elect Director Russell Page	FOR	FOR	MANAGEMENT
1-03	Elect Director Fred Steingraber	FOR	FOR	MANAGEMENT
1-04	Elect Donald Tomlin	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT

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Franklin Resources, Inc.  
 Ticker: CL  
 Meeting Date: 03/04/2012  
 Record Date: 01/17/2012

Security ID: 354613101  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-A	Elect Director Samuel Armacost	FOR	FOR	MANAGEMENT
1-B	Elect Director Charles Crocker	FOR	FOR	MANAGEMENT
1-C	Elect Director Joseph Hardiman	FOR	FOR	MANAGEMENT
1-D	Elect Director Charles Johnson	FOR	FOR	MANAGEMENT
1-E	Elect Director Gregory Johnson	FOR	FOR	MANAGEMENT
1-F	Elect Director Rupert Johnson, Jr.	FOR	FOR	MANAGEMENT
1-G	Elect Director Mark Pigott	FOR	FOR	MANAGEMENT
1-H	Elect Director Chutta Ratnathicam	FOR	FOR	MANAGEMENT
1-I	Elect Director Laura Stein	FOR	FOR	MANAGEMENT
1-J	Elect Director Anne Tatlock	FOR	FOR	MANAGEMENT
1-K	Elect Geoffrey Yang	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT

Guggenheim Enhanced Equity Strategy Fund  
 Ticker: GGE  
 Meeting Date: 04/26/2012  
 Record Date: 02/17/2012

Security ID: 40167K100  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of Trustee Roman Friedrich III	FOR	AGAINST	MANAGEMENT
1.2	Election of Trustee Ronald Nyberg	FOR	AGAINST	MANAGEMENT

Hillenbrand Inc.  
 Ticker: HI  
 Meeting Date: 02/22/2012  
 Record Date: 12/16/2012

Security ID: 431571108  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Election of Director Edward Cloues	FOR	FOR	MANAGEMENT
1-02	Election of Director Helen Cornell	FOR	FOR	MANAGEMENT
1-03	Election of Director Eduardo Menasce	FOR	FOR	MANAGEMENT
1-04	Election of Director Stuart Taylor, II	FOR	FOR	MANAGEMENT

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2	Executive compensation vote	FOR	FOR	MANAGEMENT
3	Ratification of accounting firm	FOR	FOR	MANAGEMENT

Illinois Tool Works Inc.  
 Ticker: ITW  
 Meeting Date: 05/04/2012  
 Record Date: 03/06/2012

Security ID: 452308109  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Election of Director Daniel Brutto	FOR	FOR	MANAGEMENT
1B	Election of Director Susan Crown	FOR	FOR	MANAGEMENT
1C	Election of Director Don Davis, Jr.	FOR	FOR	MANAGEMENT
1D	Election of Director James Griffith	FOR	FOR	MANAGEMENT
1E	Election of Director Robert McCormack	FOR	FOR	MANAGEMENT
1F	Election of Director Robert Morrison	FOR	FOR	MANAGEMENT
1G	Election of Director James Skinner	FOR	FOR	MANAGEMENT
1H	Election of Director David Smith, Jr.	FOR	FOR	MANAGEMENT
1I	Election of Director David Speer	FOR	FOR	MANAGEMENT
1J	Election of Director Pamela Strobel	FOR	FOR	MANAGEMENT
1K	Election of Director Kevin Warren	FOR	FOR	MANAGEMENT
1L	Election of Director Anre Williams	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
3	Executive compensation approval	FOR	FOR	MANAGEMENT

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Johnson & Johnson

Ticker: JNJ

Meeting Date: 04/26/2012

Record Date: 02/28/2012

Security ID: 369604103

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of Director Mary Sue Coleman	FOR	FOR	MANAGEMENT
1b	Election of Director James Cullen	FOR	FOR	MANAGEMENT
1c	Election of Director Ian Davis	FOR	FOR	MANAGEMENT
1d	Election of Director Alex Gorsky	FOR	FOR	MANAGEMENT
1e	Election of Director Michael Johns	FOR	FOR	MANAGEMENT
1f	Election of Director Susan Lindquist	FOR	FOR	MANAGEMENT
1g	Election of Director Anne Mulcahy	FOR	AGAINST	MANAGEMENT
1h	Election of Director Leo Mullin	FOR	FOR	MANAGEMENT
1i	Election of Director William Perez	FOR	FOR	MANAGEMENT
1j	Election of Director Charles Prince	FOR	AGAINST	MANAGEMENT
1k	Election of Director David Satcher	FOR	FOR	MANAGEMENT
1l	Election of Director William Weldon	FOR	AGAINST	MANAGEMENT
1m	Election of Director Ronald Williams	FOR	FOR	MANAGEMENT
2	Executive officer compensation	FOR	AGAINST	MANAGEMENT
3	Approval of incentive plan	FOR	AGAINST	MANAGEMENT
4	Ratification of accounting firm	FOR	FOR	MANAGEMENT
5	Independent Board chairman	AGAINST	FOR	SHAREHOLDER
6	Political Contributions	AGAINST	AGAINST	SHAREHOLDER
7	Adoption of non-animal methods for training	AGAINST	AGAINST	SHAREHOLDER

Medtronic, Inc.

Ticker: MDT

Meeting Date: 08/25/2011

Record Date: 06/27/2011

Security ID: 585055106

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Election of Director Richard Anderson	FOR	FOR	MANAGEMENT
1-02	Election of Director David Calhoun	FOR	FOR	MANAGEMENT
1-03	Election of Director Victor Dzau	FOR	FOR	MANAGEMENT
1-04	Election of Director Omar Ishrak	FOR	FOR	MANAGEMENT
1-05	Election of Director Shirley Jackson	FOR	FOR	MANAGEMENT



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1-06	Election of Director James Lenehan	FOR	FOR	MANAGEMENT
1-07	Election of Director Denise O'Leary	FOR	FOR	MANAGEMENT
1-08	Election of Director Kendall Powell	FOR	FOR	MANAGEMENT
1-09	Election of Director Robert Pozen	FOR	FOR	MANAGEMENT
1-10	Election of Director Jean-Pierre Rosso	FOR	FOR	MANAGEMENT
1-11	Election of Director Jack Schuler	FOR	FOR	MANAGEMENT
2	Ratification of accounting firm	FOR	FOR	MANAGEMENT
2	Executive compensation approval	FOR	AGAINST	MANAGEMENT
2	Frequency of say-on-pay	1-year	1-year	MANAGEMENT

Paychex, Inc.

Ticker: PAYX

Meeting Date: 10/11/2011

Record Date: 08/12/2011

Security ID: 704326107

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Election of Director B. Thomas Golisano	FOR	FOR	MANAGEMENT
1B	Election of Director Joseph Doody	FOR	FOR	MANAGEMENT
1C	Election of Director David Flaschen	FOR	FOR	MANAGEMENT
1D	Election of Director Phillip Horsley	FOR	FOR	MANAGEMENT
1E	Election of Director Grant Inman	FOR	FOR	MANAGEMENT
1F	Election of Director Pamela Joseph	FOR	FOR	MANAGEMENT
1G	Election of Director Martin Mucci	FOR	FOR	MANAGEMENT
1H	Election of Director Joseph Tucci	FOR	FOR	MANAGEMENT
1L	Election of Director Joseph Velli	FOR	FOR	MANAGEMENT
2	Advisory vote on compensation	FOR	FOR	MANAGEMENT
3	Frequency of say-on-pay	1-year	1-year	MANAGEMENT
4	Ratification of accounting firm	FOR	FOR	MANAGEMENT

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Pepsico, Inc.

Ticker: PEP

Meeting Date: 05/02/2012

Record Date: 03/02/2012

Security ID: 713448108

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of Director S.L. Brown	FOR	FOR	MANAGEMENT
1b	Election of Director I.M. Cook	FOR	FOR	MANAGEMENT
1c	Election of Director D. Dublon	FOR	FOR	MANAGEMENT
1d	Election of Director V.J. Dzau	FOR	FOR	MANAGEMENT
1e	Election of Director R.L. Hunt	FOR	FOR	MANAGEMENT
1f	Election of Director A. Ibarguen	FOR	FOR	MANAGEMENT
1g	Election of Director I.K. Nooyi	FOR	AGAINST	MANAGEMENT
1h	Election of Director S.P. Rockefeller	FOR	FOR	MANAGEMENT
1i	Election of Director J.J. Schiro	FOR	FOR	MANAGEMENT
1j	Election of Director L.G. Trotter	FOR	FOR	MANAGEMENT
1k	Election of Director D. Vasella	FOR	FOR	MANAGEMENT
1l	Election of Director A. Weissner	FOR	FOR	MANAGEMENT
2	Approval of public accountants	FOR	FOR	MANAGEMENT
3	Approval of executive compensation	FOR	AGAINST	MANAGEMENT
4	Approval of incentive plan	FOR	AGAINST	MANAGEMENT
5	Lobbying practices	AGAINST	AGAINST	SHAREHOLDER
6	Risk oversight committee	AGAINST	AGAINST	SHAREHOLDER
7	Independent chairman	FOR	AGAINST	SHAREHOLDER

The Procter & Gamble Company

Ticker: PG

Meeting Date: 10/11/2011

Record Date: 08/12/2011

Security ID: 742718109

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of Director Angela Braly	FOR	FOR	MANAGEMENT
1b	Election of Director Kenneth Chenault	FOR	FOR	MANAGEMENT
1c	Election of Director Scott Cook	FOR	FOR	MANAGEMENT
1d	Election of Director Susan Desmond-Hellman	FOR	FOR	MANAGEMENT
1e	Election of Director Robert McDonald	FOR	FOR	MANAGEMENT
1f	Election of Director W. James McNerney, Jr.	FOR	FOR	MANAGEMENT
1g	Election of Director Johnathan Rodgers	FOR	FOR	MANAGEMENT

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1h	Election of Director Margaret Whitman	FOR	FOR	MANAGEMENT
1i	Election of Director Mary Wilderotter	FOR	FOR	MANAGEMENT
1j	Election of Director Patricia Woertz	FOR	FOR	MANAGEMENT
1k	Election of Director Ernesto Zedillo	FOR	FOR	MANAGEMENT
2	Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3	Say on pay	FOR	FOR	MANAGEMENT
4	Say on pay frequency	1-year	1-year	MANAGEMENT
5	Amend articles of incorporation	FOR	FOR	MANAGEMENT
6	Cumulative voting	AGAINST	FOR	SHAREHOLDER
7	Animal Testing	AGAINST	AGAINST	SHAREHOLDER
8	Electioneering contributions	AGAINST	AGAINST	SHAREHOLDER

Sigma-Aldrich Corporation

Ticker: SIAL

Meeting Date: 05/01/2012

Record Date: 03/02/2012

Security ID: 826552101

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of Director Rebecca Bergman	FOR	FOR	MANAGEMENT
1b	Election of Director George Church	FOR	FOR	MANAGEMENT
1c	Election of Director Lee McCollum	FOR	FOR	MANAGEMENT
1d	Election of Director Avi Nash	FOR	FOR	MANAGEMENT
1e	Election of Director Steven Paul	FOR	FOR	MANAGEMENT
1f	Election of Director J. Pedro Reinhard	FOR	FOR	MANAGEMENT
1g	Election of Director Rakesh Sachdev	FOR	FOR	MANAGEMENT
1h	Election of Director Dean Spatz	FOR	FOR	MANAGEMENT
1i	Election of Director Barrett Toan	FOR	FOR	MANAGEMENT
2	Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3	Advisory vote on executive compensation	FOR	FOR	MANAGEMENT

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Stryker Corporation  
 Ticker: SYK  
 Meeting Date: 04/24/2012  
 Record Date: 03/05/2012

Security ID: 863667101  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Election of Director Howard Cox, Jr.	FOR	FOR	MANAGEMENT
1-02	Election of Director Srikant Datar	FOR	FOR	MANAGEMENT
1-03	Election of Director Roch Doliveux	FOR	FOR	MANAGEMENT
1-04	Election of Director Louise Francesconi	FOR	FOR	MANAGEMENT
1-05	Election of Director Allan Golston	FOR	FOR	MANAGEMENT
1-06	Election of Director Howard Lance	FOR	FOR	MANAGEMENT
1-07	Election of Director William Parfet	FOR	FOR	MANAGEMENT
1-08	Election of Director Ronda Stryker	FOR	FOR	MANAGEMENT
2	Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3	Approval of article of incorporation change	FOR	FOR	MANAGEMENT
4	Approval of performance goals	FOR	FOR	MANAGEMENT
5	Advisory vote on executive compensation	FOR	FOR	MANAGEMENT

Sysco Corporation  
 Ticker: SYY  
 Meeting Date: 11/16/2011  
 Record Date: 09/19/2011

Security ID: 871829107  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1A	Election of Director Judith Craven	FOR	FOR	MANAGEMENT
1B	Election of Director William Delaney	FOR	FOR	MANAGEMENT
1C	Election of Director Larry Glasscock	FOR	FOR	MANAGEMENT
1D	Election of Director Richard Tilghman	FOR	FOR	MANAGEMENT
2	Approval of executive compensation	FOR	FOR	MANAGEMENT
3	Frequency of say on pay votes	1-year	1-year	MANAGEMENT
4	Bylaw change	FOR	FOR	MANAGEMENT
5	Ratification of accounting firm	FOR	FOR	MANAGEMENT

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Waters Corporation  
 Ticker: WAT  
 Meeting Date: 05/09/2012  
 Record Date: 03/15/2012

Security ID: 941848103  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1-01	Election of Director Joshua Bekenstein	FOR	FOR	MANAGEMENT
1-02	Election of Director Michael Berendt	FOR	FOR	MANAGEMENT
1-03	Election of Director Douglas Berthiaume	FOR	FOR	MANAGEMENT
1-04	Election of Director Edward Conrad	FOR	FOR	MANAGEMENT
1-05	Election of Director Laurie Glimcher	FOR	FOR	MANAGEMENT
1-06	Election of Director Christopher Kuebler	FOR	FOR	MANAGEMENT
1-07	Election of Director William Miller	FOR	FOR	MANAGEMENT
1-08	Election of Director Joann Reed	FOR	FOR	MANAGEMENT
1-09	Election of Director Thomas Salice	FOR	FOR	MANAGEMENT
2	Ratification of public accounting firm	FOR	FOR	MANAGEMENT
3	Advisory vote on executive compensation	FOR	FOR	MANAGEMENT
4	Advisory 2012 executive incentive plan	FOR	FOR	MANAGEMENT

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EAGLE CAPITAL GROWTH FUND, INC.

By: /s/ Luke E. Sims  
Luke E. Sims, President

Date: July 17, 2012

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