

CALAMOS STRATEGIC TOTAL RETURN FUND  
Form N-CSR  
December 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**

INVESTMENT COMPANY ACT FILE NUMBER: 811-21484

EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER:	Calamos Strategic Total Return Fund
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES:	2020 Calamos Court, Naperville, Illinois 60563-2787
NAME AND ADDRESS OF AGENT FOR SERVICE:	John P. Calamos, Sr., President Calamos Advisors LLC 2020 Calamos Court Naperville, Illinois 60563-2787
REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (630) 245-7200	
DATE OF FISCAL YEAR END: October 31, 2011	
DATE OF REPORTING PERIOD: November 1, 2010 through October 31, 2011	

**Item 1. Report to Shareholders**

## Experience and Foresight

### About Calamos Investments

For more than 30 years, we have helped investors like you manage and build wealth to meet their long-term individual objectives by working to capitalize on the opportunities of the evolving global marketplace. We launched our first open-end mutual fund in 1985 and our first closed-end fund in 2002. Today, we manage five closed-end funds. Three are enhanced fixed-income offerings, which pursue high current income from income and capital gains. Two are total-return oriented offerings, which seek current income, with increased emphasis on capital gains potential. Calamos Strategic Total Return Fund (CSQ), falls into this category. Please see page 5 for a more detailed overview of our closed-end offerings.

**We are dedicated to helping our clients build and protect wealth.** We understand when you entrust us with your assets, you also entrust us with your achievements, goals and aspirations. We believe we best honor this trust by making investment decisions guided by integrity, by discipline, and by our conscientious research.

**We believe that an active, risk-conscious approach is essential for wealth creation.** In the 1970s, we pioneered strategies that seek to participate in equity market upside and mitigate some of the potential risks of equity market volatility. Our investment process seeks to manage risk at multiple levels and draws upon our experience investing through multiple market cycles.

**We have a global perspective.** We believe that globalization offers tremendous opportunities for countries and companies all over the world. In our view, this creates significant opportunities for investors. In our U.S., global and international portfolios, we are seeking to capitalize on the potential growth of the global economy.

**We believe there are opportunities in all markets.** Our history traces back to the 1970s, a period of significant volatility and economic concerns. We have invested through multiple market cycles, each with its own challenges. Out of this experience comes our belief that the flipside of volatility is opportunity.

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## Letter to Shareholders

**JOHN P. CALAMOS, SR.**

CEO/Co-CIO

Dear Fellow Shareholder:

Welcome to your annual report for the year ended October 31, 2011. This report includes commentary from our investment team, as well as a listing of portfolio holdings, financial statements and highlights, and detailed information about the performance and allocation of your fund. I invite you to read it carefully.

Calamos Strategic Total Return Fund (CSQ) is an income oriented total return fund. This means we are focused not only on delivering a competitive stream of distributions, but also on total return.

We believe that the Fund's dynamic, global approach has enhanced our ability to deliver steady distributions and capital appreciation over the reporting period.

During the reporting period, CSQ provided steady monthly distributions. We believe the Fund's annual distribution rate, which was 7.25% on a market price basis as of October 31, 2011, was very competitive, given the low interest rates in many segments of the bond market. In our view, the Fund's distributions illustrate the benefits of a global, multi-asset class approach and flexible allocation strategy. We discuss the Fund's performance and strategy in greater detail in the Q&A section beginning on page 6.

### **Steady and competitive distributions**

We understand that many closed-end fund investors seek steady, predictable distributions instead of distributions that fluctuate. Therefore, this Fund has a level rate distribution policy. As part of this policy, we aim to keep distributions consistent from month to month, and at a level that we believe can be sustained over the long term. In setting the Fund's distribution rate, the investment management team and the Fund's Board of Directors consider the interest rate, market and economic environment. We also factor in our assessment of individual securities and asset classes. (For additional information on our level rate distribution policy, please see "The Calamos Closed-End Funds: An Overview" on page 5 and "Level Rate Distribution Policy" on page 36.)

## Letter to Shareholders

### **Market environment**

Overall, the reporting period was characterized by significant market volatility. Concerns about slowing global growth and developed market government debt proved especially troubling to investors. In the wake of discouraging debt ceiling negotiations, the U.S. saw its government debt downgraded by Standard and Poor's, while unemployment and housing weakness remained persistent. The eurozone faced far more acute pressures, as its members sought to find a solution to Greece's troubled balance sheet and anxieties grew about the European banking system as a whole. As the period progressed, investors became increasingly concerned about the potential for a double-dip recession in the U.S. After a significant two-year rally, equities and corporate securities corrected sharply during the third quarter of 2011. In particular, market participants worried that companies with higher earnings growth estimates would face stronger headwinds in a more difficult economic environment.

Despite the challenges of the annual period, the U.S. equity, high-yield bond and convertible securities markets posted positive performance. Equities performed the strongest, with the S&P 500 Index gaining 8.09%. Convertible securities returned 2.01%, as measured by the BofA Merrill Lynch All U.S. Convertible Ex-Mandatory Index. High-yield bonds performed robustly, as measured by the Credit Suisse High Yield Index, up 5.62%.

Within the high-yield market, new issuance was more robust at the start of the period, but slowed significantly as investors became more cautious amid increasing volatility. However, even as market pressures intensified, the number and volume of defaults remained low. Convertible issuance remained muted throughout the period, as a low rate environment encouraged companies to issue non-convertible, rather than convertible debt.

### **We see opportunity**

The global economy faces complex issues that will take time to resolve. We expect continued volatility as these challenges are addressed. Even so, now more than ever, we believe that the global economy and financial markets offer many compelling opportunities for long-term investors who take a highly selective and active approach.

We have positioned the Fund to reflect our expectation for slower but positive growth in the U.S. economy and the global economy as a whole. Perhaps most importantly, having faced their own debt and banking struggles, the emerging markets may remain a powerful engine for growth, one that we believe can create continued opportunities for U.S.-based companies. Also, although the U.S. may not be on a normal trajectory for economic recovery, we see encouraging signs that a healing process has begun. Corporate balance sheets remain strong overall, and we are encouraged by positive earnings announcements. Most companies have wisely refinanced and restructured debt and U.S. consumers have taken steps to deleverage. There has been some market clearing, due to business restructuring as well as merger and acquisition activity.

## Letter to Shareholders

Our team has identified many companies that we believe are adapting to the global economic environment with innovation. In particular, we are favoring growth companies with geographically diversified revenues, well-recognized global brands, robust distribution networks and experienced management teams. We believe that multinational companies with healthy balance sheets provide more attractive risk and reward characteristics because they are well positioned to capitalize on the significant growth opportunities that exist, for example, those in emerging markets.

From an investment themes standpoint, we continue to favor companies that are positioned to benefit from corporate capital spending, global infrastructure build-out and the growing prosperity of emerging market consumers. This has led us to companies in the information technology, energy, industrials and consumer-oriented sectors. We also have identified companies in the energy and materials sectors that we believe are positioned to benefit from a weaker dollar and from continued government efforts to boost asset values. In contrast, we are cautious about companies that are tied solely to U.S. or European GDP, and those that may be more affected by government debt burdens and a complex regulatory environment, including companies in the financials, health care and utilities sectors.

Moreover, despite some of the uncertainties in the macro environment, we believe equity valuations remain compelling by and large. For example, by some of our measures, many of the growth-oriented equities in this Fund are at multi-decade valuation lows relative to other asset classes.

In selecting high-yield bonds and convertible securities for this Fund, we seek to balance yield and risk considerations. We therefore favor companies that we believe offer reliable debt servicing, respectable balance sheets and good cash flows. As part of our active approach, we subject each investment to our rigorous fundamental credit research. We continue to find many securities that meet our criteria.

### **Our use of leverage**

We have the flexibility to utilize leverage in this Fund. Over the long term, we believe that the judicious use of leverage provides us with opportunities to enhance total return and support the Fund's distribution rate. Leverage strategies typically entail borrowing at short-term interest rates and investing the proceeds at higher rates of return. During the reporting period, we believed the prudent use of leverage would be advantageous given the economic environment, specifically the low borrowing costs we were able to secure. Overall, our use of leverage contributed favorably to the returns of the Fund, as the performance of the Fund's holdings exceeded the costs of our borrowing activities.

## Letter to Shareholders

Consistent with our focus on risk management, we have employed techniques to hedge against a rise in interest rates. We have used interest rate swaps to manage the borrowing costs associated with our leverage activities. Interest rate swaps allow us to lock down an interest rate we believe to be attractive. Although rates are at historically low levels across much of the fixed-income market, history has taught us that rates can rise quickly, in some cases, in a matter of months. We believe that the Fund's use of interest rate swaps is beneficial because it provides a degree of protection should a rise in rates occur.

### **We take an active, independent approach**

We recognize that ups and downs in the markets can be discouraging for investors. Yet, market volatility is always a factor when investing. In fact, we firmly believe that market volatility can create opportunities for those who take an active, long-term and disciplined approach.

As we invest on behalf of Fund shareholders, we seek to be ahead of the curve and global in our perspective. We believe our dynamic allocation approach has been instrumental to the results we have achieved over full market cycles and will continue to be, particularly given the low rates currently available in many segments of the fixed-income marketplace.

If you would like any additional information about this Fund or our other closed-end offerings, please contact your financial advisor or our client services team at 800.582.6959 (Monday through Friday from 8:00 a.m. to 6:00 p.m., Central Time). We also invite you to visit us at [calamos.com](http://calamos.com).

We thank you for your continued trust.

Sincerely,

John P. Calamos, Sr.

CEO and Co-CIO

Calamos Advisors LLC

*This report is for informational purposes only and should not be considered investment advice.*

## The Calamos Closed-End Funds: An Overview

In our closed-end funds, we draw upon decades of investment experience, including a long history of opportunistically blending asset classes in an attempt to capture upside potential while managing downside risk. We launched our first closed-end fund in 2002.

Closed-end funds are long-term investments. Most focus on providing monthly distributions, but there are important differences among individual closed-end funds. Calamos closed-end funds can be grouped into two broad categories: (1) enhanced fixed-income and (2) total return. Funds in both groups provide a monthly distribution stream and invest in a combination of asset classes.

### **OBJECTIVE: ENHANCED FIXED INCOME** **Portfolios Positioned to Pursue High Current Income**

#### **from Income and Capital Gains**

#### **Calamos Convertible Opportunities and Income Fund**

**(Ticker: CHI)**

Invests in high-yield and convertible securities, primarily in U.S. markets

#### **Calamos Convertible and High Income Fund**

**(Ticker: CHY)**

Invests in high-yield and convertible securities, primarily in U.S. markets

#### **Calamos Global Dynamic Income Fund**

**(Ticker: CHW)**

Invests in global fixed-income securities, alternative

investments and equities

#### **Our Level Rate Distribution Policy**

Closed-end fund investors often look for a steady stream of income. Recognizing this, Calamos closed-end funds have a level rate distribution policy in which we aim to keep monthly income consistent through the disbursement of net investment income, net realized short-term capital gains and, if necessary, return of capital. We set distributions at levels that we believe are sustainable for the long term. Our team is focused on delivering an attractive monthly distribution, while maintaining a long-term focus on risk management. The level of the funds' distributions can be greatly influenced by market conditions, including the interest rate environment. The funds' distributions will depend on the individual performance of positions the funds hold, our view of the benefits of retaining leverage, fund tax considerations, and maintaining regulatory requirements.

For more information about any of these funds, we encourage you to contact your financial advisor or Calamos Investments at 800.582.6959 (Monday through Friday from 8:00 a.m. to 6:00 p.m., Central Time). You can also visit us at [www.calamos.com](http://www.calamos.com).

For more information on our level rate distribution policy, please see page 36.

### **OBJECTIVE: TOTAL RETURN** **Portfolios Positioned to Seek Current Income, with Increased Emphasis on Capital Gains Potential**

#### **Calamos Global Total Return Fund**

**(Ticker: CGO)**

Invests in equities and higher-yielding convertible securities and corporate bonds, in both U.S. and non-U.S. markets

#### **Calamos Strategic Total Return Fund**

**(Ticker: CSQ)**

Invests in equities and higher-yielding convertible securities and corporate bonds, primarily in U.S. markets



## Investment Team Discussion

### TOTAL RETURN\* AS OF 10/31/11

Common Shares Inception 3/26/04

	1 Year	Since Inception**
On Market Price	2.72%	1.20%
On NAV	5.84%	3.92%

\*Total return measures net investment income and net realized gain or loss from Fund investments, and change in net unrealized appreciation or depreciation, assuming reinvestment of income and net realized gains distributions.

\*\*Annualized since inception.

### SECTOR WEIGHTINGS

Information Technology	18.2%
Energy	17.4
Health Care	14.2
Industrials	11.6
Materials	8.3
Consumer Staples	7.2
Financials	6.9
Consumer Discretionary	6.8
Telecommunication Services	5.5
Utilities	0.5

Sector Weightings are based on managed assets and may vary over time. Sector Weightings exclude any government/sovereign bonds or options on broad market indexes the Fund may hold.

## STRATEGIC TOTAL RETURN FUND

### INVESTMENT TEAM DISCUSSION

The Calamos Investment Management Team, led by Co-Chief Investment Officers John P. Calamos, Sr. and Nick P. Calamos, CFA, discusses the Fund's strategy, performance and positioning for the one-year period ended October 31, 2011.

**Q. To provide a context for its performance, please discuss the Fund's strategy and role within an asset allocation.**

A. Calamos Strategic Total Return Fund (CSQ) is a total return oriented offering that seeks to provide a steady stream of income paid out on a monthly basis. We invest in a diversified portfolio of equities, convertible securities and high-yield securities. The allocation to each asset class is dynamic, and reflects our view of the economic landscape as well as the potential of individual securities. By combining these asset classes, we believe that we are well positioned over the long term to generate capital gains as well as income. This broader range of security types also provides us with increased opportunities to manage the risk and reward characteristics of the portfolio over full market cycles. Through this approach, we seek to offer investors an attractive monthly distribution, as well as equity participation.

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While we invest primarily in securities of U.S. issuers, we favor those companies that are actively participating in globalization with geographically diversified revenue streams and global business strategies. We emphasize companies that we believe offer reliable debt servicing, respectable balance sheets and good prospects for sustainable growth.

### **Q. How did the Fund perform over the reporting period?**

A. The Fund gained 5.84% on a net asset value (NAV) basis for the one-year period ended October 31, 2011, while the S&P 500 Index gained 8.09%. On a market price basis, the Fund returned 2.72% for the same period.

### **Q. How do NAV and market price return differ?**

A. Closed-end funds trade on exchanges, where the price of shares may be driven by factors other than the value of the underlying securities. The price of a share in the market is called market value. Market price may be influenced by factors unrelated to the performance of the fund's holdings. A fund's NAV return measures the return of the individual securities of the portfolio, less fund expenses. It also measures how a manager was able to capitalize on market opportunities. Because we believe closed-end funds are best utilized as a long-term holding within asset allocations, we believe that NAV return is the better measure of a fund's performance.

## Investment Team Discussion

### SINCE INCEPTION MARKET PRICE AND NAV HISTORY THROUGH 10/31/11

**Performance data quoted represents past performance, which is no guarantee of future results.** Current performance may be lower or higher than the performance quoted.

**Q. Please discuss the Fund's distributions during the annual period.**

A. We employ a level rate distribution policy within this Fund, with the goal of providing shareholders with a consistent distribution stream. The Fund provided a steady distribution stream over the period. Monthly distributions were \$0.0525 per share, and the Fund's annual distribution rate was 7.25% of market price as of October 31, 2011.

We believe that the Fund's distribution rate and level remained attractive and competitive, as low interest rates limited yield opportunities in much of the marketplace. For example, as of October 31, 2011, the dividend yield of S&P 500 Index stocks averaged 2.1%. Yields also remained low within the U.S. government bond market, with 10-Year U.S. Treasuries and 30-Year U.S. Treasuries yielding 2.2% and 3.2%, respectively.

**Q. The Fund is currently trading at a discount to its NAV. Please discuss this discount.**

A. As of the close of the reporting period, the Fund was trading at a discount of 14.38%. This means that its market share price is 14.38% less than its NAV price. As we have noted in the past, we believe that this may be favorable for long-term investors seeking to purchase shares because investors can buy shares of the portfolio at a price that is lower than the fair value of the portfolio, as measured by its NAV.

**Q. What factors influenced performance over the reporting period?**

A. An underweight position to the financial sector relative to the S&P 500 Index proved advantageous, as did our security selection decisions. The Fund's underweight reflects our long-standing concerns about the potential risks within much of the sector. For example, we believe unfolding regulation and deleveraging may hinder revenue and profit growth in many banks.

In contrast, security selection within the consumer discretionary sector lagged the S&P 500 Index, specifically the Fund's stakes in the internet retail and apparel and accessories and luxury goods industries. Security selection in the information technology sector also hindered performance, with holdings in the home entertainment software and computer hardware industries underperforming. Further, the Fund's stakes in convertible issues and high-yield corporate bonds hindered performance relative to the all-equity S&P 500 Index.

## Investment Team Discussion

### ASSET ALLOCATION AS OF 10/31/11

**Fund asset allocations are based on total investments and may vary over time.**

#### **Q. How is the Fund positioned?**

A. We have found securities across asset classes that we believe support our focus on income-oriented total return. We also increased the Fund's allocation of common stocks from 51% to 56% during the reporting period and slightly reduced exposure to convertibles and high-yield bonds.

In regard to the Fund's common stock holdings, we have generally favored larger U.S.-based global businesses, with diversified revenues and strong brands. We believe that these companies may be particularly well positioned to capitalize on the growth trends we see around the world, including those related to emerging markets.

As of the end of the reporting period, corporate bonds were about 21% of the portfolio and convertible securities were 18% of the portfolio. In regard to the Fund's convertible securities and corporate bonds, we seek out companies that we believe offer reliable debt servicing and the potential for credit upgrades. Where possible, we also favor those with global business strategies. In keeping with our risk-conscious approach to income, we favored a mix of investment-grade credits and credits from the higher tiers of the high-yield universe. High-yield bonds are generally recognized as credits with ratings less than BBB.

From a sector perspective, we believe we have found the most compelling opportunities within the information technology and energy sectors, where we have increased the Fund's holdings. We decreased the Fund's positions in the financial, consumer discretionary and materials sectors.

#### **Q. What is your outlook for the Fund?**

A. We continue to believe that this is an environment that requires active security selection and a risk-conscious, long-term perspective. We anticipate slower but positive growth in the U.S. and global economies. Challenges remain, including for investors who seek income. We expect continued volatility in the financial market, and we believe that investors should also be prepared for the possibility of inflation and rising interest rates.

Against this backdrop, we believe the Fund's dynamic multi-asset class approach and our proprietary research position it well. Because this Fund can invest in corporate bonds, convertible securities, and equities, we believe we have enhanced opportunities to pursue income, manage risks and enhance return potential. Additionally, we remain optimistic about many U.S. companies with global strategies and reach and believe that the U.S. markets may provide considerable opportunities for the Fund's income-oriented approach to total return.

## Schedule of Investments October 31, 2011

PRINCIPAL AMOUNT		VALUE
<b>CORPORATE BONDS (24.6%)</b>		
<b>Consumer Discretionary (4.7%)</b>		
13,102,000	DISH Network Corp.	
	7.125%, 02/01/16	\$ 13,986,385
14,370,000	Hanesbrands, Inc. μ	
	3.770%, 12/15/14	14,334,075
3,381,000	Jaguar Land Rover, PLC*	
	8.125%, 05/15/21	3,347,190
1,902,000	7.750%, 05/15/18	1,892,490
6,086,000	Jarden Corp.μ	
	7.500%, 05/01/17	6,542,450
4,226,000	Liberty Media Corp.	
	8.250%, 02/01/30	4,099,220
2,958,000	Live Nation Entertainment, Inc.μ*	
	8.125%, 05/15/18	2,854,470
4,129,000	MGM Resorts International	
	7.500%, 06/01/16	3,943,195
2,637,000	NetFlix, Inc.	
	8.500%, 11/15/17	2,749,073
	Royal Caribbean Cruises, Ltd.	
10,989,000	7.500%, 10/15/27	10,686,802
3,888,000	7.250%, 06/15/16	4,140,720
3,381,000	Service Corp. International	
	7.000%, 05/15/19	3,566,955
1,479,000	Wynn Las Vegas, LLC	
	7.750%, 08/15/20	1,634,295
		73,777,320
<b>Consumer Staples (1.6%)</b>		
5,706,000	Chiquita Brands International, Inc.μ	
	7.500%, 11/01/14	5,748,795
4,776,000	Darling International, Inc.	
	8.500%, 12/15/18	5,384,940
12,679,000	Smithfield Foods, Inc.	13,756,715

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7.750%, 07/01/17

			24,890,450
		<b>Energy (4.4%)</b>	
19,019,000	NOK	Aker Solutions, ASA	
		8.700%, 06/26/14	3,695,261
2,958,000		Basic Energy Services, Inc.*	
		7.750%, 02/15/19	2,972,790
2,143,000		Berry Petroleum Company	
		8.250%, 11/01/16	2,234,077
3,381,000		Brigham Exploration Company	
		8.750%, 10/01/18	4,006,485
2,367,000		Carrizo Oil & Gas, Inc.µ	
		8.625%, 10/15/18	2,414,340
3,381,000		Clayton Williams Energy, Inc.*	
		7.750%, 04/01/19	3,144,330
4,480,000		Complete Production Services, Inc.	
		8.000%, 12/15/16	4,681,600
6,762,000		Comstock Resources, Inc.	
		8.375%, 10/15/17	6,964,860
<b>PRINCIPAL</b>			<b>VALUE</b>
<b>AMOUNT</b>			
4,649,000		Concho Resources, Inc.µ	
		8.625%, 10/01/17	\$ 5,090,655
		Frontier Oil Corp.	
3,787,000		6.875%, 11/15/18	3,881,675
845,000		8.500%, 09/15/16	895,700
2,536,000		GulfMark Offshore, Inc.µ	
		7.750%, 07/15/14	2,504,300
2,147,000		HollyFrontier Corp.	
		9.875%, 06/15/17	2,361,700
2,536,000		Pride International, Inc.	
		8.500%, 06/15/19	3,211,951
4,226,000		SESI, LLC	
		6.875%, 06/01/14	4,247,130
		Swift Energy Company	
6,762,000		8.875%, 01/15/20µ	7,167,720
5,456,000		7.125%, 06/01/17	5,565,120
3,880,000		Trinidad Drilling, Ltd.µ*	
		7.875%, 01/15/19	4,083,700
507,000		Unit Corp.	
		6.625%, 05/15/21	499,395
			69,622,789

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<b>Financials (2.3%)</b>		
14,065,000	Leucadia National Corp.μ	
	8.125%, 09/15/15	15,260,525
8,453,000	Nuveen Investments, Inc.	
	10.500%, 11/15/15	8,495,265
2,958,000	OMEGA Healthcare Investors, Inc.	
	7.500%, 02/15/20	3,150,270
8,875,000	Senior Housing Properties Trustμ	
	8.625%, 01/15/12	8,977,693
		35,883,753
<b>Health Care (2.6%)</b>		
4,226,000	Community Health Systems, Inc.μ	
	8.875%, 07/15/15	4,336,932
4,649,000	Endo Pharmaceuticals Holdings, Inc.μ*	
	7.000%, 07/15/19	5,044,165
5,072,000	Giant Funding Corp.*	
	8.250%, 02/01/18	5,363,640
	HealthSouth Corp.	
2,113,000	7.750%, 09/15/22μ	2,123,565
1,691,000	7.250%, 10/01/18	1,699,455
	Mylan, Inc.*	
4,226,000	7.875%, 07/15/20μ	4,754,250
3,521,000	7.625%, 07/15/17	3,908,310
	Valeant Pharmaceuticals International, Inc.*	
7,607,000	7.000%, 10/01/20	7,568,965
1,268,000	6.750%, 10/01/17	1,274,340
5,500,000	Warner Chilcott Company, LLC	
	7.750%, 09/15/18	5,761,250
		41,834,872

See accompanying Notes to Schedule of Investments

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## Schedule of Investments October 31, 2011

PRINCIPAL AMOUNT		VALUE
	<b>Industrials (2.1%)</b>	
3,857,000	Abengoa, SA*	
	8.875%, 11/01/17	\$ 3,914,855
3,381,000	BE Aerospace, Inc.	
	8.500%, 07/01/18	3,710,648
1,479,000	Belden, Inc.	
	7.000%, 03/15/17	1,493,790
528,000		
	9.250%, 06/15/19	567,600
3,829,000	H&E Equipment Services, Inc.µ	
	8.375%, 07/15/16	3,896,007
4,226,000	Spirit AeroSystems Holdings, Inc.	
	7.500%, 10/01/17	4,564,080
1,691,000	Terex Corp.	
	8.000%, 11/15/17	1,669,863
	Triumph Group, Inc.	
5,258,000		
	8.625%, 07/15/18	5,810,090
1,707,000		
	8.000%, 11/15/17	1,835,025
924,000	Tutor Perini Corp.	
	7.625%, 11/01/18	866,250
4,226,000	WESCO Distribution, Inc.	
	7.500%, 10/15/17	4,352,780
		32,680,988
	<b>Information Technology (1.8%)</b>	
2,536,000	Amkor Technology, Inc.	
	7.375%, 05/01/18	2,574,040
4,649,000	Audatex North America, Inc.*	
	6.750%, 06/15/18	4,741,980
	Equinix, Inc.	
3,804,000		
	7.000%, 07/15/21	4,060,770
3,550,000		
	8.125%, 03/01/18µ	3,887,250
761,000	Fidelity National Information Services, Inc.	
	7.875%, 07/15/20	835,198
824,000	Hynix Semiconductor, Inc.*	
	7.875%, 06/27/17	848,720
9,298,000	iGATE Corp.µ*	
	9.000%, 05/01/16	9,298,000
1,509,000	Lexmark International, Inc.µ	
		1,677,374



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	6.650%, 06/01/18		
			27,923,332
	<b>Materials (2.4%)</b>		
1,691,000	Allegheny Ludlum Corp.μ		
	6.950%, 12/15/25		1,867,926
9,298,000	FMG Resources*		
	8.250%, 11/01/19		9,437,470
2,285,000	Nalco Company		
	8.250%, 05/15/17		2,547,775
2,730,000	Sealed Air Corp.*		
	8.125%, 09/15/19		2,968,875
2,570,000	Silgan Holdings, Inc.		
	7.250%, 08/15/16		2,724,200
<b>PRINCIPAL AMOUNT</b>			<b>VALUE</b>
	Steel Dynamics, Inc.		
5,215,000	7.750%, 04/15/16μ	\$	5,514,862
1,183,000	7.625%, 03/15/20		1,259,895
9,256,000	Union Carbide Corp.~		
	7.875%, 04/01/23		11,188,005
			37,509,008
	<b>Telecommunication Services (2.7%)</b>		
	Frontier Communications Corp.		
14,116,000	9.000%, 08/15/31μ		13,904,260
3,212,000	8.250%, 04/15/17		3,444,870
5,542,000	MetroPCS Wireless, Inc.μ		
	7.875%, 09/01/18		5,666,695
12,282,000	Qwest Communications International, Inc.μ		
	7.750%, 02/15/31		12,097,770
	Windstream Corp.		
3,381,000	7.750%, 10/15/20μ		3,550,050
3,381,000	7.500%, 04/01/23		3,448,620
			42,112,265
	<b>TOTAL CORPORATE BONDS</b>		
	(Cost \$373,364,124)		386,234,777
	<b>CONVERTIBLE BONDS (11.5%)</b>		
	<b>Consumer Discretionary (1.7%)</b>		
15,000,000	Liberty Media Corp. (Time Warner, Inc.)§		
	3.125%, 03/30/23		16,800,000
13,164,000	Liberty Media Corp. (Viacom, CBS Corp. - Class B)§		
	3.250%, 03/15/31		10,613,475
			27,413,475

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	<b>Financials (1.4%)</b>	
20,020,000	Affiliated Managers Group, Inc.	
	3.950%, 08/15/38	21,796,775
	<b>Health Care (0.4%)</b>	
5,000,000	Shire, PLC	
	2.750%, 05/09/14	5,766,403
	<b>Industrials (0.7%)</b>	
12,038,000	Trinity Industries, Inc.	
	3.875%, 06/01/36	11,556,480
	<b>Information Technology (5.0%)</b>	
11,000,000	Electronic Arts, Inc.µ*	
	0.750%, 07/15/16	11,247,500
31,500,000	Intel Corp.	
	2.950%, 12/15/35	33,941,250
11,000,000	Lam Research Corp.*	
	1.250%, 05/15/18	10,876,250
9,900,000	Linear Technology Corp.µ	
	3.000%, 05/01/27	10,407,375

## Schedule of Investments October 31, 2011

PRINCIPAL AMOUNT		VALUE
10,418,000	Nuance Communications, Inc.*	
	2.750%, 11/01/31	\$ 11,485,845
		77,958,220
	<b>Materials (2.3%)</b>	
3,698,000	Allegheny Technologies, Inc.	
	4.250%, 06/01/14	5,038,525
12,500,000	Anglo American, PLC	
	4.000%, 05/07/14	18,126,574
9,000,000	AngloGold Ashanti, Ltd.µ	
	3.500%, 05/22/14	10,350,000
2,000,000	Newmont Mining Corp.µ	
	3.000%, 02/15/12	2,925,000
		36,440,099
	<b>TOTAL CONVERTIBLE BONDS</b>	
	(Cost \$180,361,006)	180,931,452
	<b>U.S. GOVERNMENT AND AGENCY SECURITIES (1.1%)</b>	
	United States Treasury Note~	
14,792,000	1.000%, 03/31/12	14,850,384
2,536,000	0.875%, 01/31/12	2,541,648
	<b>TOTAL U.S. GOVERNMENT AND AGENCY SECURITIES</b>	
	(Cost \$17,378,604)	17,392,032
	<b>SOVEREIGN BONDS (1.4%)</b>	
	Federal Republic of Brazil	
2,916,000	BRL 10.000%, 01/01/12	17,497,546
845,000	BRL 10.000%, 01/01/13	5,059,556
	<b>TOTAL SOVEREIGN BONDS</b>	
	(Cost \$21,919,895)	22,557,102
	<b>SYNTHETIC CONVERTIBLE SECURITIES (5.8%)</b>	

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<b>Corporate Bonds (4.4%)</b>		<b>Consumer Discretionary (0.9%)</b>	
2,398,000		DISH Network Corp.	
		7.125%, 02/01/16	2,559,865
2,630,000		Hanesbrands, Inc. μ	
		3.770%, 12/15/14	2,623,425
619,000		Jaguar Land Rover, PLC*	612,810
348,000		8.125%, 05/15/21	346,260
1,114,000		7.750%, 05/15/18	
		Jarden Corp.μ	
		7.500%, 05/01/17	1,197,550
774,000		Liberty Media Corp.	
		8.250%, 02/01/30	750,780
542,000		Live Nation Entertainment, Inc.μ*	
		8.125%, 05/15/18	523,030
756,000		MGM Resorts International	
		7.500%, 06/01/16	721,980
483,000		NetFlix, Inc.	
		8.500%, 11/15/17	503,528
<b>PRINCIPAL AMOUNT</b>			<b>VALUE</b>
		Royal Caribbean Cruises, Ltd.	
2,011,000		7.500%, 10/15/27	\$ 1,955,697
712,000		7.250%, 06/15/16	758,280
619,000		Service Corp. International	
		7.000%, 05/15/19	653,045
271,000		Wynn Las Vegas, LLC	
		7.750%, 08/15/20	299,455
			13,505,705
<b>Consumer Staples (0.3%)</b>			
1,044,000		Chiquita Brands International, Inc.μ	
		7.500%, 11/01/14	1,051,830
874,000		Darling International, Inc.	
		8.500%, 12/15/18	985,435
2,321,000		Smithfield Foods, Inc.	
		7.750%, 07/01/17	2,518,285
			4,555,550
<b>Energy (0.8%)</b>			
3,481,000	NOK	Aker Solutions, ASA	
		8.700%, 06/26/14	676,334
542,000		Basic Energy Services, Inc.*	
		7.750%, 02/15/19	544,710
392,000		Berry Petroleum Company	408,660

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	8.250%, 11/01/16	
619,000	Brigham Exploration Company	
	8.750%, 10/01/18	733,515
433,000	Carrizo Oil & Gas, Inc.μ	
	8.625%, 10/15/18	441,660
619,000	Clayton Williams Energy, Inc.*	
	7.750%, 04/01/19	575,670
820,000	Complete Production Services, Inc.	
	8.000%, 12/15/16	856,900
1,238,000	Comstock Resources, Inc.	
	8.375%, 10/15/17	1,275,140
851,000	Concho Resources, Inc.μ	
	8.625%, 10/01/17	931,845
	Frontier Oil Corp.	
693,000	6.875%, 11/15/18	710,325
155,000	8.500%, 09/15/16	164,300
464,000	GulfMark Offshore, Inc.μ	
	7.750%, 07/15/14	458,200
393,000	HollyFrontier Corp.	
	9.875%, 06/15/17	432,300
464,000	Pride International, Inc.	
	8.500%, 06/15/19	587,676
774,000	SESI, LLC	
	6.875%, 06/01/14	777,870
	Swift Energy Company	
1,238,000	8.875%, 01/15/20μ	1,312,280
999,000	7.125%, 06/01/17	1,018,980
710,000	Trinidad Drilling, Ltd.μ*	
	7.875%, 01/15/19	747,275

See accompanying Notes to Schedule of Investments

CALAMOS STRATEGIC TOTAL RETURN FUND ANNUAL REPORT 11

## Schedule of Investments October 31, 2011

PRINCIPAL AMOUNT		VALUE
93,000	Unit Corp. 6.625%, 05/15/21	\$ 91,605
		12,745,245
<b>Financials (0.4%)</b>		
2,575,000	Leucadia National Corp.μ	
	8.125%, 09/15/15	2,793,875
1,547,000	Nuveen Investments, Inc.	
	10.500%, 11/15/15	1,554,735
542,000	OMEGA Healthcare Investors, Inc.	
	7.500%, 02/15/20	577,230
1,625,000	Senior Housing Properties Trustμ	
	8.625%, 01/15/12	1,643,803
		6,569,643
<b>Health Care (0.4%)</b>		
774,000	Community Health Systems, Inc.μ	
	8.875%, 07/15/15	794,318
851,000	Endo Pharmaceuticals Holdings, Inc.μ*	
	7.000%, 07/15/19	923,335
928,000	Giant Funding Corp.*	
	8.250%, 02/01/18	981,360
	HealthSouth Corp.	
387,000	7.750%, 09/15/22μ	388,935
309,000	7.250%, 10/01/18	310,545
	Mylan, Inc.*	
774,000	7.875%, 07/15/20μ	870,750
644,000	7.625%, 07/15/17	714,840
	Valeant Pharmaceuticals International, Inc.*	
1,393,000	7.000%, 10/01/20	1,386,035
232,000	6.750%, 10/01/17	233,160
		6,603,278
<b>Industrials (0.4%)</b>		

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706,000	Abengoa, SA*	
	8.875%, 11/01/17	716,590
619,000	BE Aerospace, Inc.	
	8.500%, 07/01/18	679,352
	Belden, Inc.	
271,000	7.000%, 03/15/17	273,710
97,000	9.250%, 06/15/19	104,275
701,000	H&E Equipment Services, Inc.μ	
	8.375%, 07/15/16	713,267
774,000	Spirit AeroSystems Holdings, Inc.	
	7.500%, 10/01/17	835,920
309,000	Terex Corp.	
	8.000%, 11/15/17	305,138
	Triumph Group, Inc.	
962,000	8.625%, 07/15/18	1,063,010
313,000	8.000%, 11/15/17	336,475
169,000	Tutor Perini Corp.	
	7.625%, 11/01/18	158,438
774,000	WESCO Distribution, Inc.	
	7.500%, 10/15/17	797,220
		5,983,395

**PRINCIPAL  
AMOUNT**

**VALUE**

	<b>Information Technology (0.3%)</b>	
464,000	Amkor Technology, Inc.	
	7.375%, 05/01/18	\$ 470,960
851,000	Audatex North America, Inc.*	
	6.750%, 06/15/18	868,020
	Equinix, Inc.	
696,000	7.000%, 07/15/21	742,980
650,000	8.125%, 03/01/18μ	711,750
139,000	Fidelity National Information Services, Inc.	
	7.875%, 07/15/20	152,553
151,000	Hynix Semiconductor, Inc.*	
	7.875%, 06/27/17	155,530
1,702,000	iGATE Corp.μ*	
	9.000%, 05/01/16	1,702,000
276,000	Lexmark International, Inc.μ	
	6.650%, 06/01/18	306,796
		5,110,589
	<b>Materials (0.4%)</b>	
309,000	Allegheny Ludlum Corp.μ	
	6.950%, 12/15/25	341,330

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1,702,000	FMG Resources*	
	8.250%, 11/01/19	1,727,530
418,000	Nalco Holding Company	
	8.250%, 05/15/17	466,070
500,000	Sealed Air Corp.*	
	8.125%, 09/15/19	543,750
470,000	Silgan Holdings, Inc.	
	7.250%, 08/15/16	498,200
	Steel Dynamics, Inc.	
955,000	7.750%, 04/15/16μ	1,009,912
217,000	7.625%, 03/15/20	231,105
1,694,000	Union Carbide Corp.~	
	7.875%, 04/01/23	2,047,589
		6,865,486
	<b>Telecommunication Services (0.5%)</b>	
	Frontier Communications Corp.	
2,584,000	9.000%, 08/15/31μ	2,545,240
588,000	8.250%, 04/15/17	630,630
1,015,000	MetroPCS Wireless, Inc.μ	
	7.875%, 09/01/18	1,037,837
2,248,000	Qwest Communications International, Inc.μ	
	7.750%, 02/15/31	2,214,280
	Windstream Corp.	
619,000	7.750%, 10/15/20μ	649,950
619,000	7.500%, 04/01/23	631,380
		7,709,317
	<b>TOTAL CORPORATE BONDS</b>	<b>69,648,208</b>



## Schedule of Investments October 31, 2011

PRINCIPAL AMOUNT			VALUE
<b>U.S. Government and Agency Securities (0.2%)</b>			
2,708,000		United States Treasury Note~ 1.000%, 03/31/12	\$ 2,718,689
464,000		0.875%, 01/31/12	465,033
		TOTAL U.S. GOVERNMENT AND AGENCY SECURITIES	3,183,722
<b>Sovereign Bonds (0.3%)</b>			
534,000	BRL	Federal Republic of Brazil 10.000%, 01/01/12	3,204,283
155,000	BRL	10.000%, 01/01/13	928,084
		TOTAL SOVEREIGN BONDS	4,132,367
NUMBER OF CONTRACTS			VALUE
<b>Purchased Options (0.9%) #</b>			
635		<b>Consumer Discretionary (0.3%)</b> Amazon.com, Inc. Call, 01/19/13, Strike \$240.00	1,790,700
240		Priceline.com, Inc. Call, 01/19/13, Strike \$520.00	2,204,400
			3,995,100
		<b>Information Technology (0.6%)</b>	
565		Apple, Inc. Call, 01/19/13, Strike \$395.00	3,847,650
6,100		Dell, Inc. Call, 01/19/13, Strike \$15.00	1,808,650
5,800		EMC Corp. Call, 01/19/13, Strike \$25.00	1,841,500
3,600		Oracle Corp. Call, 01/19/13, Strike \$30.00	2,250,000
			9,747,800
		TOTAL PURCHASED OPTIONS	13,742,900
		<b>TOTAL SYNTHETIC CONVERTIBLE SECURITIES</b>	
		(Cost \$90,129,647)	90,707,197

NUMBER OF SHARES	VALUE
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<b>CONVERTIBLE PREFERRED STOCKS (9.6%)</b>		
	<b>Consumer Staples (0.7%)</b>	
111,900	Bunge, Ltd.	
	4.875%	10,840,312
	<b>Energy (3.9%)</b>	
560,000	Apache Corp.µ	
	6.000%	31,528,000
26,000	Chesapeake Energy Corp.*	
	5.750%	30,225,000
		61,753,000
	<b>Financials (3.0%)</b>	
42,562	Bank of America Corp.	
	7.250%	36,433,072
165,000	MetLife, Inc.	
	5.000%	11,205,150
		47,638,222
<b>NUMBER OF SHARES</b>		<b>VALUE</b>
	<b>Industrials (0.4%)</b>	
47,933	Stanley Black & Decker, Inc.	
	4.750%	\$ 5,486,891
	<b>Materials (0.9%)</b>	
180,000	Vale, SAµ	
	6.750%	13,752,000
	<b>Utilities (0.7%)</b>	
200,000	NextEra Energy, Inc.	
	7.000%	10,280,000
	<b>TOTAL CONVERTIBLE PREFERRED STOCKS</b>	
	(Cost \$165,538,000)	149,750,425
<b>NUMBER OF UNITS</b>		<b>VALUE</b>
	<b>STRUCTURED EQUITY-LINKED SECURITIES (3.4%) +*</b>	
	<b>Energy (1.3%)</b>	
166,300	Credit Suisse Group (Baker Hughes, Inc.)	
	8.000%, 01/31/12	10,244,080

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365,000	Deutsche Bank, AG  (Chesapeake Energy Corp.)  8.000%, 01/24/12	10,869,700
		21,113,780
<b>Health Care (0.8%)</b>		
120,000	Deutsche Bank, AG  (Biogen)  8.000%, 12/13/11	11,823,600
<b>Information Technology (1.3%)</b>		
430,000	Barclays Capital, Inc.  (EMC Corp.)  8.000%, 12/23/11	10,767,200
279,300	Credit Suisse Group  (Autodesk, Inc.)  8.000%, 01/31/12	10,267,068
		21,034,268
<b>TOTAL STRUCTURED</b>		
<b>EQUITY-LINKED SECURITIES</b>		
		(Cost \$58,996,056) 53,971,648
<b>NUMBER OF SHARES</b>		<b>VALUE</b>
<b>COMMON STOCKS (77.2%)</b>		
<b>Consumer Discretionary (1.5%)</b>		
400,000	Carnival Corp.µ	14,084,000
300,000	CBS Corp.µ	7,743,000
89,912	General Motors Company#	2,324,225
		24,151,225
<b>Consumer Staples (7.3%)</b>		
908,496	Archer-Daniels-Midland Company	26,291,874
850,000	Coca-Cola Companyµ	58,072,000

See accompanying Notes to Schedule of Investments

CALAMOS STRATEGIC TOTAL RETURN FUND ANNUAL REPORT 13

## Schedule of Investments October 31, 2011

NUMBER OF SHARES			VALUE
365,000		Companhia de Bebidas das Americas	\$ 12,307,800
250,000		Kimberly-Clark Corp.µ	17,427,500
			114,099,174
		<b>Energy (13.2%)</b>	
405,000		Baker Hughes, Inc.	23,485,950
800,000		BP, PLCµ	35,344,000
425,000		Chevron Corp.µ	44,646,250
65,000		CNOOC, Ltd.	12,259,650
545,000		ConocoPhillipsµ	37,959,250
100,000		Diamond Offshore Drilling, Inc.	6,554,000
290,000		Exxon Mobil Corp.µ	22,646,100
165,000		Schlumberger, Ltd.	12,122,550
50,000	EUR	Technip, SA	4,727,853
150,000	EUR	TOTAL, SA	7,826,586
			207,572,189
		<b>Financials (2.3%)</b>	
42,000		American International Group, Inc.#	1,036,980
500,000		Bank of America Corp.µ	3,415,000
172,745		Citigroup, Inc.µ	5,457,014
600,000		JPMorgan Chase & Companyµ	20,856,000
158,074		Lincoln National Corp.µ	3,011,310
71,676		Wells Fargo & Company	1,857,125
			35,633,429
		<b>Health Care (15.2%)</b>	
455,990		Bristol-Myers Squibb Companyµ	14,404,724
300,000		Eli Lilly and Companyµ	11,148,000
945,000		Johnson & Johnsonµ	60,848,550
2,559,134		Merck & Company, Inc.µ	88,290,123
3,300,000		Pfizer, Inc.µ	63,558,000
			238,249,397
		<b>Industrials (12.3%)</b>	
230,000		Boeing Companyµ	15,131,700
1,025,000		Eaton Corp.µ	45,940,500
3,135,000		General Electric Companyµ	52,385,850
480,000		Honeywell International, Inc.µ	25,152,000
200,000		Illinois Tool Works, Inc.µ	9,726,000
450,000		Masco Corp.µ	4,320,000
135,000	EUR	Siemens, AGµ	14,150,821
335,000		United Technologies Corp.µ	26,123,300
			192,930,171

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<b>Information Technology (15.8%)</b>			
NUMBER OF SHARES			VALUE
1,550,000		Applied Materials, Inc.	19,096,000
250,000		Canon, Inc.µ	11,387,500
600,000		eBay, Inc.µ#	19,098,000
735,000	TWD	HTC Corp.	16,518,062
1,787,000		Intel Corp.µ	43,852,980
1,625,000		Microsoft Corp.µ	\$ 43,273,750
300,000		Nintendo Company, Ltd.µ	5,751,840
2,200,000		Nokia Corp.	14,806,000
800,000		QUALCOMM, Inc.µ	41,280,000
540,000		SAP, AGµ	32,594,400
			247,658,532
<b>Materials (5.3%)</b>			
572,800		Barrick Gold Corp.	28,353,600
400,000		Dow Chemical Companyµ	11,152,000
700,000		Freeport-McMoRan Copper & Gold, Inc.	28,182,000
300,000		Goldcorp, Inc.µ	14,652,000
			82,339,600
<b>Telecommunication Services (4.3%)</b>			
1,225,000		AT&T, Inc.µ	35,904,750
450,000	EUR	France Telecom, SA	8,090,473
639,000		Verizon Communications, Inc.µ	23,630,220
			67,625,443
<b>TOTAL COMMON STOCKS</b>			
		(Cost \$1,493,777,803)	1,210,259,160
<b>RIGHTS (0.0%) #</b>			
<b>Consumer Discretionary (0.0%)</b>			
280,000		Escrow General Motors Corp. Rights	78,736
150,000		Escrow General Motors Corp. Rights	168,750
<b>TOTAL RIGHTS</b>			
		(Cost \$386,744)	247,486
<b>WARRANTS (0.2%) #</b>			
<b>Consumer Discretionary (0.2%)</b>			
81,739		General Motors Company 07/10/16, Strike \$10.00	1,385,476
81,739		General Motors Company 07/10/19, Strike \$18.33	964,520
<b>TOTAL WARRANTS</b>			
		(Cost \$12,673,055)	2,349,996
<b>SHORT TERM INVESTMENT (1.8%)</b>			
27,509,746		Fidelity Prime Money Market Fund - Institutional Class	
		(Cost \$27,509,746)	27,509,746

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<b>TOTAL INVESTMENTS (136.6%)</b> (Cost \$2,442,034,680)	2,141,911,021
<b>LIABILITIES, LESS OTHER ASSETS (-36.6%)</b>	<b>(574,030,870)</b>
<b>NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS (100.0%)</b>	<b>\$ 1,567,880,151</b>

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See accompanying Notes to Schedule of Investments

Schedule of Investments October 31, 2011

**NOTES TO SCHEDULE OF INVESTMENTS**

Variable rate or step bond security. The rate shown is the rate in effect at October 31, 2011.

μ Security, or portion of security, is held in a segregated account as collateral for note payable aggregating a total value of \$1,093,470,295. \$536,038,357 of the collateral has been re-registered by the counterparty.

\* Securities issued and sold pursuant to a Rule 144A transaction are excepted from the registration requirement of the Securities Act of 1933, as amended. These securities may only be sold to qualified institutional buyers ( QIBs ), such as the Fund. Any resale of these securities must generally be effected through a sale that is registered under the Act or otherwise exempted from such registration requirements. At October 31, 2011, the value of 144A securities that could not be exchanged to the registered form is \$182,567,438 or 11.6% of net assets applicable to common shareholders.

~ Security, or portion of security, is segregated as collateral (or potential collateral for future transactions) for written options and swaps. The aggregate value of such securities is \$21,364,974.

§ Securities exchangeable or convertible into securities of one or more entities that are different than the issuer. Each entity is identified in the parenthetical.

# Non-income producing security.

+ Structured equity-linked securities are designed to simulate the characteristics of the equity security in the parenthetical.

**FOREIGN CURRENCY ABBREVIATIONS**

<b>BRL</b>	Brazilian Real
<b>EUR</b>	European Monetary Unit
<b>NOK</b>	Norwegian Krone
<b>TWD</b>	New Taiwanese Dollar

Note: Value for securities denominated in foreign currencies is shown in U.S. dollars. The principal amount for such securities is shown in the respective foreign currency. The date on options represents the expiration date of the option contract. The option contract may be exercised at any date on or before the date shown.

**INTEREST RATE SWAPS**

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COUNTERPARTY	FIXED RATE (FUND PAYS)	FLOATING RATE (FUND RECEIVES)	TERMINATION DATE	NOTIONAL AMOUNT	UNREALIZED APPRECIATION/ (DEPRECIATION)
BNP Paribas, SA	1.8525% quarterly	3 month LIBOR	09/14/12	\$ 108,100,000	\$ (1,499,145)
BNP Paribas, SA	2.5350% quarterly	3 month LIBOR	03/09/14	90,000,000	(4,446,441)
BNP Paribas, SA	2.9700% quarterly	3 month LIBOR	07/03/14	75,000,000	(4,857,774)
BNP Paribas, SA	2.0200% quarterly	3 month LIBOR	03/09/12	60,000,000	(490,000)
BNP Paribas, SA	3.3550% quarterly	3 month LIBOR	06/09/14	60,000,000	(4,559,537)
BNP Paribas, SA	2.1350% quarterly	3 month LIBOR	07/03/12	52,000,000	(654,687)
BNP Paribas, SA	2.4700% quarterly	3 month LIBOR	06/11/12	40,000,000	(617,250)

\$ (17,124,834)

See accompanying Notes to Financial Statements

CALAMOS STRATEGIC TOTAL RETURN FUND ANNUAL REPORT 15



## Statement of Assets and Liabilities October 31, 2011

<b>ASSETS</b>	
Investments in securities, at value (cost \$2,442,034,680)	\$ 2,141,911,021
Receivables:	
Accrued interest and dividends	13,883,986
Investments sold	8,788,824
Prepaid expenses	39,225
Other assets	235,956
 Total assets	 2,164,859,012
<b>LIABILITIES</b>	
Unrealized depreciation on interest rate swaps	17,124,834
Payables:	
Note payable	576,000,000
Investments purchased	1,574,052
Affiliates:	
Investment advisory fees	1,736,880
Deferred compensation to trustees	235,956
Financial accounting fees	20,011
Trustees' fees and officer compensation	3,561
Other accounts payable and accrued liabilities	283,567
 Total liabilities	 596,978,861
 <b>NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS</b>	 <b>\$ 1,567,880,151</b>
<b>COMPOSITION OF NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS</b>	
Common stock, no par value, unlimited shares authorized 154,514,000 shares issued and outstanding	\$ 2,100,527,141
Undistributed net investment income (loss)	(22,943,300)
Accumulated net realized gain (loss) on investments, foreign currency transactions and interest rate swaps	(192,444,598)
Unrealized appreciation (depreciation) of investments, foreign currency translations and interest rate swaps	(317,259,092)
 <b>NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS</b>	 <b>\$ 1,567,880,151</b>
 Net asset value per common shares based upon 154,514,000 shares issued and outstanding	 \$ 10.15

## Statement of Operations Year Ended October 31, 2011

<b>INVESTMENT INCOME</b>	
Interest	\$ 47,960,966
Dividends	54,300,453
Securities lending income	301,552
Dividend taxes withheld	(810,677)
Total investment income	101,752,294
<b>EXPENSES</b>	
Investment advisory fees	21,881,324
Interest expense and related fees	8,374,090
Financial accounting fees	249,381
Printing and mailing fees	197,862
Custodian fees	138,271
Registration fees	136,510
Accounting fees	120,915
Audit fees	107,480
Trustees' fees and officer compensation	74,348
Transfer agent fees	31,278
Legal fees	(27,323)
Other	142,091
Total expenses	31,426,227
NET INVESTMENT INCOME (LOSS)	70,326,067
<b>REALIZED AND UNREALIZED GAIN (LOSS)</b>	
<b>Net realized gain (loss) from:</b>	
Investments, excluding purchased options	1,385,295
Purchased options	(273,908)
Foreign currency transactions	(37,510)
Interest rate swaps	(10,575,839)
<b>Change in net unrealized appreciation/(depreciation) on:</b>	
Investments, excluding purchased options	11,665,747
Purchased options	(1,555,742)
Foreign currency translations	(1,042)
Interest rate swaps	7,322,439
NET GAIN (LOSS)	7,929,440
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS RESULTING FROM OPERATIONS	\$ 78,255,507

See accompanying Notes to Financial Statements

CALAMOS STRATEGIC TOTAL RETURN FUND ANNUAL REPORT 17

## Statements of Changes in Net Assets

	YEAR ENDED OCTOBER 31,	
	2011	2010
<b>OPERATIONS</b>		
Net investment income (loss)	\$ 70,326,067	\$ 78,139,439
Net realized gain (loss)	(9,501,962)	(34,543,823)
Change in unrealized appreciation/(depreciation)	17,431,402	189,589,487
Net increase (decrease) in net assets applicable to common shareholders resulting from operations	78,255,507	233,185,103
<b>DISTRIBUTIONS TO COMMON SHAREHOLDERS FROM</b>		
Net investment income	(77,683,237)	(78,719,537)
Return of capital	(19,660,583)	(18,624,283)
Net decrease in net assets from distributions to common shareholders	(97,343,820)	(97,343,820)
TOTAL INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS	(19,088,313)	135,841,283
<b>NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS</b>		
Beginning of year	\$ 1,586,968,464	\$ 1,451,127,181
End of year	1,567,880,151	1,586,968,464
Undistributed net investment income (loss)	\$ (22,943,300)	\$ (29,416,351)

## Statement of Cash Flows Year Ended October 31, 2011

<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Net increase/(decrease) in net assets from operations	\$ 78,255,507
Adjustments to reconcile net increase/(decrease) in net assets from operations to net cash used for operating activities:	
Purchase of investment securities	(738,336,704)
Net proceeds from disposition of short term investments	25,890,192
Proceeds from disposition of investment securities	711,669,214
Amortization and accretion of fixed-income securities	(1,286,433)
Net realized gains/losses from investments, excluding purchased options	(1,385,295)
Net realized gains/losses from purchased options	273,908
Change in unrealized appreciation or depreciation on investments, excluding purchased options	(11,665,747)
Change in unrealized appreciation or depreciation on purchased options	1,555,742
Change in unrealized appreciation or depreciation on interest rate swaps	(7,322,439)
Net change in assets and liabilities:	
(Increase)/decrease in assets:	
Accrued interest and dividends receivable	2,940,468
Prepaid expenses	(516)
Other assets	(24,109)
Increase/(decrease) in liabilities:	
Payables to affiliates	(27,316)
Other accounts payable and accrued liabilities	(192,652)
Net cash provided by/(used in) operating activities	\$ 60,343,820
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>	
Distributions to common shareholders	(97,343,820)
Proceeds from note payable	37,000,000
Net cash provided by/(used in) financing activities	\$ (60,343,820)
Cash at beginning of year	\$
Cash at end of year	\$
Supplemental disclosure	
Cash paid for interest and related fees	\$ 8,420,458

See accompanying Notes to Financial Statements

CALAMOS STRATEGIC TOTAL RETURN FUND ANNUAL REPORT 19

## Notes to Financial Statements

### Note 1 Organization and Significant Accounting Policies

**Organization.** Calamos Strategic Total Return Fund (the Fund) was organized as a Delaware statutory trust on December 31, 2003 and is registered under the Investment Company Act of 1940 (the 1940 Act) as a diversified, closed-end management investment company. The Fund commenced operations on March 26, 2004. The Fund's investment objective is to provide total return through a combination of capital appreciation and current income. Under normal circumstances, the Fund invests primarily in common and preferred stocks and income producing securities such as investment grade and below investment grade debt securities.

**Fund Valuation.** The valuation of the Fund's investments is in accordance with policies and procedures adopted by and under the ultimate supervision of the board of trustees.

Fund securities that are traded on U.S. securities exchanges, except option securities, are valued at the last current reported sales price at the time a Fund determines its net asset value (NAV). Securities traded in the over-the-counter market and quoted on The NASDAQ Stock Market are valued at the NASDAQ Official Closing Price, as determined by NASDAQ, or lacking a NASDAQ Official Closing Price, the last current reported sale price on NASDAQ at the time the Fund determines its NAV.

When a last sale or closing price is not available, equity securities, other than option securities, that are traded on a U.S. securities exchange and other equity securities traded in the over-the-counter market are valued at the mean between the most recent bid and asked quotations in accordance with guidelines adopted by the board of trustees. Each option security traded on a U.S. securities exchange is valued at the mid-point of the consolidated bid/ask quote for the option security, also in accordance with guidelines adopted by the board of trustees. Each over-the-counter option that is not traded through the Options Clearing Corporation is valued based on a quotation provided by the counterparty to such option under the ultimate supervision of the board of trustees.

Fixed income securities, certain convertible preferred securities, and non-exchange traded derivatives are normally valued by independent pricing services or by dealers or brokers who make markets in such securities. Valuations of such fixed income securities, certain convertible preferred securities, and non-exchange traded derivatives consider yield or price of equivalent securities of comparable quality, coupon rate, maturity, type of issue, trading characteristics and other market data and do not rely exclusively upon exchange or over-the-counter prices.

Trading on European and Far Eastern exchanges and over-the-counter markets is typically completed at various times before the close of business on each day on which the New York Stock Exchange (NYSE) is open. Each security trading on these exchanges or over-the-counter markets may be valued utilizing a systematic fair valuation model provided by an independent pricing service approved by the board of trustees. The valuation of each security that meets certain criteria in relation to the valuation model is systematically adjusted to reflect the impact of movement in the U.S. market after the foreign markets close. Securities that do not meet the criteria, or that are principally traded in other foreign markets, are valued as of the last reported sale price at the time the Fund determines its NAV, or when reliable market prices or quotations are not readily available, at the mean between the most recent bid and asked quotations as of the close of the appropriate exchange or other designated time. Trading of foreign securities may not take place on every NYSE business day. In addition, trading may take place in various foreign markets on Saturdays or on other days when the NYSE is not open and on which the Fund's NAV is not calculated.

If the pricing committee determines that the valuation of a security in accordance with the methods described above is not reflective of a fair value for such security, the security is valued at a fair value by the pricing committee, under the ultimate supervision of the board of trustees, following the guidelines and/or procedures adopted by the board of trustees.

The Fund also may use fair value pricing, pursuant to guidelines adopted by the board of trustees and under the ultimate supervision of the board of trustees, if trading in the security is halted or if the value of a security it holds is materially affected by events occurring before the Fund's pricing time but after the close of the primary market or exchange on which the security is listed. Those procedures may utilize valuations furnished by pricing services approved by the board of trustees, which may be based on market transactions for comparable securities and various relationships between securities that are generally recognized by institutional traders, a computerized matrix system, or appraisals derived from information concerning the securities or similar securities received from recognized dealers in those securities.

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When fair value pricing of securities is employed, the prices of securities used by a Fund to calculate its NAV may differ from market quotations or official closing prices. In light of the judgment involved in fair valuations, there can be no assurance that a fair value assigned to a particular security is accurate.

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## Notes to Financial Statements

**Investment Transactions.** Investment transactions are recorded on a trade date basis. Net realized gains and losses from investment transactions are reported on an identified cost basis. Interest income is recognized using the accrual method and includes accretion of original issue and market discount and amortization of premium. Dividend income is recognized on the ex-dividend date, except that certain dividends from foreign securities are recorded as soon as the information becomes available after the ex-dividend date.

**Foreign Currency Translation.** Values of investments and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars using a rate quoted by a major bank or dealer in the particular currency market, as reported by a recognized quotation dissemination service.

The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Reported net realized foreign currency gains or losses arise from disposition of foreign currency, the difference in the foreign exchange rates between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest and foreign withholding taxes recorded on the ex-date or accrual date and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes (due to the changes in the exchange rate) in the value of foreign currency and other assets and liabilities denominated in foreign currencies held at period end.

**Allocation of Expenses Among Funds.** Expenses directly attributable to the Fund are charged to the Fund; certain other common expenses of Calamos Advisors Trust, Calamos Investment Trust, Calamos Convertible Opportunities and Income Fund, Calamos Convertible and High Income Fund, Calamos Strategic Total Return Fund, Calamos Global Total Return Fund and Calamos Global Dynamic Income Fund are allocated proportionately among each fund to which the expenses relate in relation to the net assets of each fund or on another reasonable basis.

**Use of Estimates.** The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

**Income Taxes.** No provision has been made for U.S. income taxes because the Fund's policy is to continue to qualify as a regulated investment company under the Internal Revenue Code of 1986, as amended, and distribute to shareholders substantially all of the Fund's taxable income and net realized gains.

Dividends and distributions paid to shareholders are recorded on the ex-dividend date. The amount of dividends and distributions from net investment income and net realized capital gains is determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles. To the extent these book/tax differences are permanent in nature, such amounts are reclassified within the capital accounts based on their federal tax-basis treatment. These differences are primarily due to differing treatments for foreign currency transactions, contingent payment debt instruments and methods of amortizing and accreting for fixed income securities. The financial statements are not adjusted for temporary differences.

The Fund recognized no liability for uncertain tax positions. A reconciliation is not provided as the beginning and ending amounts of unrecognized benefits are zero, with no interim additions, reductions or settlements. Tax years 2007-2010 remain subject to examination by the U.S. and the State of Illinois tax jurisdictions.

**Indemnifications.** Under the Fund's organizational documents, the Fund is obligated to indemnify its officers and trustees against certain liabilities incurred by them by reason of having been an officer or trustee of the Fund. In addition, in the normal course of business, the Fund may enter into contracts that provide general indemnifications to other parties. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. Currently, the Fund's management expects the risk of material loss in connection to a potential claim to be remote.

**Note 2 Investment Adviser and Transactions With Affiliates Or Certain Other Parties**

Pursuant to an investment advisory agreement with Calamos Advisors LLC ( Calamos Advisors ), the Fund pays an annual fee, payable monthly, equal to 1.00% based on the average weekly managed assets. Managed assets means a fund s total assets



## Notes to Financial Statements

(including any assets attributable to any leverage that may be outstanding) minus total liabilities (other than debt representing financial leverage).

Pursuant to a financial accounting services agreement, during the year the Fund paid Calamos Advisors a fee for financial accounting services payable monthly at the annual rate of 0.0175% on the first \$1 billion of combined assets, 0.0150% on the next \$1 billion of combined assets and 0.0110% on combined assets above \$2 billion (for purposes of this calculation combined assets means the sum of the total average daily net assets of Calamos Investment Trust, Calamos Advisors Trust, and the total average weekly managed assets of Calamos Convertible and High Income Fund, Calamos Strategic Total Return Fund, Calamos Convertible Opportunities and Income Fund, Calamos Global Total Return Fund and Calamos Global Dynamic Income Fund). Financial accounting services include, but are not limited to, the following: managing expenses and expense payment processing; monitoring the calculation of expense accrual amounts; calculating, tracking and reporting tax adjustments on all assets; and monitoring trustee deferred compensation plan accruals and valuations. The Fund pays its pro rata share of the financial accounting services fee payable to Calamos Advisors based on its relative portion of combined assets used in calculating the fee.

The Fund reimburses Calamos Advisors for a portion of compensation paid to the Fund's Chief Compliance Officer. This compensation is reported as part of Trustees' fees and officer compensation expense on the Statement of Operations.

A trustee and certain officers of the Fund are also officers and directors of Calamos Advisors. Such trustee and officers serve without direct compensation from the Fund.

The Fund has adopted a deferred compensation plan (the Plan). Under the Plan, a trustee who is not an interested person (as defined in the 1940 Act) and has elected to participate in the Plan (a participating trustee) may defer receipt of all or a portion of his compensation from the Fund. The deferred compensation payable to the participating trustee is credited to the trustee's deferral account as of the business day such compensation would have been paid to the participating trustee. The value of amounts deferred for a participating trustee is determined by reference to the change in value of Class I shares of one or more funds of Calamos Investment Trust designated by the participant. The value of the account increases with contributions to the account or with increases in the value of the measuring shares, and the value of the account decreases with withdrawals from the account or with declines in the value of the measuring shares. Deferred compensation of \$235,956 is included in Other assets on the Statement of Assets and Liabilities at October 31, 2011. The Fund's obligation to make payments under the Plan is a general obligation of the Fund and is included in Payable for deferred compensation to trustees on the Statement of Assets and Liabilities at October 31, 2011.

### Note 3 Investments

The cost of purchases and proceeds from sale of long-term investments for the year ended October 31, 2011 were as follows:

Cost of purchases	\$ 644,842,610
Proceeds from sales	622,187,077

The following information is presented on a federal income tax basis as of October 31, 2011. Differences between the cost basis under U.S. generally accepted accounting principles and federal income tax purposes are primarily due to temporary differences.

The cost basis of investments for federal income tax purposes at October 31, 2011 was as follows:

Cost basis of investments	\$ 2,556,509,755
Gross unrealized appreciation	73,710,033

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Gross unrealized depreciation	(488,308,767)
Net unrealized appreciation (depreciation)	\$ (414,598,734)

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## Notes to Financial Statements

**Note 4 Income Taxes**

For the year ended October 31, 2011, the Fund recorded the following permanent reclassifications to reflect tax character. The results of operations and net assets were not affected by these reclassifications.

Paid-in capital	\$ (41,408,769)
Undistributed net investment income/(loss)	33,490,804
Accumulated net realized gain/(loss) on investments	7,917,965

The Fund intends to make monthly distributions from its income available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, and net realized gains on stock investments. At least annually, the Fund intends to distribute all or substantially all of its net realized capital gains, if any. Distributions are recorded on the ex-dividend date. The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in-capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income. Distributions in any year may include a return of capital component.

Distributions were characterized for federal income tax purposes as follows:

	YEAR ENDED OCTOBER 31, 2011	YEAR ENDED OCTOBER 31, 2010
<b>Distributions paid from:</b>		
Ordinary income	\$ 77,683,237	\$ 78,719,537
Long-term capital gains		
Return of capital	19,660,583	18,624,283

As of October 31, 2011, the components of accumulated earnings/(loss) on a tax basis were as follows:

Undistributed ordinary income	\$
Undistributed capital gains	
Total undistributed earnings	
Accumulated capital and other losses	(100,713,182)
Net unrealized gains/(losses)	(431,734,167)
Total accumulated earnings/(losses)	(532,447,349)
Other	(199,641)
Paid-in capital	2,100,527,141
Net assets applicable to common shareholders	\$ 1,567,880,151

As of October 31, 2011, the Fund had capital loss carryforwards which, if not used, will expire as follows:

2017	\$ (70,914,887)
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2018

(29,798,295)

**Note 5 Common Shares**

There are unlimited common shares of beneficial interest authorized and 154,514,000 shares outstanding at October 31, 2011. Calamos Advisors owned 26,531 of the outstanding shares at October 31, 2011. Transactions in common shares were as follows:

	YEAR ENDED OCTOBER 31, 2011	YEAR ENDED OCTOBER 31, 2010
Beginning shares	154,514,000	154,514,000
Shares issued through reinvestment of distributions		
Ending shares	154,514,000	154,514,000

Notice is hereby given in accordance with Section 23(c) of the 1940 Act that the Fund may from time to time purchase its shares of common stock in the open market.

## Notes to Financial Statements

The Fund also may offer and sell common shares from time to time at an offering price equal to or in excess of the net asset value per share of the Fund's common shares at the time such common shares are initially sold.

### Note 6 Derivative Instruments

**Foreign Currency Risk.** The Fund may engage in portfolio hedging with respect to changes in currency exchange rates by entering into forward foreign currency contracts to purchase or sell currencies. A forward foreign currency contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. Risks associated with such contracts include, among other things, movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. The net unrealized gain, if any, represents the credit risk to the Fund on a forward foreign currency contract. The contracts are valued daily at forward foreign exchange rates. There were no open forward foreign currency contracts at October 31, 2011.

**Equity Risk.** The Fund engages in option transactions and in doing so achieves similar objectives to what it would achieve through the sale or purchase of individual securities. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller of the option the obligation to sell, the underlying security, index or other instrument at the exercise price. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the seller the obligation to buy, the underlying security, index, or other instrument at the exercise price.

To seek to offset some of the risk of a potential decline in value of certain long positions, the Fund may also purchase put options on individual securities, broad-based securities indexes or certain exchange traded funds (ETFs). The Fund may also seek to generate income from option premiums by writing (selling) options on a portion of the equity securities (including securities that are convertible into equity securities) in the Fund's portfolio, on broad-based securities indexes, or certain ETFs.

When a Fund purchases an option, it pays a premium and an amount equal to that premium is recorded as an asset. When a Fund writes an option, it receives a premium and an amount equal to that premium is recorded as a liability. The asset or liability is adjusted daily to reflect the current market value of the option. If an option expires unexercised, the Fund realizes a gain or loss to the extent of the premium received or paid. If an option is exercised, the premium received or paid is recorded as an adjustment to the proceeds from the sale or the cost basis of the purchase. The difference between the premium and the amount received or paid on a closing purchase or sale transaction is also treated as a realized gain or loss. The cost of securities acquired through the exercise of call options is increased by premiums paid. The proceeds from securities sold through the exercise of put options are decreased by the premiums paid. Gain or loss on written options and purchased options is presented separately as net realized gain or loss on written options and net realized gain or loss on purchased options, respectively.

As of October 31, 2011, the Fund had outstanding purchased options and/or written options as listed on the Schedule of Investments.

**Interest Rate Risk.** The Fund engages in interest rate swaps primarily to hedge the interest rate risk on the Fund's borrowings (see Note 7 Borrowings). An interest rate swap is a contract that involves the exchange of one type of interest rate for another type of interest rate. If interest rates rise, resulting in a diminution in the value of the Fund's portfolio, the Fund would receive payments under the swap that would offset, in whole or in part, such diminution in value; if interest rates fall, the Fund would likely lose money on the swap transaction. Unrealized gains are reported as an asset, and unrealized losses are reported as a liability on the Statement of Assets and Liabilities. The change in value of swaps, including accruals of periodic amounts of interest to be paid or received on swaps, is reported as change in net unrealized appreciation/depreciation on interest rate swaps in the Statement of Operations. A realized gain or loss is recorded in net realized gain (loss) on interest rate swaps in the Statement of Operations upon payment or receipt of a periodic payment or termination of the swap agreements. Swap agreements are stated at fair value. Notional principal amounts are used to express the extent of involvement in these transactions, but the amounts potentially subject to credit risk are much smaller. In connection with these contracts, securities may be identified as collateral in accordance with the terms of the respective swap contracts in the event of default or bankruptcy of the Fund.

Premiums paid to or by a Fund are accrued daily and included in realized gain (loss) when paid on swaps in the accompanying Statement of Operations. The contracts are marked-to-market daily based upon third party vendor valuations and changes in value are recorded as unrealized appreciation (depreciation). Gains or losses are realized upon early termination of the contract. Risks may exceed amounts recognized in the

Statement of Assets and Liabilities. These risks include changes in the returns of the underlying

## Notes to Financial Statements

instruments, failure of the counterparties to perform under the contracts terms, counterparty's creditworthiness, and the possible lack of liquidity with respect to the contracts.

As of October 31, 2011, the Fund had outstanding interest rate swap agreements as listed on the Schedule of Investments.

Below are the types of derivatives in the Fund by gross value as of October 31, 2011:

ASSETS		LIABILITIES	
STATEMENT OF ASSETS &		STATEMENT OF ASSETS &	
LIABILITIES	LOCATION	LIABILITIES	LOCATION
	VALUE		VALUE
Derivative Type:			
Equity Purchased Options	Investments in securities		
	\$13,742,900		
Interest Rate Swaps	Unrealized appreciation on swaps	Unrealized depreciation on swaps	\$17,124,834

**Volume of Derivative Activity for the Twelve Months Ended October 31, 2011\***

Equity:	
Purchased Options	16,940

\* Activity during the period is measured by opened number of contracts for options and opened notional amount for swap contracts.

**Note 7 Borrowings**

The Fund, with the approval of its board of trustees, including its independent trustees, has entered into a financing package that includes a Committed Facility Agreement (the Agreement) with BNP Paribas Prime Brokerage, Inc. (as successor to Bank of America N.A.) (BNP) that allows the Fund to borrow up to \$735,000,000, and a Lending Agreement, as defined below. Borrowings under the Agreement are secured by assets of the Fund that are held with the Fund's custodian in a separate account (the pledged collateral). Interest is charged at the quarterly LIBOR (London Inter-bank Offered Rate) plus .65% on the amount borrowed and .55% on the undrawn balance. For the year ended October 31, 2011, the average borrowings under the Agreement and the average interest rate were \$557,654,795 and 1.08%, respectively. As of October 31, 2011, the amount of such outstanding borrowings was \$576,000,000. The interest rate applicable to the borrowings on October 31, 2011 was 1.08%.

The Lending Agreement is a separate side-agreement between the Fund and BNP pursuant to which BNP may borrow a portion of the pledged collateral (the Lent Securities) in an amount not to exceed the outstanding borrowings owed by the Fund to BNP under the Agreement. The Lending Agreement is intended to permit the Fund to significantly reduce the cost of its borrowings under the Agreement. BNP may re-register the Lent Securities in its own name or in another name other than the Fund, and may pledge, re-pledge, sell, lend or otherwise transfer or use the Lent Securities with all attendant rights of ownership. (It is the Fund's understanding that BNP will perform due diligence to determine the creditworthiness of any party that borrows Lent Securities from BNP.) The Fund may designate any security within the pledged collateral as ineligible to be a Lent Security, provided there are eligible securities within the pledged collateral in an amount equal to the outstanding borrowing owed by the Fund. During the period in which the Lent Securities are outstanding, BNP must remit payment to the Fund equal to the amount of all dividends, interest or other distributions earned or made by the Lent Securities.

Under the terms of the Lending Agreement, the Lent Securities are marked to market daily, and if the value of the Lent Securities exceeds the value of the then-outstanding borrowings owed by the Fund to BNP under the Agreement (the Current Borrowings), BNP must, on that day, either (1) return Lent Securities to the Fund's custodian in an amount sufficient to cause the value of the outstanding Lent Securities to equal the

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Current Borrowings; or (2) post cash collateral with the Fund's custodian equal to the difference between the value of the Lent Securities and the value of the Current Borrowings. If BNP fails to perform either of these actions as required, the Fund will recall securities, as discussed below, in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings. The Fund can recall any of the Lent Securities and BNP shall, to the extent commercially possible, return such security or equivalent security to the Fund's custodian no later than three business days after such request. If the Fund recalls a Lent Security pursuant to the Lending Agreement, and BNP fails to return the Lent Securities or equivalent securities in a timely fashion, BNP shall remain liable to the Fund's custodian for the ultimate delivery of such Lent Securities, or equivalent securities, and for any buy-in costs that the executing broker for the sales transaction may impose with respect to the failure to deliver. The Fund shall also have the right to apply and set-off an amount equal to one hundred percent (100%) of the then-current fair value of such Lent Securities against the Current Borrowings.



## Notes to Financial Statements

### Note 8 Synthetic Convertible Securities

The Fund may establish a synthetic convertible instrument by combining separate securities that possess the economic characteristics similar to a convertible security, i.e., fixed-income securities ( fixed-income component ), which may be a convertible or non-convertible security and the right to acquire equity securities ( convertible component ). The fixed-income component is achieved by investing in fixed income securities such as bonds, preferred stocks, and money market instruments. The convertible component is achieved by investing in warrants or purchased options to buy common stock at a certain exercise price, or options on a stock index. In establishing a synthetic instrument, the Fund may pool a basket of fixed-income securities and a basket of warrants or purchased options that produce the economic characteristics similar to a convertible security. Within each basket of fixed-income securities and warrants or options, different companies may issue the fixed-income and convertible components, which may be purchased separately and at different times.

The Fund may also purchase synthetic securities created by other parties, typically investment banks, including convertible structured notes. Convertible structured notes are fixed-income debentures linked to equity. Convertible structured notes have the attributes of a convertible security; however, the investment bank that issued the convertible note assumes the credit risk associated with the investment, rather than the issuer of the underlying common stock into which the note is convertible. Purchasing synthetic convertible securities may offer more flexibility than purchasing a convertible security.

### Note 9 Structured Equity-Linked Securities

The Fund may also invest in structured equity-linked securities created by third parties, typically investment banks. Structured equity-linked securities created by such parties may be designed to simulate the characteristics of traditional convertible securities or may be designed to alter or emphasize a particular feature. Traditional convertible securities typically offer stable cash flows with the ability to participate in capital appreciation of the underlying common stock. Because traditional convertible securities are exercisable at the option of the holder, the holder is protected against downside risk. Structured equity-linked securities may alter these characteristics by offering enhanced yields in exchange for reduced capital appreciation or less downside protection, or any combination of these features. Structured equity-linked instruments may include structured notes, equity-linked notes, mandatory convertibles and combinations of securities and instruments, such as a debt instrument combined with a forward foreign currency contract. Income received from these securities is recorded as dividends on the Statement of Operations.

### Note 10 Fair Value Measurements

Various inputs are used to determine the value of the Fund's investments. These inputs are categorized into three broad levels as follows:

Level 1 Prices are determined using inputs from unadjusted quoted prices from active markets (including securities actively traded on a securities exchange) for identical assets.

Level 2 Prices are determined using significant observable market inputs other than unadjusted quoted prices, including quoted prices of similar securities, fair value adjustments to quoted foreign securities, interest rates, credit risk, prepayment speeds, and other relevant data.

Level 3 Prices reflect unobservable market inputs (including the Fund's own judgments about assumptions market participants would use in determining fair value) when observable inputs are unavailable.

Debt securities are valued based upon evaluated prices received from an independent pricing service or from a dealer or broker who makes markets in such securities. Pricing services utilize various observable market data and as such, debt securities are generally categorized as Level

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2. The levels are not necessarily an indication of the risk or liquidity of the Funds' investments. Transfers between the levels for investment securities or other financial instruments are measured at the end of the reporting period and no significant transfers between levels occurred during the period.

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## Notes to Financial Statements

The following is a summary of the inputs used in valuing the Fund's holdings at fair value:

	STRATEGIC TOTAL RETURN FUND			
	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
<b>Assets:</b>				
Corporate Bonds	\$	\$ 386,234,777	\$	\$ 386,234,777
Convertible Bonds		180,931,452		180,931,452
U.S. Government and Agency Securities		17,392,032		17,392,032
Sovereign Bonds		22,557,102		22,557,102
Synthetic Convertible Securities (Corporate Bonds)		69,648,208		69,648,208
Synthetic Convertible Securities (U.S. Government and Agency Securities)		3,183,722		3,183,722
Synthetic Convertible Securities (Sovereign Bonds)		4,132,367		4,132,367
Synthetic Convertible Securities (Purchased Options)	13,742,900			13,742,900
Convertible Preferred Stocks	98,405,112	51,345,313		149,750,425
Structured Equity-Linked Securities		53,971,648		53,971,648
Common Stocks	1,158,945,365	51,313,795		1,210,259,160
Rights		247,486		247,486
Warrants	2,349,996			2,349,996
Short Term Investment	27,509,746			27,509,746
<b>Total</b>	<b>\$ 1,300,953,119</b>	<b>\$ 840,957,902</b>	<b>\$</b>	<b>\$ 2,141,911,021</b>
<b>Liabilities:</b>				
Interest Rate Swaps	\$	\$ 17,124,834	\$	\$ 17,124,834
<b>Total</b>	<b>\$</b>	<b>\$ 17,124,834</b>	<b>\$</b>	<b>\$ 17,124,834</b>

## Financial Highlights

Selected data for a share outstanding throughout each period were as follows:

	Year Ended October 31,				
	2011	2010	2009	2008	2007
Net asset value, beginning of period	\$10.27	\$9.39	\$7.92	\$16.92	\$15.71
Income from investment operations:					
Net investment income (loss)**	0.46	0.51	0.51	0.73	0.86
Net realized and unrealized gain (loss)	0.05	1.00	1.82	(8.26)	1.89
Distributions to preferred shareholders from:					
Net investment income (common share equivalent basis)			(0.01)	(0.13)	(0.32)
Net realized gains (common share equivalent basis)				(0.08)	(0.05)
Total from investment operations	0.51	1.51	2.32	(7.74)	2.38
Less distributions to common shareholders from:					
Net investment income	(0.50)	(0.51)	(0.59)	(1.12)	(1.01)
Net realized gains				(0.14)	(0.16)
Return of capital	(0.13)	(0.12)	(0.26)		
Total distributions	(0.63)	(0.63)	(0.85)	(1.26)	(1.17)
Capital charge resulting from issuance of common and preferred shares and related offering costs				(a)	(a)
Premiums from shares sold in at the market offerings					
Net asset value, end of period	\$10.15	\$10.27	\$9.39	\$7.92	\$16.92
Market value, end of period	\$8.69	\$9.06	\$8.11	\$6.94	\$14.70
Total investment return based on:(b)					
Net asset value	5.84%	17.61%	34.79%	(47.73)%	16.33%
Market value	2.72%	20.13%	32.85%	(47.28)%	6.49%
Net assets, end of period (000)	\$1,567,880	\$1,586,968	\$1,451,127	\$1,223,443	\$2,615,012
Preferred shares, at redemption value (\$25,000 per share liquidation preference) (000 s omitted)	\$	\$	\$	\$200,000	\$1,080,000

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Ratios to average net assets applicable to common shareholders:					
Net expenses(c)	1.93%	2.24%	2.81%	2.35%	1.61%
Gross expenses prior to expense reductions and earnings credits(c)	1.93%	2.24%	2.81%	2.35%	1.62%
Net expenses, excluding interest expense	1.41%	1.46%	1.69%	1.72%	1.61%
Net investment income (loss)(c)	4.31%	5.16%	6.56%	5.43%	5.30%
Preferred share distributions	%	%	0.09%	0.97%	1.95%
Net investment income (loss), net of preferred share distributions from net investment income	4.31%	5.16%	6.47%	4.46%	3.35%
Portfolio turnover rate	30%	25%	11%	53%	48%
Average commission rate paid	\$	\$0.0113	\$0.0159	\$0.0495	\$0.0283
Asset coverage per preferred share, at end of period(d)	\$	\$	\$	\$177,949	\$85,552
Asset coverage per \$1,000 of loan outstanding(e)	\$3,722	\$3,944	\$3,692	\$3,694	\$

\*\* Net investment income allocated based on average shares method.

(a) Amount equated to less than \$0.005 per common share.

(b) Total investment return is calculated assuming a purchase of common stock on the opening of the first day and a sale on the closing of the last day of the period reported. Dividends and distributions are assumed, for purposes of this calculation, to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total return is not annualized for periods less than one year. Brokerage commissions are not reflected. NAV per share is determined by dividing the value of the Fund's portfolio securities, cash and other assets, less all liabilities, by the total number of common shares outstanding. The common share market price is the price the market is willing to pay for shares of the Fund at a given time. Common share market price is influenced by a range of factors, including supply and demand and market conditions.

(c) Does not reflect the effect of dividend payments to Preferred Shareholders.

(d) Calculated by subtracting the Fund's total liabilities (not including Preferred Shares) from the Fund's total assets and dividing this by the number of Preferred Shares outstanding.

(e) Calculated by subtracting the Fund's total liabilities (not including Note payable) and preferred shares from the Fund's total assets and dividing this by the amount of note payable outstanding, and by multiplying the result by 1,000.

## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Trustees of Calamos Strategic Total Return Fund

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of Calamos Strategic Total Return Fund (the Fund) as of October 31, 2011, the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of October 31, 2011, by correspondence with the Fund's custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the Fund as of October 31, 2011, the results of its operations and cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

Chicago, Illinois

December 16, 2011

## Trustee Approval of Management Agreement (Unaudited)

The Board of Trustees of the Fund oversees the management of the Fund, and, as required by law, determines annually whether to continue the Fund's management agreement with Calamos Advisors under which Calamos Advisors serves as the investment manager and administrator for the Fund. The Independent Trustees, who comprise more than 80% of the Board, have never been affiliated with Calamos Advisors.

In connection with their most recent consideration regarding the continuation of the management agreement, the Trustees received and reviewed a substantial amount of information provided by Calamos Advisors in response to detailed requests of the Independent Trustees and their independent legal counsel. In the course of their consideration of the agreement, the Independent Trustees were advised by their counsel and, in addition to meeting with management of Calamos Advisors, they met separately in executive session with their counsel.

At a meeting held on June 30, 2011, based on their evaluation of the information referred to above and other information, the Trustees determined that the overall arrangements between the Fund and Calamos Advisors were fair and reasonable in light of the nature, extent and quality of the services provided by Calamos Advisors and its affiliates, the fees charged for those services and other matters that the Trustees considered relevant in the exercise of their business judgment. At that meeting, the Trustees, including all of the Independent Trustees, approved the continuation of the management agreement through July 31, 2012, subject to possible earlier termination as provided in the agreement.

In connection with its consideration of the management agreement, the Board considered, among other things: (i) the nature, quality and extent of the Adviser's services, (ii) the investment performance of the Fund as well as performance information for comparable funds and other comparable clients of the advisor, (iii) the fees and other expenses paid by the Fund as well as expense information for comparable funds and for other comparable clients of the Adviser, (iv) the profitability of the Adviser and its affiliates from their relationship with the Fund, (v) the extent to which economies of scale may apply, and (vi) other benefits to the Adviser from its relationship with the Fund. In the Board's deliberations, no single factor was responsible for the Board's decision to approve continuation of the management agreements.

*Nature, Extent and Quality of Services.* The Board's consideration of the nature, extent and quality of the Adviser's services to the Fund took into account the knowledge gained from the Board's meetings with the Adviser throughout the prior year. In addition, the Board considered: the Adviser's long-term history of managing the Fund; the consistency of investment approach; the background and experience of the Adviser's investment personnel responsible for managing the Fund; the Adviser's performance as administrator of the Fund, including, among other things, in the areas of brokerage selection, trade execution, compliance and shareholder communications; and frequent favorable recognition of the Adviser in the media and in industry publications. The Board also reviewed the Adviser's resources and key personnel involved in providing investment management services to the Fund, including the time that investment personnel devote to the Fund and the investment results produced by the Adviser's in-house research. The Board noted the personal investments that the Adviser's key investment personnel have made in the Fund, which further aligns the interests of the Adviser and its personnel with those of the Fund's shareholders. In addition, the Board considered compliance reports about the Adviser from the Fund's Chief Compliance Officer. The Board concluded that the nature, extent and quality of the services provided by the Adviser to the Fund were appropriate and consistent with the management agreements and that the Fund was likely to continue to benefit from services provided under its management agreement with the Adviser.

*Investment Performance of the Fund.* The Board considered the Fund's investment performance over various time periods, including how the Fund performed compared to the median performance of a group of comparable funds (the Fund's Universe Median) selected by Lipper, Inc., an independent data service provider. The performance periods considered by the Board ended on March 31, 2011. Where available, the Board considered one-, three-, five- and ten-year performance.

The Board considered the Fund's net asset value performance, noting that the Fund underperformed its Universe Median during the one- and three-year periods. The Fund performed at the Universe Median for the five-year period.

For the reasons noted above, the Board concluded that continuation of the management agreement for the Fund was in the best interest of the Fund and its shareholders.

*Costs of Services Provided and Profits Realized by the Adviser.* Using information provided by Lipper, the Board evaluated the Fund's actual management fee rate compared to the median management fee rate for other mutual funds similar in size, character and





## Trustee Approval of Management Agreement (Unaudited)

investment strategy (the Fund's Expense Group), and the Fund's total expense ratio compared to the median total expense ratio of the Fund's Expense Group.

The Board considered that the Fund's management fee rate and total expense ratio are higher than the respective medians of the Fund's Expense Group. The Board, in its consideration of expenses, also took into account its review of the Fund's performance.

The Board also reviewed the Adviser's management fee rates for its institutional separate accounts and for its sub-advised funds (for which the Adviser provides portfolio management services only). The Board took into account the Adviser's assertion that although, generally, the rates of fees paid by institutional clients were lower than the rates of fees paid by the Fund, the differences reflected the Adviser's greater level of responsibilities and significantly broader scope of services regarding the Fund, and the more extensive regulatory obligations and risks associated with managing the Fund.

The Board also considered the Adviser's costs in serving as the Fund's investment adviser and manager, including costs associated with technology, infrastructure and compliance necessary to manage the Fund. The Board reviewed the Adviser's methodology for allocating costs among the Adviser's lines of business. The Board also considered information regarding the structure of the Adviser's compensation program for portfolio managers, analysts and certain other employees and the relationship of such compensation to the attraction and retention of quality personnel. Finally, the Board reviewed information on the profitability of the Adviser in serving as the Fund's investment manager and of the Adviser and its affiliates in all of their relationships with the Fund, as well as an explanation of the methodology utilized in allocating various expenses among the Fund and the Adviser's other business units. Data was provided to the Board with respect to profitability, both on a pre- and post-marketing cost basis. The Board also reviewed the annual report of the Adviser's parent company and discussed its corporate structure.

After its review of all the matters addressed, including those outlined above, the Board concluded that the rate of management fee paid by the Fund to the Adviser, in light of the nature and quality of the services provided, was reasonable and in the best interests of the Fund's shareholders.

*Economies of Scale and Fee Levels Reflecting Those Economies.* In reviewing the Fund's fees and expenses, the Trustees examined the potential benefits of economies of scale and whether any economies of scale should be reflected in the Fund's fee structure. They noted that the Fund is a closed-end fund, and has therefore had a relatively stable asset base since commencement of operations and that there do not appear to have been any significant economies of scale realized since that time.

*Other Benefits Derived from the Relationship with the Fund.* The Board also considered other benefits that accrue to the Adviser and its affiliates from their relationship with the Fund. The Board concluded that, other than the services to be provided by the Adviser and its affiliates pursuant to their agreements with the Fund and the fees payable by the Fund therefore, the Fund and the Adviser may potentially benefit from their relationship with each other in other ways. The Board also considered the Adviser's use of a portion of the commissions paid by the Fund on their portfolio brokerage transactions to obtain research products and services benefiting the Fund and/or other clients of the Adviser and concluded, based on reports from the Fund's Chief Compliance Officer, that the Adviser's use of soft commission dollars to obtain research products and services was consistent with regulatory requirements.

After full consideration of the above factors as well as other factors that were instructive in their consideration, the Trustees, including all of the Independent Trustees, concluded that the continuation of the management agreement with the Adviser was in the best interest of the Fund and its shareholders.

## Tax Information (Unaudited)

We are providing this information as required by the Internal Revenue Code (Code). The amounts shown may differ from those elsewhere in this report due to differences between tax and financial reporting requirements. In January 2012, shareholders will receive Form 1099-DIV which will include their share of qualified dividends and capital gains distributed during the calendar year 2011. Shareholders are advised to check with their tax advisors for information on the treatment of these amounts on their individual income tax returns.

Under Section 854(b)(2) of the Code, the Fund hereby designates \$46,056,080 or the maximum amount allowable under the Code, as qualified dividends for the fiscal year ended October 31, 2011.

Under Section 854(b)(2) of the Code, the Fund hereby designates 70.05% of the ordinary income dividends as income qualifying for the corporate dividends received deduction for the fiscal year ended October 31, 2011.

## Trustees &amp; Officers (Unaudited)

The management of the Fund, including general supervision of the duties performed for the Fund under the investment management agreement between the Fund and Calamos Advisors, is the responsibility of its board of trustees. Each trustee elected will hold office for the terms noted below or until such trustee's earlier resignation, death or removal; however, each trustee who is not an interested person of the Fund shall retire as a trustee at the end of the calendar year in which the trustee attains the age of 72 years.

The following table sets forth each trustee's name, age at October 31, 2011, position(s) with the Fund, number of portfolios in the Calamos Fund Complex overseen, principal occupation(s) during the past five years and other directorships held, and date first elected or appointed.

NAME AND AGE	POSITION(S) WITH FUND	PORTFOLIOS IN FUND COMPLEX^ OVERSEEN	PRINCIPAL OCCUPATION(S) AND OTHER DIRECTORSHIPS
<b>Trustees who are interested persons of the Fund:</b>			
John P. Calamos, Sr., 71*	Trustee and President (since 1988)  Term Expires 2014	19	Chairman, CEO, and Co-Chief Investment Officer, Calamos Asset Management, Inc. ( CAM ), Calamos Holdings LLC ( CHLLC ) and Calamos Advisors LLC and its predecessor ( Calamos Advisors ), and President and Co-Chief Investment Officer, Calamos Financial Services LLC and its predecessor ( CFS ); Director, CAM
<b>Trustees who are not interested persons of the Fund:</b>			
Weston W. Marsh, 61	Trustee (since 2002)  Term Expires 2013	19	Of Counsel and, until December 31, 2005, Partner, Freeborn & Peters LLP (law firm)
John E. Neal, 61	Trustee (since 2001)  Term Expires 2012	19	Private investor; Director, Equity Residential (publicly-owned REIT) and Creation Investments (private international microfinance company); Partner, Linden LLC (health care private equity)
William R. Rybak, 60	Trustee (since 2002)  Term Expires 2014	19	Private investor; Director, Christian Brothers Investment Services, Inc. (since February 2010); formerly, Executive Vice President and Chief Financial Officer, Van Kampen Investments, Inc. and subsidiaries (investment manager); Trustee, JNL Series Trust, JNL Investors Series Trust and JNL Variable Fund LLC**
Stephen B. Timbers, 67	Trustee (since 2004) and Lead Independent Trustee (since 2005)  Term Expires 2013	19	Private investor
David D. Tripple, 67	Trustee (since 2006)  Term Expires 2012	19	Private investor; Trustee, Century Growth Opportunities Fund (since 2010), Century Shares Trust and Century Small Cap Select Fund (since

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January 2004)\*\*\*

\* Mr. Calamos is an interested person of the Fund as defined in the 1940 Act because he is an officer of the Fund and an affiliate of Calamos Advisors and CFS. Mr. Calamos is the uncle of Nick P. Calamos, Vice President of the Fund.

\*\* Overseeing 104 portfolios in fund complex.

\*\*\* Overseeing three portfolios in fund complex.

^ The Fund Complex consists of CALAMOS Investment Trust, CALAMOS Advisors Trust, CALAMOS Convertible Opportunities and Income Fund, CALAMOS Convertible and High Income Fund, CALAMOS Strategic Total Return Fund, CALAMOS Global Total Return Fund and CALAMOS Global Dynamic Income Fund.

The address of each trustee is 2020 Calamos Court, Naperville, Illinois 60563.

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Trustees & Officers (Unaudited)

**Officers.** The preceding table gives information about John P. Calamos, Sr., who is president of the Fund. The following table sets forth each other officer's name, age at October 31, 2011, position with the Fund and date first appointed to that position, and principal occupation(s) during the past five years. Each officer serves until his or her successor is chosen and qualified or until his or her resignation or removal by the board of trustees.

NAME AND AGE	POSITION(S) WITH FUND	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS
Nimish S. Bhatt, 48	Vice President and Chief Financial Officer (since 2007)	Senior Vice President (since 2004), Chief Financial Officer (since May 2011), Director of Operations, CAM, CHLLC, Calamos Advisors and CFS (since 2004)
James J. Boyne, 45	Vice President (since 2008) and Assistant Secretary (since 2010)	President of Distribution and Operations, CAM, Calamos Advisors and CFS (since 2009); prior thereto, Senior Vice President, General Counsel and Secretary, Calamos Advisors (since 2008); Chief Operating Officer Distribution, CFS (since 2008); prior thereto, Chief Operating Officer, General Counsel and Executive Managing Director of McDonnell Investment Management, LLC (2001-2008)
Nick P. Calamos, 50	Vice President (since 1992)	President of Investments and Co-Chief Investment Officer, CAM, CHLLC, Calamos Advisors and CFS
J. Christopher Jackson, 60	Vice President and Secretary (since 2010)	Senior Vice President, General Counsel and Secretary, CAM, CHLLC, Calamos Advisors and CFS (since 2010); Director, U.S. Head of Retail Legal and Co-Global Head of Retail Legal of Deutsche Bank AG (2006-2010); prior thereto, Director, Senior Vice President, General Counsel and Assistant Secretary of Hansberger Global Investors, Inc. (1996-2006)
Mark J. Mickey, 60	Chief Compliance Officer (since 2005)	Chief Compliance Officer, Calamos Funds (since 2005) and Chief Compliance Officer, Calamos Advisors (2005-2006)

The address of each officer is 2020 Calamos Court, Naperville, Illinois 60563.

**Results of Annual Meeting**

The Fund held its annual meeting of shareholders on June 30, 2011. The purpose of the annual meeting was to elect two Trustees to the Fund's board of trustees for a three year term, or until the trustee's successor is duly elected and qualified, and to conduct any other lawful business of the Fund. Mr. John P. Calamos, Sr. and Mr. William R. Rybak were nominated for reelection as Trustees, and were elected as such by a plurality vote as follows:

TRUSTEE NOMINEE	VOTES FOR	VOTES WITHHELD	BROKER NON-VOTES AND ABSTENTIONS
John P. Calamos, Sr.	140,807,303	4,641,389	0
William R. Rybak	140,916,903	4,531,789	0

Messrs. Marsh, Neal, Timbers and Tripples terms of office as Trustees continued after the meeting.



## About Closed-End Funds

### What is a Closed-End Fund?

A closed-end fund is a publicly traded investment company that raises its initial investment capital through the issuance of a fixed number of shares to investors in a public offering. Shares of a closed-end fund are listed on a stock exchange or traded in the over-the-counter market. Like all investment companies, a closed-end fund is professionally managed and offers investors a unique investment solution based on its investment objective approved by the fund's Board of Directors.

### Potential Advantages of Closed-End Fund Investing

**Defined Asset Pool Allows Efficient Portfolio Management** Although closed-end fund shares trade actively on a securities exchange, this doesn't affect the closed-end fund manager because there are no new investors buying into or selling out of the fund's portfolio.

**More Flexibility in the Timing and Price of Trades** Investors can purchase and sell shares of closed-end funds throughout the trading day, just like the shares of other publicly traded securities.

**Lower Expense Ratios** The expense ratios of closed-end funds are oftentimes less than those of mutual funds. Over time, a lower expense ratio could enhance investment performance.

**Closed-End Structure Makes Sense for Less-Liquid Asset Classes** A closed-end structure makes sense for investors considering less-liquid asset classes, such as high-yield bonds or micro-cap stocks.

**Ability to Put Leverage to Work** Closed-end funds may issue senior securities (such as preferred shares or debentures) or borrow money to leverage their investment positions.

### No Minimum Investment Requirements

#### OPEN-END MUTUAL FUNDS VERSUS CLOSED-END FUNDS

##### OPEN-END FUND

Issues new shares on an ongoing basis

Issues common equity shares

Sold at NAV plus any sales charge

Sold through the fund's distributor

Fund redeems shares at NAV calculated at the close of business day

##### CLOSED-END FUND

Generally issues a fixed number of shares

Can issue common equity shares and senior securities such as preferred shares and bonds

Price determined by the marketplace

Traded in the secondary market

Fund does not redeem shares

## Level Rate Distribution Policy

### Using a Level Rate Distribution Policy to Promote Dependable Income and Total Return

The goal of the level rate distribution policy is to provide investors a predictable, though not assured, level of cash flow, which can either serve as a stable income stream or, through reinvestment, contribute significantly to long-term total return.

We understand the importance that investors place on the stability of dividends and their ability to contribute to long-term total return, which is why we have instituted a level rate distribution policy for the Fund. Under the policy, monthly distributions paid may include net investment income, net realized short-term capital gains and, if necessary, return of capital. In addition, a limited number of distributions per calendar year may include net realized long-term capital gains. There is no guarantee that the Fund will realize capital gains in any given year. Distributions are subject to re-characterization for tax purposes after the end of the fiscal year. All shareholders with taxable accounts will receive written notification regarding the components and tax treatment for distributions via Form 1099-DIV.

Distributions from the Fund are generally subject to Federal income taxes. For purposes of maintaining the level rate distribution policy, the Fund may realize short-term capital gains on securities that, if sold at a later date, would have resulted in long-term capital gains. Maintenance of a level rate distribution policy may increase transaction and tax costs associated with the Fund.

## Automatic Dividend Reinvestment Plan

### Maximizing Investment with an Automatic Dividend Reinvestment Plan

The Automatic Dividend Reinvestment Plan offers a simple, cost-efficient and convenient way to reinvest your dividends and capital gains distributions in additional shares of the Fund, allowing you to increase your investment in the Fund.

#### Potential Benefits

**Compounded Growth:** By automatically reinvesting with the Plan, you gain the potential to allow your dividends and capital gains to compound over time.

**Potential for Lower Commission Costs:** Additional shares are purchased in large blocks, with brokerage commissions shared among all plan participants. There is no cost to enroll in the Plan.

**Convenience:** After enrollment, the Plan is automatic and includes detailed statements for participants. Participants can terminate their enrollment at any time.

Pursuant to the Plan, unless a shareholder is ineligible or elects otherwise, all dividend and capital gains on common shares distributions are automatically reinvested by BNY Mellon Asset Servicing, as agent for shareholders in administering the Plan ( Plan Agent ), in additional common shares of the Fund. Shareholders who elect not to participate in the Plan will receive all dividends and distributions payable in cash paid by check mailed directly to the shareholder of record (or, if the shares are held in street or other nominee name, then to such nominee) by Plan Agent, as dividend paying agent. Shareholders may elect not to participate in the Plan and to receive all dividends and distributions in cash



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by sending written instructions to Plan Agent, as dividend paying agent, at: Dividend Reinvestment Department, P.O. Box 1958, Newark, New Jersey 07101-9774. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by giving notice in writing to the Plan Agent; such termination will be effective with respect to a particular dividend or distribution if notice is received prior to the record date for the applicable distribution.

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## Automatic Dividend Reinvestment Plan

The shares are acquired by the Plan Agent for the participant's account either (i) through receipt of additional common shares from the Fund (newly issued shares) or (ii) by purchase of outstanding common shares on the open market (open-market purchases) on the NYSE or elsewhere. If, on the payment date, the net asset value per share of the common shares is equal to or less than the market price per common share plus estimated brokerage commissions (a market premium), the Plan Agent will receive newly issued shares from the Fund for each participant's account. The number of newly issued common shares to be credited to the participant's account will be determined by dividing the dollar amount of the dividend or distribution by the greater of (i) the net asset value per common share on the payment date, or (ii) 95% of the market price per common share on the payment date.

If, on the payment date, the net asset value per common share exceeds the market price plus estimated brokerage commissions (a market discount), the Plan Agent has a limited period of time to invest the dividend or distribution amount in shares acquired in open-market purchases. The weighted average price (including brokerage commissions) of all common shares purchased by the Plan Agent as Plan Agent will be the price per common share allocable to each participant. If, the Plan Agent is unable to invest the full dividend amount in open-market purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent will cease making open-market purchases and will invest the uninvested portion of the dividend or distribution amount in newly issued shares at the close of business on the last purchase date.

The automatic reinvestment of dividends and distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such dividends even though no cash is received by participants.

There are no brokerage charges with respect to shares issued directly by the Fund as a result of dividends or distributions payable either in shares or in cash. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open-market purchases in connection with the reinvestment of dividends or distributions. If a participant elects to have the Plan Agent sell part or all of his or her common shares and remit the proceeds, such participant will be charged his or her pro rata share of brokerage commissions on the shares sold, plus a \$15 transaction fee. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

A participant may request the sale of all of the common shares held by the Plan Agent in his or her Plan account in order to terminate participation in the Plan. If such participant elects in advance of such termination to have the Plan Agent sell part or all of his shares, the Plan Agent is authorized to deduct from the proceeds a \$15.00 fee plus the brokerage commissions incurred for the transaction. A participant may re-enroll in the Plan in limited circumstances.

The terms and conditions of the Plan may be amended by the Plan Agent or the Fund at any time upon notice are required by the Plan.

This discussion of the Plan is only summary, and is qualified in its entirety to the Terms and Conditions of the Dividend Reinvestment Plan filed as part of the Fund's registration statement.

For additional information about the Plan, please contact the Plan Agent, The Bank of New York Mellon, at 800.432.8224. If you wish to participate in the Plan and your shares are held in your own name, simply call the Plan Agent. If your shares are not held in your name, please contact your brokerage firm, bank, or other nominee to request that they participate in the Plan on your behalf. If your brokerage firm, bank, or other nominee is unable to participate on your behalf, you may request that your shares be re-registered in your own name.

We're pleased to provide our shareholders with the additional benefit of the Fund's Dividend Reinvestment Plan and hope that it may serve your financial plan.



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## MANAGING YOUR CALAMOS FUNDS INVESTMENTS

Calamos Investments offers several convenient means to monitor, manage and feel confident about your Calamos investment choice.

### PERSONAL ASSISTANCE: 800.582.6959

Dial this toll-free number to speak with a knowledgeable Client Services Representative who can help answer questions or address issues concerning your Calamos Fund.

### YOUR FINANCIAL ADVISOR

We encourage you to talk to your financial advisor to determine how the Calamos Funds can benefit your investment portfolio based on your financial goals, risk tolerance, time horizon and income needs.

## STAY CONNECTED

[GRAPHIC]

[www.calamos.com](http://www.calamos.com)

Visit our website for timely fund performance, detailed fund profiles, fund news and insightful market commentary.

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A description of the Calamos Proxy Voting Policies and Procedures and the Fund's proxy voting record for the 12 month period ended June 30, 2011, are available free of charge upon request by calling 800.582.6959, by visiting the Calamos website at [www.calamos.com](http://www.calamos.com), by writing Calamos at: Calamos Investments, Attn: Client Services, 2020 Calamos Court, Naperville, IL 60563. The Fund's proxy voting record is also available free of charge by visiting the SEC website at <http://www.sec.gov>.

The Fund files its complete list of portfolio holdings with the SEC for the first and third quarters each fiscal year on Form N-Q. The Forms N-Q are available free of charge, upon request, by calling or writing Calamos Investments at the phone number or address provided above or by visiting the SEC website at <http://www.sec.gov>. You may also review or, for a fee, copy the forms at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the Public Reference Room may be obtained by calling 800.732.0330.

On June 22, 2011, the Fund submitted a CEO annual certification to the NYSE on which the Fund's chief executive officer certified that he was not aware, as of that date, of any violation by the Fund of the NYSE's corporate governance listing standards. In addition the Fund's report to the SEC on Form N-CSR contains certifications by the fund's principal executive officer and principal financial officer as required by Rule 30a-2(a) under the 1940 Act, relating to, among other things, the quality of the Fund's disclosure controls and procedures and internal control over financial reporting.

**FOR 24 HOUR AUTOMATED SHAREHOLDER ASSISTANCE: 800.432.8224**

**TO OBTAIN INFORMATION ABOUT YOUR INVESTMENTS: 800.582.6959**

**VISIT OUR WEBSITE: [www.calamos.com](http://www.calamos.com)**

**INVESTMENT ADVISER:**

Calamos Advisors LLC

2020 Calamos Court

Naperville, IL 60563-2787

**CUSTODIAN AND FUND ACCOUNTING AGENT:**

State Street Bank and Trust Company

225 Franklin Street

Boston, MA 02111

**TRANSFER AGENT:**

The Bank of New York Mellon

P.O. Box 11258

Church Street Station

New York, NY 10286

800.524.4458

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM:**

Deloitte & Touche LLP

Chicago, IL



**LEGAL COUNSEL:**

K&L Gates LLP

Chicago, IL

2020 Calamos Court

Naperville, IL 60563-2787

800.582.6959

[www.calamos.com](http://www.calamos.com)

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CSQANR 1946 2011

ITEM 2. CODE OF ETHICS.

(a) As of the end of the period covered by this report, the registrant has adopted a code of ethics (the Code of Ethics ) that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or person performing similar functions.

(b) No response required.

(c) The registrant has not amended its Code of Ethics as it relates to any element of the code of ethics definition enumerated in paragraph (b) of this Item 2 during the period covered by this report.

(d) The registrant has not granted a waiver or an implicit waiver from its Code of Ethics during the period covered by this report.

(e) Not applicable.

(f) (1) The registrant's Code of Ethics is attached as an Exhibit hereto.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The registrant's Board of Trustees has determined that, for the period covered by the shareholder report presented in Item 1 hereto, it has four audit committee financial experts serving on its audit committee, each of whom is an independent Trustee for purpose of this N-CSR item: John E. Neal, William R. Rybak, Stephen B. Timbers and David D. Tripple. Under applicable securities laws, a person who is determined to be an audit committee financial expert will not be deemed an expert for any purpose, including without limitation for the purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an audit committee financial expert pursuant to this Item. The designation or identification of a person as an audit committee financial expert does not impose on such person any duties, obligations, or liabilities that are greater than the duties, obligations and liabilities imposed on such person as a member of audit committee and board of directors in the absence of such designation or identification. The designation or identification of a person as an audit committee financial expert pursuant to this Item does not affect the duties, obligations, or liabilities of any other member of the audit committee or board of directors.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

<b>Fiscal Years Ended</b>	<b>10/31/2010</b>	<b>10/31/2011</b>
Audit Fees(a)	\$ 60,579	\$ 59,138
Audit-Related Fees(b)	\$ 49,402	\$ 48,652
Tax Fees(c)	\$ 5,420	\$
All Other Fees(d)	\$	\$
<b>Total</b>	<b>\$ 115,401</b>	<b>\$ 107,790</b>

(a) Audit Fees are the aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant to the registrant for the audit of the registrant's annual financial statements or services that are normally provided by the

accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

(b) Audit-Related Fees are the aggregate fees billed in each of the last two fiscal years for assurance and related services rendered by the principal accountant to the registrant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item 4.

(c) Tax Fees are the aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant to the registrant for tax compliance, tax advice and tax planning.

(d) All Other Fees are the aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant to the registrant, other than the services reported in paragraph (a)-(c) of this Item 4.

(e) (1) Registrant's audit committee meets with the principal accountants and management to review and pre-approve all audit services to be provided by the principal accountants.

The audit committee shall pre-approve all non-audit services to be provided by the principal accountants to the registrant, including the fees and other compensation to be paid to the principal accountants; provided that the pre-approval of non-audit services is waived if (i) the services were not recognized by management at the time of the engagement as non-audit services, (ii) the aggregate fees for all non-audit services provided to the registrant are less than 5% of the total fees paid by the registrant to its principal accountants during the fiscal year in which the non-audit services are provided, and (iii) such services are promptly brought to the attention of the audit committee by management and the audit committee approves them prior to the completion of the audit.

The audit committee shall pre-approve all non-audit services to be provided by the principal accountants to the investment adviser or any entity controlling, controlled by or under common control with the adviser that provides ongoing services to the registrant if the engagement relates directly to the operations or financial reporting of the registrant, including the fees and other compensation to be paid to the principal accountants; provided that pre-approval of non-audit services to the adviser or an affiliate of the adviser is not required if (i) the services were not recognized by management at the time of the engagement as non-audit services, (ii) the aggregate fees for all non-audit services provided to the adviser and all entities controlling, controlled by or under common control with the adviser are less than 5% of the total fees for non-audit services requiring pre-approval under paragraph (e)(1) of this Item 4 paid by the registrant, the adviser or its affiliates to the registrant's principal accountants during the fiscal year in which the non-audit services are provided, and (iii) such services are promptly brought to the attention of the audit committee by management and the audit committee approves them prior to the completion of the audit.

(e)(2) No percentage of the principal accountant's fees or services described in each of paragraphs (b) (d) of this Item were approved pursuant to the waiver provision paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) No disclosures are required by this Item 4(f).

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(g) The following table presents the aggregate non-audit fees billed in each of the last two fiscal years for services rendered by the principal accountant to the registrant and the aggregate non-audit fees billed in each of the last two fiscal years for services rendered by the principal accountant to the investment adviser or any entity controlling, controlled by or under common control of the adviser.

<b>Fiscal Years Ended</b>	<b>10/31/2010</b>	<b>10/31/2011</b>
Registrant	\$ 5,420	\$
Investment Adviser	\$	\$

(h) No disclosures are required by this Item 4(h).

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The registrant has a separately-designated standing audit committee. The members of the registrant's audit committee are Weston W. Marsh, John E. Neal, William R. Rybak, Stephen B. Timbers, and David D. Tripple.

### ITEM 6. SCHEDULE OF INVESTMENTS

Included in the Report to Shareholders in Item 1.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The registrant has delegated authority to vote all proxies relating to the Fund's portfolio securities to the Fund's investment advisor, Calamos Advisors LLC ( Calamos Advisors ). The Calamos Advisors Proxy Voting Policies and Procedures are included as an Exhibit hereto.

### ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

(a)(1) As of the date of this filing, the registrant is lead by a team of investment professionals. The Co-Chief Investment Officers and senior strategy analysts are responsible for the day-to-day management of the registrant's portfolio:

During the past five years, John P. Calamos, Sr. has been President and Trustee of the Fund and chairman, CEO and Co-CIO of the Fund's investment adviser, Calamos Advisors LLC and its predecessor company ( Calamos Advisors ), and Nick P. Calamos has been Vice President and Trustee of the Fund (through June 2006) and President of Investments and Co-CIO of Calamos Advisors and its predecessor company. John P. Calamos, Jr., Executive Vice President of Calamos Advisors, joined the firm in 1985 and has held various senior investment positions since that time. Jeff Scudieri joined Calamos Advisors in 1997 and has been a Senior Vice President and Co-Head of Research and Investments since July 2010, prior thereto he was a senior strategy analyst since September 2002. Jon Vacko joined Calamos Advisors in 2000 and has been a Senior Vice President and Co-Head of Research and Investments since July 2010, prior thereto he was a senior strategy analyst since July 2002. John Hillenbrand joined Calamos Advisors in 2002 and has been a senior strategy analyst since August 2002. Steve Klouda joined Calamos Advisors in 1994 and has been a senior strategy analyst since July 2002. Christopher Hartman joined Calamos Advisors in February 1997 and has been a senior strategy analyst since May 2007. Joe Wysocki joined Calamos Advisors in October 2003 and has been a senior strategy analyst since February 2007.

(a)(2) The portfolio managers also have responsibility for the day-to-day management of accounts other than the registrant. Information regarding these other accounts is set forth below.

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NUMBER OF OTHER ACCOUNTS MANAGED AND ASSETS BY ACCOUNT TYPE AS OF OCTOBER 31, 2011

	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Accounts	Assets	Accounts	Assets	Accounts	Assets
John P. Calamos Sr.	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
Nick P. Calamos	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
John P. Calamos, Jr.	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
Jeff Scudieri	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
Jon Vacko	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
John Hillenbrand	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
Steve Klouda	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
Christopher Hartman	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155
Joe Wysocki	25	26,409,198,885	11	1,572,298,141	7,291	6,230,460,155

Number of Accounts and Assets for which Advisory Fee is Performance Based as of; October 31, 2011

	Registered Investment Companies		Other Pooled Investment Vehicles		Other Accounts	
	Accounts	Assets	Accounts	Assets	Accounts	Assets
John P. Calamos Sr.	3	697,181,821	0	0	0	0
Nick P. Calamos	3	697,181,821	0	0	0	0
John P. Calamos, Jr.	3	697,181,821	0	0	0	0
Jeff Scudieri	3	697,181,821	0	0	0	0
Jon Vacko	3	697,181,821	0	0	0	0
John Hillenbrand	3	697,181,821	0	0	0	0
Steve Klouda	3	697,181,821	0	0	0	0
Christopher Hartman	3	697,181,821	0	0	0	0
Joe Wysocki	3	697,181,821	0	0	0	0

Other than potential conflicts between investment strategies, the side-by-side management of both the Fund and other accounts may raise potential conflicts of interest due to the interest held by Calamos Advisors in an account and certain trading practices used by the portfolio managers (e.g., cross trades between a Fund and another account and allocation of aggregated trades). Calamos Advisors has developed policies and procedures reasonably designed to mitigate those conflicts. For example, Calamos Advisors will only place cross-trades in securities held by the Fund in accordance with the rules promulgated under the 1940 Act and has adopted policies designed to ensure the fair allocation of securities purchased on an aggregated basis.

The portfolio managers advise certain accounts under a performance fee arrangement. A performance fee arrangement may create an incentive for a portfolio manager to make investments that are riskier or more speculative than would be the case in the absence of performance fees. A performance fee arrangement may result in increased compensation to the portfolio managers from such accounts due to unrealized appreciation as well as realized gains in the client's account.

(a)(3) Calamos Advisors has developed and implemented a number of incentives that reward the professional staff to ensure that key employees are retained. Calamos Advisors' senior management has established salary, short and long term incentive programs and benefit programs that we believe are competitive. Calamos Advisors' incentive programs are based on investment performance, professional performance and an individual's overall contribution. These goals and measures are established and reviewed on an annual basis during performance reviews. As of October 31, 2011, each portfolio manager receives compensation in the form of an annual base salary and a discretionary target bonus, each payable in cash. Their discretionary target bonus is set at a percentage of the respective base salary. The amounts paid to the portfolio managers and the criteria utilized to determine the amounts are benchmarked against industry specific data provided by a third party analytical agency. The compensation structure does not differentiate between the Funds and other accounts managed by the portfolio managers, and is determined on an overall basis, taking into consideration the performance of the various strategies managed by the portfolio managers. Portfolio performance, as measured by risk-adjusted portfolio performance, is utilized to determine the discretionary target bonus, as well as overall performance of Calamos Advisors. Portfolio managers are eligible to receive annual non-equity awards under a long term incentive compensation program, set at a percentage of the respective base salary.

(a)(4) As of October 31, 2011, the end of the registrant's most recently completed fiscal year, the dollar range of securities beneficially owned by each portfolio manager in the registrant is shown below:

<b>Portfolio Manager</b>	<b>Registrant</b>
John P. Calamos Sr.	Over \$1,000,000
Nick P. Calamos	Over \$1,000,000
John P. Calamos, Jr.	None
Dino Dussias	None
Christopher Hartman	\$1-\$10,000
John Hillenbrand	None
Steve Klouda	None
Bryan Lloyd	None
Jeff Scudieri	None
Jon Vacko	None
Joe Wysocki	\$1-\$10,000
(b) Not applicable.	

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

No material changes.

ITEM 11. CONTROLS AND PROCEDURES.

a) The registrant's principal executive officer and principal financial officer have evaluated the registrant's disclosure controls and procedures within 90 days of this filing and have concluded that the registrant's disclosure controls and procedures were effective, as of that date, in ensuring that information required to be disclosed by the registrant in this Form N-CSR was recorded, processed, summarized, and timely reported.

b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a)(1) Code of Ethics

(a)(2)(i) Certification of Principal Executive Officer.

(a)(2)(ii) Certification of Principal Financial Officer.

(a)(2)(iii) Proxy Voting Policies and Procedures.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Calamos Strategic Total Return Fund

By: /s/ John P. Calamos, Sr.

Name: John P. Calamos, Sr.  
Title: Principal Executive Officer  
Date: December 29, 2011

By: /s/ Nimish S. Bhatt

Name: Nimish S. Bhatt  
Title: Principal Financial Officer  
Date: December 29, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ John P. Calamos, Sr.

Name: John P. Calamos, Sr.  
Title: Principal Executive Officer  
Date: December 29, 2011

By: /s/ Nimish S. Bhatt

Name: Nimish S. Bhatt  
Title: Principal Financial Officer  
Date: December 29, 2011