

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC  
Form N-PX  
August 27, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANIES

Investment Company Act File Number: 811-7460

Exact Name of Registrant as Specified in Charter: Delaware Investments Dividend and Income Fund, Inc.

Address of principal executive offices: 2005 Market Street  
Philadelphia, PA 19103

Name and address of agent for service: Richelle S. Maestro  
2005 Market Street  
Philadelphia, PA 19103

Registrant's telephone number: (800) 523-1918

Date of fiscal year end: November 30

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

=====

ITEM 1. PROXY VOTING RECORD.

=====

ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
Meeting Date: APR 23, 2004 Meeting Type: Annual  
Record Date: FEB 25, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roxanne S. Austin	For	For	Management
1.2	Elect Director H.Laurance Fuller	For	For	Management
1.3	Elect Director Richard A. Gonzalez	For	For	Management
1.4	Elect Director Jack M. Greenberg	For	For	Management
1.5	Elect Director Jeffrey M. Leiden	For	For	Management
1.6	Elect Director David A. Lord Owen	For	For	Management
1.7	Elect Director Boone Powell Jr.	For	For	Management
1.8	Elect Director Addison Barry Rand	For	For	Management
1.9	Elect Director W.Ann Reynolds	For	For	Management
1.10	Elect Director Roy S. Roberts	For	For	Management
1.11	Elect Director William D. Smithburg	For	For	Management
1.12	Elect Director John R. Walter	For	For	Management
1.13	Elect Director Miles D. White	For	For	Management
2	Ratify Auditors	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

3	Drug Pricing	Against	Against	Shareholder
4	Report on Political Contributions/Activities	Against	Against	Shareholder
5	Prohibit Awards to Executives	Against	Against	Shareholder
6	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

---

### AIR PRODUCTS & CHEMICALS, INC.

Ticker: APD Security ID: 009158106  
 Meeting Date: JAN 22, 2004 Meeting Type: Annual  
 Record Date: NOV 28, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Douglas Ford	For	For	Management
1.2	Elect Director James F. Hardymon	For	For	Management
1.3	Elect Director Paula G. Rospud	For	For	Management
1.4	Elect Director Lawrason D. Thomas	For	For	Management
2	Ratify Auditors	For	For	Management

---

### AMB PROPERTY CORP.

Ticker: AMB Security ID: 00163T109  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Hamid R. Moghadam	For	For	Management
1.2	Elect Director W. Blake Baird	For	For	Management
1.3	Elect Director T. Robert Burke	For	For	Management
1.4	Elect Director David A. Cole	For	For	Management
1.5	Elect Director J. Michael Losh	For	For	Management
1.6	Elect Director Frederick W. Reid	For	For	Management
1.7	Elect Director Jeffrey L. Skelton	For	For	Management
1.8	Elect Director Thomas W. Tusher	For	For	Management
1.9	Elect Director Caryl B. Welborn	For	For	Management
2	Ratify Auditors	For	For	Management

---

### AMERICAN HOME MORTGAGE INVESTMENT, CORP.

Ticker: AHM Security ID: 02660R107  
 Meeting Date: JUN 16, 2004 Meeting Type: Annual  
 Record Date: APR 23, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John A. Johnston	For	For	Management
1.2	Elect Director M.A. Mcmanus, Jr.	For	For	Management
1.3	Elect Director Irving J. Thau	For	For	Management
2	Ratify Auditors	For	For	Management

---

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

APARTMENT INVESTMENT & MANAGEMENT CO.

Ticker: AIV Security ID: 03748R101  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Terry Considine	For	For	Management
1.2	Elect Director Peter K. Kompaniez	For	For	Management
1.3	Elect Director James N. Bailey	For	For	Management
1.4	Elect Director Richard S. Ellwood	For	For	Management
1.5	Elect Director J. Landis Martin	For	For	Management
1.6	Elect Director Thomas L. Rhodes	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Sale of Company Assets	For	For	Management
4	Limit Executive Compensation	Against	For	Shareholder

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: MAR 17, 2004 Meeting Type: Special  
 Record Date: JAN 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Increase Authorized Common Stock	For	For	Management
4	Adjourn Meeting	For	Against	Management

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104  
 Meeting Date: MAY 26, 2004 Meeting Type: Annual  
 Record Date: APR 7, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William Barnet, III	For	For	Management
1.2	Elect Director Charles W. Coker	For	For	Management
1.3	Elect Director John T. Collins	For	For	Management
1.4	Elect Director Gary L. Countryman	For	For	Management
1.5	Elect Director Paul Fulton	For	For	Management
1.6	Elect Director Charles K. Gifford	For	For	Management
1.7	Elect Director Donald E. Guinn	For	For	Management
1.8	Elect Director James H. Hance, Jr.	For	For	Management
1.9	Elect Director Kenneth D. Lewis	For	For	Management
1.10	Elect Director Walter E. Massey	For	For	Management
1.11	Elect Director Thomas J. May	For	For	Management
1.12	Elect Director C. Steven McMillan	For	For	Management
1.13	Elect Director Eugene M. McQuade	For	For	Management
1.14	Elect Director Patricia E. Mitchell	For	For	Management
1.15	Elect Director Edward L. Romero	For	For	Management
1.16	Elect Director Thomas M. Ryan	For	For	Management
1.17	Elect Director O. Temple Sloan, Jr.	For	For	Management
1.18	Elect Director Meredith R. Spangler	For	For	Management
1.19	Elect Director Jackie M. Ward	For	For	Management
2	Ratify Auditors	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

3	Change Date of Annual Meeting	Against	Against	Shareholder
4	Adopt Nomination Procedures for the Board	Against	Against	Shareholder
5	Charitable Contributions	Against	Against	Shareholder
6	Establish Independent Committee to Review Mutual Fund Policy	Against	Against	Shareholder
7	Adopt Standards Regarding Privacy and Information Security	Against	Against	Shareholder

---

### BELLSOUTH CORP.

Ticker: BLS Security ID: 079860102  
 Meeting Date: APR 26, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James H. Blanchard	For	For	Management
1.2	Elect Director Armando M. Codina	For	For	Management
1.3	Elect Director Leo F. Mullin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Limit Executive Compensation	Against	Against	Shareholder
6	Limit Executive Compensation	Against	Against	Shareholder
7	Report on Political Contributions/Activities	Against	Against	Shareholder

---

### BIOMET, INC.

Ticker: BMET Security ID: 090613100  
 Meeting Date: SEP 27, 2003 Meeting Type: Annual  
 Record Date: AUG 7, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jerry L. Ferguson	For	For	Management
1.2	Elect Director Daniel P. Hann	For	For	Management
1.3	Elect Director Thomas F. Kearns, Jr.	For	For	Management
1.4	Elect Director Dane A. Miller, Ph.D.	For	For	Management
2	Ratify Auditors	For	For	Management

---

### BRE PROPERTIES, INC.

Ticker: BRE Security ID: 05564E106  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2.1	Elect Director Robert A. Fiddaman	For	For	Management
2.2	Elect Director Roger P. Kuppinger	For	For	Management
2.3	Elect Director Jeanne R. Myerson	For	For	Management
3	Ratify Auditors	For	For	Management

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

## CAMDEN PROPERTY TRUST

Ticker: CPT Security ID: 133131102  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard J. Campo	For	Withhold	Management
1.2	Elect Director William R. Cooper	For	Withhold	Management
1.3	Elect Director George A. Hrdlicka	For	For	Management
1.4	Elect Director Scott S. Ingraham	For	Withhold	Management
1.5	Elect Director Lewis A. Levey	For	For	Management
1.6	Elect Director D. Keith Oden	For	Withhold	Management
1.7	Elect Director F. Gardner Parker	For	For	Management
1.8	Elect Director Steven A. Webster	For	Withhold	Management

## CATERPILLAR INC.

Ticker: CAT Security ID: 149123101  
 Meeting Date: APR 14, 2004 Meeting Type: Annual  
 Record Date: FEB 17, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John T. Dillon	For	For	Management
1.2	Elect Director Juan Gallardo	For	For	Management
1.3	Elect Director William A. Osborn	For	For	Management
1.4	Elect Director Gordon R. Parker	For	For	Management
1.5	Elect Director Edward B. Rust, Jr.	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Against	For	Shareholder
5	Report on Equipment Sales to Israel	Against	Against	Shareholder
6	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

## CHEVRONTEXACO CORP.

Ticker: CVX Security ID: 166764100  
 Meeting Date: APR 28, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Samuel H. Armacost	For	For	Management
1.2	Elect Director Robert E. Denham	For	For	Management
1.3	Elect Director Robert J. Eaton	For	For	Management
1.4	Elect Director Sam Ginn	For	For	Management
1.5	Elect Director Carla Anderson Hills	For	For	Management
1.6	Elect Director Franklyn G. Jenifer	For	For	Management
1.7	Elect Director J. Bennett Johnston	For	For	Management
1.8	Elect Director Sam Nunn	For	For	Management
1.9	Elect Director David J. O'Reilly	For	For	Management
1.10	Elect Director Peter J. Robertson	For	For	Management
1.11	Elect Director Charles R. Shoemate	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.12	Elect Director Carl Ware	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Shareholder Rights Plan (Poison Pill) Policy	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
6	Report on Political Contributions/Activities	Against	Against	Shareholder
7	Require Affirmative Vote of a Majority of the Shares to Elect Directors	Against	Against	Shareholder
8	Report on Health and Environmental Initiatives in Ecuador	Against	Against	Shareholder
9	Report on Renewable Energy	Against	Against	Shareholder

---

### CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 10, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David L. Boren	For	For	Management
1.2	Elect Director James E. Copeland, Jr.	For	For	Management
1.3	Elect Director Kenneth M. Duberstein	For	For	Management
1.4	Elect Director Ruth R. Harkin	For	For	Management
1.5	Elect Director William R. Rhodes	For	For	Management
1.6	Elect Director J. Stapleton Roy	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Limit Executive Compensation	Against	Against	Shareholder
5	Limit Executive Compensation	Against	Against	Shareholder
6	Report on Drilling in the Arctic National Wildlife Refuge	Against	Against	Shareholder

---

### DOMINION RESOURCES, INC.

Ticker: D Security ID: 25746U109  
 Meeting Date: APR 23, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Susan B. Allen	For	For	Management
1.2	Elect Director Peter W. Brown	For	For	Management
1.3	Elect Director Ronald J. Calise	For	For	Management
1.4	Elect Director Thos. E. Capps	For	For	Management
1.5	Elect Director George A. Davidson, Jr.	For	For	Management
1.6	Elect Director John W. Harris	For	For	Management
1.7	Elect Director Robert S. Jepson, Jr.	For	For	Management
1.8	Elect Director Benjamin J. Lambert, III	For	For	Management
1.9	Elect Director Richard L. Leatherwood	For	For	Management
1.10	Elect Director Margaret A. McKenna	For	For	Management
1.11	Elect Director Kenneth A. Randall	For	For	Management
1.12	Elect Director Frank S. Royal	For	For	Management
1.13	Elect Director S. Dallas Simmons	For	For	Management
1.14	Elect Director Robert H. Spilman	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.15	Elect	Director David A. Wollard	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Submit	Executive Compensation to Vote	Against	Against	Shareholder

---

### DOW CHEMICAL COMPANY, THE

Ticker: DOW Security ID: 260543103  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arnold A. Allemang	For	For	Management
1.2	Elect Director John C. Danforth	For	For	Management
1.3	Elect Director Jeff M. Fetting	For	For	Management
1.4	Elect Director Andrew N. Liveris	For	For	Management
1.5	Elect Director James M. Ringler	For	For	Management
1.6	Elect Director William S. Stavropoulos	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Report on Social Initiatives in Bhopal	Against	Against	Shareholder

---

### DUKE REALTY CORPORATION

Ticker: DRE Security ID: 264411505  
 Meeting Date: APR 28, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barrington H. Branch	For	For	Management
1.2	Elect Director Gary A. Burk	For	For	Management
1.3	Elect Director Geoffrey Button	For	For	Management
1.4	Elect Director William Cavanaugh III	For	For	Management
1.5	Elect Director Ngaire E. Cuneo	For	For	Management
1.6	Elect Director Charles R. Eitel	For	For	Management
1.7	Elect Director Thomas L. Hefner	For	For	Management
1.8	Elect Director L. Ben Lytle	For	For	Management
1.9	Elect Director William O. McCoy	For	For	Management
1.10	Elect Director John W. Nolley, Jr.	For	For	Management
1.11	Elect Director Dennis D. Oklak	For	For	Management
1.12	Elect Director James E. Rogers	For	For	Management
1.13	Elect Director Jack R. Shaw	For	For	Management
1.14	Elect Director Robert J. Woodward, Jr.	For	For	Management
1.15	Elect Director Darell E. Zink, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	For	Shareholder

---

### EMERSON ELECTRIC CO.

Ticker: EMR Security ID: 291011104  
 Meeting Date: FEB 3, 2004 Meeting Type: Annual  
 Record Date: NOV 24, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
---	----------	---------	-----------	---------

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.1	Elect Director C. Fernandez G.	For	For	Management
1.2	Elect Director C.F. Knight	For	For	Management
1.3	Elect Director G.A. Lodge	For	For	Management
1.4	Elect Director R.L. Ridgway	For	For	Management
1.5	Elect Director E.E. Whitacre, Jr.	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

### EQUITY OFFICE PROPERTIES TRUST

Ticker: EOP                      Security ID: 294741103  
 Meeting Date: MAY 19, 2004      Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas E. Dobrowski	For	For	Management
1.2	Elect Director William M. Goodyear	For	For	Management
1.3	Elect Director James D. Harper, Jr.	For	For	Management
1.4	Elect Director Richard D. Kincaid	For	For	Management
1.5	Elect Director David K. Mckown	For	For	Management
1.6	Elect Director Sheli Z. Rosenberg	For	For	Management
1.7	Elect Director Edwin N. Sidman	For	For	Management
1.8	Elect Director J. H.W.R. Van Der Vlist	For	For	Management
1.9	Elect Director Samuel Zell	For	For	Management
2	Ratify Auditors	For	For	Management

### EXXON MOBIL CORP.

Ticker: XOM                      Security ID: 30231G102  
 Meeting Date: MAY 26, 2004      Meeting Type: Annual  
 Record Date: APR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael J. Boskin	For	For	Management
1.2	Elect Director James R. Houghton	For	For	Management
1.3	Elect Director William R. Howell	For	For	Management
1.4	Elect Director Reatha Clark King	For	For	Management
1.5	Elect Director Philip E. Lippincott	For	For	Management
1.6	Elect Director Harry J. Longwell	For	For	Management
1.7	Elect Director Henry A. McKinnell, Jr.	For	For	Management
1.8	Elect Director Marilyn Carlson Nelson	For	For	Management
1.9	Elect Director Lee R. Raymond	For	For	Management
1.10	Elect Director Walter V. Shipley	For	For	Management
1.11	Elect Director Rex W. Tillerson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Non-Employee Director Restricted Stock Plan	For	For	Management
4	Affirm Political Nonpartisanship	Against	Against	Shareholder
5	Report on Political Contributions/Activities	Against	Against	Shareholder
6	Report on Equatorial Guinea	Against	Against	Shareholder
7	Separate Chairman and CEO Positions	Against	For	Shareholder
8	Prohibit Awards to Executives	Against	Against	Shareholder
9	Report on Stock Option Distribution by Race and Gender	Against	Against	Shareholder
10	Amend EEO Statement to Include Reference	Against	For	Shareholder

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

11 to Sexual Orientation  
 Report on Climate Change Research Against Against Shareholder

## FPL GROUP, INC.

Ticker: FPL Security ID: 302571104  
 Meeting Date: MAY 21, 2004 Meeting Type: Annual  
 Record Date: MAR 16, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director H. Jesse Arnelle	For	For	Management
1.2	Elect Director Sherry S. Barrat	For	For	Management
1.3	Elect Director Robert M. Beall, Ii	For	For	Management
1.4	Elect Director J. Hyatt Brown	For	For	Management
1.5	Elect Director James L. Camaren	For	For	Management
1.6	Elect Director Lewis Hay III	For	For	Management
1.7	Elect Director Frederic V. Malek	For	For	Management
1.8	Elect Director Michael H. Thaman	For	For	Management
1.9	Elect Director Paul R. Tregurtha	For	For	Management
1.10	Elect Director Frank G. Zarb	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management
6	Increase Authorized Common Stock	For	For	Management

## FRIEDMAN, BILLINGS, RAMSEY, GROUP, INC.

Ticker: FBR Security ID: 358434108  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: APR 23, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Emanuel J. Friedman	For	For	Management
1.2	Elect Director Eric F. Billings	For	For	Management
1.3	Elect Director W. Russell Ramsey	For	For	Management
1.4	Elect Director Daniel J. Altobello	For	For	Management
1.5	Elect Director Peter A. Gallagher	For	For	Management
1.6	Elect Director Stephen D. Harlan	For	For	Management
1.7	Elect Director Russell C. Lindner	For	For	Management
1.8	Elect Director Wallace L. Timmeny	For	Withhold	Management
1.9	Elect Director John T. Wall	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

## GANNETT CO., INC.

Ticker: GCI Security ID: 364730101  
 Meeting Date: MAY 4, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James A. Johnson	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.2	Elect	Director Douglas H. McCorkindale	For	For	Management
1.3	Elect	Director Stephen P. Munn	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Amend	Omnibus Stock Plan	For	For	Management
4	Limit	Executive Compensation	Against	Against	Shareholder

---

### GENERAL ELECTRIC CO.

Ticker: GE Security ID: 369604103  
Meeting Date: APR 28, 2004 Meeting Type: Annual  
Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James I. Cash, Jr.	For	For	Management
1.2	Elect Director Dennis D. Dammerman	For	For	Management
1.3	Elect Director Ann M. Fudge	For	For	Management
1.4	Elect Director Claudio X. Gonzalez	For	Withhold	Management
1.5	Elect Director Jeffrey R. Immelt	For	For	Management
1.6	Elect Director Andrea Jung	For	For	Management
1.7	Elect Director Alan G. Lafley	For	For	Management
1.8	Elect Director Kenneth G. Langone	For	For	Management
1.9	Elect Director Ralph S. Larsen	For	For	Management
1.10	Elect Director Rochelle B. Lazarus	For	For	Management
1.11	Elect Director Sam Nunn	For	For	Management
1.12	Elect Director Roger S. Penske	For	For	Management
1.13	Elect Director Robert J. Swieringa	For	For	Management
1.14	Elect Director Douglas A. Warner III	For	For	Management
1.15	Elect Director Robert C. Wright	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Provide for Cumulative Voting	Against	Against	Shareholder
5	Eliminate Animal Testing	Against	Against	Shareholder
6	Report on Nuclear Fuel Storage Risks	Against	Against	Shareholder
7	Report on PCB Clean-up	Against	Against	Shareholder
8	Report on Foreign Outsourcing	Against	Against	Shareholder
9	Prepare Sustainability Report	Against	Against	Shareholder
10	Limit Composition of Management Development and Compensation Committee to Independent Directors	Against	Against	Shareholder
11	Report on Pay Disparity	Against	Against	Shareholder
12	Limit Awards to Executives	Against	Against	Shareholder
13	Limit Board Service for Other Companies	Against	For	Shareholder
14	Separate Chairman and CEO Positions	Against	Against	Shareholder
15	Hire Advisor/Maximize Shareholder Value	Against	Against	Shareholder
16	Adopt a Retention Ratio for Executives and Directors	Against	Against	Shareholder
17	Require 70% to 80% Independent Board	Against	Against	Shareholder
18	Report on Political Contributions/Activities	Against	Against	Shareholder

---

### GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107  
Meeting Date: MAY 5, 2004 Meeting Type: Annual  
Record Date: MAR 17, 2004

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John Bucksbaum	For	For	Management
1.2	Elect Director Alan Cohen	For	For	Management
1.3	Elect Director Anthony Downs	For	For	Management
2	Ratify Auditors	For	For	Management

---

### GENERAL GROWTH PROPERTIES, INC.

Ticker: GGP Security ID: 370021107  
 Meeting Date: NOV 20, 2003 Meeting Type: Special  
 Record Date: OCT 20, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Increase in Common Stock and a Stock Split	For	For	Management

---

### GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104  
 Meeting Date: SEP 22, 2003 Meeting Type: Annual  
 Record Date: JUL 24, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen R. Demeritt	For	For	Management
1.2	Elect Director Livio D. DeSimone	For	For	Management
1.3	Elect Director William T. Esrey	For	For	Management
1.4	Elect Director Raymond V. Gilmartin	For	For	Management
1.5	Elect Director Judith Richards Hope	For	For	Management
1.6	Elect Director Robert L. Johnson	For	For	Management
1.7	Elect Director John M. Keenan	For	For	Management
1.8	Elect Director Heidi G. Miller	For	For	Management
1.9	Elect Director Hilda Ochoa-Brillembourg	For	For	Management
1.10	Elect Director Stephen W. Sanger	For	For	Management
1.11	Elect Director A. Michael Spence	For	For	Management
1.12	Elect Director Dorothy A. Terrell	For	For	Management
1.13	Elect Director Raymond G. Viault	For	For	Management
1.14	Elect Director Paul S. Walsh	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management

---

### GENERAL MOTORS CORP.

Ticker: GM Security ID: 370442105  
 Meeting Date: JUN 2, 2004 Meeting Type: Annual  
 Record Date: APR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Percy N. Barnevik	For	For	Management
1.2	Elect Director John H. Bryan	For	For	Management
1.3	Elect Director Armando M. Codina	For	For	Management
1.4	Elect Director George M.C. Fisher	For	For	Management
1.5	Elect Director Karen Katen	For	For	Management
1.6	Elect Director Kent Kresa	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.7	Elect	Director Alan G. Lafley	For	For	Management
1.8	Elect	Director Philip A. Laskawy	For	For	Management
1.9	Elect	Director E.Stanley O'Neal	For	For	Management
1.10	Elect	Director Eckhard Pfeiffer	For	For	Management
1.11	Elect	Director G.Richard Wagoner, Jr.	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Prohibit	Awards to Executives	Against	Against	Shareholder
4	Prohibit	Awards to Executives	Against	Against	Shareholder
5	Separate	Chairman and CEO Positions	Against	Against	Shareholder
6	Limit	Composition of Committees to Independent Directors	Against	Against	Shareholder
7	Report	on Greenhouse Gas Emissions	Against	Against	Shareholder
8	Submit	Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
9	Establish	Executive and Director Stock Ownership Guidelines	Against	Against	Shareholder

---

### GLADSTONE CAPITAL CORP.

Ticker: GLAD Security ID: 376535100  
 Meeting Date: FEB 18, 2004 Meeting Type: Annual  
 Record Date: DEC 22, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David Gladstone	For	For	Management
1.2	Elect Director Paul Adelgren	For	For	Management
1.3	Elect Director John Outland	For	Withhold	Management
2	Approve Investment Advisory Agreement	For	For	Management

---

### GOODRICH CORPORATION

Ticker: GR Security ID: 382388106  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Diane C. Creel	For	For	Management
1.2	Elect Director George A. Davidson, Jr.	For	For	Management
1.3	Elect Director Harris E.DeLoach, Jr.	For	For	Management
1.4	Elect Director James J. Glasser	For	For	Management
1.5	Elect Director James W. Griffith	For	For	Management
1.6	Elect Director William R. Holland	For	For	Management
1.7	Elect Director Marshall O. Larsen	For	For	Management
1.8	Elect Director Douglas E. Olesen	For	For	Management
1.9	Elect Director Alfred M. Rankin, Jr.	For	For	Management
1.10	Elect Director James R. Wilson	For	For	Management
1.11	Elect Director A. Thomas Young	For	For	Management
2	Ratify Auditors	For	For	Management

---

### H. J. HEINZ CO.

Ticker: HNZ Security ID: 423074103  
 Meeting Date: SEP 12, 2003 Meeting Type: Annual

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Record Date: JUL 18, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William R. Johnson	For	For	Management
1.2	Elect Director Charles E. Bunch	For	For	Management
1.3	Elect Director Mary C. Choksi	For	For	Management
1.4	Elect Director Leonard S. Coleman, Jr.	For	For	Management
1.5	Elect Director Peter H. Coors	For	For	Management
1.6	Elect Director Edith E. Holiday	For	For	Management
1.7	Elect Director Candace Kendle	For	For	Management
1.8	Elect Director Dean R. O'Hare	For	For	Management
1.9	Elect Director Lynn C. Swann	For	For	Management
1.10	Elect Director Thomas J. Usher	For	For	Management
1.11	Elect Director James M. Zimmerman	For	For	Management
2	Ratify Auditors	For	For	Management

-----

INTEL CORP.

Ticker: INTC Security ID: 458140100  
 Meeting Date: MAY 19, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Craig R. Barrett	For	For	Management
1.2	Elect Director Charlene Barshefsky	For	For	Management
1.3	Elect Director E. John P. Browne	For	For	Management
1.4	Elect Director Andrew S. Grove	For	For	Management
1.5	Elect Director D. James Guzy	For	Withhold	Management
1.6	Elect Director Reed E. Hundt	For	For	Management
1.7	Elect Director Paul S. Otellini	For	For	Management
1.8	Elect Director David S. Pottruck	For	For	Management
1.9	Elect Director Jane E. Shaw	For	For	Management
1.10	Elect Director John L. Thornton	For	For	Management
1.11	Elect Director David B. Yoffie	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Expense Stock Options	Against	For	Shareholder
5	Limit/Prohibit Awards to Executives	Against	For	Shareholder
6	Performance- Based/Indexed Options	Against	For	Shareholder

-----

INTERNATIONAL PAPER CO.

Ticker: IP Security ID: 460146103  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 17, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Martha F. Brooks	For	For	Management
1.2	Elect Director James A. Henderson	For	For	Management
1.3	Elect Director Robert D. Kennedy	For	For	Management
1.4	Elect Director W. Craig McClelland	For	Withhold	Management
1.5	Elect Director Robert M. Amen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Limit Executive Compensation	Against	Against	Shareholder

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 25, 2004 Meeting Type: Annual  
 Record Date: APR 2, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2.1	Elect Director Hans W. Becherer	For	For	Management
2.2	Elect Director Frank A. Bennack, Jr.	For	For	Management
2.3	Elect Director John H. Biggs	For	For	Management
2.4	Elect Director Lawrence A. Bossidy	For	For	Management
2.5	Elect Director Ellen V. Futter	For	For	Management
2.6	Elect Director William H. Gray, III	For	For	Management
2.7	Elect Director William B. Harrison, Jr	For	For	Management
2.8	Elect Director Helene L. Kaplan	For	For	Management
2.9	Elect Director Lee R. Raymond	For	For	Management
2.10	Elect Director John R. Stafford	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Adjourn Meeting	For	Against	Management
6	Establish Term Limits for Directors	Against	Against	Shareholder
7	Charitable Contributions	Against	Against	Shareholder
8	Political Contributions	Against	Against	Shareholder
9	Separate Chairman and CEO Positions	Against	For	Shareholder
10	Provide Adequate Disclosure for over the counter Derivatives	Against	Against	Shareholder
11	Auditor Independence	Against	Against	Shareholder
12	Submit Non-Employee Director Compensation to Vote	Against	Against	Shareholder
13	Report on Pay Disparity	Against	Against	Shareholder

KELLOGG CO.

Ticker: K Security ID: 487836108  
 Meeting Date: APR 23, 2004 Meeting Type: Annual  
 Record Date: MAR 4, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Benjamin S. Carson, Sr.	For	For	Management
1.2	Elect Director Gordon Gund	For	For	Management
1.3	Elect Director Dorothy A. Johnson	For	For	Management
1.4	Elect Director Ann McLaughlin Korologos	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Genetically Modified Organisms (GMO)	Against	Against	Shareholder

KERR-MCGEE CORP.

Ticker: KMG Security ID: 492386107  
 Meeting Date: MAY 11, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William E. Bradford	For	For	Management
1.2	Elect Director Luke R. Corbett	For	For	Management
1.3	Elect Director David C Genever-Watling	For	For	Management
1.4	Elect Director Farah M. Walters	For	For	Management
2	Ratify Auditors	For	For	Management
3	Establishment of an Office of the Board of Directors	Against	For	Shareholder

-----

KERR-MCGEE CORP.

Ticker: KMG Security ID: 492386107  
 Meeting Date: JUN 25, 2004 Meeting Type: Special  
 Record Date: MAY 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management

-----

KEYCORP

Ticker: KEY Security ID: 493267108  
 Meeting Date: MAY 13, 2004 Meeting Type: Annual  
 Record Date: MAR 16, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alexander M. Cutler	For	For	Management
1.2	Elect Director Douglas J. McGregor	For	For	Management
1.3	Elect Director Eduardo R. Menasce	For	For	Management
1.4	Elect Director Henry L. Meyer III	For	For	Management
1.5	Elect Director Peter G. Ten Eyck, II	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

-----

LIBERTY PROPERTY TRUST

Ticker: LRY Security ID: 531172104  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 7, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Trustee M. Leanne Lachman	For	For	Management
1.2	Elect Trustee J. Anthony Hayden	For	For	Management
2	Amend Stock Ownership Limitations	For	For	Management
3	Amend Articles	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

-----

MELLON FINANCIAL CORP.

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Ticker: MEL Security ID: 58551A108  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jared L. Cohon	For	For	Management
1.2	Elect Director Ira J. Gumberg	For	For	Management
1.3	Elect Director Martin G. Mcguinn	For	For	Management
1.4	Elect Director David S. Shapira	For	For	Management
1.5	Elect Director John P. Surma	For	For	Management
1.6	Elect Director Edward J. Mcaniff	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

---

### MERCK & CO., INC.

Ticker: MRK Security ID: 589331107  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: FEB 24, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter C. Wendell	For	For	Management
1.2	Elect Director William G. Bowen	For	For	Management
1.3	Elect Director William M. Daley	For	For	Management
1.4	Elect Director Thomas E. Shenk	For	For	Management
1.5	Elect Director Wendell P. Weeks	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Prohibit Awards to Executives	Against	Against	Shareholder
5	Develop Ethical Criteria for Patent Extension	Against	Against	Shareholder
6	Link Executive Compensation to Social Issues	Against	Against	Shareholder
7	Report on Political Contributions	Against	Against	Shareholder
8	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

---

### MORGAN STANLEY

Ticker: MWD Security ID: 617446448  
 Meeting Date: APR 20, 2004 Meeting Type: Annual  
 Record Date: FEB 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John W. Madigan	For	Withhold	Management
1.2	Elect Director Dr. Klaus Zumwinkel	For	For	Management
1.3	Elect Director Sir Howard Davies	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	Shareholder
5	Report on Political Contributions/Activities	Against	Against	Shareholder

---

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

PAN PACIFIC RETAIL PROPERTIES, INC.

Ticker: PNP Security ID: 69806L104  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 5, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David P. Zimel	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Amend Articles to Increase Ownership Limits of Common Stock	For	For	Management

-----

PEPSICO, INC.

Ticker: PEP Security ID: 713448108  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Akers	For	For	Management
1.2	Elect Director Robert E. Allen	For	For	Management
1.3	Elect Director Ray L. Hunt	For	For	Management
1.4	Elect Director Arthur C. Martinez	For	For	Management
1.5	Elect Director Indra K. Nooyi	For	For	Management
1.6	Elect Director Franklin D. Raines	For	For	Management
1.7	Elect Director Steven S. Reinemund	For	For	Management
1.8	Elect Director Sharon Percy Rockefeller	For	For	Management
1.9	Elect Director James J. Schiro	For	For	Management
1.10	Elect Director Franklin A. Thomas	For	For	Management
1.11	Elect Director Cynthia M. Trudell	For	For	Management
1.12	Elect Director Solomon D. Trujillo	For	For	Management
1.13	Elect Director Daniel Vasella	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Report on Political Contributions/Activities	Against	Against	Shareholder
5	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder

-----

PETROLEUM GEO-SERVICES ASA

Ticker: PGOGY Security ID: 716599105  
 Meeting Date: JUN 30, 2004 Meeting Type: Annual  
 Record Date: MAY 26, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF THE ELECTION OF ONE PERSON TO COUNTERSIGN THE MINUTES.	For	For	Management
2	APPROVAL OF THE AUDITORS FEE FOR 2003.	For	For	Management
3	APPROVAL OF THE BOARD MEMBERS FEE FOR 2003.	For	For	Management
4	APPROVAL OF THE PRINCIPLES FOR THE MEMBERS OF THE BOARD OF DIRECTORS FEE FOR THE PERIOD OCTOBER 16, 2003 TO OCTOBER 16, 2005.	For	For	Management

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

5 APPROVAL OF THE INDEMNIFICATION OF BOARD MEMBERS. For For Management

PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: FEB 27, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael S. Brown	For	For	Management
1.2	Elect Director M. Anthony Burns	For	For	Management
1.3	Elect Director Robert N. Burt	For	For	Management
1.4	Elect Director W. Don Cornwell	For	For	Management
1.5	Elect Director William H. Gray III	For	For	Management
1.6	Elect Director Constance J. Horner	For	For	Management
1.7	Elect Director William R. Howell	For	For	Management
1.8	Elect Director Stanley O. Ikenberry	For	For	Management
1.9	Elect Director George A. Lorch	For	For	Management
1.10	Elect Director Henry A. Mckinnell	For	For	Management
1.11	Elect Director Dana G. Mead	For	For	Management
1.12	Elect Director Franklin D. Raines	For	For	Management
1.13	Elect Director Ruth J. Simmons	For	For	Management
1.14	Elect Director William C. Steere, Jr.	For	For	Management
1.15	Elect Director Jean-Paul Valles	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Report on Operational Impact of HIV/AIDS, TB, and Malaria Pandemic	Against	Against	Shareholder
5	Cease Political Contributions/Activities	Against	Against	Shareholder
6	Report on Political Contributions/Activities	Against	Against	Shareholder
7	Establish Term Limits for Directors	Against	Against	Shareholder
8	Report on Drug Pricing	Against	Against	Shareholder
9	Limit Awards to Executives	Against	Against	Shareholder
10	Amend Animal Testing Policy	Against	Against	Shareholder

PITNEY BOWES INC.

Ticker: PBI Security ID: 724479100  
 Meeting Date: MAY 10, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Linda G. Alvarado	For	For	Management
1.2	Elect Director Ernie Green	For	For	Management
1.3	Elect Director John S. McFarlane	For	For	Management
1.4	Elect Director Eduardo R. Menasce	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Political Contributions/Activities	Against	Against	Shareholder

PRENTISS PROPERTIES TRUST

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

Ticker: PP Security ID: 740706106  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dr. L. M. Riggs, Jr.	For	For	Management
1.2	Elect Director Ronald G. Steinhart	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management

---

### PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109  
 Meeting Date: OCT 14, 2003 Meeting Type: Annual  
 Record Date: AUG 1, 2003

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Norman R. Augustine	For	For	Management
1.2	Elect Director A.G. Lafley	For	For	Management
1.3	Elect Director Johnathan A. Rodgers	For	For	Management
1.4	Elect Director John F. Smith, Jr.	For	For	Management
1.5	Elect Director Margaret C. Whitman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Non-Employee Director Omnibus Stock Plan	For	Against	Management
4	Declassify the Board of Directors	Against	For	Shareholder
5	Label Genetically Engineered Foods	Against	Against	Shareholder

---

### RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202  
 Meeting Date: JUN 10, 2004 Meeting Type: Annual  
 Record Date: APR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Trustee Joel D. Gershenson	For	For	Management
1.2	Elect Trustee Dennis E. Gershenson	For	For	Management
1.3	Elect Trustee Robert A. Meister	For	For	Management
2	Ratify Auditors	For	For	Management

---

### RECKSON ASSOCIATES REALTY CORP.

Ticker: RA Security ID: 75621K106  
 Meeting Date: JUN 2, 2004 Meeting Type: Annual  
 Record Date: MAR 22, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2	Amend Stock Ownership Limitations	For	For	Management
3.1	Elect Director Peter Quick	For	For	Management
3.2	Elect Director Stanley Steinberg	For	Withhold	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

3.3	Elect	Director	John Ruffle	For	For	Management
3.4	Elect	Director	Elizabeth McCaul	For	For	Management
3.5	Elect	Director	Douglas Crocker II	For	For	Management
3.6	Elect	Director	Scott H. Rechler	For	For	Management
3.7	Elect	Director	Donald J. Rechler	For	For	Management
3.8	Elect	Director	Lewis S. Ranieri	For	Withhold	Management
3.9	Elect	Director	Ronald H. Menaker	For	For	Management
4	Ratify	Auditors		For	For	Management

---

### SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109  
 Meeting Date: MAY 5, 2004 Meeting Type: Annual  
 Record Date: MAR 8, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Birch Bayh	For	For	Management
1.2	Elect Director Melvyn E. Bergstein	For	For	Management
1.3	Elect Director Linda Walker Bynoe	For	For	Management
1.4	Elect Director Karen N. Horn	For	For	Management
1.5	Elect Director G. William Miller	For	For	Management
1.6	Elect Director J. Albert Smith, Jr.	For	For	Management
1.7	Elect Director Pieter S. van den Berg	For	For	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	For	Shareholder

---

### STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

Ticker: HOT Security ID: 85590A203  
 Meeting Date: MAY 7, 2004 Meeting Type: Annual  
 Record Date: MAR 19, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Eric Hippeau	For	For	Management
1.2	Elect Director Daniel Yih	For	For	Management
1.3	Elect Director Kneeland Youngblood	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Declassify the Board of Directors	For	For	Management

---

### SUN COMMUNITIES, INC.

Ticker: SUI Security ID: 866674104  
 Meeting Date: MAY 20, 2004 Meeting Type: Annual  
 Record Date: APR 9, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Clunet R. Lewis	For	For	Management
1.2	Elect Director Arthur A. Weiss	For	For	Management
2	Approve Non-Employee Director Stock Option Plan	For	For	Management

# Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

TENET HEALTHCARE CORP.

Ticker: THC Security ID: 88033G100  
 Meeting Date: MAY 6, 2004 Meeting Type: Annual  
 Record Date: MAR 11, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Trevor Fetter	For	For	Management
1.2	Elect Director Van B. Honeycutt	For	For	Management
1.3	Elect Director John C. Kane	For	For	Management
1.4	Elect Director Edward A. Kangas	For	For	Management
1.5	Elect Director J. Robert Kerrey	For	For	Management
1.6	Elect Director Richard R. Pettingill	For	For	Management
2	Ratify Auditors	For	For	Management

UNION PACIFIC CORP.

Ticker: UNP Security ID: 907818108  
 Meeting Date: APR 16, 2004 Meeting Type: Annual  
 Record Date: FEB 6, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director P.F. Anschutz	For	For	Management
1.2	Elect Director R.K. Davidson	For	For	Management
1.3	Elect Director T.J. Donohue	For	For	Management
1.4	Elect Director A.W. Dunham	For	For	Management
1.5	Elect Director S.F. Eccles	For	For	Management
1.6	Elect Director I.J. Evans	For	For	Management
1.7	Elect Director J.R. Hope	For	For	Management
1.8	Elect Director M.W. Mcconnell	For	For	Management
1.9	Elect Director S.R. Rogel	For	For	Management
1.10	Elect Director E. Zedillo	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Limit Executive Compensation	Against	Against	Shareholder
5	Report on Political Contributions/Activities	Against	Against	Shareholder

VERIZON COMMUNICATIONS

Ticker: VZ Security ID: 92343V104  
 Meeting Date: APR 28, 2004 Meeting Type: Annual  
 Record Date: MAR 1, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James R. Barker	For	For	Management
1.2	Elect Director Richard L. Carrion	For	For	Management
1.3	Elect Director Robert W. Lane	For	For	Management
1.4	Elect Director Sandra O. Moose	For	For	Management
1.5	Elect Director Joseph Neubauer	For	For	Management
1.6	Elect Director Thomas H. O'Brien	For	For	Management
1.7	Elect Director Hugh B. Price	For	For	Management
1.8	Elect Director Ivan G. Seidenberg	For	For	Management
1.9	Elect Director Walter V. Shipley	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.10	Elect	Director John R. Stafford	For	For	Management
1.11	Elect	Director Robert D. Storey	For	For	Management
2	Ratify	Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting		Against	For	Shareholder
4	Require Majority of Independent Directors on Board		Against	Against	Shareholder
5	Separate Chairman and CEO Positions		Against	For	Shareholder
6	Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote		Against	Against	Shareholder
7	Submit Executive Compensation to Vote		Against	For	Shareholder
8	Prohibit Awards to Executives		Against	Against	Shareholder
9	Report on Stock Option Distribution by Race and Gender		Against	Against	Shareholder
10	Report on Political Contributions/Activities		Against	Against	Shareholder
11	Cease Charitable Contributions		Against	Against	Shareholder

---

### WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101  
 Meeting Date: APR 27, 2004 Meeting Type: Annual  
 Record Date: MAR 9, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J.A. Blanchard III	For	For	Management
1.2	Elect Director Susan E. Engel	For	For	Management
1.3	Elect Director Enrique Hernandez, Jr.	For	For	Management
1.4	Elect Director Robert L. Joss	For	For	Management
1.5	Elect Director Reatha Clark King	For	For	Management
1.6	Elect Director Richard M. Kovacevich	For	For	Management
1.7	Elect Director Richard D. McCormick	For	For	Management
1.8	Elect Director Cynthia H. Milligan	For	For	Management
1.9	Elect Director Philip J. Quigley	For	For	Management
1.10	Elect Director Donald B. Rice	For	Withhold	Management
1.11	Elect Director Judith M. Runstad	For	Withhold	Management
1.12	Elect Director Stephen W. Sanger	For	For	Management
1.13	Elect Director Susan G. Swenson	For	For	Management
1.14	Elect Director Michael W. Wright	For	Withhold	Management
2	Approve Retirement Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Expense Stock Options	Against	For	Shareholder
5	Limit Executive Compensation	Against	Against	Shareholder
6	Link Executive Compensation to Social Issues	Against	Against	Shareholder
7	Report on Political Contributions/Activities	Against	Against	Shareholder

---

### WEYERHAEUSER CO.

Ticker: WY Security ID: 962166104  
 Meeting Date: APR 13, 2004 Meeting Type: Annual  
 Record Date: FEB 20, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Steven R. Rogel	For	For	Management
1.2	Elect Director William D. Ruckelshaus	For	For	Management

## Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

1.3	Elect	Director Richard H. Sinkfield	For	For	Management
1.4	Elect	Director James N. Sullivan	For	For	Management
2	Approve	Omnibus Stock Plan	For	For	Management
3	Declassify	the Board of Directors	Against	For	Management
4	Expense	Stock Options	Against	For	Shareholder
5	Implement	Restricted Share Executive Compensation Plan	Against	For	Shareholder
6	Report	on Greenhouse Gas Emissions	Against	Against	Shareholder
7	Develop	Policy Regarding Old Growth Forests	Against	Against	Shareholder
8	Ratify	Auditors	For	For	Management

---

### WYETH

Ticker: WYE Security ID: 983024100  
 Meeting Date: APR 22, 2004 Meeting Type: Annual  
 Record Date: MAR 12, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Clifford L. Alexander, Jr.	For	For	Management
1.2	Elect Director Frank A. Bennack, Jr.	For	For	Management
1.3	Elect Director Richard L. Carrion	For	For	Management
1.4	Elect Director Robert Essner	For	For	Management
1.5	Elect Director John D. Feerick	For	For	Management
1.6	Elect Director Robert Langer	For	For	Management
1.7	Elect Director John P. Mascotte	For	For	Management
1.8	Elect Director Mary Lake Polan	For	For	Management
1.9	Elect Director Ivan G. Seidenberg	For	For	Management
1.10	Elect Director Walter V. Shipley	For	For	Management
1.11	Elect Director John R. Torell III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Drug Pricing	Against	Against	Shareholder
4	Amend Animal Testing Policy	Against	Against	Shareholder

---

### XL CAPITAL LTD (FORMERLY EXEL LTD. )

Ticker: XL Security ID: G98255105  
 Meeting Date: APR 30, 2004 Meeting Type: Annual  
 Record Date: MAR 15, 2004

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John Loudon	For	For	Management
1.2	Elect Director Robert S. Parker	For	For	Management
1.3	Elect Director Alan Z. Senter	For	For	Management
2	Ratify Auditors	For	For	Management

---

### XM SATELLITE RADIO HOLDINGS INC.

Ticker: XMSR Security ID: 983759101  
 Meeting Date: MAY 27, 2004 Meeting Type: Annual  
 Record Date: APR 9, 2004

Edgar Filing: DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC - Form N-PX

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary M. Parsons	For	For	Management
1.2	Elect Director Hugh Panero	For	For	Management
1.3	Elect Director Nathaniel A. Davis	For	For	Management
1.4	Elect Director Thomas J. Donohue	For	For	Management
1.5	Elect Director Thomas G. Elliott	For	Withhold	Management
1.6	Elect Director George W. Haywood	For	For	Management
1.7	Elect Director Chester A. Huber, Jr.	For	For	Management
1.8	Elect Director Jarl Mohn	For	For	Management
1.9	Elect Director Pierce J. Roberts, Jr.	For	For	Management
1.10	Elect Director Jack Shaw	For	For	Management

=====

SIGNATURES

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

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.

By: Jude T. Driscoll

-----  
Name: Jude T. Driscoll  
Title: Chairman/President/  
Chief Executive Officer

Date: August 27, 2004