

LMP CAPITAL & INCOME FUND INC.  
Form N-PX  
August 24, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

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Washington, D.C. 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-21467**

**LMP Capital and Income Fund Inc.**

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,**

**49TH FLOOR,**

**NEW YORK, NEW YORK**

(Address of principal executive offices)

**10018**

(Zip code)

**Robert I. Frenkel, Esq.**

**100 First Stamford Place**

**Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: **1-888-777-0102**

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Date of fiscal year end: **November 30**

Date of reporting period: **July 1, 2011- June 30, 2012**

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**Item 1. Proxy Voting Record**

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\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-21467

Reporting Period: 07/01/2011 - 06/30/2012

LMP Capital and Income Fund Inc.

===== LMP Capital and Income Fund Inc. =====

AMERICAN CAPITAL AGENCY CORP.

Ticker: AGNC Security ID: 02503X105

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert M. Couch	For	For	Management
2	Elect Director Morris A. Davis	For	For	Management
3	Elect Director Randy E. Dobbs	For	For	Management

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4	Elect Director Larry K. Harvey	For	For	Management
5	Elect Director Alvin N. Puryear	For	For	Management
6	Elect Director Malon Wilkus	For	For	Management
7	Elect Director Samuel A. Flax	For	For	Management
8	Increase Authorized Common Stock	For	For	Management
9	Increase Authorized Preferred Stock	For	Against	Management
10	Ratify Auditors	For	For	Management

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ANNALY CAPITAL MANAGEMENT INC.

Ticker: NLY Security ID: 035710409

Meeting Date: MAY 24, 2012 Meeting Type: Annual

Record Date: MAR 30, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Wellington J. Denahan-Norris	For	For	Management
2	Elect Director Michael Haylon	For	For	Management
3	Elect Director Donnell A. Segalas	For	For	Management
4	Elect Director Jonathan D. Green	For	For	Management
5	Ratify Auditors	For	For	Management

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AT&T INC.

Ticker: T Security ID: 00206R102

Meeting Date: APR 27, 2012 Meeting Type: Annual

Record Date: FEB 28, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Randall L. Stephenson	For	For	Management
2	Elect Director Gilbert F. Amelio	For	For	Management
3	Elect Director Reuben V. Anderson	For	For	Management
4	Elect Director James H. Blanchard	For	For	Management
5	Elect Director Jaime Chico Pardo	For	For	Management
6	Elect Director James P. Kelly	For	For	Management
7	Elect Director Jon C. Madonna	For	For	Management
8	Elect Director John B. McCoy	For	For	Management
9	Elect Director Joyce M. Roche	For	For	Management
10	Elect Director Matthew K. Rose	For	For	Management
11	Elect Director Laura D'Andrea Tyson	For	For	Management
12	Ratification Of Appointment Of Independent Auditors.	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Provide Right to Act by Written Consent	For	For	Management
15	Report on Political Contributions	Against	For	Shareholder
16	Commit to Wireless Network Neutrality	Against	Against	Shareholder
17	Require Independent Board Chairman	Against	For	Shareholder

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BRISTOL-MYERS SQUIBB COMPANY

Ticker:            BMY                    Security ID: 110122108

Meeting Date: MAY 01, 2012    Meeting Type: Annual

Record Date:   MAR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lamberto Andreotti	For	For	Management
2	Elect Director Lewis B. Campbell	For	For	Management
3	Elect Director James M. Cornelius	For	For	Management
4	Elect Director Louis J. Freeh	For	For	Management
5	Elect Director Laurie H. Glimcher	For	For	Management
6	Elect Director Michael Grobstein	For	For	Management
7	Elect Director Alan J. Lacy	For	For	Management
8	Elect Director Vicki L. Sato	For	For	Management
9	Elect Director Elliott Sigal	For	For	Management
10	Elect Director Gerald L. Storch	For	For	Management
11	Elect Director Togo D. West, Jr.	For	For	Management
12	Elect Director R. Sanders Williams	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Provide for Cumulative Voting	Against	Against	Shareholder
17	Report on Research Animal Care and Promotion of Testing Alternatives	Against	Against	Shareholder

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18 Provide Right to Act by Written Consent Against For Shareholder

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BUCKEYE PARTNERS, L.P.

Ticker: BPL Security ID: 118230101

Meeting Date: JUN 05, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Pieter Bakker	For	For	Management
1.2	Elect Director C. Scott Hobbs	For	For	Management
1.3	Elect Director Mark C. McKinley	For	For	Management
2	Ratify Auditors	For	For	Management

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CAMPUS CREST COMMUNITIES, INC.

Ticker: CCG Security ID: 13466Y105

Meeting Date: APR 23, 2012 Meeting Type: Annual

Record Date: FEB 27, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ted W. Rollins	For	For	Management



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1.2	Elect Director Michael S. Hartnett	For	For	Management
1.3	Elect Director N. Anthony Coles	For	For	Management
1.4	Elect Director Richard S. Kahlbaugh	For	For	Management
1.5	Elect Director Denis McGlynn	For	For	Management
1.6	Elect Director William G. Popeo	For	For	Management
1.7	Elect Director Daniel L. Simmons	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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CENTURYLINK, INC.

Ticker:            CTL                    Security ID: 156700106

Meeting Date: MAY 23, 2012    Meeting Type: Annual

Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Declassify the Board of Directors	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3.1	Elect Director Fred R. Nichols	For	For	Management
3.2	Elect Director Harvey P. Perry	For	For	Management
3.3	Elect Director Laurie A. Siegel	For	For	Management
3.4	Elect Director Joseph R. Zimmel	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named	For	For	Management

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### Executive Officers' Compensation

6	Performance-Based and/or Time-Based	Against	For	Shareholder
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### Equity Awards

7	Adopt Policy on Bonus Banking	Against	For	Shareholder
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8	Report on Political Contributions	Against	Against	Shareholder
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### COMMONWEALTH REIT

Ticker: CWH Security ID: 203233101

Meeting Date: MAY 08, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William A. Lamkin	For	For	Management
2	Elect Director Adam D. Portnoy	For	For	Management
3	Approve Restricted Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Ratify Auditors	For	For	Management

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### COPANO ENERGY, L.L.C.

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Ticker: CPNO Security ID: 217202100

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James G. Crump	For	For	Management
1.2	Elect Director Ernie L. Danner	For	For	Management
1.3	Elect Director Scott A. Griffiths	For	For	Management
1.4	Elect Director Michael L. Johnson	For	For	Management
1.5	Elect Director Michael G. MacDougall	For	For	Management
1.6	Elect Director R. Bruce Northcutt	For	For	Management
1.7	Elect Director T. William Porter	For	For	Management
1.8	Elect Director William L. Thacker	For	For	Management
2	Ratify Auditors	For	For	Management

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DCT INDUSTRIAL TRUST INC.

Ticker: DCT Security ID: 233153105

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 06, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas G. Wattles	For	For	Management
1.2	Elect Director Philip L. Hawkins	For	For	Management
1.3	Elect Director Marilyn A. Alexander	For	For	Management

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1.4	Elect Director Thomas F. August	For	For	Management
1.5	Elect Director John S. Gates, Jr.	For	For	Management
1.6	Elect Director Raymond B. Greer	For	For	Management
1.7	Elect Director Tripp H. Hardin	For	For	Management
1.8	Elect Director John C. O'keeffe	For	For	Management
1.9	Elect Director Bruce L. Warwick	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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DIAMOND OFFSHORE DRILLING, INC.

Ticker: DO Security ID: 25271C102

Meeting Date: MAY 22, 2012 Meeting Type: Annual

Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James S. Tisch	For	For	Management
2	Elect Director Lawrence R. Dickerson	For	For	Management
3	Elect Director John R. Bolton	For	For	Management
4	Elect Director Charles L. Fabrikant	For	For	Management
5	Elect Director Paul G. Gaffney, II	For	For	Management
6	Elect Director Edward Grebow	For	For	Management
7	Elect Director Herbert C. Hofmann	For	For	Management
8	Elect Director Clifford M. Sobel	For	For	Management

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9	Elect Director Andrew H. Tisch	For	For	Management
10	Elect Director Raymond S. Troubh	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Amend Executive Incentive Bonus Plan	For	For	Management

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DUNDEE REAL ESTATE INVESTMENT TRUST

Ticker: D.UN Security ID: 265270207

Meeting Date: MAY 03, 2012 Meeting Type: Annual/Special

Record Date: MAR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Detlef Bierbaum, Donald K. Charter, Michael J. Cooper, Peter A. Crossgrove, Joanne Ferstman, Robert G. Goodall, David J. Goodman, Ned Goodman, Duncan Jackman, and Robert Tweedy as Trustees	For	Withhold	Management
2	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Trustees to Fix Their Remuneration	For	For	Management
3	Re-approve Deferred Unit Incentive Plan	For	For	Management
4	Authorize New Class of Preferred Units	For	Against	Management

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ENTERTAINMENT PROPERTIES TRUST

Ticker: EPR Security ID: 29380T105

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jack A. Newman, Jr.	For	For	Management
1.2	Elect Director James A. Olson	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Ratify Auditors	For	For	Management

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EXCEL TRUST, INC.

Ticker: EXL Security ID: 30068C109

Meeting Date: APR 30, 2012 Meeting Type: Annual

Record Date: MAR 19, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary B. Sabin	For	For	Management
1.2	Elect Director Spencer G. Plumb	For	For	Management
1.3	Elect Director Mark T. Burton	For	For	Management
1.4	Elect Director Bruce G. Blakley	For	For	Management
1.5	Elect Director Burland B. East, III	For	For	Management
1.6	Elect Director Robert E. Parsons, Jr.	For	For	Management
1.7	Elect Director Warren R. Staley	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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FIRST POTOMAC REALTY TRUST

Ticker: FPO Security ID: 33610F109

Meeting Date: MAY 23, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert H. Arnold	For	For	Management
1.2	Elect Director Richard B. Chess	For	For	Management
1.3	Elect Director Douglas J. Donatelli	For	For	Management
1.4	Elect Director J. Roderick Heller, III	For	For	Management
1.5	Elect Director R. Michael McCullogh	For	For	Management
1.6	Elect Director Alan G. Merten	For	For	Management

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1.7	Elect Director Terry L. Stevens	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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FRANCE TELECOM

Ticker: FTE Security ID: 35177Q105

Meeting Date: JUN 05, 2012 Meeting Type: Annual/Special

Record Date: APR 26, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 1.40 per Share	For	For	Management
A	Amendment to Item 3 Above: Approve Dividends of EUR 1 (instead of EUR 1. 40) per Share	Against	Against	Shareholder
4	Acknowledge Auditors' Special Report on Related-Party Transactions Mentioning the Absence of Transactions	For	For	Management
5	Reelect Claudie Haignere as Director	For	For	Management



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6	Reelect Jose Luis Duran as Director	For	For	Management
7	Reelect Charles Henri Filippi as Director	For	For	Management
8	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
9	Ratify Change of Registered Office to 78, Rue Olivier de Serres, 75015 Paris	For	For	Management
10	Amend Article 9 of Bylaws Re: Shareholding Disclosure Requirements	For	Against	Management
11	Remove Paragraphs 3 and 4 of Article 16 Re: Board Powers	For	For	Management
12	Amend Article 21 of Bylaws Re: Proxy Voting, Electronic Vote, Convening of General Meeting, Shareholders Proposals	For	For	Management
13	Authorize Capital Increase of up to EUR 25 Million to Holders of Orange SA Stock Options or Shares in Connection with France Telecom Liquidity Agreement	For	For	Management
14	Authorize up to EUR 250,000 for Issuance of Free Option-Based Liquidity Instruments Reserved for Holders of Orange SA Stock Options Benefiting from a Liquidity Agreement	For	For	Management
15	Authorize up to 1 Percent of Issued Capital for Use in Restricted Stock Plan (Repurchased Shares)	For	For	Management
16	Approve Employee Stock Purchase Plan	For	For	Management
17	Approve Reduction in Share Capital via	For	For	Management

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### Cancellation of Repurchased Shares

18	Authorize Filing of Required Documents/Other Formalities	For	For	Management
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GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 06, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Report	For	For	Management
3	Re-elect Sir Christopher Gent as Director	For	For	Management
4	Re-elect Sir Andrew Witty as Director	For	For	Management
5	Re-elect Sir Roy Anderson as Director	For	For	Management
6	Re-elect Dr Stephanie Burns as Director	For	For	Management
7	Re-elect Stacey Cartwright as Director	For	For	Management
8	Re-elect Larry Culp as Director	For	For	Management
9	Re-elect Sir Crispin Davis as Director	For	For	Management
10	Re-elect Simon Dingemans as Director	For	For	Management
11	Re-elect Judy Lewent as Director	For	For	Management
12	Re-elect Sir Deryck Maughan as Director	For	For	Management

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13	Re-elect Dr Daniel Podolsky as Director	For	For	Management
14	Re-elect Dr Moncef Slaoui as Director	For	For	Management
15	Re-elect Tom de Swaan as Director	For	For	Management
16	Re-elect Sir Robert Wilson as Director	For	For	Management
17	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	Management
18	Authorise the Audit & Risk Committee to Fix Remuneration of Auditors	For	For	Management
19	Authorise EU Political Donations and Expenditure	For	For	Management
20	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
21	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
22	Authorise Market Purchase	For	For	Management
23	Approve the Exemption from Statement of the Name of the Senior Statutory Auditor in Published Copies of the Auditors' Reports	For	For	Management
24	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management
25	Approve 2012 ShareSave Plan	For	For	Management
26	Approve 2012 ShareReward Plan	For	For	Management

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H. J. HEINZ COMPANY

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Ticker: HNZ Security ID: 423074103

Meeting Date: AUG 30, 2011 Meeting Type: Annual

Record Date: JUN 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William R. Johnson	For	For	Management
2	Elect Director Charles E. Bunch	For	For	Management
3	Elect Director Leonard S. Coleman, Jr.	For	For	Management
4	Elect Director John G. Drosdick	For	For	Management
5	Elect Director Edith E. Holiday	For	For	Management
6	Elect Director Candace Kendle	For	For	Management
7	Elect Director Dean R. O'Hare	For	For	Management
8	Elect Director Nelson Peltz	For	For	Management
9	Elect Director Dennis H. Reilley	For	For	Management
10	Elect Director Lynn C. Swann	For	For	Management
11	Elect Director Thomas J. Usher	For	For	Management
12	Elect Director Michael F. Weinstein	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

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HATTERAS FINANCIAL CORP.

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Ticker: HTS Security ID: 41902R103

Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael R. Hough	For	For	Management
1.2	Elect Director Benjamin M. Hough	For	For	Management
1.3	Elect Director David W. Berson	For	For	Management
1.4	Elect Director Ira G. Kawaller	For	For	Management
1.5	Elect Director Jeffrey D. Miller	For	For	Management
1.6	Elect Director Thomas D. Wren	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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HCP, INC.

Ticker: HCP Security ID: 40414L109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 02, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James F. Flaherty, III	For	For	Management
2	Elect Director Christine N. Garvey	For	For	Management
3	Elect Director David B. Henry	For	For	Management

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4	Elect Director Lauralee E. Martin	For	For	Management
5	Elect Director Michael D. McKee	For	For	Management
6	Elect Director Peter L. Rhein	For	For	Management
7	Elect Director Kenneth B. Roath	For	For	Management
8	Elect Director Joseph P. Sullivan	For	For	Management
9	Ratify Auditors	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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HEALTH CARE REIT, INC.

Ticker: HCN Security ID: 42217K106

Meeting Date: MAY 03, 2012 Meeting Type: Annual

Record Date: MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Ballard, Jr.	For	For	Management
2	Elect Director George L. Chapman	For	For	Management
3	Elect Director Daniel A. Decker	For	For	Management
4	Elect Director Thomas J. DeRosa	For	For	Management
5	Elect Director Jeffrey H. Donahue	For	For	Management
6	Elect Director Peter J. Grua	For	For	Management
7	Elect Director Fred S. Klipsch	For	For	Management
8	Elect Director Sharon M. Oster	For	For	Management
9	Elect Director Jeffrey R. Otten	For	For	Management

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10	Elect Director R. Scott Trumbull	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management

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HIGHWOODS PROPERTIES, INC.

Ticker:           HIW                   Security ID: 431284108

Meeting Date: MAY 15, 2012   Meeting Type: Annual

Record Date:   MAR 01, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas W. Adler	For	For	Management
1.2	Elect Director Gene H. Anderson	For	For	Management
1.3	Elect Director Edward J. Fritsch	For	For	Management
1.4	Elect Director David J. Hartzell	For	For	Management
1.5	Elect Director Sherry A. Kellett	For	For	Management
1.6	Elect Director Mark F. Mulhern	For	For	Management
1.7	Elect Director L. Glenn Orr, Jr.	For	For	Management
1.8	Elect Director O. Temple Sloan, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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HOSPITALITY PROPERTIES TRUST

Ticker: HPT Security ID: 44106M102

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bruce M. Gans, M.D.	For	For	Management
2	Elect Director Adam D. Portnoy	For	For	Management
3	Approve Restricted Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Ratify Auditors	For	For	Management
6	Declassify the Board of Directors	Against	For	Shareholder

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INLAND REAL ESTATE CORPORATION

Ticker: IRC Security ID: 457461200

Meeting Date: JUN 27, 2012 Meeting Type: Annual

Record Date: APR 18, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Thomas P. D'Arcy	For	For	Management



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2	Elect Director Daniel L. Goodwin	For	For	Management
3	Elect Director Joel G. Herter	For	For	Management
4	Elect Director Heidi N. Lawton	For	For	Management
5	Elect Director Thomas H. McAuley	For	For	Management
6	Elect Director Thomas R. McWilliams	For	For	Management
7	Elect Director Joel D. Simmons	For	For	Management
8	Ratify Auditors	For	For	Management
9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
10	Increase Authorized Preferred Stock	For	For	Management

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INTEGRYS ENERGY GROUP, INC.

Ticker:            TEG                    Security ID: 45822P105

Meeting Date: MAY 10, 2012    Meeting Type: Annual

Record Date:    MAR 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Keith E. Bailey	For	For	Management
1.2	Elect Director William J. Brodsky	For	For	Management
1.3	Elect Director Albert J. Budney, Jr.	For	For	Management
1.4	Elect Director P. San Juan Cafferty	For	For	Management
1.5	Elect Director Ellen Carnahan	For	For	Management
1.6	Elect Director Michelle L. Collins	For	For	Management
1.7	Elect Director Kathryn M.	For	For	Management

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Hasselblad-Pascale

1.8	Elect Director John W. Higgins	For	For	Management
1.9	Elect Director Paul W. Jones	For	For	Management
1.10	Elect Director Holly K. Koepfel	For	For	Management
1.11	Elect Director Michael E. Lavin	For	For	Management
1.12	Elect Director William F. Protz, Jr.	For	For	Management
1.13	Elect Director Charles A. Schrock	For	For	Management
2	Advisory Vote to Ratify Named	For	For	Management

Executive Officers' Compensation

3	Adopt Majority Voting for Uncontested	For	For	Management
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Election of Directors

4	Ratify Auditors	For	For	Management
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KILROY REALTY CORPORATION

Ticker: KRC Security ID: 49427F108

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John B. Kilroy, Sr.	For	For	Management
1.2	Elect Director John B. Kilroy, Jr.	For	For	Management
1.3	Elect Director Edward F. Brennan	For	For	Management
1.4	Elect Director William P. Dickey	For	For	Management
1.5	Elect Director Scott S. Ingraham	For	For	Management

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1.6	Elect Director Dale F. Kinsella	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Ratify Auditors	For	For	Management

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KIMBERLY-CLARK CORPORATION

Ticker:           KMB                   Security ID: 494368103

Meeting Date: MAY 03, 2012   Meeting Type: Annual

Record Date:   MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John R. Alm	For	For	Management
2	Elect Director John F. Bergstrom	For	For	Management
3	Elect Director Abelardo E. Bru	For	For	Management
4	Elect Director Robert W. Decherd	For	For	Management
5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Fabian T. Garcia	For	For	Management
7	Elect Director Mae C. Jemison, M.D.	For	For	Management
8	Elect Director James M. Jenness	For	For	Management
9	Elect Director Nancy J. Karch	For	For	Management
10	Elect Director Ian C. Read	For	For	Management
11	Elect Director Linda Johnson Rice	For	For	Management
12	Elect Director Marc J. Shapiro	For	For	Management
13	Ratify Auditors	For	For	Management



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LINN ENERGY, LLC

Ticker: LINE Security ID: 536020100

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director George A. Alcorn	For	For	Management
1.2	Elect Director Mark E. Ellis	For	For	Management
1.3	Elect Director Terrence S. Jacobs	For	For	Management
1.4	Elect Director Michael C. Linn	For	For	Management
1.5	Elect Director Joseph P. McCoy	For	For	Management
1.6	Elect Director Jeffrey C. Swoveland	For	For	Management
2	Ratify Auditors	For	For	Management

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LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109

Meeting Date: APR 26, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Nolan D. Archibald	For	For	Management
2	Elect Director Rosalind G. Brewer	For	For	Management
3	Elect Director David B. Burritt	For	For	Management
4	Elect Director James O. Ellis, Jr.	For	For	Management
5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Gwendolyn S. King	For	For	Management
7	Elect Director James M. Loy	For	For	Management
8	Elect Director Douglas H. McCorkindale	For	For	Management
9	Elect Director Joseph W. Ralston	For	For	Management
10	Elect Director Anne Stevens	For	For	Management
11	Elect Director Robert J. Stevens	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Require Independent Board Chairman	Against	Against	Shareholder

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MACK-CALI REALTY CORPORATION

Ticker: CLI Security ID: 554489104

Meeting Date: JUN 05, 2012 Meeting Type: Annual

Record Date: APR 11, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mitchell E. Hersh	For	For	Management

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1.2	Elect Director Alan S. Bernikow	For	For	Management
1.3	Elect Director Irvin D. Reid	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Ticker: MMP Security ID: 559080106

Meeting Date: APR 24, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert G. Croyle	For	For	Management
1.2	Elect Director Barry R. Pearl	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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MARKWEST ENERGY PARTNERS, L.P.

Ticker: MWE Security ID: 570759100

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Meeting Date: JUN 01, 2012 Meeting Type: Annual

Record Date: APR 04, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank M. Semple	For	For	Management
1.2	Elect Director Donald D. Wolf	For	For	Management
1.3	Elect Director Keith E. Bailey	For	For	Management
1.4	Elect Director Michael L. Beatty	For	For	Management
1.5	Elect Director Charles K. Dempster	For	For	Management
1.6	Elect Director Donald C. Heppermann	For	For	Management
1.7	Elect Director Randall J. Larson	For	For	Management
1.8	Elect Director Anne E. Fox Mounsey	For	For	Management
1.9	Elect Director William P. Nicoletti	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

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MEDLEY CAPITAL CORPORATION

Ticker: MCC Security ID: 58503F106

Meeting Date: MAR 09, 2012 Meeting Type: Annual

Record Date: DEC 23, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew Fentress	For	For	Management
1.2	Elect Director Richard A. Dorfman	For	For	Management



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2	Ratify Auditors	For	For	Management
3	Approve Issuance of Shares Below Net Asset Value (NAV)	For	Against	Management
4	Approve Issuance of Warrants/Options/Rights	For	Against	Management

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NATIONAL GRID PLC

Ticker: NG. Security ID: G6375K151

Meeting Date: JUL 25, 2011 Meeting Type: Annual

Record Date: JUL 23, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Re-elect Sir John Parker as Director	For	For	Management
4	Re-elect Steve Holliday as Director	For	For	Management
5	Elect Andrew Bonfield as Director	For	For	Management
6	Re-elect Tom King as Director	For	For	Management
7	Re-elect Nick Winser as Director	For	For	Management
8	Re-elect Ken Harvey as Director	For	For	Management
9	Re-elect Linda Adamany as Director	For	For	Management
10	Re-elect Philip Aiken as Director	For	For	Management
11	Re-elect Stephen Pettit as Director	For	For	Management

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12	Re-elect Maria Richter as Director	For	For	Management
13	Re-elect George Rose as Director	For	For	Management
14	Reappoint PricewaterhouseCoopers LLP as Auditors	For	For	Management
15	Authorise Board to Fix Remuneration of Auditors	For	For	Management
16	Approve Remuneration Report	For	Against	Management
17	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
18	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
19	Authorise Market Purchase	For	For	Management
20	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management
21	Approve Share Incentive Plan	For	For	Management
22	Approve Employee Stock Purchase Plan	For	Against	Management
23	Approve Sharesave Plan	For	Against	Management
24	Approve Long Term Performance Plan	For	For	Management

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NUSTAR GP HOLDINGS, LLC

Ticker: NSH Security ID: 67059L102

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: MAR 01, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James F. Clingman, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

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OMEGA HEALTHCARE INVESTORS, INC.

Ticker: OHI Security ID: 681936100

Meeting Date: JUN 07, 2012 Meeting Type: Annual

Record Date: APR 09, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas F. Franke	For	For	Management
1.2	Elect Director Bernard J. Korman	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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PRIMARIS RETAIL REAL ESTATE INVESTMENT TRUST

Ticker: PMZ.UN Security ID: 74157U109

Meeting Date: MAY 08, 2012 Meeting Type: Annual/Special

Record Date: MAR 30, 2012

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Trustee Roland A. Cardy	For	For	Management
1.2	Elect Trustee Kerry D. Adams	For	For	Management
1.3	Elect Trustee William J. Biggar	For	For	Management
1.4	Elect Trustee Ian Collier	For	For	Management
1.5	Elect Trustee Kenneth A. Field	For	For	Management
1.6	Elect Trustee Brent Hollister	For	For	Management
1.7	Elect Trustee John Morrison	For	For	Management
2	Approve KPMG LLP as Auditors and Authorize Trustees to Fix Their Remuneration	For	For	Management
3	Amend Declaration of Trust	For	For	Management

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RAMCO-GERSHENSON PROPERTIES TRUST

Ticker: RPT Security ID: 751452202

Meeting Date: JUN 06, 2012 Meeting Type: Annual

Record Date: APR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arthur H. Goldberg	For	For	Management
1.2	Elect Director Mark K. Rosenfeld	For	For	Management
1.3	Elect Director Stephen R. Blank	For	For	Management
1.4	Elect Director Matthew L. Ostrower	For	For	Management

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1.5	Elect Director Joel M. Pashcow	For	For	Management
1.6	Elect Director David J. Nettina	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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### REGENCY CENTERS CORPORATION

Ticker: REG Security ID: 758849103

Meeting Date: MAY 01, 2012 Meeting Type: Annual

Record Date: FEB 24, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Martin E. Stein, Jr.	For	For	Management
1.2	Elect Director Raymond L. Bank	For	For	Management
1.3	Elect Director C. Ronald Blankenship	For	For	Management
1.4	Elect Director A.R. Carpenter	For	For	Management
1.5	Elect Director J. Dix Druce, Jr.	For	For	Management
1.6	Elect Director Mary Lou Fiala	For	For	Management
1.7	Elect Director Bruce M. Johnson	For	For	Management
1.8	Elect Director Douglas S. Luke	For	For	Management
1.9	Elect Director David P. O'Connor	For	For	Management
1.10	Elect Director John C. Schweitzer	For	For	Management
1.11	Elect Director Brian M. Smith	For	For	Management

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1.12	Elect Director Thomas G. Wattles	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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SEAGATE TECHNOLOGY PUBLIC LIMITED COMPANY

Ticker: STX Security ID: G7945M107

Meeting Date: OCT 26, 2011 Meeting Type: Annual

Record Date: SEP 06, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Reelect Stephen J. Luczo as Director	For	For	Management
2	Reelect D Frank J. Biondi, Jr. as Director	For	For	Management
3	Reelect Michael R. Cannon as Director	For	For	Management
4	Reelect Lydia M. Marshall as Director	For	For	Management
5	Reelect C.S. Park as Director	For	For	Management
6	Reelect Gregorio Reyes as Director	For	For	Management
7	Reelect Edward J. Zander as Director	For	For	Management
8	Approve Omnibus Stock Plan	For	For	Management
9	Determine Price Range for Reissuance of Treasury Shares	For	For	Management
10	Authorize the Holding of the 2012 AGM at a Location Outside Ireland	For	For	Management

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11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Ratify Auditors	For	For	Management

SENIOR HOUSING PROPERTIES TRUST

Ticker: SNH Security ID: 81721M109

Meeting Date: MAY 17, 2012 Meeting Type: Annual

Record Date: FEB 17, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey P. Somers	For	For	Management
2.1	Elect Director Barry M. Portnoy	For	For	Management
3	Approve Restricted Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Ratify Auditors	For	For	Management

STARWOOD PROPERTY TRUST, INC.

Ticker: STWD Security ID: 85571B105

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Meeting Date: MAY 02, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard D. Bronson	For	For	Management
1.2	Elect Director Jeffrey F. DiModica	For	For	Management
1.3	Elect Director Jeffrey G. Dishner	For	For	Management
1.4	Elect Director Camille J. Douglas	For	For	Management
1.5	Elect Director Boyd W. Fellows	For	For	Management
1.6	Elect Director Barry S. Sternlicht	For	For	Management
1.7	Elect Director Strauss Zelnick	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Ratify Auditors	For	For	Management

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TAL INTERNATIONAL GROUP, INC.

Ticker: TAL Security ID: 874083108

Meeting Date: APR 25, 2012 Meeting Type: Annual

Record Date: MAR 16, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brian M. Sondey	For	For	Management
1.2	Elect Director Malcolm P. Baker	For	For	Management
1.3	Elect Director A. Richard Caputo, Jr.	For	For	Management



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1.4	Elect Director Claude Germain	For	For	Management
1.5	Elect Director Helmut Kaspers	For	For	Management
1.6	Elect Director Frederic H. Lindeberg	For	For	Management
1.7	Elect Director Douglas J. Zych	For	For	Management
2	Ratify Auditors	For	For	Management

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TOTAL SA

Ticker: FP Security ID: 89151E109

Meeting Date: MAY 11, 2012 Meeting Type: Annual/Special

Record Date: APR 03, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Statutory Reports	For	For	Management
2	Approve Consolidated Financial Statements and Statutory Reports	For	For	Management
3	Approve Allocation of Income and Dividends of EUR 2.28 per Share	For	For	Management
4	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
5	Reelect Christophe de Margerie as Director	For	For	Management
6	Reelect Patrick Artus as Director	For	For	Management
7	Reelect Bertrand Collomb as Director	For	For	Management

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8	Reelect Anne Lauvergeon as Director	For	For	Management
9	Reelect Michel Pebereau as Director	For	For	Management
10	Ratify Appointment of Gerard Lamarche as Director	For	For	Management
11	Elect Anne-Marie Idrac as Director	For	For	Management
12	Approve Severance Payment Agreement with Christophe de Margerie	For	Against	Management
13	Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion and/or Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value	For	For	Management
14	Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 850 Million	For	For	Management
15	Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Under Item 14	For	For	Management
16	Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	For	For	Management
17	Approve Employee Stock Purchase Plan	For	For	Management
18	Approve Stock Purchase Plan Reserved for Employees of International	For	For	Management

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Subsidiaries

19	Approve Reduction in Share Capital via Cancellation of Repurchased Shares	For	For	Management
A	Approve Additional Indicators to Include in the Information Provided on Corporate Executive Officers Remuneration	Against	Against	Shareholder
B	Allow Loyalty Dividends to Long-Term Registered Shareholders	Against	Against	Shareholder

UIL HOLDINGS CORPORATION

Ticker: UIL Security ID: 902748102

Meeting Date: MAY 15, 2012 Meeting Type: Annual

Record Date: MAR 12, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thelma R. Albright	For	For	Management
1.2	Elect Director Arnold L. Chase	For	For	Management
1.3	Elect Director Betsy Henley-cohn	For	For	Management
1.4	Elect Director Suedeem G. Kelly	For	For	Management
1.5	Elect Director John L. Lahey	For	For	Management
1.6	Elect Director Daniel J. Miglio	For	For	Management
1.7	Elect Director William F. Murdy	For	For	Management
1.8	Elect Director Donald R. Shassian	For	For	Management

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1.9	Elect Director James P. Torgerson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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URSTADT BIDDLE PROPERTIES INC.

Ticker: UBA Security ID: 917286205

Meeting Date: MAR 06, 2012 Meeting Type: Annual

Record Date: JAN 19, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard Grellier	For	For	Management
1.2	Elect Director Robert R. Douglass	For	For	Management
1.3	Elect Director George H.C. Lawrence	For	For	Management
1.4	Elect Director Charles J. Urstadt	For	For	Management
2	Ratify Auditors	For	For	Management

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 03, 2012 Meeting Type: Annual

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Record Date: MAR 05, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director Melanie L. Healey	For	For	Management
3	Elect Director M. Frances Keeth	For	For	Management
4	Elect Director Robert W. Lane	For	For	Management
5	Elect Director Lowell C. McAdam	For	For	Management
6	Elect Director Sandra O. Moose	For	For	Management
7	Elect Director Joseph Neubauer	For	For	Management
8	Elect Director Donald T. Nicolaisen	For	For	Management
9	Elect Director Clarence Otis, Jr.	For	For	Management
10	Elect Director Hugh B. Price	For	For	Management
11	Elect Director Rodney E. Slater	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Disclose Prior Government Service	Against	Against	Shareholder
15	Report on Lobbying Payments and Policy	Against	Against	Shareholder
16	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
18	Provide Right to Act by Written Consent	Against	For	Shareholder
19	Commit to Wireless Network Neutrality	Against	Against	Shareholder

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WASTE MANAGEMENT, INC.

Ticker: WM Security ID: 94106L109

Meeting Date: MAY 10, 2012 Meeting Type: Annual

Record Date: MAR 13, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bradbury H. Anderson	For	For	Management
2	Elect Director Pastora San Juan Cafferty	For	For	Management
3	Elect Director Frank M. Clark, Jr.	For	For	Management
4	Elect Director Patrick W. Gross	For	For	Management
5	Elect Director John C. Pope	For	For	Management
6	Elect Director W. Robert Reum	For	For	Management
7	Elect Director Steven G. Rothmeier	For	For	Management
8	Elect Director David P. Steiner	For	For	Management
9	Elect Director Thomas H. Weidemeyer	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Amend Qualified Employee Stock Purchase Plan	For	For	Management
13	Stock Retention	Against	For	Shareholder
14	Amend Bylaws -- Call Special Meetings	Against	Against	Shareholder

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WESTFIELD GROUP

Ticker: WDC Security ID: Q97062105

Meeting Date: MAY 16, 2012 Meeting Type: Annual

Record Date: MAY 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
2	Approve the Remuneration Report for the Year Ended Dec. 31, 2011	For	For	Management
3	Elect Peter Goldsmith as a Director	For	For	Management
4	Elect Mark Johnson as a Director	For	For	Management
5	Elect John McFarlane as a Director	For	For	Management
6	Elect Judith Sloan as Director	For	For	Management

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WINDSTREAM CORP.

Ticker: WIN Security ID: 97381W104

Meeting Date: MAY 09, 2012 Meeting Type: Annual

Record Date: MAR 15, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carol B. Armitage	For	For	Management
2	Elect Director Samuel E. Beall, III	For	For	Management
3	Elect Director Dennis E. Foster	For	For	Management

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4	Elect Director Francis X. Frantz	For	For	Management
5	Elect Director Jeffery R. Gardner	For	For	Management
6	Elect Director Jeffrey T. Hinson	For	For	Management
7	Elect Director Judy K. Jones	For	For	Management
8	Elect Director William A. Montgomery	For	For	Management
9	Elect Director Alan L. Wells	For	For	Management
10	Approve Executive Incentive Bonus Plan	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Ratify Auditors	For	For	Management
13	Pro-rata Vesting of Equity Plans	Against	Against	Shareholder
14	Report on Political Contributions	Against	Against	Shareholder

===== END NPX REPORT



**SIGNATURES**

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

(Registrant)

LMP Capital and Income Fund Inc.

By (Signature and Title)\*

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer

Date

August 24, 2012

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

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