

EAGLE CAPITAL GROWTH FUND, INC.  
Form N-PX  
July 29, 2010

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act File Number: 811-05807

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

205 E. Wisconsin Ave.  
Suite 120  
Milwaukee, WI 53202  
(Address of principal executive offices) (zip code)

Luke E. Sims, President  
Eagle Capital Growth Fund, Inc.  
205 E. Wisconsin Ave.  
Suite 120

Milwaukee, WI 53202  
(Name and address of agent for service)

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

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2009 thru 06/30/2010

---

---

---

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

AFLAC Inc.

Ticker: AFL

Meeting Date: May 3, 2010

Record Date: February 24, 2010

Security ID: 001055102

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Daniel P. Amos	FOR	FOR	Management
1b	Elect Director John Shelby Amos II	FOR	AGAINST	Management
1c	Elect Director Paul S. Amos II	FOR	AGAINST	Management
1d	Elect Director Michael H. Armacost	FOR	FOR	Management
1e	Elect Director Kriss Cloninger III	FOR	FOR	Management
1f	Elect Director Joe Frank Harris	FOR	FOR	Management
1g	Elect Director Elizabeth J Hudson	FOR	FOR	Management
1h	Elect Director Douglas W. Johnson	FOR	FOR	Management
1i	Elect Director Robert B. Johnson	FOR	FOR	Management
1j	Elect Director Charles B. Knapp	FOR	FOR	Management
1k	Elect Director E. Stephen Purdom, MD	FOR	FOR	Management
1l	Elect Director Barbara K. Rimer, Dr.	FOR	FOR	Management
1m	Elect Director Marvin R. Schuster	FOR	FOR	Management
1n	Elect Director David Gary Thompson	FOR	FOR	Management
1o	Elect Director Robert L Wright	FOR	FOR	Management
1p	Elect Director Takuro Yoshida	FOR	FOR	Management
2	Approve executive comp.	FOR	FOR	Management
3	Ratification of accounting firm	FOR	FOR	Management

Alcon Inc.

Ticker: ACL

Meeting Date: 5/20/2010

Record Date: 3/24/2010

Security ID: H01301102

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approval of 2009 annual report, financial Statements	FOR	FOR	Management
2	Appropriation of 2009 earnings, dividend	FOR	FOR	Management
3	Discharge the board for 2009	FOR	FOR	Management
4	Election of auditors	FOR	FOR	Management
5	Election of special auditors	FOR	FOR	Management
6	Amendments to articles of association	FOR	FOR	Management
7a	Election of director Werner Brauer	FOR	FOR	Management
7b	Election of director Francisco Castaner	FOR	FOR	Management
7c	Election of director Lodewijk J.R. De Vink	FOR	FOR	Management

Automatic Data Processing, Inc.

Ticker: ADP

Meeting Date: 11/10/2009

Security ID: 53015103

Meeting Type: Annual

## Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

Record Date: 9/11/2009

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director Gregory Brenneman	FOR	FOR	Management
1.2	Election of director Leslie A. Brun	FOR	FOR	Management
1.3	Election of director Gary C. Butler	FOR	FOR	Management
1.4	Election of director Leon G. Cooperman	FOR	FOR	Management
1.5	Election of director Eric C. Fast	FOR	FOR	Management
1.6	Election of director Linda R. Gooden	FOR	FOR	Management
1.7	Election of director Glenn Hubbard	FOR	FOR	Management
1.8	Election of director John P. Jones	FOR	FOR	Management
1.9	Election of director Charles H. Noski	FOR	FOR	Management
1.10	Election of director Sharon T. Rowlands	FOR	FOR	Management
1.11	Election of director Gregory L. Summe	FOR	FOR	Management
2	Appointment of Deloitte & Touche LLP	FOR	FOR	Management

Berkshire Hathaway Inc.

Ticker: BRKb

Meeting Date: 1/20/2010

Record Date: 11/30/2009

Security ID: 84670207

Meeting Type: Special Meeting

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend articles for share split	FOR	FOR	Management
2	Amend certificate for share split	FOR	FOR	Management
3	Amend certificate for share split	FOR	FOR	Management
4	Amend certificate for share issuance	FOR	FOR	Management
5	Amend certificate to remove physical requirement for share certificates	FOR	FOR	Management

Burlington Northern Santa Fe Corporation

Ticker: BNI

Meeting Date: 2/11/2010

Record Date: 12/18/2009

Security ID: 12189T104

Meeting Type: Special

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Adopt merger plan	FOR	FOR	Management
2	Adopt merger plan postponement plan	FOR	FOR	Management

Cabela's Incorporated  
 Ticker: CAB  
 Meeting Date: 5/11/2010  
 Record Date: 3/15/2010

Security ID: 126804301  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Theodore M. Armstrong	FOR	FOR	Management
1b	Election of director Richard N. Cabela	FOR	FOR	Management
1c	Election of director James W. Cabela	FOR	FOR	Management
1d	Election of director John H. Edmondson	FOR	FOR	Management
1e	Election of director John Gottschalk	FOR	FOR	Management
1f	Election of director Dennis Highby	FOR	FOR	Management
1g	Election of director Reuben Mark	FOR	FOR	Management
1h	Election of director Michael R. McCarthy	FOR	FOR	Management
1i	Election of director Thomas L. Millner	FOR	FOR	Management
2	Ratification of accounting firm	FOR	FOR	Management

Citigroup Inc.  
 Ticker: C  
 Meeting Date: N/A  
 Record Date:

Security ID: 172967101  
 Meeting Type: N/A

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve dividend blocker amendment	CONSENT	CONSENT	Management
2	Approve director amendment	CONSENT	CONSENT	Management
3	Approve retirement amendment	CONSENT	CONSENT	Management
4	Approve preferred stock increase	CONSENT	CONSENT	Management

Colgate-Palmolive Company  
 Ticker: CL  
 Meeting Date: 5/7/2010  
 Record Date: 3/8/2010

Security ID: 194162103  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director John T Cahill	FOR	FOR	Management
1b	Election of director Ian Cook	FOR	FOR	Management
1c	Election of director Helene D. Gayle	FOR	FOR	Management
1d	Election of director Ellen M. Hancock	FOR	FOR	Management
1e	Election of director Joseph Jimenez	FOR	FOR	Management
1f	Election of director David W. Johnson	FOR	FOR	Management
1g	Election of director Richard J. Kogan	FOR	FOR	Management
1h	Election of director Delano E. Lewis	FOR	FOR	Management

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

1i	Election of director J. Pedro Reinhold	FOR	FOR	Management
1j	Election of director Stephen Sadove	FOR	FOR	Management
2	Ratify independent accounting firm	FOR	FOR	Management
3	Advisory vote on executive compensation	FOR	FOR	Management
4	Proposal on charitable contributions	AGAINST	AGAINST	Shareholder
5	Proposal on special shareholder meetings	AGAINST	AGAINST	Shareholder

Emerson Electric Co.

Ticker: EMR

Meeting Date: 2/2/2010

Record Date: 11/24/2009

Security ID: 291011104

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director C.A.H. Boersig	FOR	FOR	Management
1.2	Election of director C. Fernandez	FOR	FOR	Management
1.3	Election of director W.J. Galvin	FOR	FOR	Management
1.4	Election of director R.L. Stephenson	FOR	FOR	Management
1.5	Election of director V.R. Loucks	FOR	FOR	Management
1.6	Election of director R.L. Ridgway	FOR	FOR	Management
2	Re-approval of annual incentive plan	FOR	FOR	Management
3	Ratification of independent accounting firm	FOR	FOR	Management

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

General Electric Company

Ticker: GE

Meeting Date: 4/28/2010

Record Date: 3/1/2010

Security ID: 369604103

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
A1	Election of director W. Geoffrey Beattie	FOR	FOR	Management
A2	Election of director James I. Cash, Jr.	FOR	FOR	Management
A3	Election of director William M. Castell	FOR	FOR	Management
A4	Election of director Ann M. Fudge	FOR	FOR	Management
A5	Election of director Susan Hockfield	FOR	FOR	Management
A6	Election of director Jeffrey R. Immelt	FOR	FOR	Management
A7	Election of director Andrea Jung	FOR	FOR	Management
A8	Election of director A.G. Lafley	FOR	FOR	Management
A9	Election of director Robert W. Lane	FOR	FOR	Management
A10	Election of director Ralph S. Larson	FOR	FOR	Management
A11	Election of director Rochelle B. Lazarus	FOR	FOR	Management
A12	Election of director James J. Mulva	FOR	FOR	Management
A13	Election of director Sam Nunn	FOR	FOR	Management
A14	Election of director Roger S. Penske	FOR	FOR	Management
A15	Election of director Robert J. Swieringa	FOR	FOR	Management
A16	Election of director Douglas A. Warner III	FOR	FOR	Management
B1	Ratification of KPMG	FOR	FOR	Management
C1	Cumulative Voting	AGAINST	FOR	Shareholder
C2	Special Shareholder Meetings	AGAINST	FOR	Shareholder
C3	Independent Board Chairman	AGAINST	FOR	Shareholder
C4	Pay Disparity	AGAINST	FOR	Shareholder
C5	Key Board Committees	AGAINST	FOR	Shareholder
C6	Advisory Vote on Executive Compensation	AGAINST	FOR	Shareholder

Graco, Inc.

Ticker: GGG

Meeting Date: 4/23/2010

Record Date: 2/22/2013

Security ID: 384109104

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director J. Kevin Gilligan	FOR	FOR	Management
1.2	Election of director William G. Van Dyke	FOR	FOR	Management
2	Ratification of independent accounting firm	FOR	FOR	Management
3	Approval of 2010 Stock Incentive Plan	FOR	FOR	Management
4	Proposal to Adopt Majority Voting	AGAINST	AGAINST	Shareholder

The Home Depot, Inc.

Ticker: HD

Security ID: 437076102

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

Meeting Date: 5/20/2010  
 Record Date: 3/22/2010

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director F. Duane Ackerman	FOR	FOR	Management
1b	Election of director David H. Batchelder	FOR	FOR	Management
1c	Election of director Francis S. Blake	FOR	FOR	Management
1d	Election of director Ari Bousbib	FOR	FOR	Management
1e	Election of director Gregory D. Brenneman	FOR	FOR	Management
1f	Election of director Albert P. Carey	FOR	FOR	Management
1g	Election of director Armando Codina	FOR	FOR	Management
1h	Election of director Bonnie G. Hill	FOR	FOR	Management
1i	Election of director Karen L. Katen	FOR	FOR	Management
2	Ratify KPMG LLP	FOR	FOR	Management
3	Proposal to Approve Stock Incentive Plan	FOR	AGAINST	Management
4	Proposal re: Cumulative Voting	AGAINST	FOR	Shareholder
5	Proposal re: Executive Officer Compensation	AGAINST	AGAINST	Shareholder
6	Proposal re: Special Shareholder Meetings	AGAINST	AGAINST	Shareholder
7	Proposal re: Shareholder Written Consent	AGAINST	AGAINST	Shareholder
8	Proposal re: Independent Chairman	AGAINST	FOR	Shareholder
9	Proposal re: Employment Diversity Report	AGAINST	AGAINST	Shareholder
10	Proposal re: North Dakota Reincorporation	AGAINST	AGAINST	Shareholder

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

Jack Henry & Associates, Inc.

Ticker: JKHY

Meeting Date: 11/10/2009

Record Date: 9/21/2009

Security ID: 426281101

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director J. Hall	FOR	FOR	Management
1.2	Election of director M. Henry	FOR	FOR	Management
1.3	Election of director J. Ellis	FOR	FOR	Management
1.4	Election of director C. Curry	FOR	FOR	Management
1.5	Election of director W. Brown	FOR	FOR	Management
1.6	Election of director M. Flanagan	FOR	FOR	Management
1.7	Election of director M. Shepard	FOR	FOR	Management
1.8	Election of director J. Prim	FOR	FOR	Management
2	Ratify independent accounting firm	FOR	FOR	Management

Johnson & Johnson

Ticker: JNJ

Meeting Date: 4/22/2010

Record Date: 2/23/2010

Security ID: 369604103

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Mary Sue Coleman	FOR	FOR	Management
1b	Election of director James G. Cullen	FOR	FOR	Management
1c	Election of director Michael M. E. Johns	FOR	FOR	Management
1d	Election of director Susan L. Lindquist	FOR	FOR	Management
1e	Election of director Anne M. Mulcahy	FOR	FOR	Management
1f	Election of director Leo F. Mullin	FOR	FOR	Management
1g	Election of director William D. Perez	FOR	FOR	Management
1h	Election of director Charles Prince	FOR	FOR	Management
1i	Election of director David Satcher	FOR	FOR	Management
1j	Election of director William C. Weldon	FOR	FOR	Management
2	Ratification of independent accounting firm	FOR	FOR	Management
3	Advisory vote on executive compensation	AGAINST	FOR	Shareholder
4	Special Shareholder meetings	AGAINST	FOR	Shareholder

Johnson Outdoors Inc.

Ticker: JOUT

Meeting Date: 3/2/2010

Record Date: 1/4/2010

Security ID: 479167108

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director Terry E. London	FOR	FOR	Management



Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

1.2 Election of director John M. Fahey, Jr	FOR	FOR	Management
2 Approve 2010 Long-term Incentive Plan	FOR	FOR	Management
3 Approve 2009 Employee Stock Purchase Plan	FOR	FOR	Management

Lowe's Companies, Inc.

Ticker: LOW

Meeting Date: 5/28/2010

Record Date: 3/26/2010

Security ID: 548661107

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director David W. Bernauer	FOR	FOR	Management
1.2	Election of director Leonard L. Berry	FOR	FOR	Management
1.3	Election of director Dawn E. Hudson	FOR	FOR	Management
1.4	Election of director Robert A. Niblock	FOR	FOR	Management
2	Ratify independent accounting firm	FOR	FOR	Management
3	Amendment for Shareholder Special Meeting	FOR	FOR	Management
4	Proposal for report on political spending	AGAINST	AGAINST	Shareholder
5	Proposal to separate Chairman and CEO roles	AGAINST	FOR	Shareholder

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

The Manitowoc Company, Inc.

Ticker: MTW

Meeting Date: 5/4/2010

Record Date: 2/26/2010

Security ID: 563571108

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director Virgis W. Colbert	FOR	AGAINST	Management
1.2	Election of director Kenneth Krueger	FOR	FOR	Management
1.3	Election of director Robert C. Stift	FOR	FOR	Management
2	Approval of 2003 Incentive Stock Plan	FOR	AGAINST	Management
3	Ratification of independent accounting firm	FOR	FOR	Management

Medtronic, Inc.

Ticker: MDT

Meeting Date: 8/27/2009

Record Date: 6/29/2009

Security ID: 585055106

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director Richard H. Anderson	FOR	FOR	Management
1.2	Election of director Victor J. Dzau, MD	FOR	FOR	Management
1.3	Election of director William A. Hawkins	FOR	FOR	Management
1.4	Election of director Ann Jackson	FOR	FOR	Management
1.5	Election of director Denise M. O'Leary	FOR	FOR	Management
1.6	Election of director Robert C. Pozen	FOR	FOR	Management
1.7	Election of director Jean-Pierre Rosso	FOR	FOR	Management
1.8	Election of director Jack W. Schuler	FOR	FOR	Management
2	Ratification of independent accounting firm	FOR	FOR	Management
3	Approve amendment to 2005 Employee Stock Purchase Plan	FOR	FOR	Management
4	Approve amendment to 2008 Stock Award and Incentive Plan to increase number of shares	FOR	FOR	Management

Paychex, Inc.

Ticker: PAYX

Meeting Date: 10/13/2009

Record Date: 8/14/2009

Security ID: 704326107

Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director B. Thomas Golisano	FOR	FOR	Management
1b	Election of director David J.S. Flaschen	FOR	FOR	Management
1c	Election of director Grant M. Inman	FOR	FOR	Management
1d	Election of director Pamela A. Joseph	FOR	FOR	Management
1e	Election of director Jonathan J. Judge	FOR	FOR	Management
1f	Election of director Joseph M. Tucci	FOR	FOR	Management

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

1g Election of director Joseph M. Velli	FOR	FOR	Management
2 Ratification of independent accounting firm	FOR	FOR	Management

PepsiCo, Inc.

Ticker: PEP

Meeting Date: 5/5/2010

Record Date: 3/5/2010

Security ID: 713448108

Meeting Type: Annual

# Proposal	Mgt Rec	Vote Cast	Sponsor
1a Election of director S.L. Brown	FOR	FOR	Management
1b Election of director I.M. Cook	FOR	FOR	Management
1c Election of director D. Dublon	FOR	FOR	Management
1d Election of director V.J. Dzau	FOR	FOR	Management
1e Election of director R.L. Hunt	FOR	FOR	Management
1f Election of director A. Ibarguen	FOR	FOR	Management
1g Election of director A.C. Martinez	FOR	FOR	Management
1h Election of director I.K. Nooyi	FOR	FOR	Management
1i Election of director S.P. Rockefeller	FOR	FOR	Management
1j Election of director J.J. Schiro	FOR	FOR	Management
1k Election of director L.G. Trotter	FOR	FOR	Management
1l Election of director D. Vasella	FOR	FOR	Management
2 Approval of independent accounting firm	FOR	FOR	Management
3 Approval of 2007 Long-Term Incentive Plan	FOR	FOR	Management
4 Proposal re: charitable contributions report	AGAINST	FOR	Shareholder
5 Proposal re: special shareholder meetings	AGAINST	FOR	Shareholder
6 Proposal re: public policy report	AGAINST	AGAINST	Shareholder

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

Pfizer, Inc.  
 Ticker: PFE  
 Meeting Date: 4/22/2010  
 Record Date: 2/23/2010

Security ID: 717081103  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Dennis A. Ausiello	FOR	FOR	Management
1b	Election of director Michael S. Brown	FOR	FOR	Management
1c	Election of director M. Anthony Burns	FOR	FOR	Management
1d	Election of director Robert N. Burt	FOR	FOR	Management
1e	Election of director W. Don Cornwell	FOR	FOR	Management
1f	Election of director Frances D. Fergusson	FOR	FOR	Management
1g	Election of director William H. Gray III	FOR	FOR	Management
1h	Election of director Constance J. Horner	FOR	FOR	Management
1i	Election of director James M. Kilts	FOR	FOR	Management
1j	Election of director Jeffrey B. Kindler	FOR	FOR	Management
1k	Election of director George A. Lorch	FOR	FOR	Management
1l	Election of director John P. Mascotte	FOR	FOR	Management
1m	Election of director Suzanne Nora Johnson	FOR	FOR	Management
1n	Election of director Stephen W. Sanger	FOR	FOR	Management
1o	Election of director William C. Steere, Jr.	FOR	ABSTAIN	Management
2	Ratification of independent accounting firm	FOR	FOR	Management
3	Advisory vote on executive compensation	FOR	FOR	Management
4	Amendment re: special shareholder meetings	FOR	FOR	Management
5	Proposal re: stock options	AGAINST	FOR	Shareholder

Sigma-Aldrich Corporation  
 Ticker: SIAL  
 Meeting Date: 5/4/2010  
 Record Date: 3/5/2010

Security ID: 826552101  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Rebecca M. Bergman	FOR	FOR	Management
1b	Election of director George M. Church	FOR	FOR	Management
1c	Election of director David R. Harvey	FOR	FOR	Management
1d	Election of director W. Lee McCollum	FOR	FOR	Management
1e	Election of director Jai P. Nagarkatti	FOR	FOR	Management
1f	Election of director Avi M. Nash	FOR	FOR	Management
1g	Election of director Steven M. Paul	FOR	FOR	Management
1h	Election of director J. Pedro Reinhard	FOR	FOR	Management
1i	Election of director D. Dean Spatz	FOR	FOR	Management
1j	Election of director Barrett A. Toan	FOR	FOR	Management
2	Approval of Cash Bonus Plan, as amended	FOR	FOR	Management
3	Ratification of independent accounting firm	FOR	FOR	Management
4	Proposal re: majority voting	AGAINST	AGAINST	Shareholder

Stryker Corporation  
 Ticker: SYK  
 Meeting Date: 3/1/2010  
 Record Date: 4/27/2010

Security ID: 863667101  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director Howard E. Cox, Jr.	FOR	FOR	Management
1.2	Election of director Srikant M. Datar	FOR	FOR	Management
1.3	Election of director Donald M. Engelman	FOR	FOR	Management
1.4	Election of director Louise L. Francesconi	FOR	FOR	Management
1.5	Election of director Howard L. Lance	FOR	FOR	Management
1.6	Election of director Stephen P. MacMillan	FOR	FOR	Management
1.7	Election of director William U. Parfet	FOR	FOR	Management
1.8	Election of director Ronda E. Stryker	FOR	FOR	Management
2	Ratification of independent accounting firm	FOR	FOR	Management

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

Sysco Corp.  
 Ticker: SYY  
 Meeting Date: 11/18/2009  
 Record Date: 9/21/2009

Security ID: 871829107  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Jonathan Golden	FOR	FOR	Management
1b	Election of director Joseph A. Hafner, Jr.	FOR	FOR	Management
1c	Election of director Nancy S. Newcomb	FOR	FOR	Management
1d	Election of director Kenneth F. Spitler	FOR	FOR	Management
2	Approval of 2009 Non-Employee Directors Stock Plan	FOR	FOR	Management
3	Amendments to 2007 Stock Incentive Plan	FOR	FOR	Management
4	Approval of element of 2009 Management Incentive Plan	FOR	FOR	Management
5	Ratification of independent accounting firm	FOR	FOR	Management
6	Advisory proposal on executive compensation	FOR	FOR	Management
7	Proposal re: health care reform	AGAINST	AGAINST	Shareholder

Total Systems Services Inc.  
 Ticker: TSS  
 Meeting Date: 4/21/2010  
 Record Date: 2/11/2010

Security ID: 891906109  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Richard E. Anthony	FOR	FOR	Management
1b	Election of director Sidney E. Harris	FOR	FOR	Management
1c	Election of director Mason H. Lampton	FOR	FOR	Management
1d	Election of director John T. Turner	FOR	FOR	Management
1e	Election of director M. Troy Woods	FOR	FOR	Management
1f	Election of director James D. Yancey	FOR	FOR	Management
1g	Election of director Rebecca K. Yarbrough	FOR	FOR	Management
2	Ratification of independent accounting firm	FOR	FOR	Management

Waters Corporation  
 Ticker: WAT  
 Meeting Date: 5/11/2010  
 Record Date: 3/17/2010

Security ID: 941848103  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Election of director Joshua Bekenstein	FOR	FOR	Management
1.2	Election of director Michael J. Berend	FOR	FOR	Management
1.3	Election of director Douglas A. Berthiaume	FOR	FOR	Management
1.4	Election of director Edward Conard	FOR	FOR	Management
1.5	Election of director Laurie H. Glimcher	FOR	FOR	Management

Edgar Filing: EAGLE CAPITAL GROWTH FUND, INC. - Form N-PX

1.6 Election of director Christopher A. Kuebler	FOR	FOR	Management
1.7 Election of director William J. Miller	FOR	FOR	Management
1.8 Election of director Joann A. Reed	FOR	FOR	Management
1.9 Election of director Thomas P. Salice	FOR	FOR	Management
2 Ratification of independent accounting firm	FOR	FOR	Management

---

---

Zimmer Holdings, Inc.  
 Ticker: ZMH  
 Meeting Date: 5/3/2010  
 Record Date: 3/4/2010

Security ID: 98956P102  
 Meeting Type: Annual

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Election of director Betsy J. Bernard	FOR	FOR	Management
1b	Election of director Marc N. Casper	FOR	FOR	Management
1c	Election of director David C. Dvorak	FOR	FOR	Management
1d	Election of director Larry C. Glasscock	FOR	FOR	Management
1e	Election of director Robert A Hagemann	FOR	FOR	Management
1f	Election of director Arthur J Higgins	FOR	FOR	Management
1g	Election of director John L. McGoldrick	FOR	FOR	Management
1h	Election of director Cecil B. Pickett, PhD	FOR	FOR	Management
2	Ratification of independent accounting firm	FOR	FOR	Management

---

SIGNATURES

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

EAGLE CAPITAL GROWTH FUND, INC.

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

Date: July 28, 2010

---