

SOURCE CAPITAL INC /DE/
Form N-PX
August 31, 2012

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

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FORM N-PX

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

Investment Company Act file number **811-1731**

Source Capital, Inc.

(Exact name of registrant as specified in charter)

11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA
(Address of principal executive offices)

90064
(Zip code)

J. Richard Atwood, Treasurer

Source Capital, Inc.

11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA 90064
(Name and address of agent for service)

Registrant's telephone number, including area code: **310-473-0225**

Date of fiscal year end: **12/31**

Date of reporting period: **7/1/11 to 6/30/12**

Item 1. Proxy Voting Record.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures (CUSIP) number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);
and
- (i) Whether the registrant cast its vote for or against management.

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Source Capital, Inc. Proxy Voting

| Issuer | Ticker | CUSIP | Mtg Date | Matter | Issr or Shdr Proposal | Voted Y/N | How Voted | For or Against Mgmt |
|---------------------|-----------|-----------|--|--|-----------------------|-----------|-----------|---------------------|
| Actuant Corporation | ATU | 00508X203 | 1/10/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of PricewaterhouseCoopers LLP as the company's independent auditor | Issuer | Y | For | For |
| | | | | 3. Advisory vote on compensation of the company's named executive officers | Issuer | Y | For | For |
| | | | | 4. Advisory vote on the frequency of the advisory vote on compensation of the company's named executive officers | Issuer | Y | 1 Yr. | For |
| Aggreko plc | G0116S102 | 7/5/2011 | 1. Approval of sub-division of existing ordinary shares, consolidated and division of intermediate ordinary shares, adoption of new articles and the purchase by the company of B shares (each as defined in the circular to shareholders dated May 10, 2011 | Issuer | Y | For | For | |
| Aggreko plc | G0116S102 | 4/25/2012 | 1. Receipt of report and accounts | Issuer | Y | For | For | |
| | | | 2. Approval of remuneration report | Issuer | Y | For | For | |
| | | | 3. Declaration of dividend | Issuer | Y | For | For | |
| | | | 4. Re-Election of R. C. Soames | Issuer | Y | For | For | |
| | | | 5. Re-Election of A. G. Cockburn | Issuer | Y | For | For | |
| | | | 6. Re-Election of G. P. Walker | Issuer | Y | For | For | |
| | | | 7. Re-Election of W. F. Kaplan | Issuer | Y | For | For | |
| | | | 8. Re-Election of K. Pandya | Issuer | Y | For | For | |
| | | | 9. Re-Election of D. C. M. Hamill | Issuer | Y | For | For | |
| | | | 10. Re-Election of R. J. MacLeod | Issuer | Y | For | For | |
| | | | 11. Re-Election of R. J. King | Issuer | Y | For | For | |
| | | | 12. Re-Election of K. G. Hanna | Issuer | Y | For | For | |
| | | | 13. Re-Appointment of independent auditor | Issuer | Y | For | For | |
| | | | 14. Authorize the audit committee to determine the | Issuer | Y | For | For | |

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| | | | remuneration of the company's auditor | | | | |
| | | | 15. Authority to allot shares | Issuer | Y | For | For |
| | | | 16. Directors' fees | Issuer | Y | Against | Against |
| | | | 17. Disapplication of pre-emption rights | Issuer | Y | For | For |
| | | | 18. Purchase of own shares | Issuer | Y | For | For |
| | | | 19. General meetings on 14 clear days' notice | Issuer | Y | For | For |
| | | | 20. Purchase of B shares | Issuer | Y | For | For |
| Biomerieux | F1149Y109 | 5/30/2012 | 1. Approval of the corporate financial statements for the financial year ended December 31, 2011 | Issuer | Y | For | For |

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| | | | | 2. Approval of the consolidated financial statements for the financial year ended December 31, 2011 | Issuer | Y | For | For |
| | | | | 3. Allocation of income for the financial year ended December 31, 2011 | Issuer | Y | For | For |
| | | | | 4. Approval of the regulated agreements concluded by the company with Fondation Merieux and referred to in the special report of the statutory auditors | Issuer | Y | For | For |
| | | | | 5. Acknowledgement of the continuation of regulated agreements concluded by the board of directors referred to in the special report of the statutory auditors | Issuer | Y | For | For |
| | | | | 6. Appointment of Marie-Helene Habert as board member | Issuer | Y | For | For |
| | | | | 7. Appointment of Harold Boel as board member | Issuer | Y | For | For |
| | | | | 8. Termination of term of the company Deloitte et Associes as co-principal statutory auditor - appointment of the company Ernst & Young et Autres-SAS as co-principal statutory auditor | Issuer | Y | For | For |
| | | | | 9. Termination of term of the company BEAS as co-principal statutory auditor - appointment of the company Auditex-SAS as co-deputy statutory auditor | Issuer | Y | For | For |
| | | | | 10. Authorization granted to the board of directors to allow the company to purchase its own shares | Issuer | Y | For | For |
| | | | | 11. Authorization granted to the board of directors to reduce share capital by cancellation of shares | Issuer | Y | For | For |
| | | | | 12. Authorization to be granted to the board of directors to implement the delegations during period of public offering | Issuer | Y | For | For |
| | | | | 13. Powers to carry out all legal formalities | Issuer | Y | For | For |
| Bio-Rad Laboratories, Inc. | BIO | 090572207 | 4/24/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the selection of Ernst & Young LLP to serve as the company's independent auditors. | Issuer | Y | For | For |
| | | | | 3. Approve the material terms of the performance criteria in the company's 2007 incentive award plan | Issuer | Y | For | For |
| CarMax, Inc. | KMX | 143130102 | 6/25/2012 | 1A. Election of Director: Jeffrey E. Garten | Issuer | Y | For | For |

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|--|--------|---|-----|-----|
| 1B. Election of Director: Vivian M. Stephenson | Issuer | Y | For | For |
| 1C. Election of Director: Beth A. Stewart | Issuer | Y | For | For |

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|----------------------|-----|-----------|-----------|---|-------------|---|---------|-----|
| | | | | 1D. Election of Director: William R. Tiefel | Issuer | Y | For | For |
| | | | | 2. Ratification of the selection of KPMG LLP as independent registered public accounting firm | Issuer | Y | For | For |
| | | | | 3. Approve, in an advisory (non-binding) vote, the compensation of the company's named executive officers | Issuer | Y | For | For |
| | | | | 4. Approve the company's 2002 stock incentive plan, as amended and restated | Issuer | Y | For | For |
| | | | | 5. Approve the company's annual performance-based bonus plan, as amended and restated | Issuer | Y | For | For |
| | | | | 6. Approve, in an advisory (non-binding) vote, a proposal to declassify the board of directors | Shareholder | Y | Against | For |
| Carnival Corporation | CCL | 143658300 | 4/11/2012 | 1. Re-Elect Micky Arison as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 2. Re-Elect Sir Jonathon Band as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 3. Re-Elect Robert H. Dickinson as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 4. Re-Elect Arnold W. Donald as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 5. Re-Elect Pier Luigi Foschi as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 6. Re-Elect Howard S. Frank as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 7. Re-Elect Richard J. Glasier as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 8. Elect Debra Kelly-Ennis as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 9. Re-Elect Modesto A. Maidique as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 10. Re-Elect Sir John Parker as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 11. Re-Elect Peter G. Ratcliffe as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| | | | | 12. Re-Elect Stuart Subotnick as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |

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|---|--------|---|-----|-----|
| 13. Re-Elect Laura Weil as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| 14. Re-Elect Randall J. Weisenburger as a director of Carnival Corporation and as a director of Carnival plc | Issuer | Y | For | For |
| 15. To re-appoint the UK firm of PricewaterhouseCoopers LLP as independent auditors for Carnival plc and to ratify the selection of the US firm of PricewaterhouseCoopers LLP as the independent registered certified public accounting firm for Carnival Corporation | Issuer | Y | For | For |
| 16. To authorize the audit committee of Carnival plc to agree to the remuneration of the independent auditors of Carnival plc | Issuer | Y | For | For |
| 17. To receive the UK accounts and reports of the directors and auditors of Carnival plc for the year ended November 30, 2011 (in accordance with legal requirements applicable to UK companies) | Issuer | Y | For | For |
| 18. To approve the fiscal 2011 compensation of the named executive officers of Carnival Corporation and Carnival plc (in accordance with legal requirements applicable to US companies) | Issuer | Y | For | For |
| 19. To approve the Carnival plc directors' remuneration report for the year ended November 30, 2011 (in accordance with legal requirements applicable to UK companies) | Issuer | Y | For | For |
| 20. To approve the giving of authority for the allotment of new shares by Carnival plc (in accordance with customary practice for UK companies) | Issuer | Y | For | For |
| 21. To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc (in accordance with customary practice for UK companies) | Issuer | Y | For | For |
| 22. To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market (in accordance with legal requirements applicable to UK companies desiring to implement share buy back | Issuer | Y | For | For |

programs)

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| | | | | 23. To consider a shareholder proposal | Shareholder | Y | Against | For |
|----------------------------|-----------|-----------|------------|---|-------------|---|---------|---------|
| CLARCOR Inc. | CLC | 179895107 | 3/27/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Say-on-pay - an advisory non-binding vote on the approval of executive compensation | Issuer | Y | For | For |
| | | | | 3. Ratification of the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for the fiscal year ending December 1, 2012 | Issuer | Y | For | For |
| Copart, Inc. | CPRT | 217204106 | 12/14/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Approve a change in the company's state of incorporation from California to Delaware | Issuer | Y | For | For |
| | | | | 3. Advisory vote on executive compensation (say on pay vote) | Issuer | Y | For | For |
| | | | | 4. Advisory vote on the approval of the frequency of shareholder votes on executive compensation (say when on pay) | Issuer | Y | 1 Yr. | For |
| | | | | 5. Ratify the appointment of Ernst & Young LLP as independent registered public accounting firm for the company for the fiscal year ending July 31, 2012 | Issuer | Y | For | For |
| Dolby Laboratories, Inc. | DLB | 25659T107 | 2/7/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Approve the stock option exchange program | Issuer | Y | Against | Against |
| | | | | 3. Ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending September 28, 2012 | Issuer | Y | For | For |
| EVS Broadcast Equipment SA | B3883A119 | 5/15/2012 | | 2. Approve remuneration report | Issuer | Y | For | For |
| | | | | 4. Approve financial statements, allocation of income, and dividends of EUR 2.36 per share | Issuer | Y | For | For |
| | | | | 5. Approve discharge of directors | Issuer | Y | For | For |
| | | | | 6. Approve discharge of auditors | Issuer | Y | For | For |
| | | | | 7. Approve resignation of J. P. Pironnet as director | Issuer | Y | For | For |
| | | | | 8.1 Re-Elect F. Chombar as independent director | Issuer | Y | For | For |
| | | | | 8.2 Elect Y. Trouveroy as independent director | Issuer | Y | For | For |
| FMC Technologies, Inc. | FTI | 30249U101 | 5/2/2012 | 1A. Election of Director: Mike R. Bowlin | Issuer | Y | For | For |
| | | | | 1B. Election of Director: Philip J. Burguires | Issuer | Y | For | For |

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| | | | | 1C. Election of Director: Edward J. Mooney | Issuer | Y | For | For |
| | | | | 1D. Election of Director: James M. Ringler | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of KPMG LLP as the independent registered public accounting firm for 2012 | Issuer | Y | For | For |
| | | | | 3. Advisory approval of executive compensation | Issuer | Y | For | For |
| | | | | 4. Amend the amended and restated certificate of incorporation to provide for the annual election of all directors | Issuer | Y | For | For |
| Franklin Electric Co., Inc. | FELE | 353514102 | 5/4/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the 2012 fiscal year | Issuer | Y | For | For |
| | | | | 3. To approve, on an advisory basis, the executive compensation of the company's named executive officers as disclosed in the proxy statement | Issuer | Y | For | For |
| | | | | 4. To approve the company's 2012 stock plan | Issuer | Y | For | For |
| Graco Inc. | GGG | 384109104 | 4/20/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm | Issuer | Y | For | For |
| | | | | 3. Approval, on an advisory basis, of the compensation paid to the named executive officers as disclosed in the proxy statement | Issuer | Y | For | For |
| | | | | 4. Increase in authorized shares for the employee stock purchase plan | Issuer | Y | For | For |
| | | | | 5. Incentive bonus plan | Issuer | Y | For | For |
| | | | | 6. Shareholder proposal to adopt majority voting for the election of directors | Shareholder | Y | For | Against |
| Halma plc | | G42504103 | 7/28/2011 | 1. To receive the directors' reports and the accounts for the period of 52 weeks to April 2, 2011 and the auditors' report on the accounts | Issuer | Y | For | For |
| | | | | 2. To declare a dividend on the ordinary shares | Issuer | Y | For | For |
| | | | | 3. To approve the remuneration report as set out on pages 58 to 66 of the report and accounts for the 52 weeks to April 2, 2011 | Issuer | Y | For | For |
| | | | | 4. To re-elect Geoff Unwin as a director of the company | Issuer | Y | For | For |

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|-------------------------|------|-----------|-----------|---|--------|---|-----|-----|
| | | | | 5. To re-elect Andrew Williams as a director of the company | Issuer | Y | For | For |
| | | | | 6. To re-elect Kevin Thompson as a director of the company | Issuer | Y | For | For |
| | | | | 7. To re-elect Neil Quinn as a director of the company | Issuer | Y | For | For |
| | | | | 8. To re-elect Stephen Pettit as a director of the company | Issuer | Y | For | For |
| | | | | 9. To re-elect Jane Aikman as a director of the company | Issuer | Y | For | For |
| | | | | 10. To re-elect Adam Meyers as a director of the company | Issuer | Y | For | For |
| | | | | 11. To re-elect Lord Blackwell as a director of the company | Issuer | Y | For | For |
| | | | | 12. To re-elect Steven Marshall as a director of the company | Issuer | Y | For | For |
| | | | | 13. To re-appoint Deloitte LLP as auditors | Issuer | Y | For | For |
| | | | | 14. To authorize the directors to determine the remuneration of the auditors | Issuer | Y | For | For |
| | | | | 15. Authority to allot shares | Issuer | Y | For | For |
| | | | | 16. Disapplication of pre-emption rights | Issuer | Y | For | For |
| | | | | 17. Authority to purchase own shares | Issuer | Y | For | For |
| | | | | 18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days notice | Issuer | Y | For | For |
| Heartland Express, Inc. | HTLD | 422347104 | 7/11/2011 | 1. Approve the adoption of the company's 2011 restricted stock award plan | Issuer | Y | For | For |
| Heartland Express, Inc. | HTLD | 422347104 | 5/10/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the corporation for 2012 | Issuer | Y | For | For |
| HNI Corporation | HNI | 404251100 | 5/8/2012 | 1A. Election of Director: Stan A. Askren | Issuer | Y | For | For |
| | | | | 1B. Election of Director: Ronald V. Waters III | Issuer | Y | For | For |
| | | | | 2. Ratify the audit committee's selection of PricewaterhouseCoopers LLP as the corporation's independent registered public accountant for fiscal 2012 | Issuer | Y | For | For |

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| | | | | 3. Advisory (non-binding) vote to approve named executive officer compensation | Issuer | Y | For | For |
| IDEX Corporation | IEX | 45167R104 | 4/10/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. To vote on a non-binding resolution to approve the compensation of the company's named executive officers | Issuer | Y | For | For |
| | | | | 3. Ratify the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for 2012 | Issuer | Y | For | For |
| Knight Transportation, Inc. | KNX | 499064103 | 5/17/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Approval of the company's 2012 equity compensation plan | Issuer | Y | For | For |
| | | | | 3. Advisory vote to approve executive compensation | Issuer | Y | For | For |
| | | | | 4. Ratification of the appointment of Grant Thornton LLP as the company's independent registered public accounting firm for the fiscal year 2012 | Issuer | Y | For | For |
| Life Technologies Corporation | LIFE | 53217V109 | 4/26/2012 | 1.1 Election of Director: Donald W. Grimm | Issuer | Y | For | For |
| | | | | 1.2 Election of Director: Ora H. Pescovitz, M.D. | Issuer | Y | For | For |
| | | | | 1.3 Election of Director: Per A. Peterson, PhD | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the company for the fiscal year ending December 31, 2012 | Issuer | Y | For | For |
| | | | | 3. Approval of a non-binding advisory resolution regarding the compensation of the company's named executive officers for the fiscal year ended December 31, 2011 | Issuer | Y | For | For |
| Lincare Holdings Inc. | LNCR | 532791100 | 5/7/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2012 | Issuer | Y | For | For |
| | | | | 3. Approve an advisory resolution regarding executive compensation | Issuer | Y | For | For |

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| L Occitane International SA | L6071D109 | 9/30/2011 | 1. To receive and adopt the statutory accounts and audited consolidated financial statements of the company and the reports of the directors and auditors for the year ended March 31, 2011 | Issuer | Y | For | For |
| | | | 2. To declare a final dividend for the year ended March 31, 2011 | Issuer | Y | For | For |
| | | | 3.i. Re-Elect Thomas Levilion as a retiring director of the company for a term of 3 years | Issuer | Y | For | For |
| | | | 3.ii. Re-Elect Pierre Maurice Georges Milet as a retiring director of the company for a term of 3 years | Issuer | Y | For | For |
| | | | 3.iii. Re-Elect Charles Mark Broadley as a retiring director of the company for a term of 3 years | Issuer | Y | For | For |
| | | | 3.iv. Re-Elect Susan Saltzbart Kilsby as a retiring director of the company for a term of 3 years | Issuer | Y | For | For |
| | | | 3.v. Re-Elect Jackson Chik Sum Ng as a retiring director of the company for a term of 3 years | Issuer | Y | For | For |
| | | | 4. To elect Domenico Trizio as a new executive director of the company for a term of 3 years | Issuer | Y | For | For |
| | | | 5.A To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the company | Issuer | Y | For | For |
| | | | 5.B To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the company | Issuer | Y | For | For |
| | | | 5.C To extend the authority given to the directors pursuant to ordinary resolution no. 5.A to issue shares by adding to the issued share capital of the company the number of shares repurchased under ordinary resolution no. 5.B | Issuer | Y | For | For |
| | | | 6. To authorize the board of directors to fix the remuneration of the directors | Issuer | Y | For | For |
| | | | 7. To re-appoint PricewaterhouseCoopers as auditors of the company and authorize the board of directors to fix their remuneration | Issuer | Y | For | For |
| 8. To grant discharge for the directors for the exercise of their mandate during the financial year ended March 31, 2011 | Issuer | Y | For | For | | | |

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| | | | | 9. To grant discharge for the auditors for the exercise of their mandate during the financial year ended March 31, 2011 | Issuer | Y | For | For |
| L Occitane International SA | L6071D109 | 9/30/2011 | | 1. To approve the proposed amendments to the articles of association of the company as detailed in the circular of the company dated August 25, 2011 | Issuer | Y | For | For |
| ManpowerGroup Inc. | MAN | 56418H100 | 5/2/2012 | 1.1 Election of Director: Jeffrey A. Joerres | Issuer | Y | For | For |
| | | | | 1.2 Election of Director: John R. Walter | Issuer | Y | For | For |
| | | | | 1.3 Election of Director: Marc J. Bolland | Issuer | Y | For | For |
| | | | | 1.4 Election of Director: Ulice Payne, Jr. | Issuer | Y | For | For |
| | | | | 2. Approval of a proposed amendment to the amended and restated articles of incorporation of Manpower Inc. to change the name to ManpowerGroup Inc. | Issuer | Y | For | For |
| | | | | 3. Ratification of Deloitte & Touche LLP as independent auditors for 2012 | Issuer | Y | For | For |
| | | | | 4. Advisory vote to approve the compensation of the company s named executive officers | Issuer | Y | For | For |
| Maxim Integrated Products, Inc. | MXIM | 57772K101 | 11/16/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of Deloitte & Touche LLP as the company s independent registered public accounting firm for the fiscal year ending June 30, 2012 | Issuer | Y | For | For |
| | | | | 3. Ratify and approve an amendment to the company s 2008 employee stock purchase plan to increase the number of shares available for issuance thereunder by 2,000,000 shares | Issuer | Y | For | For |
| | | | | 4. Ratify and approve an amendment to the company s amended and restated 1996 stock incentive plan to increase the number of shares available for issuance thereunder by 7,000,000 share | Issuer | Y | For | For |
| | | | | 5. Approve the compensation of the company s named executive officers pursuant to an advisory vote thereon | Issuer | Y | For | For |
| | | | | 6. Advisory vote on the frequency of future advisory votes on the compensation of the company s named executive officers | Issuer | Y | 1 Yr. | For |

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|--------------------------------------|------|-----------|-----------|--------------------------|--------|---|-----|-----|
| Microchip Technology Incorporated | MCHP | 595017104 | 8/19/2011 | 1. Election of Directors | Issuer | Y | For | For |
|--------------------------------------|------|-----------|-----------|--------------------------|--------|---|-----|-----|

| | | | | | | | | |
|---------------------------|------|-----------|-----------|---|--------|---|--------|-----|
| | | | | 2. Amend and restate the company's executive management incentive compensation plan to revise the definition of performance goals for purposes of section 162(m) of the Internal Revenue Code | Issuer | Y | For | For |
| | | | | 3. Ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the company for the fiscal year ending March 31, 2012 | Issuer | Y | For | For |
| | | | | 4. Approve an advisory vote on the compensation of the company's named executives | Issuer | Y | For | For |
| | | | | 5. Proposal regarding the frequency of holding an advisory vote on the compensation of the company's named executives | Issuer | Y | 3 Yrs. | For |
| Noble Corporation | NE | H5833N103 | 4/27/2012 | 1. Approval of reduction of the maximum number of members of the board of directors | Issuer | Y | For | For |
| | | | | 2. Election of Directors | Issuer | Y | For | For |
| | | | | 3. Approval of the 2011 annual report, the consolidated financial statements of the company for fiscal year 2011 and the statutory financial statements of the company for fiscal year 2011 | Issuer | Y | For | For |
| | | | | 4. Approval of dividend payment funded from capital contribution reserve in the amount of USD \$0.52 per share | Issuer | Y | For | For |
| | | | | 5. Approval of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for fiscal year 2012 and the election of PricewaterhouseCoopers AG as statutory auditor for a one-year term | Issuer | Y | For | For |
| | | | | 6. Approval of the discharge of the members of the board of directors and the executive officers of the company under Swiss law for fiscal year 2011 | Issuer | Y | For | For |
| | | | | 7. Approval, on an advisory basis, of the compensation of the company's named executive officers | Issuer | Y | For | For |
| | | | | 8. Approval of the amendment and restatement of the company's 1991 stock option and restricted stock plan | Issuer | Y | For | For |
| O Reilly Automotive, Inc. | ORLY | 67103H107 | 5/8/2012 | 1A. Election of Director: Charles H. O Reilly, Jr. | Issuer | Y | For | For |

| | | | | |
|--|--------|---|-----|-----|
| 1B. Election of Director: John Murphy | Issuer | Y | For | For |
|--|--------|---|-----|-----|

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|------------------|-----------|-----------|--|--|--------|-----|-----|-----|
| | | | 1C. Election of Director: Ronald Rashkow | Issuer | Y | For | For | |
| | | | 2. Advisory vote on approval of compensation of executives | Issuer | Y | For | For | |
| | | | 3. Approval of the 2012 incentive award plan | Issuer | Y | For | For | |
| | | | 4. Ratification of appointment of Ernst & Young LLP as independent auditors for the fiscal year ending December 31, 2012 | Issuer | Y | For | For | |
| Rotork plc | G76717126 | 4/20/2012 | 1. To receive and adopt the directors report and accounts and the auditors report thereon for 2011 | Issuer | Y | For | For | |
| | | | 2. To declare a final dividend | Issuer | Y | For | For | |
| | | | 3. To re-elect I. G. King as a director | Issuer | Y | For | For | |
| | | | 4. To re-elect P. I. France as a director | Issuer | Y | For | For | |
| | | | 5. To re-elect J. M. Davis as a director | Issuer | Y | For | For | |
| | | | 6. To re-elect R. H. Arnold as a director | Issuer | Y | For | For | |
| | | | 7. To re-elect G. M. Ogden as a director | Issuer | Y | For | For | |
| | | | 8. To re-elect J. E. Nicholas as a director | Issuer | Y | For | For | |
| | | | 9. To re-elect R. C. Lockwood as a director | Issuer | Y | For | For | |
| | | | 10. To re-elect G. Bullard as a director | Issuer | Y | For | For | |
| | | | 11. To re-appoint KPMG Audit plc as auditors of the company | Issuer | Y | For | For | |
| | | | 12. To authorize the directors to fix the remuneration of the auditors | Issuer | Y | For | For | |
| | | | 13. To approve the directors remuneration report | Issuer | Y | For | For | |
| | | | 14. To authorize the directors to allot shares | Issuer | Y | For | For | |
| | | | 15. To empower the directors to allot shares for cash without first offering them to existing shareholders | Issuer | Y | For | For | |
| | | | 16. To authorize the company to purchase ordinary shares | Issuer | Y | For | For | |
| | | | 17. To authorize the company to preference shares | Issuer | Y | For | For | |
| | | | 18. To fix the notice period for general meetings | Issuer | Y | For | For | |
| | | | 19. To authorize the extension of the company s share incentive plan | Issuer | Y | For | For | |
| ScanSource, Inc. | SCSC | 806037107 | 12/1/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Advisory vote on the compensation of the company s named executive officers (as defined in the proxy statement) | Issuer | Y | For | For |

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| | | | | 3. Advisory vote on the frequency of future advisory votes on the compensation of the company's named executive officers | Issuer | Y | 3 Yrs. | For |
| | | | | 4 Ratification of the appointment of Ernst & Young LLP as the company's independent registered public accounting firm for the fiscal year ending June 30, 2012 | Issuer | Y | For | For |
| Signet Jewelers Limited | SIG | G81276100 | 6/15/2012 | 1A. Election of Director: H. Todd Stitzer | Issuer | Y | For | For |
| | | | | 1B. Election of Director: Robert Blanchard | Issuer | Y | For | For |
| | | | | 1C. Election of Director: Dale Hilpert | Issuer | Y | For | For |
| | | | | 1D. Election of Director: Marianne Parrs | Issuer | Y | For | For |
| | | | | 1E. Election of Director: Thomas Plaskett | Issuer | Y | For | For |
| | | | | 1F. Election of Director: Russell Walls | Issuer | Y | For | For |
| | | | | 1G. Election of Director: Michael Barnes | Issuer | Y | For | For |
| | | | | 2. Appoint KPMG LLP as independent auditor of the company, to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the company and to authorize the audit committee to determine its compensation | Issuer | Y | For | For |
| | | | | 3. Approve, on a non-binding advisory basis, the compensation of the company's named executive officers as disclosed in the proxy statement (the say-on-pay vote) | Issuer | Y | For | For |
| Sonova Holdings AG | | H8024W106 | 6/19/2012 | 1.1 Approval of the annual report, of the financial statements of the company and of the consolidated financial statements for 2011/12; acknowledgement of the auditors report | Issuer | Y | For | For |
| | | | | 1.2 Advisory vote on the compensation report 2011/12 | Issuer | Y | For | For |
| | | | | 2.1 Appropriation of retained earnings | Issuer | Y | For | For |
| | | | | 2.2 Allocation to free reserves and determination of payout from capital contribution reserves | Issuer | Y | For | For |
| | | | | 3. Discharge of the members of the board of directors and of the management board | Issuer | Y | For | For |
| | | | | 4.1 Amendment to Article 6: cancellation of non-cash contributions | Issuer | Y | For | For |

| | | | | |
|--|--------|---|-----|-----|
| 4.2 Amendment to Article 16: new term of office | Issuer | Y | For | For |
|--|--------|---|-----|-----|

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|------------------------------|-----------|-----------|---|--------|---|---------|---------|
| | | | 5.1.1 Re-Election of Anssi Vanjoki as director | Issuer | Y | For | For |
| | | | 5.1.2 Re-Election of Ronald van der Vis as director | Issuer | Y | For | For |
| | | | 5.1.3 Re-Election of Dr. Michael Jacobi as director | Issuer | Y | For | For |
| | | | 5.1.4 Re-Election of Andy Rihs as director | Issuer | Y | For | For |
| | | | 5.1.5 Re-Election of Robert F. Spoerry as director | Issuer | Y | For | For |
| | | | 5.2 Election of Dr. Beat Hess as director | Issuer | Y | For | For |
| | | | 5.3 Re-Election auditors: PricewaterhouseCoopers AG, Zurich | Issuer | Y | For | For |
| | | | 6. Ad hoc | Issuer | Y | Abstain | For |
| Spirax-Sarco Engineering plc | G83561103 | 5/15/2012 | 1. To receive the directors report and accounts | Issuer | Y | For | For |
| | | | 2. To approve the directors remuneration report | Issuer | Y | For | For |
| | | | 3. To declare a final dividend | Issuer | Y | For | For |
| | | | 4. To re-elect W. H. Whiteley as a director | Issuer | Y | For | For |
| | | | 5. To re-elect M. E. Vernon as a director | Issuer | Y | For | For |
| | | | 6. To re-elect N. J. Anderson as a director | Issuer | Y | For | For |
| | | | 7. To re-elect N. H. Daws as a director | Issuer | Y | For | For |
| | | | 8. To re-elect D. J. Meredith as a director | Issuer | Y | For | For |
| | | | 9. To re-elect J. L. Whalen as a director | Issuer | Y | For | For |
| | | | 10. To re-elect G. Bullock as a director | Issuer | Y | For | For |
| | | | 11. To re-elect K. Rajagopal as a director | Issuer | Y | For | For |
| | | | 12. To re-elect C. G. Watson as a director | Issuer | Y | For | For |
| | | | 13. To re-appoint KPMG Audit plc as auditor of the company and to authorize the directors to determine their remuneration | Issuer | Y | For | For |
| | | | 14. To authorize the directors to allot shares | Issuer | Y | For | For |
| | | | 15. To disapply statutory pre-emption rights | Issuer | Y | For | For |
| | | | 16. To authorize the directors to approve the issue of shares in lieu of cash dividends in respect of the period up to and including the date of the annual general meeting to be held in 2017 or, if earlier, May 14, 2017 | Issuer | Y | For | For |
| | | | 17. To authorize the company to purchase its own shares | Issuer | Y | For | For |
| | | | 18. To authorize the increase of the maximum aggregate | Issuer | Y | Against | Against |

remuneration which may be paid
to the non-executive directors
collectively from GBP 400,000 to
GBP 750,000 per annum

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| | | | | 19. To authorize the company to call general meetings, other than annual general meetings on not less than 14 clear days notice | Issuer | Y | For | For |
| Varian Medical Systems, Inc. | VAR | 92220P105 | 2/9/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Approve the compensation of the company's named executive officers as described in the proxy statement | Issuer | Y | For | For |
| | | | | 3. Approve the amendment and restatement of the company's 2005 omnibus stock plan | Issuer | Y | For | For |
| | | | | 4. Ratify the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for fiscal year 2012 | Issuer | Y | For | For |
| VCA Antech, Inc. | WOOF | 918194101 | 5/21/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2012 | Issuer | Y | For | For |
| | | | | 3. Advisory vote to approve the compensation of the company's named executive officers | Issuer | Y | Against | Against |
| WABCO Holdings Inc. | WBC | 92927K102 | 5/25/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the selection of Ernst & Young Bedrijfsrevisoren BCVBA/Reviseurs D'Enterprises SCCRL as the company's independent registered public accounting firm for the year ending December 31, 2012 | Issuer | Y | For | For |
| | | | | 3. Advisory vote to approve the compensation paid to the company's named executive officers (say-on-pay) | Issuer | Y | Against | Against |
| Zebra Technologies Corporation | ZBRA | 989207105 | 5/15/2012 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Approve, by non-binding vote, compensation of named executive officers | Issuer | Y | For | For |
| | | | | 3. Ratify Ernst & Young LLP as independent auditors | Issuer | Y | For | For |

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)

Source Capital, Inc.

By (Signature and Title)*

/s/ J. Richard Atwood, Treasurer

Date

8/31/12

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