

SALOMON BROTHERS HIGH INCOME FUND II INC
Form N-PX
August 25, 2006

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: 811-8709

Salomon Brothers High Income Fund II Inc.

(Exact name of registrant as specified in charter)

125 BROAD STREET, NEW YORK, NEW YORK 10004

(Address of principal executive offices) (Zip code)

Robert I. Frenkel, Esq.

300 First Stamford Place, 4th Floor

Stamford, Connecticut 06902

(Name and address of agent for service)

Registrant's telephone number, including area code: 203-890-7046

Date of fiscal year end: April 30

Date of reporting period: July 1, 2005 June 30, 2006

Item 1. Proxy Voting Record

A report may indicate that the Adviser or Subadviser, as the case may be, did not vote in a particular proposal. No vote was entered for a proposal where (a) certain restrictions or pre-conditions on voting may, if followed, have adversely affected investment management of the fund's portfolio holdings, such as share blocking rules that prohibit sales during the shareholder solicitation and voting process, (b) potential material conflicts of interest arising from proxy proposals were identified by the CAM Proxy Voting Committee, (c) administrative or operational constraints impeded the ability to cast a timely vote, such as late receipt of proxy voting information, and/or (d) systems or processing errors occurred (including errors by third party vendors).

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

ICA File Number: 811-08709
 Reporting Period: 07/01/2005 - 06/30/2006
 Salomon Brothers High Income Fund II Inc.

===== SALOMON BROTHERS HIGH INCOME FUND II INC. =====

ALAMOSA HOLDINGS, INC.

Ticker: APCS Security ID: 011589207
 Meeting Date: JAN 25, 2006 Meeting Type: Special
 Record Date: DEC 23, 2005

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

 AMERICAN TOWER CORP.

Ticker: AMT Security ID: 029912201
 Meeting Date: MAY 11, 2006 Meeting Type: Annual
 Record Date: MAR 23, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Raymond P. Dolan | For | For | Management |
| 1.2 | Elect Director Carolyn F. Katz | For | For | Management |
| 1.3 | Elect Director Gustavo Lara Cantu | For | For | Management |
| 1.4 | Elect Director Fred R. Lummis | For | For | Management |
| 1.5 | Elect Director Pamela D.A. Reeve | For | For | Management |
| 1.6 | Elect Director James D. Taiclet, Jr. | For | For | Management |
| 1.7 | Elect Director Samme L. Thompson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 GRAND CASINOS, INC.

Ticker: Security ID: 700690AH3
 Meeting Date: JUL 22, 2005 Meeting Type: Written Consent
 Record Date: JUL 8, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|--------------|------------|
| 1 | PROPOSED AMENDMENTS TO THE INDENTURES AND THE ISSUANCE OF THE GUARANTEES | For | Did Not Vote | Management |

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 GRAND CASINOS, INC.

Ticker: Security ID: 700690AJ9
 Meeting Date: JUL 22, 2005 Meeting Type: Written Consent
 Record Date: JUL 8, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|--------------|------------|
| 1 | PROPOSED AMENDMENTS TO THE INDENTURES AND THE ISSUANCE OF THE GUARANTEES | For | Did Not Vote | Management |

 GRAND CASINOS, INC.

Ticker: Security ID: 700690AL4
 Meeting Date: JUL 22, 2005 Meeting Type: Written Consent
 Record Date: JUL 8, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--|---------|--------------|------------|
| 1 | PROPOSED AMENDMENTS TO THE INDENTURES AND THE ISSUANCE OF THE GUARANTEES | For | Did Not Vote | Management |

 LIBERTY GLOBAL INC.

Ticker: LBTYA Security ID: 530555101
 Meeting Date: JUN 22, 2006 Meeting Type: Annual
 Record Date: APR 26, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director John P. Cole, Jr. | For | For | Management |
| 1.2 | Elect Director David E. Rapley | For | For | Management |
| 1.3 | Elect Director Gene W. Schneider | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

 MIRANT CORP

Ticker: MIR.XA Security ID: 60467R100
 Meeting Date: MAY 9, 2006 Meeting Type: Annual
 Record Date: MAR 24, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas W. Cason | For | For | Management |
| 1.2 | Elect Director A.D. Correll | For | For | Management |
| 1.3 | Elect Director Terry G. Dallas | For | For | Management |
| 1.4 | Elect Director Thomas H. Johnson | For | For | Management |
| 1.5 | Elect Director John T. Miller | For | For | Management |
| 1.6 | Elect Director Edward R. Muller | For | For | Management |
| 1.7 | Elect Director Robert C. Murray | For | For | Management |
| 1.8 | Elect Director John M. Quain | For | For | Management |
| 1.9 | Elect Director William L. Thacker | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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NTL INC

Ticker: NTLI Security ID: 87956T107
Meeting Date: MAR 2, 2006 Meeting Type: Special
Record Date: JAN 12, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Amend Articles to Reclassify Each Share of Common Stock | For | For | Management |
| 2 | Issue Shares in Connection with an Acquisition | For | For | Management |

NTL INC

Ticker: NTLI Security ID: 62941W101
Meeting Date: MAY 18, 2006 Meeting Type: Annual
Record Date: APR 12, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Edwin M. Banks | For | For | Management |
| 1.2 | Elect Director Stephen A. Burch | For | For | Management |
| 1.3 | Elect Director Simon P. Duffy | For | For | Management |
| 1.4 | Elect Director Charles C. Gallagher | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adoption of Share Issuance Bonus Scheme | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | Against | Management |

NTL INCORPORATED

Ticker: Security ID: 62940M104
Meeting Date: MAR 2, 2006 Meeting Type: Special
Record Date: JAN 12, 2006

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

SPECTRASITE, INC.

Ticker: SSI Security ID: 84761M104
Meeting Date: AUG 3, 2005 Meeting Type: Special
Record Date: JUN 14, 2005

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|--------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Adjourn Meeting | For | For | Management |

US UNWIRED INC.

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Ticker: Security ID: 90338RAG9
Meeting Date: FEB 27, 2006 Meeting Type: Written Consent
Record Date: FEB 9, 2006

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------|---------|-----------|------------|
| 1 | PROPOSED AMENDMENTS | None | For | Management |

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END NPX REPORT
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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.

SALOMON BROTHERS HIGH INCOME FUND II INC.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman, President and Chief Executive Officer of Salomon Brothers High Income Fund II Inc.

Date: August 25, 2006