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COHEN & STEERS TOTAL RETURN REALTY FUND INC

Form N-PX

August 30, 2004

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 811-071540

Cohen & Steers Total Return Realty Fund, Inc.

(Exact name of registrant as specified in charter)

757 Third Avenue
New York, NY

10017

(Address of principal executive offices)

(Zip code)

Lawrence B. Stoller
Cohen & Steers
757 Third Avenue
New York, NY 10017

(Name and address of agent for service)

Registrant's telephone number, including area code: 212-832-3232

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2003 - 06/30/2004

ITEM 1. PROXY VOTING RECORD

The information contained herein discloses 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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Cohen & Steers Total Return Realty Fund

ARCHSTONE-SMITH TRUST	Agenda: 932122574
CUSIP: 039583109	Meeting Type: Annual
Ticker: ASN	Meeting Date: 5/20/2004
	ISIN:

Proposal	Type	Vote	For/A Mana
01 R. SCOT SELLERS	Mgmt	For	
NED S. HOLMES	Mgmt	For	
RUTH ANN M. GILLIS	Mgmt	For	
ERNEST A. GERARDI, JR.	Mgmt	For	
02 RATIFICATION OF APPOINTMENT OF KPMG LLP AS AUDITORS FOR CURRENT FISCAL YEAR.	Mgmt	For	
03 SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS.	Shr	For	

ARDEN REALTY, INC.	Agenda: 932140320
CUSIP: 039793104	Meeting Type: Annual
Ticker: ARI	Meeting Date: 5/11/2004
	ISIN:

Proposal	Type	Vote	For/A Mana
01 ALAN I. ROTHENBERG	Mgmt	For	
LESLIE E. BIDER	Mgmt	For	
STEVEN C. GOOD	Mgmt	For	
02 STOCKHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS FOR SENIOR EXECUTIVES.	Shr	For	

AVALONBAY COMMUNITIES, INC.	Agenda: 932103562
CUSIP: 053484101	Meeting Type: Annual
Ticker: AVB	Meeting Date: 5/5/2004
	ISIN:

Proposal	Type	Vote	For/A Mana
01 BRYCE BLAIR	Mgmt	For	
AMY P. WILLIAMS	Mgmt	For	
ALLAN D. SCHUSTER	Mgmt	For	
LANCE R. PRIMIS	Mgmt	For	
CHARLES D. PEEBLER, JR.	Mgmt	Withheld	
GILBERT M. MEYER	Mgmt	For	
BRUCE A. CHOATE	Mgmt	For	
JOHN J. HEALY, JR.	Mgmt	For	

02 TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL DESCRIBED IN THE PROXY STATEMENT IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against	
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BRANDYWINE REALTY TRUST	Agenda: 932125796
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CUSIP: 105368203
Ticker: BDN

Meeting Type: Annual
Meeting Date: 5/3/2004

ISIN:

For/A
Mana

Proposal	Type	Vote	
01	GERARD H. SWEENEY	Mgmt	For
	CHARLES P. PIZZI	Mgmt	For
	ANTHONY A. NICHOLS, SR.	Mgmt	For
	ROBERT C. LARSON	Mgmt	For
	DONALD E. AXINN	Mgmt	For
	WALTER D'ALESSIO	Mgmt	For
	D. PIKE ALOIAN	Mgmt	For
02	SHAREHOLDER PROPOSAL REGARDING SEVERANCE AGREEMENTS	Shr	For

CBL & ASSOCIATES PROPERTIES, INC.

CUSIP: 124830100
Ticker: CBL

Meeting Type: Annual
Meeting Date: 5/10/2004

Agenda: 932127310

ISIN:

For/A
Mana

Proposal	Type	Vote	
01	STEPHEN D. LEBOVITZ	Mgmt	For
	WINSTON W. WALKER	Mgmt	For
02	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE, LLP AS THE INDEPENDENT PUBLIC ACCOUNTANTS FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

CAMDEN PROPERTY TRUST

CUSIP: 133131102
Ticker: CPT

Meeting Type: Annual
Meeting Date: 5/5/2004

Agenda: 932112042

ISIN:

For/A
Mana

Proposal	Type	Vote	
01	SCOTT S. INGRAHAM	Mgmt	For
	STEVEN A. WEBSTER	Mgmt	For
	D. KEITH ODEN	Mgmt	For
	GEORGE A. HRDLICKA	Mgmt	For
	WILLIAM R. COOPER	Mgmt	For
	F. GARDNER PARKER	Mgmt	For
01	LEWIS A. LEVEY	Mgmt	For
	RICHARD J. CAMPO	Mgmt	For

CARRAMERICA REALTY CORPORATION

CUSIP: 144418100
Ticker: CRE

Meeting Type: Annual
Meeting Date: 4/29/2004

Agenda: 932124035

ISIN:

For/A
Mana

Proposal	Type	Vote	
01	THOMAS A. CARR	Mgmt	For
	TIMOTHY HOWARD	Mgmt	For
	PHILIP L. HAWKINS	Mgmt	For
	ANDREW F. BRIMMER	Mgmt	For
	WESLEY S. WILLIAMS, JR.	Mgmt	For
	ROBERT E. TORRAY	Mgmt	For
	JOAN CARTER	Mgmt	For

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02	TO LIMIT THE LENGTH OF SERVICE OF THE MEMBERS OF THE BOARD OF DIRECTORS TO SIX YEARS	Shr	Against
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COLONIAL PROPERTIES TRUST	Meeting Type: Annual	Agenda: 932107279
CUSIP: 195872106	Meeting Date: 4/21/2004	ISIN:
Ticker: CLP		

Proposal	Type	Vote	For/A Mana
01 JOHN W. SPIEGEL	Mgmt	For	
JAMES K. LOWDER	Mgmt	For	
HERBERT A. MEISLER	Mgmt	For	
M. MILLER GORRIE	Mgmt	For	
02 TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03 TO APPROVE AN AMENDMENT TO OUR DECLARATION OF TRUST TO PROVIDE FOR THE ANNUAL ELECTION OF TRUSTEES.	Mgmt	For	

CRESCENT REAL ESTATE EQUITIES COMPAN	Meeting Type: Annual	Agenda: 932193597
CUSIP: 225756105	Meeting Date: 6/28/2004	ISIN:
Ticker: CEI		

Proposal	Type	Vote	For/A Mana
01 DENNIS H. ALBERTS	Mgmt	For	
01 TERRY N. WORRELL	Mgmt	For	
02 TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004	Mgmt	For	

CROWN AMERICAN REALTY TRUST	Meeting Type: Special	Agenda: 932052183
CUSIP: 228186201	Meeting Date: 11/11/2003	ISIN:
Ticker: CWNPRA		

Proposal	Type	Vote	For/A Mana
01 APPROVE AGREEMENT AND PLAN OF MERGER DATED AS OF MAY 13, 2003, BY AND AMONG PENNSYLVANIA REAL ESTATE INVESTMENT TRUST, PREIT ASSOCIATES, L.P., CROWN AMERICAN REALTY TRUST AND CROWN AMERICAN PROPERTIES, L.P., THE MERGER OF CROWN AMERICAN REALTY TRUST WITH	Mgmt		

DEVELOPERS DIVERSIFIED REALTY CORP.	Meeting Type: Annual	Agenda: 932121976
CUSIP: 251591103	Meeting Date: 5/18/2004	ISIN:
Ticker: DDR		

Proposal	Type	Vote	For/A Mana
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01	CRAIG MACNAB	Mgmt	For
	SCOTT A. WOLSTEIN	Mgmt	For
	BERT L. WOLSTEIN	Mgmt	For
	WILLIAM B. SUMMERS. JR.	Mgmt	For
	SCOTT D. ROULSTON	Mgmt	For
	VICTOR B. MACFARLANE	Mgmt	For
	MOHSEN ANVARI	Mgmt	For
	TERRANCE R. AHERN	Mgmt	For
	DEAN S. ADLER	Mgmt	For
	BARRY A. SOLEM	Mgmt	For
	ROBERT H. GIDEL	Mgmt	For
02	TO RATIFY THE AMENDMENT TO PROVIDE FOR THE EARLY EXPIRATION OF THE SHAREHOLDER RIGHTS AGREEMENT.	Mgmt	For
03	TO APPROVE THE 2004 DEVELOPERS DIVERSIFIED REALTY CORPORATION EQUITY-BASED AWARD PLAN.	Mgmt	For
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE COMPANY S FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

EQUITY OFFICE PROPERTIES TRUST

CUSIP: 294741103

Ticker: EOP

Meeting Type: Annual

Meeting Date: 5/19/2004

Agenda: 932130886

ISIN:

Proposal

Type

Vote

For/A
Mana

01	SAMUEL ZELL	Mgmt	For
	JAMES D. HARPER, JR.	Mgmt	For
	RICHARD D. KINCAID	Mgmt	For
	DAVID K. MCKOWN	Mgmt	For
	SHELI Z. ROSENBERG	Mgmt	For
	EDWIN N. SIDMAN	Mgmt	For
	J. H.W.R. VAN DER VLIST	Mgmt	For
	WILLIAM M. GOODYEAR	Mgmt	For
	THOMAS E. DOBROWSKI	Mgmt	For
02	RATIFICATION OF THE AUDIT COMMITTEE S APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	Mgmt	For

FEDERAL REALTY INVESTMENT TRUST

CUSIP: 313747206

Ticker: FRT

Meeting Type: Annual

Meeting Date: 5/5/2004

Agenda: 932122928

ISIN:

Proposal

Type

Vote

For/A
Mana

01	DAVID W. FAEDER	Mgmt	For
	KRISTIN GAMBLE	Mgmt	For
02	TO AMEND THE TRUST S DECLARATION OF TRUST TO CHANGE THE PERMISSIBLE SIZE OF THE BOARD FROM A RANGE OF 3 TO 15 TRUSTEES TO A RANGE OF 5 TO 10 TRUSTEES.	Mgmt	For
03	TO AMEND THE TRUST S DECLARATION OF TRUST TO DECREASE THE VOTE REQUIRED BY	Mgmt	For

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04	<p>SHAREHOLDERS TO REMOVE A TRUSTEE WITH OR WITHOUT CAUSE FROM 80% TO 67%. TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE TRUST S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.</p>	Mgmt	For
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FIRST INDUSTRIAL REALTY TRUST, INC.	Agenda: 932139428
CUSIP: 32054K103	Meeting Type: Annual
Ticker: FR	Meeting Date: 5/12/2004
	ISIN:

Proposal	Type	Vote	Manager
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01	JAY H. SHIDLER	Mgmt	For
	J. STEVEN WILSON	Mgmt	For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT AUDITORS.	Mgmt	For

GABLES RESIDENTIAL TRUST		Agenda: 932125859
CUSIP: 362418105	Meeting Type: Annual	
Ticker: GBP	Meeting Date: 5/21/2004	ISIN:

Proposal	Type	Vote	Manager
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01	CHRIS C. STROUP	Mgmt	For
	MARCUS E. BROMLEY	Mgmt	For
	JAMES D. MOTTA	Mgmt	For
02	TO APPROVE THE GABLES RESIDENTIAL TRUST 2004 EQUITY INCENTIVE PLAN AUTHORIZING THE ISSUANCE OF UP TO 1,250,000 COMMON SHARES OF BENEFICIAL INTEREST.	Mgmt	For

GLIMCHER REALTY TRUST		Agenda: 932117941
CUSIP: 379302102	Meeting Type: Annual	
Ticker: GRT	Meeting Date: 5/7/2004	ISIN:

Proposal	Type	Vote	Managers
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01	NILES C. OVERLY	Mgmt	For
	PHILIP G. BARACH	Mgmt	For
	WILLIAM S. WILLIAMS	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For
03	APPROVAL OF THE 2004 INCENTIVE COMPENSATION PLAN.	Mgmt	For

HRPT PROPERTIES TRUST	Agenda: 932130975
CUSIP: 40426W101	Meeting Type: Annual
Ticker: HRP	Meeting Date: 5/11/2004
	ISIN:

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Proposal		Type	Vote	Mana
01	PATRICK F. DONELAN	Mgmt	For	

HEALTH CARE PROPERTY INVESTORS, INC.			Agenda: 932127815	
CUSIP: 421915109		Meeting Type: Annual		
Ticker: HCP		Meeting Date: 5/7/2004		ISIN:
Proposal		Type	Vote	For/A Mana

01	DAVID B. HENRY	Mgmt	For	
	MARY A. CIRILLO	Mgmt	For	
	JAMES F. FLAHERTY III	Mgmt	For	
	MICHAEL D. MCKEE	Mgmt	For	
	HAROLD M. MESSMER, JR.	Mgmt	For	
	PETER L. RHEIN	Mgmt	For	
	KENNETH B. ROATH	Mgmt	For	
	RICHARD M. ROSENBERG	Mgmt	For	
	JOSEPH P. SULLIVAN	Mgmt	For	
	ROBERT R. FANNING, JR.	Mgmt	For	
02	APPROVAL OF THE AMENDMENT TO THE CHARTER TO INCREASE THE COMPANY S AUTHORIZED COMMON STOCK TO 750,000,000.	Mgmt	Against	
03	APPROVAL OF THE AMENDMENT TO THE CHARTER TO DECLASSIFY THE BOARD.	Mgmt	For	
04	RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	

HEALTH CARE REIT, INC.			Agenda: 932120607	
CUSIP: 42217K106		Meeting Type: Annual		
Ticker: HCN		Meeting Date: 5/6/2004		ISIN:
Proposal		Type	Vote	For/A Mana

01	BRUCE G. THOMPSON	Mgmt	For	
	JEFFREY H. DONAHUE	Mgmt	For	
	THOMAS J. DEROSA	Mgmt	For	
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For	

HERITAGE PROPERTY INVESTMENT TRUST,			Agenda: 932141601	
CUSIP: 42725M107		Meeting Type: Annual		
Ticker: HTG		Meeting Date: 5/7/2004		ISIN:
Proposal		Type	Vote	For/A Mana

01	DAVID W. LAUGHTON	Mgmt	For	

01	JOSEPH L. BARRY	Mgmt	For	
	RICHARD C. GARRISON	Mgmt	For	
	KEVIN C. PHELAN	Mgmt	Withheld	
02	TO VOTE AND ACT WITH DISCRETIONARY	Mgmt	Against	

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AUTHORITY UPON, OR IN REGARD TO, ANY
OTHER MATTERS WHICH MAY PROPERLY COME
BEFORE THE ANNUAL MEETING OR ANY
ADJOURNED OR POSTPONED SESSION
THEREOF.

HOME PROPERTIES, INC.			Agenda: 932116583	
CUSIP: 437306103			Meeting Type: Annual	
Ticker: HME			Meeting Date: 5/4/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	AMY L. TAIT	Mgmt	For	
	PAUL L. SMITH	Mgmt	For	
	CLIFFORD W. SMITH, JR.	Mgmt	For	
	ROGER W. KOBER	Mgmt	For	
	LEONARD F. HELBIG, III	Mgmt	For	
	WILLIAM BALDERSTON, III	Mgmt	For	
	NELSON B. LEENHOUTS	Mgmt	For	
	NORMAN P. LEENHOUTS	Mgmt	For	
	EDWARD J. PETTINELLA	Mgmt	For	
	ALAN L. GOSULE	Mgmt	For	
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITORS FOR 2004.	Mgmt	For	

HOSPITALITY PROPERTIES TRUST			Agenda: 932136371	
CUSIP: 44106M102			Meeting Type: Annual	
Ticker: HPT			Meeting Date: 5/11/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	ARTHUR G. KOUMANTZELIS	Mgmt	Withheld	

ISTAR FINANCIAL INC.			Agenda: 932143821	
CUSIP: 45031U101			Meeting Type: Annual	
Ticker: SFI			Meeting Date: 5/25/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	WILLIS ANDERSEN, JR.	Mgmt	For	
	ROBERT W. HOLMAN, JR.	Mgmt	For	
	ROBIN JOSEPHS	Mgmt	For	
01	GEORGE R. PUSKAR	Mgmt	For	
	JOHN G. MCDONALD	Mgmt	For	
	JAY SUGARMAN	Mgmt	For	
	JEFFREY A. WEBER	Mgmt	For	
02	AUTHORIZATION OF ISSUANCE OF COMMON STOCK EQUIVALENTS TO DIRECTORS UNDER A NON-EMPLOYEE DIRECTORS DEFERRAL PROGRAM.	Mgmt	For	
03	APPROVAL OF EXTENDING THE ISTAR FINANCIAL INC. HIGH PERFORMANCE UNIT PROGRAM TO ADD 2007 HPU PLAN AND 2008 HPU PLAN.	Mgmt	For	
04	RATIFICATION OF THE APPOINTMENT OF	Mgmt	For	

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PRICEWATERHOUSECOOPERS LLP AS THE
COMPANY S INDEPENDENT ACCOUNTANTS FOR
THE FISCAL YEAR ENDING DECEMBER 31,
2004.

KEYSTONE PROPERTY TRUST

CUSIP: 493596100

Ticker: KTR

Meeting Type: Annual

Meeting Date: 6/3/2004

Agenda: 932169445

ISIN:

Proposal

Type

Vote

For/A
Mana

01	JONATHAN D. EILIAN	Mgmt	For	
	DONALD E. CALLAGHAN	Mgmt	For	
	JOHN S. MOODY	Mgmt	For	
02	APPROVAL OF AMENDMENT TO THE COMPANY S DECLARATION OF TRUST TO DECLASSIFY THE BOARD OF TRUSTEES OVER A THREE-YEAR PERIOD.	Mgmt	For	

KILROY REALTY CORPORATION

CUSIP: 49427F108

Ticker: KRC

Meeting Type: Annual

Meeting Date: 5/18/2004

Agenda: 932125392

ISIN:

Proposal

Type

Vote

For/A
Mana

01	JOHN R. D'EATHE	Mgmt	Withheld	
	E. F. BRENNAN, PH.D.	Mgmt	For	
	WILLIAM P. DICKEY	Mgmt	Withheld	

KRAMONT REALTY TRUST

CUSIP: 50075Q107

Ticker: KRT

Meeting Type: Annual

Meeting Date: 6/10/2004

Agenda: 932161057

ISIN:

Proposal

Type

Vote

For/A
Mana

01	LAURENCE GERBER	Mgmt	For	
	BERNARD J. KORMAN	Mgmt	For	
02	THE RATIFICATION OF THE APPOINTMENT OF BDO SEIDMAN LLP AS THE COMPANY S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For	
03	TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF, IN THEIR DISCRETION.	Mgmt	For	

LIBERTY PROPERTY TRUST

CUSIP: 531172104

Ticker: LRY

Meeting Type: Annual

Meeting Date: 5/5/2004

Agenda: 932118690

ISIN:

Proposal

Type

Vote

For/A
Mana

01	J. ANTHONY HAYDEN	Mgmt	For	
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02	M. LEANNE LACHMAN APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST OF THE TRUST TO AMEND AND RESTATE IN ITS ENTIRETY ARTICLE VII OF THE DECLARATION OF TRUST.	Mgmt Mgmt	For For
03	APPROVAL OF THE PROPOSAL TO AMEND THE DECLARATION OF TRUST TO AMEND SECTIONS 6.2, 6.3 AND 10.1 (D) OF THE DECLARATION OF TRUST.	Mgmt	Against
04	APPROVAL OF THE PROPOSAL TO AMEND THE TRUST S AMENDED AND RESTATED SHARE INCENTIVE PLAN, INCLUDING AN AMENDMENT TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR AWARDS THEREUNDER BY 1,500,000 SHARES TO 11,426,256 SHARES.	Mgmt	For

THE MACERICH COMPANY CUSIP: 554382101 Ticker: MAC	Meeting Type: Annual Meeting Date: 5/28/2004	Agenda: 932141396 ISIN:
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Proposal	Type	Vote	For/A Mana
01	FRED S. HUBBELL DR. WILLIAM P. SEXTON EDWARD C. COPPOLA DIANA M. LAING	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2004.	Mgmt	For

MACK-CALI REALTY CORPORATION CUSIP: 554489104 Ticker: CLI	Meeting Type: Annual Meeting Date: 5/20/2004	Agenda: 932143934 ISIN:
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Proposal	Type	Vote	For/A Mana
01	ALAN S. BERNIKOW VINCENT TESE ROY J. ZUCKERBERG MARTIN D. GRUSS	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.	Mgmt	For
03	APPROVAL AND ADOPTION OF THE MACK-CALI REALTY CORPORATION 2004 INCENTIVE STOCK PLAN.	Mgmt	For
04	APPROVAL AND ADOPTION OF A SHAREHOLDER PROPOSAL, IF PRESENTED AT THE ANNUAL MEETING, REQUESTING THAT THE COMPANY IMPLEMENT A COMPREHENSIVE POLICY GOVERNING RELATED PARTY TRANSACTIONS.	Shr	Against

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MAGUIRE PROPERTIES INC.
CUSIP: 559775101
Ticker: MPG

Meeting Type: Annual
Meeting Date: 6/3/2004

Agenda: 932166552

ISIN:

For/A

Proposal	Type	Vote	Mana
01 ANDREA L. VAN DE KAMP	Mgmt	For	
RICHARD I. GILCHRIST	Mgmt	For	
ROBERT F. MAGUIRE III	Mgmt	For	
WALTER L. WEISMAN	Mgmt	For	
CAROLINE S. MCBRIDE	Mgmt	For	
LAWRENCE S. KAPLAN	Mgmt	For	
02 RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE YEAR ENDED DECEMBER 31, 2004.	Mgmt	For	

MID-AMERICA APARTMENT COMMUNITIES, I
CUSIP: 59522J103
Ticker: MAA

Meeting Type: Annual
Meeting Date: 5/24/2004

Agenda: 932146891

ISIN:

For/A

Proposal	Type	Vote	Mana
01 MICHAEL S. STARNES	Mgmt	For	
JOHN F. FLOURNOY	Mgmt	For	
ROBERT F. FOGELMAN	Mgmt	For	
02 RATIFICATION OF KPMG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR 2004.	Mgmt	For	
03 APPROVAL OF THE AMENDED AND RESTATED CHARTER.	Mgmt	Against	
04 APPROVAL OF THE 2004 STOCK PLAN.	Mgmt	For	

THE MILLS CORPORATION
CUSIP: 601148109
Ticker: MLS

Meeting Type: Annual
Meeting Date: 6/10/2004

Agenda: 932165699

ISIN:

For/A

Proposal	Type	Vote	Mana
01 HARRY H. NICK	Mgmt	For	
JAMES C. BRAITHWAITE	Mgmt	For	
ROBERT P. PINCUS	Mgmt	For	
HON JOSEPH B GILDENHORN	Mgmt	For	
02 PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS FOR 2004.	Mgmt	For	
03 PROPOSAL TO APPROVE THE AMENDMENT TO THE MILLS CORPORATION S CERTIFICATE OF INCORPORATION TO INCREASE THE TOTAL NUMBER OF AUTHORIZED SHARES OF CAPITAL STOCK FROM 170,000,000 TO 190,000,000 AND THE NUMBER OF AUTHORIZED SHARES OF PREFERRED STOCK FROM 20,000	Mgmt	For	
04 PROPOSAL TO APPROVE THE MILLS CORPORATION S 2004 STOCK INCENTIVE PLAN.	Mgmt	For	
05 PROPOSAL TO APPROVE THE EXECUTIVE HIGH PERFORMANCE PROGRAM.	Mgmt	For	

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NATIONWIDE HEALTH PROPERTIES, INC.			Agenda: 932110822	
CUSIP: 638620104			Meeting Type: Annual	
Ticker: NHP			Meeting Date: 4/16/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	DAVID R. BANKS	Mgmt	For	
	DOUGLAS M. PASQUALE	Mgmt	For	
	JACK D. SAMUELSON	Mgmt	For	
NEWCASTLE INVESTMENT CORP.			Agenda: 932170335	
CUSIP: 65105M108			Meeting Type: Annual	
Ticker: NCT			Meeting Date: 5/27/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	DAVID J. GRAIN	Mgmt	For	
02	PROPOSAL TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR THE FISCAL YEAR 2004.	Mgmt	For	
PENNSYLVANIA REAL ESTATE INVESTMENT			Agenda: 932166564	
CUSIP: 709102206			Meeting Type: Annual	
Ticker: PEIPRA			Meeting Date: 6/3/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	IRA M. LUBERT*	Mgmt		
	ROSEMARIE B. GRECO*	Mgmt		
	MARK E. PASQUERILLA**	Mgmt		
	EDWARD A. GLICKMAN*	Mgmt		
	GEORGE F. RUBIN*	Mgmt		
	DONALD F. MAZZIOTTI***	Mgmt		
02	RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT AUDITOR FOR 2004.	Mgmt		
PRENTISS PROPERTIES TRUST			Agenda: 932125354	
CUSIP: 740706106			Meeting Type: Annual	
Ticker: PP			Meeting Date: 5/5/2004	
			ISIN:	
Proposal		Type	Vote	For/A Mana
01	DR. L. M. RIGGS, JR.	Mgmt	For	
	RONALD G. STEINHART	Mgmt	For	
02	RATIFICATION OF THE APPOINTMENT OF PRICewaterhouseCOOPERS LLP AS THE COMPANY S INDEPENDENT ACCOUNTANTS FOR 2004.	Mgmt	For	
03	APPROVAL OF AN AMENDMENT TO THE COMPANY S AMENDED AND RESTATED	Mgmt	For	

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<p>TRUSTEES SHARE INCENTIVE PLAN, AS AMENDED (THE TRUSTEES PLAN) TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES OF BENEFICIAL INTEREST, PAR VALUE \$0.01 PER SHARE (THE COMMON</p>				
04	<p>APPROVAL OF AN AMENDMENT TO THE COMPANY S 1996 SHARE INCENTIVE PLAN, AS AMENDED (THE 1996 PLAN), TO INCREASE THE AGGREGATE NUMBER OF THE COMPANY S COMMON SHARES THAT MAY BE ISSUED UNDER THE 1996 PLAN BY 1,500,000 COMMON SHARES.</p>	Mgmt	For	

<p>RECKSON ASSOCIATES REALTY CORP. CUSIP: 75621K106 Ticker: RA</p>		<p>Meeting Type: Annual Meeting Date: 6/2/2004</p>		<p>Agenda: 932145988 ISIN:</p>
Proposal		Type	Vote	For/A Mana

01	<p>TO AMEND THE ARTICLES OF INCORPORATION OF THE COMPANY TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS.</p>	Mgmt	For	
02	<p>TO AMEND THE ARTICLES OF INCORPORATION TO AMEND THE PROVISION REGARDING THE COMPANY S COMMON STOCK OWNERSHIP LIMIT.</p>	Mgmt	For	
03	<p>JOHN RUFFLE* LEWIS S. RANIERI PETER QUICK* STANLEY STEINBERG* ELIZABETH MCCAUL** DOUGLAS CROCKER II***</p>	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For	
04	<p>DONALD J. RECHLER RONALD H. MENAKER SCOTT H. RECHLER TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2004.</p>	Mgmt Mgmt Mgmt	For For For	

<p>SOVRAN SELF STORAGE, INC. CUSIP: 84610H108 Ticker: SSS</p>		<p>Meeting Type: Annual Meeting Date: 5/13/2004</p>		<p>Agenda: 932138325 ISIN:</p>
Proposal		Type	Vote	For/A Mana

01	<p>CHARLES E. LANNON ANTHONY P. GAMMIE MICHAEL A. ELIA JOHN E. BURNS KENNETH F. MYSZKA ROBERT J. ATTEA</p>	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For	
02	<p>APPROVAL OF AMENDMENTS TO THE 1995 OUTSIDE DIRECTORS STOCK OPTION PLAN.</p>	Mgmt	For	
03	<p>APPROVAL OF AMENDMENT TO THE DEFERRED</p>	Mgmt	For	

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04	COMPENSATION PLAN FOR DIRECTORS. RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For
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URSTADT BIDDLE PROPERTIES INC.		Agenda: 932092834	
CUSIP: 917286205	Meeting Type: Annual		
Ticker: UBA	Meeting Date: 3/10/2004	ISIN:	

Proposal	Type	Vote	For/A Mana
01 E. VIRGIL CONWAY**	Mgmt	For	
ROBERT J. MUELLER**	Mgmt	For	
WILLING L. BIDDLE**	Mgmt	For	
CHARLES D. URSTADT*	Mgmt	For	
02 TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR ONE YEAR.	Mgmt	For	
03 TO AMEND THE COMPANY S DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN.	Mgmt	For	
04 TO AMEND THE COMPANY S RESTRICTED STOCK AWARD PLAN.	Mgmt	For	

VENTAS, INC.		Agenda: 932118208	
CUSIP: 92276F100	Meeting Type: Annual		
Ticker: VTR	Meeting Date: 5/21/2004	ISIN:	

Proposal	Type	Vote	For/A Mana
01 RONALD G. GEARY	Mgmt	For	
DOUGLAS CROCKER II	Mgmt	For	
SHELI Z. ROSENBERG	Mgmt	For	
DEBRA A. CAFARO	Mgmt	For	
THOMAS C. THEOBALD	Mgmt	For	
JAY M. GELLERT	Mgmt	For	
02 TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT AUDITORS FOR FISCAL YEAR 2004.	Mgmt	For	
03 TO ADOPT THE COMPANY S 2004 STOCK PLAN FOR DIRECTORS WHICH AMENDS AND RESTATES THE COMPANY S 2000 STOCK OPTION PLAN FOR DIRECTORS.	Mgmt	For	

VORNADO REALTY TRUST		Agenda: 932169154	
CUSIP: 929042109	Meeting Type: Annual		
Ticker: VNO	Meeting Date: 5/27/2004	ISIN:	

Proposal	Type	Vote	For/A Mana
01 DR. RICHARD R. WEST	Mgmt	For	
ROBERT P. KOGOD	Mgmt	For	
DAVID MANDELBAUM	Mgmt	For	
02 RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	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) Cohen & Steers Total Return Realty Fund, Inc.

By (Signature) /S/ Adam M. Derechin

Name Adam M. Derechin

Title Vice President

Date 08-30-2004