

Western Asset High Yield Defined Opportunity Fund Inc.
Form N-PX
August 24, 2012

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

OMB APPROVAL
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Washington, D.C. 20549

FORM N-PX

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

Investment Company Act file number **811-22444**

Western Asset High Yield Defined Opportunity Fund Inc.

(Exact name of registrant as specified in charter)

**620 EIGHTH AVENUE,
49TH FLOOR,
NEW YORK, NEW YORK**
(Address of principal executive offices)

10018
(Zip code)

**Robert I. Frenkel, Esq.
100 First Stamford Place
Stamford, Connecticut 06902**

(Name and address of agent for service)

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

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Date of fiscal year end: **August 31**

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

Item 1. Proxy Voting Record

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

ICA File Number: 811-22444

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

Western Asset High Yield Defined Opportunity Fund Inc.

===== Western Asset High Yield Defined Opportunity Fund Inc. =====

HORIZON LINES INC

Ticker: HRZ Security ID: 44044K101

Meeting Date: DEC 02, 2011 Meeting Type: SPECIAL

Record Date: DEC 01, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| Item | Proposal to amend the company's | FOR | FOR | Management |
| 1 | amended and restated Certificate of Incorporation to effect a 1-for-25 reverse stock split of the common | | | |

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stock.

| | | | | |
|-----------|---|-----|-----|------------|
| Item 2 | Proposal to increase the number of authorized shares of common stock from 100,000,000 to 2,500,000,000. | FOR | FOR | Management |
|-----------|---|-----|-----|------------|

| | | | | |
|-----------|--|-----|-----|------------|
| Item 3 | Proposal to authorize the issuance of warrants in lieu of cash or redemption notes in consideration for "Excess Shares" to facilitate compliance with the Jones Act. | FOR | FOR | Management |
|-----------|--|-----|-----|------------|

| | | | | |
|-----------|--|-----|-----|------------|
| Item 4 | Proposal to transact any other business as may properly come before the Special Meeting or any adjournment or postponement of the Special Meeting. | FOR | FOR | Management |
|-----------|--|-----|-----|------------|

HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 07, 2012 Meeting Type: ANNUAL

Record Date: MAY 14, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----------|--|---------|-----------|------------|
| Item 1 | Elect directors. | FOR | FOR | Management |
| Item 2 | Proposal to approve the ratification of Ernst & Young LLP as the | FOR | FOR | Management |

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independent registered public

accounting firm for year 2012.

| | | | | |
|------|---------------------------------------|-----|-----|------------|
| Item | Proposal to an advisory resolution to | FOR | FOR | Management |
| 3 | approve executive compensation. | | | |

ROYAL BANK OF SCOTLAND GROUP PLC

Ticker: RBS Security ID: 780097AU5

Meeting Date: MAY 30, 2012 Meeting Type: ANNUAL

Record Date: MAY 17, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| Item | To receive and approve the report and | FOR | FOR | Management |
| 1 | accounts. | | | |
| Item | To approve the remuneration report. | FOR | FOR | Management |
| 2 | | | | |
| Item | To elect Alison Davis as a director | FOR | FOR | Management |
| 3 | | | | |
| Item | To elect Tony Di Iorio as a director | FOR | FOR | Management |
| 4 | | | | |
| Item | To elect Baroness Noakes as a director | FOR | FOR | Management |
| 5 | | | | |
| Item | To re-elect Sandy Crombie as a director | FOR | FOR | Management |
| 6 | | | | |
| Item | To re-elect Philip Hampton as a | FOR | FOR | Management |

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| | | | | | |
|------|---|-----|-----|------------|--|
| 7 | director | | | | |
| Item | To re-elect Stephen Hester as a | FOR | FOR | Management | |
| 8 | director | | | | |
| Item | To re-elect Penny Hughes as a director | FOR | FOR | Management | |
| 9 | | | | | |
| Item | To re-elect Joe MacHale as a director | FOR | FOR | Management | |
| 10 | | | | | |
| Item | To re-elect Brendan Nelson as a | FOR | FOR | Management | |
| 11 | director | | | | |
| Item | To re-elect Art Ryan as a director | FOR | FOR | Management | |
| 12 | | | | | |
| Item | To re-elect Bruce Van Saun as a | FOR | FOR | Management | |
| 13 | director | | | | |
| Item | To re-elect Philip Scott as a director | FOR | FOR | Management | |
| 14 | | | | | |
| Item | To re-appoint Deloitte LLP as auditors. | FOR | FOR | Management | |
| 15 | | | | | |
| Item | To authorize the Group Audit Committee | FOR | FOR | Management | |
| 16 | to fix the remuneration of the | | | | |
| | auditors. | | | | |
| Item | To renew the directors' authority to | FOR | FOR | Management | |
| 17 | allot securities. | | | | |
| Item | To renew the directors' authority to | FOR | FOR | Management | |
| 18 | allot shares on a non pre-emptive | | | | |
| | basis. | | | | |
| Item | The sub-divide and consolidate the | FOR | FOR | Management | |
| 19 | ordinary share capital. | | | | |
| Item | To amend the articles of association. | FOR | FOR | Management | |

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Item To renew authority to grant rights to FOR FOR Management
21 converts B shares.

Item To renew authority to grant rights to FOR FOR Management
22 converts B shares on a non-pre-emptive
basis.

Item To amend the rules of the Sharesave FOR FOR Management
23 Plans.

Item To permit the holding of General FOR FOR Management
24 Meetings at 14 days' notice.

Item To authorize political donations and FOR FOR Management
25 expenditure.

===== END NPX REPORT

SIGNATURES

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

(Registrant) Western Asset High Yield Defined Opportunity Fund Inc.

By (Signature and Title)* /s/ R. Jay Gerken
R. Jay Gerken
Chairman, President and Chief Executive Officer

Date August 24, 2012

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