

SOURCE CAPITAL INC /DE/
Form N-PX
August 31, 2010

**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: **7/1/09 to 6/30/10**

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.

Source Capital, Inc. Proxy Voting

Issuer	Ticker	CUSIP	Mtg Date	Matter	Issr or Shdr Proposal	Voted Y/N	How Voted	For or Against Mgmt
Microchip Technology Incorporated	MCHP	595017104	8/14/2009	1. Election of Directors	Issuer	Y	For	For
				2. Amendment and restatement of the company's 2004 equity incentive plan to i) modify the automatic grant provisions with respect to equity compensation for non-employee directors to provide for annual awards of options and restricted stock units, and ii) 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, 2010.	Issuer	Y	For	For
Noble Corporation	NE	H5833N103	10/29/2009	1. Election of Directors	Issuer	Y	For	For
				2. Approval of the amendment and restatement of the company's 1991 stock option and restricted stock plan effective as of October 29, 2009.	Issuer	Y	For	For
Copart, Inc.	CPRT	217204106	12/3/2009	1. Election of Directors	Issuer	Y	For	For
				2. Ratify the appointment of Ernst & Young LLP registered public accounting firm for the company for the fiscal year ending July 31, 2010.	Issuer	Y	For	For
ScanSource, Inc.	SCSC	806037107	12/3/2009	1. Election of Directors	Issuer	Y	For	For
				2. Approval of the amendment and restatement of the company's amended and restated 2002 long-term incentive plan.	Issuer	Y	For	For
				3. Ratification of the appointment of Ernst & Young LLP as the company's independent auditors for the year ending June 30, 2010.	Issuer	Y	For	For
Maxim Integrated Products, Inc.	MXIM	57772K101	12/10/2009	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 26, 2010.	Issuer	Y	For	For

				3. Ratify and approve amendments to the company's 2008 employee stock purchase plan to a) increase the number of shares available for issuance thereunder by 2,000,000 shares and b) make other administrative changes.	Issuer	Y	For	For
				4. Ratify and approve amendments to the company's 1996 stock incentive plan to a) increase the number of shares available for issuance thereunder by 6,000,000 shares and b) permit to extend the term of a stock option beyond 10 years from date of grant if issuance of common stock upon exercise of such option would violate applicable securities laws at the time the option would otherwise expire.	Issuer	Y	For	For
				5. Approve the adoption of the company's executive bonus plan, which is a bonus plan for officers of the company compliant with section 162(m) of the Internal Revenue Code.	Issuer	Y	For	For
Actuant Corporation	ATU	00508X203	1/12/2010	1. Election of Directors	Issuer	Y	For	For
				2. Approve the amendment to the company's 2009 omnibus incentive plan.	Issuer	Y	For	For
				3. Approve the adoption of the company's 2010 employee stock purchase plan.	Issuer	Y	For	For
				4. Approve the amendment of the company's restated articles of incorporation.	Issuer	Y	For	For
Varian Medical Systems, Inc.	VAR	92220P105	2/11/2010	1. Election of Directors	Issuer	Y	For	For
				2. Approve an amendment to the company's second amended and restated 2005 omnibus stock plan to increase the number of shares available for awards thereunder.	Issuer	Y	For	For
				3. Approve the company's 2010 employee stock purchase plan.	Issuer	Y	For	For
				4. Ratify the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for fiscal year 2010.	Issuer	Y		