

Edgar Filing: MFS SPECIAL VALUE TRUST - Form N-PX

MFS SPECIAL VALUE TRUST
Form N-PX
August 26, 2009

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-5912

MFS SPECIAL VALUE TRUST
(Exact name of registrant as specified in charter)

500 Boylston Street, Boston, Massachusetts 02116
(Address of principal executive offices) (Zip code)

Susan S. Newton
Massachusetts Financial Services Company
500 Boylston Street
Boston, Massachusetts 02116
(Name and address of agents for service)

Registrant's telephone number, including area code: (617) 954-5000

Date of fiscal year end: October 31

Date of reporting period: July 1, 2008 - June 30, 2009

ITEM 1. PROXY VOTING RECORD.

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

ICA File Number: 811-05912
Reporting Period: 07/01/2008 - 06/30/2009
MFS Special Value Trust

===== MFS SPECIAL VALUE TRUST =====

ACCURIDE CORPORATION

Ticker: AURD Security ID: 004398103
Meeting Date: APR 22, 2009 Meeting Type: Annual
Record Date: MAR 12, 2009

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Mark D. Dalton | For | For | Management |
| 1.2 | Elect Director John D. Durrett, Jr. | For | For | Management |
| 1.3 | Elect Director Donald T. Johnson, Jr. | For | For | Management |
| 1.4 | Elect Director William M. Lasky | For | Withhold | Management |
| 1.5 | Elect Director Charles E. Mitchell Rentschler | For | For | Management |
| 1.6 | Elect Director Donald C. Roof | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Executive Incentive Bonus Plan | For | For | Management |

AMGEN, INC.

Ticker: AMGN Security ID: 031162100
 Meeting Date: MAY 6, 2009 Meeting Type: Annual
 Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director David Baltimore | For | For | Management |
| 2 | Elect Director Frank J. Biondi, Jr. | For | For | Management |
| 3 | Elect Director Francois de Carbonnel | For | For | Management |
| 4 | Elect Director Jerry D. Choate | For | For | Management |
| 5 | Elect Director Vance D. Coffman | For | For | Management |
| 6 | Elect Director Frederick W. Gluck | For | For | Management |
| 7 | Elect Director Frank C. Herringer | For | For | Management |
| 8 | Elect Director Gilbert S. Omenn | For | For | Management |
| 9 | Elect Director Judith C. Pelham | For | For | Management |
| 10 | Elect Director J. Paul Reason | For | For | Management |
| 11 | Elect Director Leonard D. Schaeffer | For | For | Management |
| 12 | Elect Director Kevin W. Sharer | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |
| 14 | Approve Omnibus Stock Plan | For | For | Management |
| 15 | Reduce Supermajority Vote Requirement | For | For | Management |
| 16 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 17 | Reincorporate in Another State [from Delaware to North Dakota] | Against | Against | Shareholder |

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505559
 Meeting Date: APR 29, 2009 Meeting Type: Annual
 Record Date: MAR 4, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William Barnet, III | For | For | Management |
| 1.2 | Elect Director Frank P. Bramble, Sr. | For | For | Management |
| 1.3 | Elect Director Virgis W. Colbert | For | For | Management |
| 1.4 | Elect Director John T. Collins | For | For | Management |
| 1.5 | Elect Director Gary L. Countryman | For | For | Management |
| 1.6 | Elect Director Tommy R. Franks | For | For | Management |
| 1.7 | Elect Director Charles K. Gifford | For | For | Management |
| 1.8 | Elect Director Kenneth D. Lewis | For | For | Management |
| 1.9 | Elect Director Monica C. Lozano | For | For | Management |
| 1.10 | Elect Director Walter E. Massey | For | For | Management |
| 1.11 | Elect Director Thomas J. May | For | For | Management |

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| | | | | |
|------|--|---------|---------|-------------|
| 1.12 | Elect Director Patricia E. Mitchell | For | For | Management |
| 1.13 | Elect Director Joseph W. Prueher | For | For | Management |
| 1.14 | Elect Director Charles O. Rossotti | For | For | Management |
| 1.15 | Elect Director Thomas M. Ryan | For | For | Management |
| 1.16 | Elect Director O. Temple Sloan, Jr. | For | For | Management |
| 1.17 | Elect Director Robert L. Tillman | For | For | Management |
| 1.18 | Elect Director Jackie M. Ward | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Report on Government Service of Employees | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Against | Shareholder |
| 6 | Provide for Cumulative Voting | Against | Against | Shareholder |
| 7 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 8 | Require Independent Board Chairman | Against | Against | Shareholder |
| 9 | Report on Predatory Lending Policies | Against | Against | Shareholder |
| 10 | Adopt Principles for Health Care Reform | Against | Against | Shareholder |
| 11 | TARP Related Compensation | Against | Against | Shareholder |

BOSTON SCIENTIFIC CORP.

Ticker: BSX Security ID: 101137107
Meeting Date: MAY 5, 2009 Meeting Type: Annual
Record Date: MAR 6, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------|---------|-----------|------------|
| 1 | Elect Director John E. Abele | For | For | Management |
| 2 | Elect Director Ursula M. Burns | For | For | Management |
| 3 | Elect Director Marye Anne Fox | For | For | Management |
| 4 | Elect Director Ray J. Groves | For | For | Management |
| 5 | Elect Director Kristina M. Johnson | For | For | Management |
| 6 | Elect Director Ernest Mario | For | For | Management |
| 7 | Elect Director N.J. Nicholas, Jr. | For | For | Management |
| 8 | Elect Director Pete M. Nicholas | For | For | Management |
| 9 | Elect Director John E. Pepper | For | For | Management |
| 10 | Elect Director Uwe E. Reinhardt | For | For | Management |
| 11 | Elect Director Warren B. Rudman | For | For | Management |
| 12 | Elect Director John E. Sununu | For | For | Management |
| 13 | Elect Director James R. Tobin | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Other Business | For | Against | Management |

BUCKEYE TECHNOLOGIES INC.

Ticker: BKI Security ID: 118255108
Meeting Date: NOV 5, 2008 Meeting Type: Annual
Record Date: SEP 12, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director George W. Bryan | For | For | Management |
| 1.2 | Elect Director R. Howard Cannon | For | For | Management |
| 1.3 | Elect Director K. Buckman Gibson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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CABLEVISION SYSTEMS CORP.

Ticker: CVC Security ID: 12686C109
 Meeting Date: MAY 21, 2009 Meeting Type: Annual
 Record Date: MAR 31, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Zachary W. Carter | For | For | Management |
| 1.2 | Elect Director Charles D. Ferris | For | For | Management |
| 1.3 | Elect Director Thomas V. Reifenheiser | For | For | Management |
| 1.4 | Elect Director John R. Ryan | For | For | Management |
| 1.5 | Elect Director Vincent Tese | For | For | Management |
| 1.6 | Elect Director Leonard Tow | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 27, 2009 Meeting Type: Annual
 Record Date: APR 1, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director S. H. Armacost | For | For | Management |
| 1.2 | Elect Director L. F. Deily | For | For | Management |
| 1.3 | Elect Director R. E. Denham | For | For | Management |
| 1.4 | Elect Director R. J. Eaton | For | For | Management |
| 1.5 | Elect Director E. Hernandez | For | For | Management |
| 1.6 | Elect Director F. G. Jenifer | For | For | Management |
| 1.7 | Elect Director S. Nunn | For | For | Management |
| 1.8 | Elect Director D. J. O'Reilly | For | For | Management |
| 1.9 | Elect Director D. B. Rice | For | For | Management |
| 1.10 | Elect Director K. W. Sharer | For | For | Management |
| 1.11 | Elect Director C. R. Shoemate | For | For | Management |
| 1.12 | Elect Director R. D. Sugar | For | For | Management |
| 1.13 | Elect Director C. Ware | For | For | Management |
| 1.14 | Elect Director J. S. Watson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Against | Shareholder |
| 7 | Adopt Quantitative GHG Goals for Products and Operations | Against | Against | Shareholder |
| 8 | Adopt Guidelines for Country Selection | Against | Against | Shareholder |
| 9 | Adopt Human Rights Policy | Against | Against | Shareholder |
| 10 | Report on Market Specific Environmental Laws | Against | Against | Shareholder |

COMCAST CORP.

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Ticker: CMCSA Security ID: 20030N101
 Meeting Date: MAY 13, 2009 Meeting Type: Annual
 Record Date: MAR 4, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director S. Decker Anstrom | For | For | Management |
| 1.2 | Elect Director Kenneth J. Bacon | For | For | Management |
| 1.3 | Elect Director Sheldon M. Bonovitz | For | For | Management |
| 1.4 | Elect Director Edward D. Breen | For | For | Management |
| 1.5 | Elect Director Julian A. Brodsky | For | For | Management |
| 1.6 | Elect Director Joseph J. Collins | For | For | Management |
| 1.7 | Elect Director J. Michael Cook | For | For | Management |
| 1.8 | Elect Director Gerald L. Hassell | For | For | Management |
| 1.9 | Elect Director Jeffrey A. Honickman | For | For | Management |
| 1.10 | Elect Director Brian L. Roberts | For | For | Management |
| 1.11 | Elect Director Ralph J. Roberts | For | For | Management |
| 1.12 | Elect Director Dr. Judith Rodin | For | For | Management |
| 1.13 | Elect Director Michael I. Sovern | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Amend Restricted Stock Plan | For | For | Management |
| 5 | Amend Stock Option Plan | For | For | Management |
| 6 | Increase Disclosure of Executive Compensation | Against | Against | Shareholder |
| 7 | Seek Shareholder Approval on Certain Future Death Benefit Arrangements | Against | Against | Shareholder |
| 8 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Against | Shareholder |
| 9 | Adopt a Recapitalization Plan | Against | Against | Shareholder |

D.R. HORTON, INC.

Ticker: DHI Security ID: 23331A109
 Meeting Date: JAN 29, 2009 Meeting Type: Annual
 Record Date: DEC 2, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|-------------|
| 1.1 | Elect Director Donald R. Horton | For | For | Management |
| 1.2 | Elect Director Bradley S. Anderson | For | For | Management |
| 1.3 | Elect Director Michael R. Buchanan | For | For | Management |
| 1.4 | Elect Director Michael W. Hewatt | For | For | Management |
| 1.5 | Elect Director Bob G. Scott | For | For | Management |
| 1.6 | Elect Director Donald J. Tomnitz | For | For | Management |
| 1.7 | Elect Director Bill W. Wheat | For | For | Management |
| 2 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | Against | Shareholder |
| 3 | Require a Majority Vote for the Election of Directors | Against | Against | Shareholder |
| 4 | Other Business | For | Against | Management |

DYNEGY, INC.

Ticker: DYN Security ID: 26817G102

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Meeting Date: MAY 22, 2009 Meeting Type: Annual

Record Date: MAR 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director David W. Biegler | For | For | Management |
| 1.2 | Elect Director Thomas D. Clark, Jr. | For | For | Management |
| 1.3 | Elect Director Victor E. Grijalva | For | For | Management |
| 1.4 | Elect Director Patricia A. Hammick | For | For | Management |
| 1.5 | Elect Director George L. Mazanec | For | For | Management |
| 1.6 | Elect Director Howard B. Sheppard | For | For | Management |
| 1.7 | Elect Director William L. Trubeck | For | For | Management |
| 1.8 | Elect Director Bruce A. Williamson | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Adopt Quantitative GHG Goals for Products and Operations | Against | Against | Shareholder |

MASCO CORPORATION

Ticker: MAS Security ID: 574599106

Meeting Date: MAY 12, 2009 Meeting Type: Annual

Record Date: MAR 16, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Thomas G. Denomme | For | For | Management |
| 1.2 | Elect Director Richard A. Manoogian | For | For | Management |
| 1.3 | Elect Director Mary Ann Van Lokeren | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

NAFTOGAZ OF UKRAINE NJSC

Ticker: Security ID: X5599VAA9

Meeting Date: NOV 14, 2008 Meeting Type: Bondholder

Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Approve Grant by SBPLC of Waiver of Rights and Remedies Granted to SBPLC under U.S.\$500,000,000 Loan Facility to NJSC Naftogaz of Ukraine Pursuant to Sept. 29, 2004, Loan Agreement between SBPLC (Lender) and Naftogaz (Borrower); Approve Related Matters | For | Abstain | Management |

OWENS-ILLINOIS, INC.

Ticker: OI Security ID: 690768403

Meeting Date: APR 23, 2009 Meeting Type: Annual

Record Date: FEB 24, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gary F. Colter | For | For | Management |

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| | | | | |
|-----|---------------------------------------|-----|-----|------------|
| 1.2 | Elect Director David H.Y. Ho | For | For | Management |
| 1.3 | Elect Director Corbin A. McNeill, Jr. | For | For | Management |
| 1.4 | Elect Director Helge H. Wehmeier | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Approve Increase in Size of Board | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

PALL CORP.

Ticker: PLL Security ID: 696429307
 Meeting Date: NOV 19, 2008 Meeting Type: Annual
 Record Date: SEP 30, 2008

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Cheryl W. Grise | For | For | Management |
| 1.2 | Elect Director Ulric S. Haynes, Jr. | For | For | Management |
| 1.3 | Elect Director Ronald L. Hoffman | For | For | Management |
| 1.4 | Elect Edwin W. Martin, Jr. | For | For | Management |
| 1.5 | Elect Director Katharine L. Plourde | For | For | Management |
| 1.6 | Elect Director Heywood Shelley | For | For | Management |
| 1.7 | Elect Director Edward Travaglianti | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Restricted Stock Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |

PINNACLE ENTERTAINMENT, INC.

Ticker: PNK Security ID: 723456109
 Meeting Date: MAY 5, 2009 Meeting Type: Annual
 Record Date: MAR 10, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Daniel R. Lee | For | Withhold | Management |
| 1.2 | Elect Director Stephen C. Comer | For | For | Management |
| 1.3 | Elect Director John V. Giovenco | For | Withhold | Management |
| 1.4 | Elect Director Richard J. Goeglein | For | Withhold | Management |
| 1.5 | Elect Director Ellis Landau | For | For | Management |
| 1.6 | Elect Director Bruce A. Leslie | For | For | Management |
| 1.7 | Elect Director James L. Martineau | For | Withhold | Management |
| 1.8 | Elect Director Michael Ornest | For | For | Management |
| 1.9 | Elect Director Lynn P. Reitnouer | For | Withhold | Management |
| 2 | Approve Stock Option Exchange Program | For | Against | Management |
| 3 | Ratify Auditors | For | For | Management |

SANDRIDGE ENERGY, INC.

Ticker: SD Security ID: 80007P307
 Meeting Date: JUN 5, 2009 Meeting Type: Annual
 Record Date: APR 8, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------|---------|-----------|------------|
| 1.1 | Director Daniel W. Jordan | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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3 Approve Omnibus Stock Plan For Against Management

TIME WARNER CABLE INC.

Ticker: TWC Security ID: 88732J207
Meeting Date: JUN 3, 2009 Meeting Type: Annual
Record Date: APR 8, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1 | Elect Director Carole Black | For | For | Management |
| 2 | Elect Director Glenn A. Britt | For | For | Management |
| 3 | Elect Director Thomas H. Castro | For | For | Management |
| 4 | Elect Director David C. Chang | For | For | Management |
| 5 | Elect Director James E. Copeland, Jr. | For | For | Management |
| 6 | Elect Director Peter R. Haje | For | For | Management |
| 7 | Elect Director Donna A. James | For | For | Management |
| 8 | Elect Director Don Logan | For | For | Management |
| 9 | Elect Director N.J. Nicholas, Jr. | For | For | Management |
| 10 | Elect Director Wayne H. Pace | For | For | Management |
| 11 | Elect Director Edward D. Shirley | For | For | Management |
| 12 | Elect Director John E. Sununu | For | For | Management |
| 13 | Ratify Auditors | For | For | Management |

WINDSTREAM CORP.

Ticker: WIN Security ID: 97381W104
Meeting Date: MAY 6, 2009 Meeting Type: Annual
Record Date: MAR 9, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Carol B. Armitage | For | For | Management |
| 1.2 | Elect Director Samuel E. Beall, III | For | For | Management |
| 1.3 | Elect Director Dennis E. Foster | For | For | Management |
| 1.4 | Elect Director Francis X. Frantz | For | For | Management |
| 1.5 | Elect Director Jeffery R. Gardner | For | For | Management |
| 1.6 | Elect Director Jeffrey T. Hinson | For | For | Management |
| 1.7 | Elect Director Judy K. Jones | For | For | Management |
| 1.8 | Elect Director William A. Montgomery | For | For | Management |
| 1.9 | Elect Director Frank E. Reed | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Against | Shareholder |
| 4 | Require Independent Board Chairman | Against | Against | Shareholder |

===== 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: MFS SPECIAL VALUE TRUST

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By (Signature and Title) MARIA F. DWYER*

Maria F. Dwyer, Principal Executive Officer

Date: August 26, 2009

*By (Signature and Title) /s/ Susan S. Newton

Susan S. Newton, as attorney-in-fact

* Executed by Susan S. Newton on behalf of Maria F. Dwyer pursuant to a Power of Attorney dated October 27, 2008. (1)

(1) Incorporated by reference to MFS Series Trust XIII (File Nos. 2-74959 and 811-3327) Post-Effective Amendment No. 42 filed with the SEC via EDGAR on June 25, 2009.