

WESTERN ASSET HIGH INCOME FUND II INC.
Form N-PX
August 24, 2012

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

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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 **811-8709**

Western Asset High Income Fund II 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: **April 30**

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: 811-08709

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

Western Asset High Income Fund II Inc.

===== Western Asset High Income Fund II Inc. =====

DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: JUL 15, 2011 Meeting Type: SPECIAL

Record Date: JUL 13, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| N/A | Proxy to Assign Power of Attorney to New Board of Directors | FOR | FOR | Management |

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DEEP OCEAN GROUP

Ticker: TRMA Security ID: 51EQOCEAN

Meeting Date: AUG 31, 2011 Meeting Type: SPECIAL

Record Date: AUG 30, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| N/A | Proxies for the Power of Attorney and approval of board compensation | FOR | FOR | Management |

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 1 | Proposal to amend the company's amended and restated Certificate of Incorporation to effect a 1-for-25 reverse stock split of the common stock. | FOR | FOR | Management |
| Item | Proposal to increase the number of | FOR | FOR | Management |

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2 authorized shares of common stock from
100,000,000 to 2,500,000,000.

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

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

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 | Elect directors. | FOR | FOR | Management |
| 1 | | | | |
| Item | Proposal to approve the ratification | FOR | FOR | Management |
| 2 | of Ernst & Young LLP as the independent registered public accounting firm for year 2012. | | | |

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

LYONDELLBASELL INDUSTRIES N.V.

Ticker: LYO Security ID: N53745100

Meeting Date: MAY 09, 2012 Meeting Type: ANNUAL

Record Date: MAY 03, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|------------|
| Item | Elect directors. Approval of the | FOR | FOR | Management |
| 1 | Lyondellbasell Industries N.V. 2012 global employee stock purchase plan. | | | |
| Item | Adoption of annual accounts for 2011. | FOR | FOR | Management |
| 2 | | | | |
| Item | Discharge from liability of sole | FOR | FOR | Management |
| 3 | member of the management board. | | | |
| Item | Discharge from liability of sole | FOR | FOR | Management |
| 4 | member of the supervisory board. | | | |
| Item | Ratification of Pricewaterhousecoopers | FOR | FOR | Management |
| 5 | LLP as our independent registered public accounting firm. | | | |
| Item | Appointment of Pricewaterhousecoopers | FOR | FOR | Management |
| 6 | accountants N.V. as our auditors for the Dutch annual reports. | | | |

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| | | | | |
|------|--|-----|-----|------------|
| Item | Approval of compensation of the | FOR | FOR | Management |
| 7 | members of the supervisory board. | | | |
| Item | Ratification and approval of dividends | FOR | FOR | Management |
| 8 | in respect of the 2011 fiscal year. | | | |
| Item | Advisory (non-binding) vote approving | FOR | FOR | Management |
| 9 | executive compensation | | | |
| Item | Approval of the amended and restated | FOR | FOR | Management |
| 10 | Lyondellbasell Industries 2010 long-term incentive plan. | | | |
| Item | Approval of the Lyondellbasell | FOR | FOR | Management |
| 11 | Industries N.V. 2012 global employee stock purchase plan. | | | |

===== 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 Income Fund II 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.
