

CENTRAL SECURITIES CORP  
Form N-PX  
August 11, 2017  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number: 811-179

Central Securities Corporation

(Exact name of Registrant as specified in charter)

630 Fifth Avenue, Eighth Floor

New York, New York 10111

(Address of principal executive offices)

Registrant's telephone number: 212-698-2020

Date of fiscal year end: December 31

Date of reporting period: July 1, 2016 - June 30, 2017

**Issuer:** John Wiley & Sons, Inc. **CUSIP:** 968223206

**Ticker:** JW/A

**Meeting Date:** 9/22/16

**For/  
Proposed Fund Against**

**Matter Voted On By      Vote Mgt.**

1-01. Election of Laurie A. Leshin as a director of the company.	Management	FOR	FOR
1-02. Election of George Bell as a director of the company.	Management	FOR	FOR
1-03. Election of William Pence as a director of the company.	Management	FOR	FOR
1-04. Election of Kalpana Raina as a director of the company.	Management	FOR	FOR
2. Ratification of appointment KPMG LLP as independent accountants.	Management	FOR	FOR
3. Approval, on an advisory basis, of the compensation of the named executive officers.	Management	FOR	FOR

**Issuer:** Microsoft Corporation **CUSIP:** 594918104

**Ticker:** MSFT

**Meeting Date:** 11/30/16

**For/  
Proposed Fund Against**

**Matter Voted On By      Vote Mgt.**

1-01. Election of William H. Gates III as a director of the company.	Management	FOR	FOR
1-02. Election of Teri L. List-Stoll as a director of the company.	Management	FOR	FOR
1-03. Election of G. Mason Morfit as a director of the company.	Management	FOR	FOR
1-04. Election of Satya Nadella as a director of the company.	Management	FOR	FOR
1-05. Election of Charles H. Noski as a director of the company.	Management	FOR	FOR
1-06. Election of Helmut Panke as a director of the company.	Management	FOR	FOR
1-07. Election of Sandra E. Peterson as a director of the company.	Management	FOR	FOR
1-08. Election of Charles W. Scharf as a director of the company.	Management	FOR	FOR
1-09. Election of John W. Stanton as a director of the company.	Management	FOR	FOR
1-10. Election of John W. Thompson as a director of the company.	Management	FOR	FOR
1-11. Election of Padmasree Warrior as a director of the company.	Management	FOR	FOR
2. Advisory vote to approve named executive officer compensation.	Management	FOR	FOR
3. Ratification of Deloitte & Touche LLP as independent auditor for fiscal year 2017.	Management	FOR	FOR
4. Approval of Amendment to the Amended and Restated Articles of Incorporation.	Management	FOR	FOR
5. Approval of French Sub Plan under the 2001 Stock Plan.	Management	FOR	FOR
6. Shareholder proposal requesting certain proxy access bylaw amendments.	Stockholder	Against	FOR

**Issuer:** Medtronic plc **CUSIP:** G5960L103

**Ticker:** MDT

**Meeting Date:** 12/9/16

<b>For/ Proposed Fund Against Matter Voted On By</b>	<b>Vote Mgt.</b>	
1-01. Election of Richard H. Anderson as a director of the company.		ManagementFORFOR
1-02. Election of Craig Arnold as a director of the company.		ManagementFORFOR
1-03. Election of Scott C. Donnelly as a director of the company.		ManagementFORFOR
1-04. Election of Randall Hogan III as a director of the company.		ManagementFORFOR
1-05. Election of Omar Ishrak as a director of the company.		ManagementFORFOR
1-06. Election of Shirley A. Jackson, Ph.D. as a director of the company.		ManagementFORFOR
1-07. Election of Michael O. Leavitt as a director of the company.		ManagementFORFOR
1-08. Election of James T. Lenehan as a director of the company.		ManagementFORFOR
1-09. Election of Elizabeth Nabel, M.D. as a director of the company.		ManagementFORFOR
1-10. Election of Denise M. O’Leary as a director of the company.		ManagementFORFOR
1-11. Election of Kendall J. Powell as a director of the company.		ManagementFORFOR
1-11. Election of Robert C. Pozen as a director of the company.		ManagementFORFOR
1-11. Election of Preetha Reddy as a director of the company.		ManagementFORFOR
2. To ratify the appointment of PricewaterhouseCoopers LLP as Medtronic’s independent auditor for fiscal year 2017 and authorize the Board of Directors, acting through the Audit Committee, to set its remuneration.		ManagementFORFOR
3. To approve in a non-binding advisory vote, named executive officer compensation (a “say-on-pay” vote).		ManagementFORFOR
4. To approve amendments to Medtronic’s Articles of Association to implement “Proxy Access		ManagementFORFOR
5. To approve amendments to Medtronic’s: 5a. Articles of Association to make certain administrative changes and 5b. Memorandum of Association to make certain administrative changes.		ManagementFORFOR
6. To approve amendments to Medtronic’s Articles of Association to clarify the Board’s sole authority to determine its size within the fixed limits in the Articles of Association.		ManagementFORFOR

**Issuer:** Coherent, Inc. **CUSIP:** 192479103

**Ticker:** COHR

**Meeting Date:** 3/2/17

<b>For/ Proposed Fund Against Matter Voted On By      Vote Mgt.</b>			
1.1. Election of John R. Ambroseo as a director of the company.	Management	FOR	FOR
1.2. Election of Jay T. Flatley as a director of the company.	Management	FOR	FOR
1.3. Election of Susan M. James as a director of the company.	Management	FOR	FOR
1.4. Election of L. William Krause as a director of the company.	Management	FOR	FOR
1.5. Election of Garry W. Rogerson as a director of the company.	Management	FOR	FOR
1.6. Election of Steve Skaggs as a director of the company.	Management	FOR	FOR
1.7. Election of Sandeep Vij as a director of the company.	Management	FOR	FOR
2. To ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the fiscal year ending September 30, 2017.	Management	FOR	FOR
3. To approve in a non-binding advisory basis, named executive officer compensation.	Management	FOR	FOR
4. To approve on a non-binding, advisory basis, the frequency with which stockholders will vote on named executive officer compensation.	Management	<sup>1</sup> year	FOR
5. To approve the 2011 Equity Incentive Plan.	Management	FOR	FOR

**Issuer:** Analog Devices, Inc. **CUSIP:** 032654105

**Ticker:** ADI

**Meeting Date:** 3/8/17

<b>For/ Proposed Fund Against Matter Voted On By      Vote Mgt.</b>			
1.A. Election of Ray Stata as a director of the company.	Management	FOR	FOR
1.B. Election of Vincent Roche as a director of the company.	Management	FOR	FOR
1.C. Election of James A. Champy as a director of the company.	Management	FOR	FOR
1.D. Election of Bruce R. Evans as a director of the company.	Management	FOR	FOR
1.E. Election of Edward H. Frank as a director of the company.	Management	FOR	FOR
1.F. Election of Mark M. Little as a director of the company.	Management	FOR	FOR
1.G. Election of Neil Novich as a director of the company.	Management	FOR	FOR
1.H. Election of Kenton J. Sicchitano as a director of the company.	Management	FOR	FOR
1.I. Election of Lisa T. Su as a director of the company.	Management	FOR	FOR
2. To approve, by non-binding “say-on-pay” vote, the compensation of named executive officers, as described in the compensation discussion and analysis, executive compensation tables and accompanying narrative disclosures in the proxy statement.	Management	FOR	FOR
3. To vote on a non-binding proposal regarding the frequency of future advisory votes on the compensation of named executive officers.	Management	<sup>1</sup> year	FOR
4. To ratify the selection of Ernst & Young LLP as independent public accounting firm for the 2017 fiscal year.	Management	FOR	FOR

**Issuer:** Keysight Technologies, Inc. **CUSIP:** 49338L103

**Ticker:** KEYS

**Meeting Date:** 3/16/17

**For/  
Proposed Fund Against**

**Matter Voted On By            Vote Mgt.**

- |   |            |     |     |
|---|------------|-----|-----|
| 1.1. Election of Paul N. Clark as a director of the company.  | Management | FOR | FOR |
| 1.2. Election of Richard Hamada as a director of the company.   | Management | FOR | FOR |
| 2. To ratify the audit and finance committee's appointment of PricewaterhouseCoopers LLP as Keysight's independent public accounting firm for fiscal year 2017. | Management | FOR | FOR |
| 3. To approve, on an advisory basis, the compensation of Keysight's named executive officers for fiscal year 2016.  | Management | FOR | FOR |

**Issuer:** Heritage-Crystal Clean, Inc. **CUSIP:** 42726M106

**Ticker:** HCCI

**Meeting Date:** 4/25/17

**For/  
Proposed Fund Against**

**Matter Voted On By            Vote Mgt.**

- |  |            |                      |     |
|--|------------|----------------------|-----|
| 1.01. Election of Bruce Bruckmann as a director of the company.  | Management | FOR                  | FOR |
| 1.02. Election of Carmine Falcone as a director of the company.  | Management | FOR                  | FOR |
| 1.03. Election of Robert W. Willmschen, Jr. as a director of the company.  | Management | FOR                  | FOR |
| 2. To ratify the appointment of Grant Thornton LLP as the company's independent registered public accounting firm for the fiscal year 2017.                              | Management | FOR                  | FOR |
| 3. Advisory vote to approve the named executive officer compensation for fiscal 2016, as disclosed in the proxy statement for the annual meeting.                        | Management | FOR                  | FOR |
| 4. To increase the number of shares available for issuance under the Heritage-Crystal Clean, Inc. omnibus incentive plan of 2008 by 700,000.                             | Management | FOR                  | FOR |
| 5. To approve the Heritage-Crystal Clean, Inc. omnibus incentive plan of 2008 for the purpose of complying with section 162(m) of the internal revenue code, as amended. | Management | FOR                  | FOR |
| 6. To increase the number of shares available for issuance under the Heritage-Crystal Clean, Inc. employee stock purchase plan of 2008 by 120,000.                       | Management | FOR                  | FOR |
| 7. Advisory vote on the frequency on the shareholder vote on named executive offering compensation.  | Management | <sup>1</sup><br>year | FOR |

**Issuer:** Citigroup Inc. **CUSIP:** 172967424

**Ticker:** C

**Meeting Date:** 4/25/17

	<b>For/</b>		
	<b>Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1a. Election of Michael L. Corbat as a director of the company.		Management	FOR FOR
1b. Election of Ellen M. Costello as a director of the company.		Management	FOR FOR
1c. Election of Duncan P. Hennes as a director of the company.		Management	FOR FOR
1d. Election of Peter B. Henry as a director of the company.		Management	FOR FOR
1e. Election of Franz B. Humer as a director of the company.		Management	FOR FOR
1f. Election of Renee J. James as a director of the company.		Management	FOR FOR
1g. Election of Eugene M. McQuade as a director of the company.		Management	FOR FOR
1h. Election of Michael E. O'Neill as a director of the company.		Management	FOR FOR
1i. Election of Gary M. Reiner as a director of the company.		Management	FOR FOR
1j. Election of Anthony M. Santomero as a director of the company.		Management	FOR FOR
1k. Election of Diana L. Taylor as a director of the company.		Management	FOR FOR
1l. Election of William S. Thompson, Jr. as a director of the company.		Management	FOR FOR
1m. Election of James S. Turley as a director of the company.		Management	FOR FOR
1n. Election of Deborah C. Wright as a director of the company.		Management	FOR FOR
1o. Election of Ernesto Zedillo Ponce de Leon as a director of the company.		Management	FOR FOR
2. To ratify the selection of KPMG LLP as Citi's independent registered accounting firm for 2017.		Management	FOR FOR
3. Advisory vote to approve Citi's 2016 executive compensation.		Management	FOR FOR
4. Advisory vote to approve the frequency of future advisory votes on executive compensation.		Management	1 year FOR
5. Stockholder proposal requesting a report on the Company's policies and goals to reduce the gender pay gap.		Stockholder	AgainstFOR
6. Stockholder proposal requesting that the Board appoint a Stockholder Value Committee to address whether the divestiture of all non-core banking business segments would enhance shareholder value.		Stockholder	AgainstFOR
7. Stockholder proposal requesting a report on lobbying and grassroots lobbying contributions.		Stockholder	AgainstFOR
8. Stockholder proposal to provide that a substantial portion of annual total compensation of Executive officers shall be deferred and forfeited, in part or whole, at the discretion of the Board, to help satisfy any monetary penalty associated with a violation of law.		Stockholder	AgainstFOR
9. Stockholder proposal requesting that the Board adopt a policy prohibiting the vesting of equity -based awards for senior executives due to a voluntary resignation to enter government service.		Stockholder	AgainstFOR

**Issuer:** The Bank of New York Mellon Corporation **CUSIP:** 064058100

**Ticker:** BK

**Meeting Date:** 4/11/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1A. Election of Linda Z. Cook as a director of the company.		Management	FOR FOR
1B. Election of Nicholas M. Donofrio as a director of the company.		Management	FOR FOR
1C. Election of Joseph J. Echevarria as a director of the company.		Management	FOR FOR
1D. Election of Edward P. Garden as a director of the company.		Management	FOR FOR
1E. Election of Jeffrey A. Goldstein as a director of the company.		Management	FOR FOR
1F. Election of Gerald L. Hassell as a director of the company.		Management	FOR FOR
1G. Election of John M. Hinshaw as a director of the company.		Management	FOR FOR
1H. Election of Edmund F. Kelly as a director of the company.		Management	FOR FOR
1I. Election of John A. Luke, Jr. as a director of the company.		Management	FOR FOR
1J. Election of Jennifer B. Morgan as a director of the company.		Management	FOR FOR
1K. Election of Mark A. Nordenberg as a director of the company.		Management	FOR FOR
1L. Election of Elizabeth E. Robinson as a director of the company.		Management	FOR FOR
1M. Election of Samuel C. Scott III as a director of the company.		Management	FOR FOR
2. Advisory resolution to approve the 2016 compensation of named executive officers.		Management	FOR FOR
3. Proposal to recommend, by non-binding vote, the frequency of stockholder advisory vote on executive compensation.		Management	1 year FOR
4. Ratification of KPMG LLP as independent auditor for 2017.		Management	FOR FOR
5. Stockholder proposal regarding a proxy voting review report.		Stockholder	Against FOR

**Issuer:** Wells Fargo & Company **CUSIP:** 949746101

**Ticker:** WFC

**Meeting Date:** 4/25/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1a. Election of John D. Baker II as a director of the company.		Management	FOR FOR
1b. Election of John S. Chen as a director of the company.		Management	FOR FOR
1c. Election of Lloyd H. Dean as a director of the company.		Management	FOR FOR
1d. Election of Elizabeth A. Duke as a director of the company.		Management	FOR FOR
1e. Election of Enrique Hernandez, Jr. as a director of the company.		Management	FOR FOR
1f. Election of Donald M. James as a director of the company.		Management	FOR FOR
1g. Election of Cynthia H. Milligan as a director of the company.		Management	FOR FOR
1h. Election of Karen B. Peetz as a director of the company.		Management	FOR FOR
1i. Election of Fedrico F. Pena as a director of the company.		Management	FOR FOR
1j. Election of James H. Quigley as a director of the company.		Management	FOR FOR
1k. Election of Stephen W. Sanger as a director of the company.		Management	FOR FOR
1l. Election of Ronald L. Sargent as a director of the company.		Management	FOR FOR
1m. Election of Timothy J. Sloan as a director of the company.		Management	FOR FOR
1n. Election of Suzanne G. Swenson as a director of the company.		Management	FOR FOR
1o. Election of Suzanne M. Vautrinot as a director of the company.		Management	FOR FOR
2. Advisory resolution to approve executive compensation.		Management	FOR FOR
3. Advisory proposal on the frequency of future advisory votes to approve executive compensation.		Management	1 year FOR
4. Ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2017.		Management	FOR FOR
5. Stockholder proposal – retail banking sales practices report.		Stockholder	AgainstFOR
6. Stockholder proposal – cumulative voting.		Stockholder	AgainstFOR
7. Stockholder proposal – divesting non-core business report.		Stockholder	AgainstFOR
8. Stockholder proposal – gender pay equity report.		Stockholder	AgainstFOR
9. Stockholder proposal – lobbying report.		Stockholder	AgainstFOR
10. Stockholder proposal – indigenous peoples' rights policy.		Stockholder	AgainstFOR

**Issuer:** Occidental Petroleum Corporation **CUSIP:** 674599105

**Ticker:** OXY

**Meeting Date:** 5/12/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1a. Election of Spencer Abraham as a director of the company.		Management	FOR FOR
1b. Election of Howard I. Atkins as a director of the company.		Management	FOR FOR
1c. Election of Eugene L. Batchelder as a director of the company.		Management	FOR FOR
1d. Election of John E. Feick as a director of the company.		Management	FOR FOR
1e. Election of Margaret M. Foran as a director of the company.		Management	FOR FOR
1f. Election of Carlos M. Gutierrez as a director of the company.		Management	FOR FOR
1g. Election of Vicki Hollub as a director of the company.		Management	FOR FOR
1h. Election of William R. Klesse as a director of the company.		Management	FOR FOR
1i. Election of Jack B. Moore as a director of the company.		Management	FOR FOR
1j. Election of Avedick B. Poladian as a director of the company.		Management	FOR FOR
1k. Election of Elisse B. Walter as a director of the company.		Management	FOR FOR
2. Advisory vote approving executive compensation.		Management	FOR FOR
3. Advisory proposal on the frequency of future advisory votes approving executive compensation.		Management	1 year FOR
4. Ratify the appointment of KPMG LLP as the Company's independent auditors.		Management	FOR FOR
5. Stockholder proposal – climate change assessment report.		Stockholder	Against FOR
6. Stockholder proposal – lower threshold to call special shareholder meetings.		Stockholder	Against FOR
7. Stockholder proposal – methane emissions and flaring targets.		Stockholder	Against FOR
8. Stockholder proposal – political contribution and expenditures report.		Stockholder	Against FOR

**Issuer:** Capital One Financial Corporation **CUSIP:** 14040H105

**Ticker:** COF

**Meeting Date:** 5/4/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1A. Election of Richard D. Fairbank as a director of the company.		Management	FOR FOR
1B. Election of Ann Fritz Hackett as a director of the company.		Management	FOR FOR
1C. Election of Lewis Hay III as a director of the company.		Management	FOR FOR
1D. Election of Benjamin P. Jenkins III as a director of the company.		Management	FOR FOR
1E. Election of Peter Thomas Killalea as a director of the company.		Management	FOR FOR
1F. Election of Pierre E. Leroy as a director of the company.		Management	FOR FOR
1G. Election of Peter E. Raskind as a director of the company.		Management	FOR FOR
1H. Election of Mayo A. Shattuck III as a director of the company.		Management	FOR FOR
1I. Election of Bradford H. Warner as a director of the company.		Management	FOR FOR
1J. Election of Catherine G. West as a director of the company.		Management	FOR FOR
2. Ratification of selection of Ernst & Young LLP as independent auditors of Capital One for 2017.		Management	FOR FOR
3. Advisory approval of Capital One's 2016 named executive officer compensation.		Management	FOR FOR
		Management	1 year FOR

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4. Advisory vote on the frequency of future advisory votes to approve executive compensation.
5. Approval and adoption of Capital One's amended and restated associate stock purchase plan. ManagementFOR FOR
6. Stockholder proposal requesting stockholders' right to act by written consent, if presented at the meeting. Stockholder AgainstFOR

**Issuer:** General Electric Company **CUSIP:** 369604103

**Ticker:** GE

**Meeting Date:** 4/26/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
A1. Election of Sebastien M. Bazin as a director of the company.		Management	FOR FOR
A2. Election of W. Geoffrey Beattie as a director of the company.		Management	FOR FOR
A3. Election of John J. Brennan as a director of the company.		Management	FOR FOR
A4. Election of Francisco D'Souza as a director of the company.		Management	FOR FOR
A5. Election of Marijn E. Dekkers as a director of the company.		Management	FOR FOR
A6. Election of Peter B. Henry as a director of the company.		Management	FOR FOR
A7. Election of Susan J. Hockfield as a director of the company.		Management	FOR FOR
A8. Election of Jeffrey R. Immelt as a director of the company.		Management	FOR FOR
A9. Election of Andrea Jung as a director of the company.		Management	FOR FOR
A10. Election of Robert W. Lane as a director of the company.		Management	FOR FOR
A11. Election of Risa Lavizzo-Mourey as a director of the company.		Management	FOR FOR
A12. Election of Rochelle B. Lazerus as a director of the company.		Management	FOR FOR
A13. Election of Lowell C. McAdam as a director of the company.		Management	FOR FOR
A14. Election of Steven M. Mollenkopf as a director of the company.		Management	FOR FOR
A15. Election of James J. Mulva as a director of the company.		Management	FOR FOR
A16. Election of James E. Rohr as a director of the company.		Management	FOR FOR
A17. Election of Mary L. Schapiro as a director of the company.		Management	FOR FOR
A18. Election of James S. Tisch as a director of the company.		Management	FOR FOR
B1. Advisory approval of named executive officers.		Management	FOR FOR
B2. Advisory vote on the frequency of future advisory votes on executive compensation.		Management	1 year FOR
B3. Approval of GE's 2007 Long-term incentive plan as amended.		Management	FOR FOR
B4. Approval of the material terms of senior officer performance goals		Management	FOR FOR
B5. Ratification of KPMG as independent auditor for 2017		Management	FOR FOR
C1. Stockholder proposal regarding a report on lobbying activities.		Stockholder	Against FOR
C2. Stockholder proposal requiring the Chairman of the Board to be independent.		Stockholder	Against FOR
C3. Stockholder proposal to adopt cumulative voting for director elections.		Stockholder	Against FOR
C4. Stockholder proposal regarding a report on charitable contributions.		Stockholder	Against FOR

**Issuer:** Cable One, Inc. **CUSIP:** 12685J105

**Ticker:** CABO

**Meeting Date:** 5/2/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1a. Election of Alan G. Spoon as a director of the company.		Management	FOR FOR
1b. Election of Wallace R. Weitz as a director of the company.		Management	FOR FOR
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017.		Management	FOR FOR
3. To approve the compensation of named executive officers for 2016 on an advisory basis.		Management	FOR FOR
4. To select the frequency of future advisory votes on executive compensation.		Management	FOR

1  
year

5. To approve the Amended and Restated Cable One, Inc. 2015 Omnibus Incentive Compensation Plan.

Management FOR FOR

**Issuer:** Wynn Resorts, Ltd. **CUSIP:** 983134107

**Ticker:** WYNN

**Meeting Date:** 4/21/17

		<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>			
1-01. Election of Robert J. Miller as a director of the company.		Management	FOR	FOR
1-02. Election of Clark T. Randt, Jr. as a director of the company.		Management	FOR	FOR
1-03. Election of D. Boone Wayson as a director of the company.		Management	FOR	FOR
2. To ratify the appointment of Ernst & Young LLP as independent registered public accounting firm for 2017.		Management	FOR	FOR
3. To approve, on a non-binding advisory basis, the compensation of named executive officers as described in the proxy statement.		Management	FOR	FOR
4. To approve, on a non-binding advisory basis, the frequency of future advisory votes to approve compensation of named executive officers.		Management	1 year	Against
5. To vote on a stockholder proposal regarding a political contributions report.		Stockholder	Against	FOR

**Issuer:** Cable One, Inc. **CUSIP:** 12685J105

**Ticker:** CABO

**Meeting Date:** 5/2/17

		<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>			
1a. Election of Alan G. Spoon as a director of the company.		Management	FOR	FOR
1b. Election of Wallace R. Weitz as a director of the company.		Management	FOR	FOR
2. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2017.		Management	FOR	FOR
3. To approve the compensation of named executive officers for 2016 on an advisory basis.		Management	FOR	FOR
4. To select the frequency of future advisory votes on executive compensation.		Management	<sup>1</sup> year	FOR
5. To approve the Amended and Restated Cable One, Inc. 2015 Omnibus Incentive Compensation Plan.		Management	FOR	FOR

**Issuer:** Rayonier Inc. **CUSIP:** 754907103

**Ticker:** RYN

**Meeting Date:** 5/18/17

<b>For/ Proposed Fund Against</b>	<b>Matter Voted On By</b>	<b>Vote Mgt.</b>	
1a. Election of Richard D. Kincaid as a director of the company.			Management FOR FOR
1b. Election of John A. Blumberg as a director of the company.			Management FOR FOR
1c. Election of Dod A. Fraser as a director of the company.			Management FOR FOR
1d. Election of Scott R. Jones as a director of the company.			Management FOR FOR
1e. Election of Bernard Lanigan, Jr. as a director of the company.			Management FOR FOR
1f. Election of Blanche L. Lincoln as a director of the company.			Management FOR FOR
1g. Election of V. Larkin Martin as a director of the company.			Management FOR FOR
1h. Election of David L. Nunes as a director of the company.			Management FOR FOR
1i. Election of Andrew G. Wiltshire as a director of the company.			Management FOR FOR
2. Approval, on a non-binding advisory basis, of the compensation of named executive officers as disclosed in the proxy statement.			Management FOR FOR
3. To recommend, by non-binding vote, whether the vote of named executive officers' compensation should occur every one, two or three years.			Management <sup>1</sup> year FOR
4. Approval of the material terms under the Rayonier Non-Equity Incentive Plan, as amended, for purposes of Section 162(m) of the Internal Revenue Code.			Management FOR FOR
5. Approval of the material terms under the Rayonier Incentive Stock Plan, as amended, for purposes of Section 162(m) of the Internal Revenue Code.			Management FOR FOR
6. Approval of an annual limit to Non-Employee Directors under the Rayonier Incentive Stock Plan.			Management FOR FOR
7. Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for 2017.			Management FOR FOR

**Issuer:** Johnson & Johnson **CUSIP:** 478160104

**Ticker:** JNJ

**Meeting Date:** 4/27/17

<b>For/ Proposed Fund Against</b>	<b>Matter Voted On By</b>	<b>Vote Mgt.</b>	
1a. Election of Mary C. Beckerle as a director of the company.			Management FOR FOR
1b. Election of D. Scott Davis as a director of the company.			Management FOR FOR
1c. Election of Ian E.L. Davis as a director of the company.			Management FOR FOR
1d. Election of Alex Gorsky as a director of the company.			Management FOR FOR
1e. Election of Mark B. McClellan as a director of the company.			Management FOR FOR
1f. Election of Anne M. Mulcahy as a director of the company.			Management FOR FOR
1g. Election of William D. Perez as a director of the company.			Management FOR FOR
1h. Election of Charles Prince as a director of the company.			Management FOR FOR
1i. Election of A. Eugene Washington as a director of the company.			Management FOR FOR
1j. Election of Ronald A. Williams as a director of the company.			Management FOR FOR
2. Advisory vote on frequency of voting to approve named executive officer compensation.			Management 1 year FOR
3. Advisory vote to approve named executive officer compensation.			Management FOR FOR

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4. Re-approval of the material terms of performance goals under the 2012 Long-Term Incentive Plan.	Management	FOR	FOR
5. Ratification of appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2017.	Management	FOR	FOR
6. Stockholder proposal regarding an independent Board Chairman.	Stockholder	Against	FOR

**Issuer:** Intel Corporation **CUSIP:** 458140100

**Ticker:** INTC

**Meeting Date:** 5/18/17

<b>For/ Proposed Fund Against</b>	<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
	1a. Election of Charlene Barshefsky as a director of the company.		Management	FOR FOR
	1b. Election of Aneel Bhusri as a director of the company.		Management	FOR FOR
	1c. Election of Andy D. Bryant as a director of the company.		Management	FOR FOR
	1d. Election of Reed E. Hundt as a director of the company.		Management	FOR FOR
	1e. Election of Omar Ishrak as a director of the company.		Management	FOR FOR
	1f. Election of Brian M. Krzanich as a director of the company.		Management	FOR FOR
	1g. Election of Tsu-Jae King Liu as a director of the company.		Management	FOR FOR
	1h. Election of David S. Pottruck as a director of the company.		Management	FOR FOR
	1i. Election of Gregory D. Smith as a director of the company.		Management	FOR FOR
	1j. Election of Frank D. Yeary as a director of the company.		Management	FOR FOR
	1k. Election of David B. Yoffie as a director of the company.		Management	FOR FOR
	2. Ratification of selection of Ernst & Young LLP as independent registered public accounting firm for 2017.		Management	FOR FOR
	3. Advisory vote to approve executive compensation.		Management	FOR FOR
	4. Approval of amendment and restatement of the 2006 Equity Incentive Plan.		Management	FOR FOR
	5. Advisory vote on the frequency of holding future advisory votes to approve executive compensation.		Management	1 year FOR
	6. Stockholder proposal requesting an annual advisory stockholder vote on political contributions.		Stockholder	AgainstFOR
	7. Stockholder proposal requesting that votes counted on stockholder proposals exclude abstentions.		Stockholder	AgainstFOR

**Issuer:** American Express Company **CUSIP:** 025816109

**Ticker:** AXP

**Meeting Date:** 5/1/17

<b>For/ Proposed Fund Against</b>	<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
	1a. Election of Charlene Barshefsky as a director of the company.		Management	FOR FOR
	1b. Election of John J. Brennan as a director of the company.		Management	FOR FOR
	1c. Election of Ursula M. Burns as a director of the company.		Management	FOR FOR
	1d. Election of Kenneth I. Chenault as a director of the company.		Management	FOR FOR
	1e. Election of Peter Chernin as a director of the company.		Management	FOR FOR
	1f. Election of Ralph de la Vega as a director of the company.		Management	FOR FOR
	1g. Election of Anne L. Lauvergeon as a director of the company.		Management	FOR FOR
	1h. Election of Michael O. Leavitt as a director of the company.		Management	FOR FOR
	1i. Election of Theodore J. Leonsis as a director of the company.		Management	FOR FOR
	1j. Election of Richard C. Levin as a director of the company.		Management	FOR FOR
	1k. Election of Samuel J. Palmisano as a director of the company.		Management	FOR FOR
	1l. Election of Daniel L. Vasella as a director of the company.		Management	FOR FOR

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1m. Election of Robert D. Walter as a director of the company.	Management	FOR	FOR
1n. Election of Ronald A. Williams as a director of the company.	Management	FOR	FOR
2. Ratification of appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2017.	Management	FOR	FOR
3. Approval on an advisory basis, of the company's executive compensation.	Management	FOR	FOR
4. Advisory resolution to approve the frequency of future advisory votes on the company's executive compensation.	Management	1 year	FOR
5. Shareholder proposal to permit shareholders to act by written consent.	Stockholder	Against	FOR
6. Shareholder proposal to require gender pay equity disclosure.	Stockholder	Against	FOR

**Issuer:** The Progressive Corporation **CUSIP:** 743315103

**Ticker:** PGR

**Meeting Date:** 5/12/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote</b>	<b>Mgt.</b>	
1a. Election of Stuart B. Burgdoerfer as a director of the company.			Management FOR FOR
1b. Election of Charles A. Davis as a director of the company.			Management FOR FOR
1c. Election of Roger N. Farah as a director of the company.			Management FOR FOR
1d. Election of Lawton W. Fitt as a director of the company.			Management FOR FOR
1e. Election of Susan Patricia Griffith as a director of the company.			Management FOR FOR
1f. Election of Jeffrey D. Kelly as a director of the company.			Management FOR FOR
1g. Election of Patrick H. Nettles, PhD. as a director of the company.			Management FOR FOR
1h. Election of Glenn M. Renwick as a director of the company.			Management FOR FOR
1i. Election of Bradley T. Sheares, Ph.D. as a director of the company.			Management FOR FOR
1j. Election of Barbara R. Snyder as a director of the company.			Management FOR FOR
2. To approve The Progressive Corporation 2017 Executive Annual Incentive Plan.			Management FOR FOR
3. To approve The Progressive Corporation 2017 Directors Equity Incentive Plan.			Management FOR FOR
4. Advisory vote to approve executive compensation.			Management FOR FOR
5. Advisory vote on the frequency of the shareholder vote to approve the executive compensation program.			Management 1 year FOR
6. To ratify the appointment of PricewaterhouseCoopers LLP as independent registered accounting firm for 2017.			Management FOR FOR

**Issuer:** Alleghany Corporation **CUSIP:** 017175100

**Ticker:** Y

**Meeting Date:** 4/28/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote</b>	<b>Mgt.</b>	
1A. Election of Ian H. Chippendale as a director of the company.			Management FOR FOR
1B. Election of Weston M. Hicks as a director of the company.			Management FOR FOR
1C. Election of Jefferson W. Kirby as a director of the company.			Management FOR FOR
2. To approve the Alleghany Corporation 2017 long-term incentive plan.			Management FOR FOR
3. Ratification of selection of Ernst & Young LLP as Alleghany Corporation's independent registered public accounting firm for fiscal 2017.			Management FOR FOR
4. Advisory vote to approve the compensation of the named executive officers of Alleghany Corporation.			Management FOR FOR
5. Advisory vote on the frequency of future stockholder advisory votes on executive compensation.			Management <sup>1</sup> year FOR

**Issuer:** Berkshire Hathaway Inc. **CUSIP:** 084670108

**Ticker:** BRK/A

**Meeting Date:** 5/6/17

**For/  
Proposed Fund Against**

**Matter Voted On By            Vote Mgt.**

1a. Election of Warren E. Buffett as a director of the company.	Management	FOR	FOR
1b. Election of Charles T. Munger as a director of the company.	Management	FOR	FOR
1c. Election of Howard G. Buffett as a director of the company.	Management	FOR	FOR
1d. Election of Stephen B. Burke as a director of the company.	Management	FOR	FOR
1e. Election of Susan L. Decker as a director of the company.	Management	FOR	FOR
1f. Election of William H. Gates III as a director of the company.	Management	FOR	FOR
1g. Election of David S. Gottesman as a director of the company.	Management	FOR	FOR
1h. Election of Charlotte Guzman as a director of the company.	Management	FOR	FOR
1i. Election of Thomas S. Murphy as a director of the company.	Management	FOR	FOR
1j. Election of Ronald L. Olson as a director of the company.	Management	FOR	FOR
1k. Election of Walter Scott, Jr. as a director of the company.	Management	FOR	FOR
1l. Election of Meryl B. Witmer as a director of the company.	Management	FOR	FOR
2. Non-binding resolution to approve the compensation of the Company's Named Executive Officers, as described in the 2017 Proxy Statement.	Management	FOR	FOR
3. Non-binding resolution to determine the frequency (whether annual, biennial or triennial) with which shareholders of the Company shall be entitled to have an advisory vote on executive compensation.	Management	1 year	Against
4. Shareholder proposal regarding political contributions.	Stockholder	Against	FOR
5. Shareholder proposal regarding methane gas emissions.	Stockholder	Against	FOR
6. Shareholder proposal regarding divesting of investments in companies with fossil fuels.	Stockholder	Against	FOR

**Issuer:** Tiffany & Co. **CUSIP:** 886547108

**Ticker:** TIF

**Meeting Date:** 5/25/17

**For/  
Proposed Fund Against**

**Matter Voted On By            Vote Mgt.**

1a. Election of Michael J. Kowalski as a director of the company.	Management	FOR	FOR
1b. Election of Rose Marie Bravo as a director of the company.	Management	FOR	FOR
1c. Election of Gary E. Costley as a director of the company.	Management	FOR	FOR
1d. Election of Roger K. Fish as a director of the company.	Management	FOR	FOR
1e. Election of Abby F. Kohnstamm as a director of the company.	Management	FOR	FOR
1f. Election of James E. Lillie as a director of the company.	Management	FOR	FOR
1g. Election of Charles K. Marquis as a director of the company.	Management	FOR	FOR
1h. Election of William A. Shutzer as a director of the company.	Management	FOR	FOR
1i. Election of Robert S. Singer as a director of the company.	Management	FOR	FOR
1j. Election of Francesco Trapani as a director of the company.	Management	FOR	FOR
2. Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the Company's consolidated financial statements for	Management	FOR	FOR

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the fiscal year ending January 31, 2018.

3. Approval, on an advisory basis, of the compensation paid to the Company's named executive officers in Fiscal 2016.

Management FOR FOR

4. Preference, on an advisory basis, on the frequency of seeking shareholder approval on the compensation paid to the Company's named executive officers.

Management<sup>1</sup> FOR  
year

5. Approval of the Tiffany & Co. 2017 Directors Equity Compensation Plan.

Management FOR FOR

**Issuer:** Motorola Solutions, Inc. **CUSIP:** 620076307

**Ticker:** MSI

**Meeting Date:** 5/15/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1a. Election of Gregory Q. Brown as a director of the company.		Management	FOR FOR
1b. Election of Kenneth D. Denman as a director of the company.		Management	FOR FOR
1c. Election of Egon P. Durban as a director of the company.		Management	FOR FOR
1d. Election of Clayton M. Jones as a director of the company.		Management	FOR FOR
1e. Election of Judy C. Lewent as a director of the company.		Management	FOR FOR
1f. Election of Gregory K. Mondre as a director of the company.		Management	FOR FOR
1g. Election of Anne R. Pramaggiore as a director of the company.		Management	FOR FOR
1h. Election of Samuel C. Scott, III as a director of the company.		Management	FOR FOR
1i. Election of Joseph Tucci as a director of the company.		Management	FOR FOR
2. Advisory approval of the company's executive compensation.		Management	FOR FOR
3. Advisory approval of the frequency of the advisory vote approving the company's executive compensation.		Management	FOR FOR
4. Ratification of the appointment of KPMG LLP as the company's independent registered public accounting firm for 2017.		Management	1 year FOR
5. Stockholder proposal re: lobbying disclosure.		Stockholder	Against FOR
6. Stockholder proposal re: ethical recruitment in global supply chains.		Stockholder	Against FOR

**Issuer:** Tri Pointe Group, Inc. **CUSIP:** 87265H109

**Ticker:** TPH

**Meeting Date:** 5/26/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1.1 Election of Douglas F. Bauer as a director of the company.		Management	FOR FOR
1.2 Election of Lawrence B. Burrows as a director of the company.		Management	FOR FOR
1.3 Election of Daniel S. Fulton as a director of the company.		Management	FOR FOR
1.4 Election of Steven J. Gilbert as a director of the company.		Management	FOR FOR
1.5 Election of Constance B. Moore as a director of the company.		Management	FOR FOR
1.6 Election of Thomas B. Rogers as a director of the company.		Management	FOR FOR
2. Approval, on an advisory basis, of the compensation of Tri Pointe Group, Inc.'s named executive officers.		Management	FOR FOR
3. Ratification of the appointment of Ernst & Young LLP as Tri Pointe Group, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2017.		Management	FOR FOR

**Issuer:** Merck & Co. Inc. **CUSIP:** 58933Y105

**Ticker:** MRK

**Meeting Date:** 5/23/17

	<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1a. Election of Leslie A. Brun as a director of the company.		Management	FOR FOR
1b. Election of Thomas R. Cech as a director of the company.		Management	FOR FOR
1c. Election of Pamela J. Craig as a director of the company.		Management	FOR FOR
1d. Election of Kenneth C. Frazier as a director of the company.		Management	FOR FOR
1e. Election of Thomas H. Glocer as a director of the company.		Management	FOR FOR
1f. Election of Rochelle B. Lazarus as a director of the company.		Management	FOR FOR
1g. Election of John H. Noseworthy as a director of the company.		Management	FOR FOR
1h. Election of Carlos E. Represas as a director of the company.		Management	FOR FOR
1i. Election of Paul B. Rothman as a director of the company.		Management	FOR FOR
1j. Election of Patricia F. Russo as a director of the company.		Management	FOR FOR
1k. Election of Craig B. Thompson as a director of the company.		Management	FOR FOR
1l. Election of Wendell P. Weeks as a director of the company.		Management	FOR FOR
1m. Election of Peter C. Wendell as a director of the company.		Management	FOR FOR
2. Non-binding advisory vote to approve the compensation of named executive officers.		Management	FOR FOR
3. Non-binding advisory vote on the frequency of future votes to approve the compensation of named executive officers.		Management	1 year FOR
4. Ratification of the appointment of the Company's independent registered public accounting firm for 2017.		Stockholder	Against FOR
5. Shareholder proposal requesting an independent board chairman.		Stockholder	Against FOR
6. Shareholder proposal requesting implementation of a set of employee practices in Israel / Palestine.		Stockholder	Against FOR
7. Shareholder proposal requesting a report on conducting business in conflict-affected areas.		Stockholder	Against FOR
8. Shareholder proposal requesting a report on board oversight of product safety and quality.		Stockholder	Against FOR

**Issuer:** JP Morgan Chase & Co. **CUSIP:** 46625H100

**Ticker:** JPM

**Meeting Date:** 5/16/17

<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote</b>	<b>Mgt.</b>
1a. Election of Linda B. Barmmann as a director of the company.	Management	FOR FOR
1b. Election of James A. Bell as a director of the company.	Management	FOR FOR
1c. Election of Crandell C. Bowles as a director of the company.	Management	FOR FOR
1d. Election of Stephen B. Burke as a director of the company.	Management	FOR FOR
1e. Election of Todd A. Combs as a director of the company.	Management	FOR FOR
1f. Election of James S. Crown as a director of the company.	Management	FOR FOR
1g. Election of James Dimon as a director of the company.	Management	FOR FOR
1h. Election of Timothy P. Flynn as a director of the company.	Management	FOR FOR
1i. Election of Laban P. Jackson, Jr. as a director of the company.	Management	FOR FOR
1j. Election of Michael A. Neal as a director of the company.	Management	FOR FOR
1k. Election of Lee R. Raymond as a director of the company.	Management	FOR FOR
1l. Election of William C. Weldon as a director of the company.	Management	FOR FOR
2. Advisory resolution to approve executive compensation.	Management	FOR FOR
3. Ratification of independent registered public accounting firm.	Management	FOR FOR
4. Advisory vote on frequency of advisory resolution to approve executive compensation.	Management	1 year FOR
5. Shareholder proposal regarding independent board chairman.	Stockholder	Against FOR
6. Shareholder proposal regarding vesting for government service.	Stockholder	Against FOR
7. Shareholder proposal regarding a clawback amendment.	Stockholder	Against FOR
8. Shareholder proposal regarding gender pay equity.	Stockholder	Against FOR
9. Shareholder proposal regarding how votes are counted.	Stockholder	Against FOR
10. Shareholder proposal regarding special shareholder meetings.	Stockholder	Against FOR

**Issuer:** Murphy Oil Corporation **CUSIP:** 626717102

**Ticker:** MUR

**Meeting Date:** 5/10/17

<b>For/ Proposed Fund Against</b>		
<b>Matter Voted On By</b>	<b>Vote</b>	<b>Mgt.</b>
1a. Election of T.J. Collins as a director of the company.	Management	FOR FOR
1b. Election of S.A. Cosse as a director of the company.	Management	FOR FOR
1c. Election of C.P. Deming as a director of the company.	Management	FOR FOR
1d. Election of L.R. Dickerson as a director of the company.	Management	FOR FOR
1e. Election of R.W. Jenkins as a director of the company.	Management	FOR FOR
1f. Election of E.W. Keller as a director of the company.	Management	FOR FOR
1g. Election of J.V. Kelley as a director of the company.	Management	FOR FOR
1h. Election of W. Mirosh as a director of the company.	Management	FOR FOR
1i. Election of R.M. Murphy as a director of the company.	Management	FOR FOR
1j. Election of J.W. Nolan as a director of the company.	Management	FOR FOR
1k. Election of N.E. Schmale as a director of the company.	Management	FOR FOR
1l. Election of L.A. Sugg as a director of the company.	Management	FOR FOR

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- |   |            |        |     |
|---|------------|--------|-----|
| 2. Advisory vote on executive compensation.   | Management | FOR    | FOR |
| 3. Advisory vote on the frequency of an advisory vote on executive compensation.                  | Management | 1 year | FOR |
| 4. Approve the proposed 2012 long-term incentive plan performance metrics.                        | Management | FOR    | FOR |
| 5. Approve the appointment of KPMG LLP as independent registered public accounting firm for 2017. | Management | FOR    | FOR |

**Issuer:** The Charles Schwab Corporation **CUSIP:** 808513105

**Ticker:** SCHW

**Meeting Date:** 5/16/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1A. Election of William S. Haraf as a director of the company.		Management	FOR FOR
1B. Election of Frank C. Herringer as a director of the company.		Management	FOR FOR
1C. Election of Stephen T. McLin as a director of the company.		Management	FOR FOR
1D. Election of Roger O. Walther as a director of the company.		Management	FOR FOR
1E. Election of Robert N. Wilson as a director of the company.		Management	FOR FOR
2. Ratification of the selection of Deloitte & Touche LLP as independent auditors.		Management	FOR FOR
3. Frequency of advisory vote on named executive compensation.		Management	1 year FOR
4. Advisory vote to approve named executive compensation.		Management	FOR FOR
5. Stockholder proposal requesting disclosure of lobbying policy, procedures and oversight; lobbying expenditures; and participation in organizations engaged in lobbying.		Stockholder	Against FOR
6. Stockholder proposal requesting annual disclosure of EEO-1 data.		Stockholder	Against FOR
7. Stockholder proposal requesting adoption of a proxy access bylaw for director nominations by stockholders.		Stockholder	Against FOR
8. Stockholder proposal requesting majority vote tabulation for all non-binding matters presented by stockholders.		Stockholder	Against FOR

**Issuer:** Freeport-McMoRan Inc. **CUSIP:** 35671D857

**Ticker:** FCX

**Meeting Date:** 6/6/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1-01. Election of Richard C. Adkerson as a director of the company.		Management	FOR FOR
1-02. Election of Gerald J. Ford as a director of the company.		Management	FOR FOR
1-03. Election of Lydia H. Kennard as a director of the company.		Management	FOR FOR
1-04. Election of Andrew Langham as a director of the company.		Management	FOR FOR
1-05. Election of Jon C. Madonna as a director of the company.		Management	FOR FOR
1-06. Election of Courtney Mather as a director of the company.		Management	FOR FOR
1-07. Election of Dustan E. McCoy as a director of the company.		Management	FOR FOR
1-08. Election of Frances Fragos Townsend as a director of the company.		Management	FOR FOR
2. Ratification of the appointment of Ernst & Young LLP as independent registered accounting firm for 2017.		Management	FOR FOR
3. Approval, on an advisory basis, of the compensation of named executive officers.		Management	FOR FOR
4. Approval, on an advisory basis, of the frequency of future advisory votes on the compensation of named executive officers.		Management	<sup>1</sup> year FOR

**Issuer:** Amazon.com, Inc. **CUSIP:** 023135106

**Ticker:** AMZN

**Meeting Date:** 5/23/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1.A. Election of Jeffrey P. Bezos as a director of the company.		Management	FOR FOR
1.B. Election of Tom A. Alberg as a director of the company.		Management	FOR FOR
1.C. Election of John Seely Brown as a director of the company.		Management	FOR FOR
1.D. Election of Jamie S. Gorelick as a director of the company.		Management	FOR FOR
1.E. Election of Daniel P. Huttenlocher as a director of the company.		Management	FOR FOR
1.F. Election of Judith A. McGrath as a director of the company.		Management	FOR FOR
1.G. Election of Jonathan J. Rubinstein as a director of the company.		Management	FOR FOR
1.H. Election of Thomas O. Ryder as a director of the company.		Management	FOR FOR
1.I. Election of Patricia Q. Stonesifer as a director of the company.		Management	FOR FOR
1.J. Election of Wendell P. Weeks as a director of the company.		Management	FOR FOR
2. Ratification of the appointment of Ernst & Young LLP as independent auditors.		Management	FOR FOR
3. Advisory vote to approve executive compensation.		Management	FOR FOR
4. Advisory vote to approve the frequency of future advisory votes on executive compensation.		Management	1 year Against
5. Approval of the company's 1997 stock incentive plan, as amended and restated.		Management	FOR FOR
6. Shareholder proposal regarding a report on use of criminal background checks in hiring decisions.		Stockholder	Against FOR
7. Shareholder proposal regarding sustainability as an executive compensation performance measure		Stockholder	Against FOR
8. Shareholder proposal regarding vote-counting practices for shareholder proposals.		Stockholder	Against FOR

**Issuer:** Kennedy-Wilson Holdings, Inc. **CUSIP:** 489398107

**Ticker:** KW

**Meeting Date:** 6/15/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1-1. Election of David A. Minella as a director of the company.		Management	FOR FOR
1-2. Election of Jerry Solomon as a director of the company.		Management	FOR FOR
2. To approve the second amended and restated Kennedy-Wilson, Inc. 2009 Equity Participation Plan.		Management	FOR FOR
3. To approve, on an advisory basis, the compensation of the company's named executive officers.		Management	FOR FOR
4. To approve, on an advisory basis, the frequency of future advisory votes on the compensation of the company's named executive officers.		Management	<sup>1</sup> year FOR
5. To ratify the appointment of KPMG LLP as the company's independent registered accounting firm for the 2017 fiscal year.		Management	FOR FOR

**Issuer:** Sonus Networks, Inc. **CUSIP:** 835916503

**Ticker:** SONS

**Meeting Date:** 6/9/17

**For/  
Proposed Fund Against**

**Matter Voted On By           Vote Mgt.**

- |   |            |                      |     |
|---|------------|----------------------|-----|
| 1.A. Election of Matthew W. Bross as a director of the company.   | Management | FOR                  | FOR |
| 1.B. Election of Raymond P. Dolan as a director of the company.   | Management | FOR                  | FOR |
| 1.C. Election of Beatriz V. Infante as a director of the company.   | Management | FOR                  | FOR |
| 1.D. Election of Howard E. Janzen as a director of the company.   | Management | FOR                  | FOR |
| 1.E. Election of Richard J. Lynch as a director of the company.   | Management | FOR                  | FOR |
| 1.F. Election of Pamela D.A. Reeve as a director of the company.  | Management | FOR                  | FOR |
| 1.G. Election of John A. Schofield as a director of the company.  | Management | FOR                  | FOR |
| 1.H. Election of Scott E. Schubert as a director of the company.  | Management | FOR                  | FOR |
| 2. To approve an amendment and restatement of Sonus Networks' stock incentive plan.   | Management | FOR                  | FOR |
| 3. To ratify the appointment of Deloitte & Touche LLP to serve as Sonus Networks' independent registered public accounting firm for the fiscal year ending December 31, 2017.   | Management | FOR                  | FOR |
| 4. To approve, on a non-binding advisory basis, the compensation of Sonus Networks' named executive officers as disclosed in the "Compensation Discussion and Analysis" section and the accompanying compensation tables and related narratives contained in the proxy statement. | Management | FOR                  | FOR |
| 5. To approve, on a non-binding advisory basis, the frequency with which to hold future advisory votes on the compensation of the company's named executive officers.   | Management | <sup>1</sup><br>year | FOR |

**Issuer:** Roper Technologies, Inc. **CUSIP:** 776696106

**Ticker:** ROP

**Meeting Date:** 6/8/17

**For/  
Proposed Fund Against**

**Matter Voted On By           Vote Mgt.**

- |  |            |                      |     |
|--|------------|----------------------|-----|
| 1-01. Election of Amy Woods Brinkley as a director of the company.   | Management | FOR                  | FOR |
| 1-02. Election of John F. Fort, III as a director of the company.  | Management | FOR                  | FOR |
| 1-03. Election of Brian D. Jellison as a director of the company.  | Management | FOR                  | FOR |
| 1-04. Election of Robert D. Johnson as a director of the company.  | Management | FOR                  | FOR |
| 1-05. Election of Robert E. Knowling, Jr. as a director of the company.  | Management | FOR                  | FOR |
| 1-06. Election of Wilbur J. Prezzano as a director of the company.   | Management | FOR                  | FOR |
| 1-07. Election of Laura G. Thatcher as a director of the company.  | Management | FOR                  | FOR |
| 1-08. Election of Richard F. Wallman as a director of the company.   | Management | FOR                  | FOR |
| 1-09. Election of Christopher Wright as a director of the company.   | Management | FOR                  | FOR |
| 2. To consider, on a non-binding advisory basis, a resolution approving the compensation of named executive officers.                                  | Management | FOR                  | FOR |
| 3. To select, on a non-binding basis, the frequency of the shareholder vote on the compensation of named executive officers.                           | Management | <sup>1</sup><br>year | FOR |
| 4. To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year ending December 31, 2017. | Management | FOR                  | FOR |

**Issuer:** Alphabet Inc. **CUSIP:** 02079K305

**Ticker:** GOOGL

**Meeting Date:** 6/7/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1-01. Election of Larry Page as a director of the company.		Management	FOR FOR
1-02. Election of Sergey Brin as a director of the company.		Management	FOR FOR
1-03. Election of Eric E. Schmidt as a director of the company.		Management	FOR FOR
1-04. Election of L. John Doerr as a director of the company.		Management	FOR FOR
1-05. Election of Roger W. Ferguson, Jr. as a director of the company.		Management	FOR FOR
1-06. Election of Diane B. Greene as a director of the company.		Management	FOR FOR
1-07. Election of John L. Hennessy as a director of the company.		Management	FOR FOR
1-08. Election of Ann Mather as a director of the company.		Management	FOR FOR
1-09. Election of Alan R. Mulally as a director of the company.		Management	FOR FOR
1-10. Election of Paul S. Otellini as a director of the company.		Management	FOR FOR
1-11. Election of K. Ram Shriram as a director of the company.		Management	FOR FOR
1-12. Election of Shirley M. Tilghman as a director of the company.		Management	FOR FOR
2. The ratification of the appointment of Ernst & Young LLP as Alphabet's independent registered public accounting firm for the fiscal year ending December 31, 2017.		Management	FOR FOR
3. The approval of an amendment to Alphabet's 2012 stock plan to increase the share reserve by 15,000,000 share of Class C capital stock.		Management	FOR FOR
4. The approval of the 2016 compensation awarded to named executive officers		Management	FOR FOR
5. The frequency of future stockholder advisory votes regarding compensation awarded to named executive officers.		Management	1 year FOR
6. Stockholder proposal regarding equal shareholder voting, if properly presented at the meeting.		Stockholder	Against FOR
7. Stockholder proposal regarding a lobbying report, if properly presented at the meeting.		Stockholder	Against FOR
8. Stockholder proposal regarding a political contributions report, if properly presented at the meeting.		Stockholder	Against FOR
9. Stockholder proposal regarding a report on gender pay, if properly presented at the meeting.		Stockholder	Against FOR
10. Stockholder proposal regarding a charitable contributions report, if properly presented at the meeting.		Stockholder	Against FOR
11. Stockholder proposal regarding the implementation of "Holy Land Principles," if properly presented at the meeting.		Stockholder	Against FOR
12. Stockholder proposal regarding a report on "Fake News," if properly presented at the meeting.		Stockholder	Against FOR

**Issuer:** Encore Capital Group, Inc. **CUSIP:** 776696106

**Ticker:** ECPG

**Meeting Date:** 6/15/17

<b>For/ Proposed Fund Against</b>			
<b>Matter Voted On By</b>	<b>Vote Mgt.</b>		
1-01. Election of Willem Mesdag as a director of the company.		Management	FOR FOR

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1-02. Election of Ashwini Gupta as a director of the company.	ManagementFORFOR
1-03. Election of Wendy G. Hannam as a director of the company.	ManagementFORFOR
1-04. Election of Michael P. Monaco as a director of the company.	ManagementFORFOR
1-05. Election of Laura Newman Olle as a director of the company.	ManagementFORFOR
1-06. Election of Francis E. Quinlan as a director of the company.	ManagementFORFOR
1-07. Election of Norman R. Sorensen as a director of the company.	ManagementFORFOR
1-08. Election of Richard J. Srednicki as a director of the company.	ManagementFORFOR
1-09. Election of Kenneth A. Vecchione as a director of the company.	ManagementFORFOR
2. Non-binding vote to approve the compensation of the company's named executive officers.	ManagementFORFOR
3. Approval of the Encore Capital Group, Inc. 2017 Incentive Award Plan.	ManagementFORFOR
4. Ratification of selection of BDO USA, LLP as independent registered public accounting firm for the fiscal year 2017.	ManagementFORFOR

**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) Central Securities Corporation

By (Signature and Title) /s/ Wilmot H. Kidd  
Wilmot H. Kidd  
President

Date: August 11, 2017