

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

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**

OMB APPROVAL  
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Washington, D.C. 20549

**FORM N-PX**

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

Investment Company Act file number **811-8709**

**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**

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**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

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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.

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HORIZON LINES INC

Ticker: HRZL Security ID: 44044K309

Meeting Date: JUN 07, 2012 Meeting Type: ANNUAL

Record Date: MAY 14, 2012

#	Proposal	Mgt Rec	Vote Cast	Sponsor
Item 1	Elect directors.	FOR	FOR	Management
Item 2	Proposal to approve the ratification of Ernst & Young LLP as the independent registered public accounting firm for year 2012.	FOR	FOR	Management

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

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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

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

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