



## Edgar Filing: NAIC GROWTH FUND INC - Form N-PX

5 -"Shareholder proposal - The Roles of Chair and CEO"

All were a vote AGAINST shareowner proposals by the Fund.

Issuer: Aflac Incorporated      Ticker Symbol: AFL      Cusip: 001055102  
Shareholder Meeting Date: 05-01-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of appointment of KPMG LLP as an independent registered public accounting firm, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Avery Dennison Corporation      Ticker Symbol: AVY  
Cusip: 053611109  
Shareholder Meeting Date: 04-27-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the appointment of Pricewaterhousecoopers LLP as the company's independent auditors for the current fiscal year, which ends on December 30, 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Biomet, Incorporated      Ticker Symbol: BMET      Cusip: 090613100  
Shareholder Meeting Date: 09-23-2005

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approve an amendment to the Biomet, Inc. 1998 qualified and non-qualified stock option plan to increase by 5,000,000 common shares the number of common shares available for grant under the plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Ratify the selection of Ernst & Young, LLP as an independent registered public accounting firm for the company for the fiscal year ending May 31, 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Carlisle Companies Incorporated      Ticker Symbol: CSL  
Cusip: 142339100  
Shareholder Meeting Date: 04-20-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Issuer: CIT Group Incorporated      Ticker Symbol: CIT      Cusip: 125581108  
Shareholder Meeting Date: 05-09-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of Pricewaterhousecoopers LLP as independent accountants, proposed by the issuer, a vote FOR the proposal was cast by the Fund

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as recommended by management.

Approval of the CIT Group Inc. long-term incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the CIT Group Inc. executive incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Citigroup Incorporated Ticker Symbol: CCI Cusip: 172967101  
Shareholder Meeting Date: 04-18-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Proposal to ratify the selection of KPMG LLP as Citigroup's independent registered public accounting firm for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Proposal to amend article fourth of the restated certificate of incorporation, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Proposal to amend article eighth of the restated certificate of incorporation, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Proposal to amend article ninth of the restated certificate of incorporation, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Stockholder proposal requesting no future new stock option grants and no renewal or repricing of current stock options, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Stockholder proposal requesting a report on political contributions, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Stockholder proposal requesting a report on charitable contributions, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Stockholder proposal requesting the adoption of a policy regarding performance-based equity compensation for senior executives, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Stockholder proposal regarding reimbursement of expenses incurred by a stockholder in a contested election of directors, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Stockholder proposal requesting that the chairman of the board have no management duties, titles or responsibilities, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Stockholder proposal requesting that the recoupment of management

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bonuses in the event of a restatement of earnings, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Issuer: Colgate-Palmolive Company      Ticker Symbol: CL  
Cusip: 194162103  
Shareholder Meeting Date: 05-04-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratify the selection of PricewaterhouseCoopers LLP as an independent registered public accounting firm, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the company's 2007 stock plan for non-employee directors, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" items 4 and 5.

4 - Stockholder proposal on independent chairman

5 - Stockholder proposal on executive compensation

Items 4 and 5 were a vote AGAINST shareowner proposals by the Fund.

Issuer: Comerica Incorporated      Ticker Symbol: CMA  
Cusip: 200340107  
Shareholder Meeting Date: 05-16-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approval of the Comerica Incorporated 2006 long-term incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the Comerica Incorporated 2006 management incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Ratification of the appointment of Ernst & Young LLP as independent auditors, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: ConAgra Foods, Incorporated      Ticker Symbol: CAG  
Cusip: 205887102  
Shareholder Meeting Date: 09-22-2005

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "FOR" items 2, 3, 4 and 5.

2 - Management proposal - declassify Board of Directors

3 - Management proposal - repeal supermajority voting provisions of

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Article XIV of the certificate of incorporation

4 - Management proposal - repeal supermajority voting provisions of Article XV of the certificate of incorporation

5 - Ratify the appointment of KPMG LLP as independent auditors

All were a vote FOR shareowner proposals by the Fund.

The Board of Directors recommended a vote "AGAINST" items 6,7 and 8.

6 - Stockholder proposal - animal Welfare

7 - Stockholder proposal - genetically engineered products

8 - Stockholder proposal - suspension of stock grants for Directors Senior Executive officers

All were a vote AGAINST shareowner proposals by the Fund.

Issuer: Donaldson Company, Incorporated Ticker Symbol: DCI

Cusip: 257651109

Shareholder Meeting Date: 11-18-2005

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratify the appointment of Pricewaterhousecoopers LLP as independent auditors, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approve the Donaldson Company, Inc. qualified performance-based compensation plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Emerson Electric Company Ticker Symbol: EMR

Cusip: 291011104

Shareholder Meeting Date: 02-07-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approval of the Emerson Electric Company 2006 incentive shares plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Ratification of KPMG LLP as an independent registered public accounting firm, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The stockholder proposal on severance agreements described in the proxy statement, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Issuer: First Industrial Realty Trust, Incorporated Ticker Symbol: FR

Cusip: 32054K103

Shareholder Meeting Date: 05-17-2006

Director election, proposed by the issuer, a vote FOR all nominees

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was cast by the Fund as recommended by management.

Approval of Amendment No. 1 to the 2001 Stock Incentive Plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Ratification of the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: General Electric Company      Ticker Symbol: GE  
Cusip: 369604103  
Shareholder Meeting Date: 04-26-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the selection of KPMG LLP as the independent auditor, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" shareowner proposals 1 through 6.

- 1 - Cumulative voting
- 2 - Curb over-extended directors
- 3 - One director from the ranks of retirees
- 4 - Independent board chairman
- 5 - Director election majority vote standard
- 6 - Report on global warming science

All were a vote AGAINST shareowner proposals by the Fund.

Issuer: Huntington Bancshares Incorporated      Ticker Symbol: HBAN  
Cusip: 446150104  
Shareholder Meeting Date: 04-20-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of appointment of Deloitte & Touche LLP to serve as independent auditors for the corporation for the year 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Jack Henry & Associates Incorporated      Ticker Symbol: JKHY  
Cusip: 426281101  
Shareholder Meeting Date: 11-01-2005

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approve the company's restricted stock plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by

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management.

Approve the company's 2005 non-qualified stock option plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Johnson & Johnson      Ticker Symbol: JNJ      Cusip: 478160104  
Shareholder Meeting Date: 04-27-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approval of amendments to the restated certificate of incorporation, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Ratification of appointment of Pricewaterhousecoopers as an independent registered public accounting firm, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" proposals 4 and 5.

4 - Proposal on charitable contributions, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

5 - Proposal on majority voting requirements for director nominees, proposed by the issuer, a vote FOR the proposal was cast by the Fund.

Issuer: Johnson Controls, Incorporated      Ticker Symbol: JCI  
Cusip: 478366107  
Shareholder Meeting Date: 01-25-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of Pricewaterhousecoopers LLP as independent auditors for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the Johnson Controls, Inc. annual and long-term incentive performance plan (ALTIPP), proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: JP Morgan Chase & Company      Ticker Symbol: ONE  
Cusip: 46625H100  
Shareholder Meeting Date: 05-16-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the appointment of PricewaterhouseCoopers LLP as an independent registered public accounting firm, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" shareholder proposals 3 through 13.

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- 3 - Stock options
- 4 - Performance-based restricted stock
- 5 - Separate chairman
- 6 - Sexual orientation
- 7 - Special shareholder meetings
- 8 - Lobbying priorities report
- 9 - Political contributions report
- 10 - Poison pill
- 11 - Cumulative voting
- 12 - Bonus recoupment
- 13 - Overcommitted directors

All were a vote AGAINST shareowner proposals by the Fund.

Issuer: Merck & Company, Incorporated      Ticker Symbol: MRK  
Cusip: 589331107  
Shareholder Meeting Date 04-25-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the appointment of the company's independent registered public accounting firm for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Proposal to adopt the 2007 incentive stock plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Proposal to adopt the 2006 non-employee directors stock option plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" items 5 through 7.

- 5 - Stockholder proposal concerning stock option awards
- 6 - Stockholder proposal concerning non-director shareholder votes
- 7 - Stockholder proposal concerning an animal welfare policy report

All were a vote AGAINST shareowner proposals by the Fund.

Issuer: O'Reilly Automotive, Incorporated      Ticker Symbol: ORLY  
Cusip: 686091109  
Shareholder Meeting Date: 05-09-2006



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Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the appointment of Ernst & Young, LLP as independent auditors, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Pentair, Incorporated    Ticker Symbol: PNTA    Cusip: 709631105  
Shareholder Meeting Date: 05-04-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the company for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: PepsiCo, Incorporated    Ticker Symbol: PEP  
Cusip: 713448108  
Shareholder Meeting Date: 05-03-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approval of KPMG LLP as independent registered public accountants, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" items No. 3 and 4.

3 - Shareholder proposal - political contributions  
(proxy statement p.23)

4 - Shareholder proposal - charitable contributions  
(proxy statement p.24)

Items 3 and 4 were a vote AGAINST shareowner proposals by the Fund.

Issuer: Pfizer Incorporated    Ticker Symbol: PFE    Cusip: 717081103  
Shareholder Meeting Date: 04-27-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Proposal to ratify the appointment of KPMG LLP as independent registered public accounting firm for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Management proposal to amend company's restated certificate of incorporation to eliminate supermajority vote requirements and fair price provision, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" proposals 4 thru 10.

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- 4 - Shareholder proposal relating to term limits for directors.
- 5 - Shareholder proposal requesting reporting on pharmaceutical price restraint.
- 6 - Shareholder proposal relating to cumulative voting.
- 7 - Shareholder proposal requesting separation of roles of Chairman and CEO.
- 8 - Shareholder proposal requesting a report on political contributions.
- 9 - Shareholder proposal requesting a report on the feasibility of amending Pfizer's corporate policy on laboratory animal care and use.
- 10 - Shareholder proposal requesting justification for financial contributions which advance animal-based testing methodologies.

All were a vote AGAINST shareowner proposals by the Fund.

Issuer: RPM International Incorporated    Ticker Symbol: RPOW  
Cusip: 749685103  
Shareholder Meeting Date: 10-07-2005

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Issuer: Sigma-Aldrich Corporation    Ticker Symbol: SIAL  
Cusip: 826552101  
Shareholder Meeting Date: 05-02-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the appointment of KPMG LLP as the company's independent registered public accountant for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the company's amended and restated 2003 long-term incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: State Street Corporation    Ticker Symbol: STBK  
Cusip: 857477103  
Shareholder Meeting Date: 04-19-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

To ratify the selection of Ernst & Young LLP as the company's independent registered public accounting firm for the year ending December 31, 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To approve the 2006 equity incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by

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management.

To approve the material terms of the 2006 restated senior executive annual incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

The Board of Directors recommended a vote "AGAINST" item 5.

5 - To vote on a shareholder proposal to request the directors to redeem the outstanding rights under the company's rights agreement, and to require shareholder ratification of any future rights agreement.

Item 5 was a vote AGAINST the shareowner proposal by the Fund.

Issuer: Stryker Corporation Ticker Symbol: STRY Cusip: 863667101  
Shareholder Meeting Date: 04-26-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

To consider and act upon approval of the 2006 long-term incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To ratify the appointment of Ernst & Young LLP as independent auditors for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Synovus Financial Corporation Ticker Symbol: SNU  
Cusip: 87161C105  
Shareholder Meeting Date: 04-27-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

To amend Synovus' articles of incorporation and bylaws to declassify the Board of Directors, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To approve the Synovus Financial Corp. executive cash bonus plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To ratify the appointment of KPMG LLP as Synovus' independent auditor for the year 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To consider a shareholder proposal regarding director election by majority vote, the Board of Directors recommended a vote AGAINST the proposal, a vote FOR the proposal was cast by the Fund.

Issuer: Sysco Corporation Ticker Symbol: SYU Cusip: 871829107  
Shareholder Meeting Date: 11-11-2005

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approval of ratification of appointment of Ernst & Young LLP as the company's independent accountants for the fiscal year 2006, proposed

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by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the 2005 management incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the payment of compensation to certain executive officers under the 2000 management incentive plan pursuant to section 162(M) of the internal revenue code, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the 2005 non-employee directors stock plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Teleflex Incorporated    Ticker Symbol: TFX    Cusip: 879369106  
Shareholder Meeting Date: 05-05-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Approval of amendment of certificate of incorporation to increase authorized shares of common stock, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of Teleflex Incorporated executive incentive plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Ratification of the appointment of Pricewaterhousecoopers LLP as the company's independent registered public accounting firm for the 2006 fiscal year, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Issuer: Washington Mutual, Incorporated    Ticker Symbol: WM  
Cusip: 939322103  
Shareholder Meeting Date: 04-18-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Company proposal to ratify the appointment of Deloitte & Touche LLP as the company's independent auditors for 2006, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To approve the Washington Mutual, Inc. amended and restated 2003 equity incentive plan, including an increase in the number of shares that may be subject to awards made thereunder, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To approve the Washington Mutual, Inc. executive incentive compensation plan, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

To approve the company proposal to amend the Washington Mutual, Inc. articles of incorporation (as amended) to declassify the Board of Directors and establish annual elections for all company directors

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commencing with the 2007 annual meeting, rather than the current staggered three-year terms, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Shareholder proposal relating to disclosure of the company's political contributions, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Issuer: Wendy's International, Incorporated      Ticker Symbol: WEN  
Cusip: 950590109  
Shareholder Meeting Date: 04-27-2006

Director election, proposed by the issuer, a vote FOR all nominees was cast by the Fund as recommended by management.

Ratification of the selection of Pricewaterhousecoopers LLP as the independent registered public accounting firm of the company for the current year, proposed by the issuer, a vote FOR the proposal was cast by the Fund as recommended by management.

Approval of the shareholder proposal regarding a policy to identify and label all food products containing genetically-engineered ingredients, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

Approval of the shareholder proposal to have the company issue a report regarding its policies and practices related to long-term social and environmental sustainability, proposed by the issuer, a vote AGAINST the proposal was cast by the Fund as recommended by management.

### SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAIC Growth Fund, Inc.

By /s/ Kenneth S. Janke

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Kenneth S. Janke, President

Date: 08/25/2006