

WALTON R KEITH  
Form 4  
August 06, 2009

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALTON R KEITH

2. Issuer Name and Ticker or Trading Symbol  
ZWEIG TOTAL RETURN FUND  
INC [ZTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
900 THIRD AVE.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NEW YORK, NY 10022

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 06/13/2005                           |  | S                              |   | 400   | D  | \$ 5.1 5,285                      |
| Common Stock                    | 07/01/2005                           |  | S                              |   | 477   | D  | \$ 5.12 4,808                     |
| Common Stock                    | 08/25/2005                           |  | S                              |   | 80  | D  | \$ 5.12 4,728                     |
| Common Stock                    | 05/03/2006                           |  | S                              |   | 330   | D  | \$ 4.72 4,398                     |
| Common Stock                    | 07/10/2006                           |  | S                              |   | 114   | D  | \$ 4.87 4,284                     |

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|              |            |   |       |   |         |       |                  |         |
|--------------|------------|---|-------|---|---------|-------|------------------|---------|
| Common Stock | 11/15/2006 | S | 115   | D | \$ 5.57 | 4,169 | D                |         |
| Common Stock | 06/04/2008 | S | 2,210 | D | \$ 4.66 | 2,000 | D                |         |
| Common Stock | 06/13/2007 | S | 800   | D | \$ 4.92 | 1,005 | I <sup>(1)</sup> | By Wife |
| Common Stock | 06/20/2007 | S | 940   | D | \$ 5.05 | 65    | I <sup>(1)</sup> | By Wife |
| Common Stock | 08/07/2007 | S | 45    | D | \$ 4.76 | 20    | I <sup>(1)</sup> | By Wife |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WALTON R KEITH<br>900 THIRD AVE.<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

David Dickerson As Attorney-In-Fact for R. Keith Walton  
08/06/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person disclaims beneficial ownership of the securities held indirectly, and the report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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