

# SECURITIES AND EXCHANGE COMMISSION

## FORM N-PX

Annual report of proxy voting record of registered management investment companies filed on  
Form N-PX

Filing Date: **2008-08-29** | Period of Report: **2008-06-30**  
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### FILER

#### **WADDELL & REED ADVISORS RETIREMENT SHARES INC**

CIK: **101185** | IRS No.: **430952417** | State of Incorporation: **MD** | Fiscal Year End: **0630**  
Type: **N-PX** | Act: **40** | File No.: **811-02263** | Film No.: **081047615**

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED

MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-2263

WADDELL & REED ADVISORS RETIREMENT SHARES, INC.

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(Exact Name as Specified in Charter)

6300 Lamar Avenue, Overland Park, Kansas

66202-4200

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(Address of Principal Executive Office)

(Zip Code)

Kristen A. Richards, 6300 Lamar Avenue, Overland Park, Kansas 66202-4200

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(Name and Address of Agent for Service)

Registrant's Telephone Number, including Area Code (913) 236-2000

Date of fiscal year end: June 30

Date of reporting period: July 1, 2007 to June 30, 2008

WADDELL & REED ADVISORS RETIREMENT SHARES, INC.

Proxy Voting Record

**Vote Summary Report**

Jul 01, 2007 - Jun 30, 2008

**80 W&R Advisors Retirement Shares**

Mtg	Company/	Mgmt	Vote	Record		
Date/Type	Ballot Issues	Security	Rec	Cast	Date	Prpnt
04/09/08 - A	<b>Adobe Systems Inc. *ADBE*</b>	00724F101			02/11/08	
	1 Elect Director Edward W. Barnholt		For	For		Mgmt
	2 Elect Director Michael R. Cannon		For	For		Mgmt

3	Elect Director James E. Daley	For	For	Mgmt
4	Elect Director Charles M. Geschke	For	For	Mgmt
5	Elect Director Shantanu Narayen	For	For	Mgmt
6	Elect Director Delbert W. Yocam	For	For	Mgmt
7	Amend Omnibus Stock Plan	For	For	Mgmt
8	Ratify Auditors	For	For	Mgmt

05/09/08 - A **Allegheny Technologies Incorporated** 01741R102 03/12/08  
**\*ATI\***

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Require a Majority Vote for the Election of Directors	Against	For	ShrHoldr

05/21/08 - A **AMR Corp. \*AMR\*** 001765106 03/24/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Provide for Cumulative Voting	Against	Against	ShrHoldr

4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	ShrHoldr
5	Require Independent Board Chairman	Against	For	ShrHoldr
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr

05/08/08 - A **Apache Corp. \*APA\*** 037411105 03/19/08

1	Elect Director G. Steven Farris	For	For	Mgmt
2	Elect Director Randolph M. Ferlic	For	For	Mgmt
3	Elect Director A. D. Frazier, Jr.	For	For	Mgmt
4	Elect Director John A. Kocur	For	For	Mgmt
5	Reimburse Proxy Contest Expenses	Against	Against	ShrHoldr

03/04/08 - A **Apple, Inc. \*AAPL\*** 037833100 01/15/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
4	Amend Bylaws to Establish a Board Committee on Sustainability	Against	Against	ShrHoldr

03/11/08 - A **Applied Materials, Inc. \*AMAT\*** 038222105 01/18/08

- |   |                 |     |     |      |
|---|-----------------|-----|-----|------|
| 1 | Elect Directors | For | For | Mgmt |
| 2 | Ratify Auditors | For | For | Mgmt |

05/13/08 - A **Barrett Bill Corp \*BBG\*** 06846N104 03/27/08

- |   |                                   |         |         |          |
|---|-----------------------------------|---------|---------|----------|
| 1 | Elect Directors                   | For     | For     | Mgmt     |
| 2 | Approve Omnibus Stock Plan        | For     | For     | Mgmt     |
| 3 | Ratify Auditors                   | For     | For     | Mgmt     |
| 4 | Declassify the Board of Directors | Against | For     | ShrHoldr |
| 5 | Other Business                    | For     | Against | Mgmt     |

06/19/08 - A **Broadcom Corp. \*BRCM\*** 111320107 04/21/08

- |   |  |     |         |      |
|---|--|-----|---------|------|
| 1 | Elect Directors                              | For | For     | Mgmt |
| 2 | Amend Omnibus Stock Plan                     | For | Against | Mgmt |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For     | Mgmt |
| 4 | Ratify Auditors                              | For | For     | Mgmt |

**This is a duplicate meeting for ballots received via the Broadridge North American ballot distribution system.**

1	ELECTION OF DIRECTOR: ERNEST G. BACHRACH	For	For	Mgmt
2	ELECTION OF DIRECTOR: ENRIQUE H. BOILINI	For	For	Mgmt
3	ELECTION OF DIRECTOR: MICHAEL H. BULKIN	For	For	Mgmt
4	Ratify Auditors	For	For	Mgmt
5	TO INCREASE THE NUMBER OF AUTHORIZED COMMON SHARES OF BUNGE LIMITED FROM 240,000,000 TO 400,000,000.	For	For	Mgmt
6	TO INCREASE THE NUMBER OF AUTHORIZED PREFERENCE SHARES OF BUNGE LIMITED FROM 10,000,000 TO 21,000,000.	For	For	Mgmt
7	TO AMEND BUNGE LIMITED S BYE-LAWS TO PERMIT BUNGE LIMITED TO REPURCHASE OR OTHERWISE ACQUIRE ITS SHARES TO HOLD AS TREASURY SHARES.	For	For	Mgmt

1	Elect Directors	For	For	Mgmt
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2	Ratify KPMG LLP as Auditors	For	For	Mgmt
3	SP - Require a Majority Vote for the Election of Directors	Against	For	ShrHoldr
4	The Undersigned Hereby Certifies that the Shares Represented by this Proxy are Owned and Controlled by a Canadian (Residents mark the FOR Box; One or more Non-Residents mark the ABSTAIN box)	None	Abstain	Mgmt
5	If you are unable to complete Item #4 then please complete this item. The Undersigned Holder of Shares Declares that the Undersigned is a Canadian Resident (Residents mark the FOR Box; Non-Residents mark the ABSTAIN Box)	None	Abstain	Mgmt

05/14/08 - A **Cameron International Corp \*CAM\*** 13342B105 03/17/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt

06/06/08 - A **Chesapeake Energy Corp. \*CHK\*** 165167107 04/14/08

1	Elect Directors	For	For	Mgmt
2	Amend Omnibus Stock Plan	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt
4	Declassify the Board of Directors	Against	For	ShrHoldr



05/07/08 - A	<b>CME Group Inc. *CME*</b>	12572Q105			03/10/08
1	Elect Directors		For	For	Mgmt
2	Ratify Auditors		For	For	Mgmt
11/08/07 - A	<b>Coach, Inc. *COH*</b>	189754104			09/14/07
1	Elect Directors		For	For	Mgmt
06/14/08 - A	<b>Coldwater Creek Inc. *CWTR*</b>	193068103			04/18/08
1	Elect Directors		For	For	Mgmt
2	Ratify Auditors		For	For	Mgmt
08/30/07 - S	<b>Companhia Vale Do Rio Doce</b>	204412209			08/10/07
	<b>Meeting for Holders of ADR's</b>				
1	PROPOSAL TO AMEND THE COMPANYS BY-LAWS.		For	For	Mgmt
2	PROPOSAL FOR A FORWARD STOCK SPLIT, PURSUANT TO WHICH EACH AND EVERY CURRENT SHARE ISSUED BY THE COMPANY, BOTH COMMON AND PREFERRED, SHALL BECOME TWO SHARES OF THE SAME TYPE AND CLASS, AS THE CASE MAY BE, AND THE CORRESPONDING ADJUSTMENT OF ARTICLE 5 AND		For	For	Mgmt

3	CONSOLIDATION OF THE AMENDMENTS TO THE COMPANY S BY-LAWS, MENTIONED ABOVE IN ITEMS I AND II HEREIN, IF SUCH PROPOSED MODIFICATIONS ARE APPROVED.	For	For	Mgmt
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4	RATIFICATION OF CVRD S ACQUISITION OF THE CONTROLLING SHARE OF AMCI HOLDINGS AUSTRALIA, AS REQUIRED BY ARTICLE 256 SECTION 1 OF THE BRAZILIAN CORPORATE LAW.	For	For	Mgmt
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5	REPLACEMENT OF A BOARD MEMBER.	For	For	Mgmt
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12/04/07 - A	<b>Dell Inc. *DELL*</b>	24702R101	10/26/07
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1	Elect Directors	For	For	Mgmt
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2	Ratify Auditors	For	For	Mgmt
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3	Amend Omnibus Stock Plan	For	For	Mgmt
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4	Stock Retention/Holding Period	Against	Against	ShrHoldr
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5	Declaration of Dividend	Against	Against	ShrHoldr
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02/19/08 - S	<b>Delta Petroleum Corp. *DPTR*</b>	247907207	01/25/08
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1	Approve Issuance of Shares for a Private Placement	For	For	Mgmt
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2	Approve Increase in Size of Board	For	For	Mgmt
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05/20/08 - A **Delta Petroleum Corp. \*DPTR\*** 247907207 04/08/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt

05/21/08 - A **Deutsche Boerse AG** D1882G119 None

1	Receive Financial Statements and Statutory Reports for Fiscal 2007 (Non-Voting)	None		Mgmt
2	Approve Allocation of Income and Dividends of EUR 2.10 per Share	For		Mgmt
3	Approve Discharge of Management Board for Fiscal 2007	For		Mgmt
4	Approve Discharge of Supervisory Board for Fiscal 2007	For		Mgmt
5a	Elect Konrad Hummler to the Supervisory Board	For		Mgmt
5b	Elect David Krell to the Supervisory Board	For		Mgmt
6	Approve Creation of EUR 14.8 Million Pool of Capital without Preemptive Rights	For		Mgmt
7	Authorize Share Repurchase Program and Reissuance or Cancellation of Repurchased Shares	For		Mgmt
8	Approve Affiliation Agreement with Subsidiary Deutsche Boerse Dienstleistungs AG	For		Mgmt

9	Approve Affiliation Agreement with Subsidiary Deutsche Boerse Systems AG	For		Mgmt
10	Approve Decrease in Size of Supervisory Board to 18 Members	For		Mgmt
11	Amend Articles Re: Quorum for Supervisory Board Decisions	For		Mgmt
12	Ratify KPMG Deutsche Treuhand-Gesellschaft AG as Auditors for Fiscal 2008	For		Mgmt

Case: 00219368

08/09/07 - A **DRS Technologies, Inc. \*DRS\*** 23330X100 06/18/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Amend Executive Incentive Bonus Plan	For	For	Mgmt

07/26/07 - A **Electronic Arts Inc. \*ERTS\*** 285512109 06/01/07

1	Elect Director Leonard S. Coleman	For	For	Mgmt
2	Elect Director Gary M. Kusin	For	For	Mgmt
3	Elect Director Gregory B. Maffei	For	For	Mgmt

4	Elect Director Timothy Mott	For	For	Mgmt
5	Elect Director Vivek Paul	For	For	Mgmt
6	Elect Director Lawrence F. Probst, III	For	For	Mgmt
7	Elect Director John S. Riccitiello	For	For	Mgmt
8	Elect Director Richard A. Simonson	For	For	Mgmt
9	Elect Director Linda J. Srere	For	For	Mgmt
10	Amend Omnibus Stock Plan	For	For	Mgmt
11	Amend Qualified Employee Stock Purchase Plan	For	For	Mgmt
12	Approve Executive Incentive Bonus Plan	For	For	Mgmt
13	Ratify Auditors	For	For	Mgmt

06/12/08 - A **Equinix, Inc. \*EQIX\*** 29444U502 04/25/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt

07/10/07 - A **Evergreen Energy Inc \*EEE\*** 30024B104 06/01/07

1	Elect Stanford M. Adelstein	For	For	Mgmt
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2	Elect Robert S. Kaplan	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt

05/07/08 - A **Fluor Corp. \*FLR\*** 343412102 03/10/08

1	Elect Director Ilesanmi Adesida	For	For	Mgmt
2	Elect Director Peter J. Fluor	For	For	Mgmt
3	Elect Director Joseph W. Prueher	For	For	Mgmt
4	Elect Director Suzanne H. Woolsey	For	For	Mgmt
5	Ratify Auditors	For	For	Mgmt
6	Increase Authorized Common Stock	For	For	Mgmt
7	Approve Omnibus Stock Plan	For	For	Mgmt

05/08/08 - A **Ford Motor Company \*F\*** 345370860 03/11/08

1	Elect Directors	For	Split	Mgmt
1.1	Elect Director John R.H. Bond --- Withhold			
1.2	Elect Director Stephen G. Butler --- For			
1.3	Elect Director Kimberly A. Casiano --- For			

1.4 Elect Director Edsel B. Ford II --- For

1.5 Elect Director William Clay Ford, Jr. --- For

1.6 Elect Director Irvine O. Hockaday, Jr. --- For

1.7 Elect Director Richard A. Manoogian --- For

1.8 Elect Director Ellen R. Marram --- For

1.9 Elect Director Alan Mulally --- For

1.10 Elect Director Homer A. Neal --- For

1.11 Elect Director Jorma Ollila --- For

1.12 Elect Director Gerald L. Shaheen --- For

1.13 Elect Director John L. Thornton --- For

2	Ratify Auditors	For	For	Mgmt
3	Amend Executive Incentive Bonus Plan	For	For	Mgmt
4	Approve Omnibus Stock Plan	For	Against	Mgmt
5	Prohibit Executive Stock-Based Awards	Against	Against	ShrHoldr
6	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	ShrHoldr
7	Company-Specific -- Adopt Recapitalization Plan	Against	For	ShrHoldr

8	Report on Political Contributions	Against	Against	ShrHoldr
9	Adopt Principles for Health Care Reform	Against	Against	ShrHoldr
10	Report on Global Warming	Against	Against	ShrHoldr
11	Limit Executive Compensation	Against	Against	ShrHoldr

07/10/07 - A **Freeport-McMoRan Copper & Gold Inc.** 35671D857 05/25/07  
**\*FCX\***

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Amend Omnibus Stock Plan	For	For	Mgmt

06/05/08 - A **Freeport-McMoRan Copper & Gold Inc.** 35671D857 04/15/08  
**\*FCX\***

1	Elect Directors	For	Split	Mgmt
1.1	Elect Director Richard C. Adkerson --- For			
1.2	Elect Director Robert J. Allison, Jr. --- For			
1.3	Elect Director Robert A. Day --- For			
1.4	Elect Director Gerald J. Ford --- For			



- 1.5 Elect Director H. Devon Graham, Jr. --- For
- 1.6 Elect Director J. Bennett Johnston --- For
- 1.7 Elect Director Charles C. Krulak --- For
- 1.8 Elect Director Bobby Lee Lackey --- For
- 1.9 Elect Director Jon C. Madonna --- For
- 1.10 Elect Director Dustan E. McCoy --- Withhold
- 1.11 Elect Director Gabrielle K. McDonald --- For
- 1.12 Elect Director James R. Moffett --- For
- 1.13 Elect Director B.M. Rankin, Jr. --- For
- 1.14 Elect Director J. Stapleton Roy --- For
- 1.15 Elect Director Stephen H. Siegele --- For
- 1.16 Elect Director J. Taylor Wharton --- For

2	Ratify Auditors	For	For	Mgmt
3	Increase Authorized Common Stock	For	For	Mgmt

**This is a duplicate meeting for ballots received via the Broadridge North American Ballot distribution system.**

1	Elect Directors	For	For	Mgmt
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GARMIN S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	For	For	Mgmt

05/07/08 - A \* **General Dynamics Corp. \*GD\*** 369550108 03/10/08

1	Elect Director Nicholas D. Chabraja	For	For	Mgmt
2	Elect Director James S. Crown	For	For	Mgmt
3	Elect Director William P. Fricks	For	For	Mgmt
4	Elect Director Charles H. Goodman	For	For	Mgmt
5	Elect Director Jay L. Johnson	For	For	Mgmt
6	Elect Director George A. Joulwan	For	For	Mgmt
7	Elect Director Paul G. Kaminski	For	For	Mgmt
8	Elect Director John M. Keane	For	For	Mgmt
9	Elect Director Deborah J. Lucas	For	For	Mgmt
10	Elect Director Lester L. Lyles	For	For	Mgmt

11	Elect Director Carl E. Mundy, Jr.	For	For	Mgmt
12	Elect Director J. Christopher Reyes	For	For	Mgmt
13	Elect Director Robert Walmsley	For	For	Mgmt
14	Ratify Auditors	For	For	Mgmt
15	Adopt Ethical Criteria for Military Contracts	Against	Against	ShrHoldr
16	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	ShrHoldr

11/09/07 - C

**GlobalSantaFe Corporation (formerly  
Santa Fe International Corp)**

G3930E101

10/01/07

**Meeting for ADR Holders**

1	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX H. TO BE VOTED ON AT THE FIRST PART OF THE SHAREHOLDERS MEETING, WHICH PART IS CONVENED PURSUANT TO THE ORDER OF THE GRAND COURT OF THE CAYMAN ISLANDS.	For	For	Mgmt
2	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX H. TO BE VOTED ON AT THE SECOND PART OF THE SHAREHOLDERS MEETING, WHICH PART IS CONVENED IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION.	For	For	Mgmt

05/22/08 - A	<b>Goodrich Petroleum Corp. *GDP*</b>	382410405			04/11/08
1	Elect Directors		For	For	Mgmt
2	Ratify Auditors		For	For	Mgmt
05/08/08 - A	<b>Google Inc *GOOG*</b>	38259P508			03/11/08
1	Elect Directors		For	For	Mgmt
2	Ratify Auditors		For	For	Mgmt
3	Amend Omnibus Stock Plan		For	For	Mgmt
4	Adopt Internet Censorship Policies		Against	Against	ShrHoldr
5	Amend Bylaws to Establish a Board Committee on Human Rights		Against	Against	ShrHoldr
06/05/08 - A	<b>Hansen Natural Corp. *HANS*</b>	411310105			04/14/08
1	Elect Directors		For	For	Mgmt
2	Ratify Auditors		For	For	Mgmt
10/18/07 - S	<b>Hologic, Inc. *HOLX*</b>	436440101			08/22/07
1	Increase Authorized Common Stock		For	For	Mgmt

2	Issue Shares in Connection with an Acquisition	For	For	Mgmt
3	Approve Executive Incentive Bonus Plan	For	For	Mgmt
4	Amend Omnibus Stock Plan	For	Against	Mgmt
5	Adjourn Meeting	For	For	Mgmt

05/15/08 - A **IntercontinentalExchange, Inc. \*ICE\*** 45865V100 03/18/08

1	Elect Directors	For	Split	Mgmt
1.1	Elect Director Charles R. Crisp --- For			
1.2	Elect Director Jean-Marc Forneri --- Withhold			
1.3	Elect Director Fred W. Hatfield --- For			
1.4	Elect Director Terrence F. Martell --- For			
1.5	Elect Director Sir Robert Reid --- For			
1.6	Elect Director Frederic V. Salerno --- For			
1.7	Elect Director Frederick W. Schoenhut --- For			
1.8	Elect Director Jeffrey C. Sprecher --- For			
1.9	Elect Director Judith A. Sprieser --- For			

1.10 Elect Director Vincent Tese --- For

2 Ratify Auditors For For Mgmt

05/27/08 - A **Ion Geophysical Corp. \*IO\*** 462044108 04/02/08

1 Elect Directors For For Mgmt

2 Amend Omnibus Stock Plan For For Mgmt

3 Ratify Auditors For For Mgmt

03/04/08 - A **Joy Global, Inc. \*JOYG\*** 481165108 01/09/08

1 Elect Directors For For Mgmt

2 Increase Authorized Common Stock For For Mgmt

3 Ratify Auditors For For Mgmt

06/05/08 - A **Las Vegas Sands Corp \*LVS\*** 517834107 04/21/08

1 Elect Directors For For Mgmt

2 Ratify Auditors For For Mgmt

3 Amend Omnibus Stock Plan For For Mgmt

4	Amend Executive Incentive Bonus Plan	For	For	Mgmt
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04/30/08 - A **Marathon Oil Corp \*MRO\*** 565849106 03/03/08

1	Elect Director Charles F. Bolden, Jr.	For	For	Mgmt
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2	Elect Director Gregory H. Boyce	For	For	Mgmt
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3	Elect Director Shirley Ann Jackson	For	For	Mgmt
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4	Elect Director Philip Lader	For	For	Mgmt
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5	Elect Director Charles R. Lee	For	For	Mgmt
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6	Elect Director Dennis H. Reilley	For	For	Mgmt
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7	Elect Director Seth E. Schofield	For	For	Mgmt
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8	Elect Director John W. Snow	For	For	Mgmt
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9	Elect Director Thomas J. Usher	For	For	Mgmt
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10	Ratify Auditors	For	For	Mgmt
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11	Amend Bylaws -- Call Special Meetings	Against	For	ShrHoldr
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12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
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04/23/08 - A **MEMC Electronic Materials, Inc. \*WFR\*** 552715104 03/03/08

1 Elect Directors For For Mgmt

2 Ratify Auditors For For Mgmt

08/17/07 - A **Microchip Technology Incorporated  
\*MCHP\*** 595017104 06/21/07

1 Elect Directors For For Mgmt

2 Amend Omnibus Stock Plan For For Mgmt

3 Ratify Auditors For For Mgmt

11/13/07 - A **Microsoft Corp. \*MSFT\*** 594918104 09/07/07

1 Elect Director William H. Gates, III For For Mgmt

2 Elect Director Steven A. Ballmer For For Mgmt

3 Elect Director James I. Cash, Jr. For For Mgmt

4 Elect Director Dina Dublon For For Mgmt

5 Elect Director Raymond V. Gilmartin For For Mgmt

6 Elect Director Reed Hastings For For Mgmt



7	Elect Director David F. Marquardt	For	For	Mgmt
8	Elect Director Charles H. Noski	For	For	Mgmt
9	Elect Director Helmut Panke	For	For	Mgmt
10	Elect Director Jon A. Shirley	For	For	Mgmt
11	Ratify Auditors	For	For	Mgmt
12	Adopt Policies to Protect Freedom of Access to the Internet	Against	Against	ShrHoldr
13	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	ShrHoldr

05/14/08 - A **National Oilwell Varco, Inc. \*NOV\*** 637071101 03/27/08

1	Elect Director Robert E. Beauchamp	For	For	Mgmt
2	Elect Director Jeffery A. Smisek	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt
4	Approve Executive Incentive Bonus Plan	For	For	Mgmt

09/19/07 - A **NetApp, Inc. \*NTAP\*** 64120L104 07/23/07

1	Elect Directors	For	For	Mgmt
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2	Amend Omnibus Stock Plan	For	For	Mgmt
3	Amend Omnibus Stock Plan	For	For	Mgmt
4	Amend Qualified Employee Stock Purchase Plan	For	For	Mgmt
5	Approve Executive Incentive Bonus Plan	For	For	Mgmt
6	Ratify Auditors	For	For	Mgmt

10/19/07 - A **News Corporation \*NWS\*** 65248E203 08/28/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Declassify the Board of Directors	Against	For	ShrHoldr
4	Company Specific-Governance Related- Eliminate Company's Dual Class Capital Structure	Against	For	ShrHoldr

05/08/08 - A **\* Nokia Corp.** 654902204 03/10/08

**Meeting for ADR Holders**

1	APPROVAL OF THE ANNUAL ACCOUNTS	For	For	Mgmt
2	APPROVAL OF THE DISTRIBUTION OF THE PROFIT FOR THE YEAR, PAYMENT OF DIVIDEND	For	For	Mgmt

3	APPROVAL OF THE DISCHARGE OF THE CHAIRMAN, THE MEMBERS OF THE BOARD OF DIRECTORS, AND THE PRESIDENT, FROM LIABILITY	For	For	Mgmt
4	APPROVAL OF THE REMUNERATION TO THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Mgmt
5	APPROVAL OF THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS	For	For	Mgmt
6	Elect Directors	For	For	Mgmt
7	APPROVAL OF THE AUDITOR REMUNERATION	For	For	Mgmt
8	APPROVAL OF THE RE-ELECTION OF PRICEWATERHOUSECOOPERS OY AS THE AUDITORS FOR FISCAL YEAR 2008	For	For	Mgmt
9	APPROVAL OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE TO REPURCHASE NOKIA SHARES	For	For	Mgmt
10	MARK THE FOR BOX IF YOU WISH TO INSTRUCT NOKIA'S LEGAL COUNSELS TO VOTE IN THEIR DISCRETION ON YOUR BEHALF ONLY UPON ITEM 10	None	Against	Mgmt

05/08/08 - A **Norfolk Southern Corp. \*NSC\*** 655844108 03/03/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt

05/09/08 - A **Nucor Corp. \*NUE\***

670346105

03/11/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Approve Executive Incentive Bonus Plan	For	For	Mgmt
4	Require a Majority Vote for the Election of Directors	Against	For	ShrHoldr

05/15/08 - A **NYSE Euronext \*NYX\***

629491101

03/20/08

1	Elect Directors	For	For	Mgmt
2	Amend Omnibus Stock Plan	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt
4	Approve Issuance of Stock Certificate of Ownership of NYSE Euronext	Against	Against	ShrHoldr

05/20/08 - A **Pinnacle Entertainment, Inc. \*PNK\***

723456109

03/27/08

1	Elect Directors	For	For	Mgmt
2	Amend Omnibus Stock Plan	For	For	Mgmt
3	Amend Omnibus Stock Plan	For	For	Mgmt

4	Amend Deferred Compensation Plan	For	For	Mgmt
5	Ratify Auditors	For	For	Mgmt

04/30/08 - A **PMC-Sierra, Inc. \*PMCS\*** 69344F106 03/05/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Approve Omnibus Stock Plan	For	For	Mgmt
4	Performance-Based Awards	Against	Against	ShrHoldr

05/07/08 - A **Regal Entertainment Group \*RGC\*** 758766109 03/12/08

1	Elect Directors	For	Split	Mgmt
1.1	Elect Director Stephen A. Kaplan --- Withhold			
1.2	Elect Director Jack Tyrrell --- For			
1.3	Elect Director Nestor R. Weigand, Jr. --- For			
2	Approve Executive Incentive Bonus Plan	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt

**Meeting for ADR Holders**

1	THE APPROVAL OF THE ACQUISITION OF ALCAN INC AND RELATED MATTERS.	For	For	Mgmt
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**Meeting for ADR Holders**

1	Elect Directors	For	For	Mgmt
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2	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS	For	For	Mgmt
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3	APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 STOCK INCENTIVE PLAN	For	For	Mgmt
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4	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	For	For	Mgmt
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1	Elect Directors	For	For	Mgmt
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2	Ratify KPMG LLP as Auditors	For	For	Mgmt
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3	Authorize Board to Fix Remuneration of Auditors	For	For	Mgmt
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4	Amend Bylaw No. 1	For	For	Mgmt
5	Amend Stock Option Plan Re: Increase in Shares Reserved	For	For	Mgmt
6	Amend Stock Option Plan Re: Black Out Periods and Going Private Transactions	For	For	Mgmt
7	Approve Stock Option Plan Grants	For	For	Mgmt
8	Approve Stock Option Plan	For	Against	Mgmt
9	Other Business	For	Against	Mgmt

05/28/08 - A **Southern Copper Corporation \*PCU\*** 84265V105 05/05/08

1	Elect Directors	For	For	Mgmt
2	Increase Authorized Common Stock	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt

04/30/08 - A **Starwood Hotels & Resorts Worldwide, Inc. \*HOT\*** 85590A401 03/03/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt

06/04/08 - A **Stifel Financial Corp. \*SF\***

860630102

04/15/08

1	Elect Directors	For	For	Mgmt
2	Amend Non-Employee Director Omnibus Stock Plan	For	Against	Mgmt
3	Amend Omnibus Stock Plan	For	Against	Mgmt
4	Ratify Auditors	For	For	Mgmt

11/08/07 - A **Sun Microsystems, Inc. \*JAVA\***

866810104

09/10/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Approve Omnibus Stock Plan	For	Against	Mgmt
4	Approve Reverse Stock Split	For	For	Mgmt
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
6	Adopt Simple Majority Vote	Against	For	ShrHoldr

05/01/08 - A **Sunoco, Inc. \*SUN\***

86764P109

02/08/08

1	Elect Directors	For	For	Mgmt
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2	Approve Stock Option Plan	For	For	Mgmt
3	Ratify Auditors	For	For	Mgmt

04/10/08 - A **The Goldman Sachs Group, Inc. \*GS\*** 38141G104 02/11/08

1	Elect Directors Lloyd C. Blankfein	For	For	Mgmt
2	Elect Directors John H. Bryan	For	For	Mgmt
3	Elect Directors Gary D. Cohn	For	For	Mgmt
4	Elect Directors Claes Dahlback	For	For	Mgmt
5	Elect Directors Stephen Friedman	For	For	Mgmt
6	Elect Directors William W. George	For	For	Mgmt
7	Elect Directors Rajat K. Gupta	For	For	Mgmt
8	Elect Directors James A. Johnson	For	For	Mgmt
9	Elect Directors Lois D. Juliber	For	For	Mgmt
10	Elect Directors Edward M. Liddy	For	For	Mgmt
11	Elect Directors Ruth J. Simmons	For	For	Mgmt
12	Elect Directors Jon Winkelried	For	For	Mgmt

13	Ratify Auditors	For	For	Mgmt
14	Prohibit Executive Stock-Based Awards	Against	Against	ShrHoldr
15	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
16	Prepare Sustainability Report	Against	Against	ShrHoldr

05/06/08 - A **The Manitowoc Company, Inc. \*MTW\*** 563571108 02/29/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt

05/15/08 - A **Tiffany & Co. \*TIF\*** 886547108 03/20/08

1	Elect Director Michael J. Kowalski	For	For	Mgmt
2	Elect Director Rose Marie Bravo	For	For	Mgmt
3	Elect Director Gary E. Costley	For	For	Mgmt
4	Elect Director Lawrence K. Fish	For	For	Mgmt
5	Elect Director Abby F. Kohnstamm	For	For	Mgmt
6	Elect Director Charles K. Marquis	For	For	Mgmt

7	Elect Director Peter W. May	For	For	Mgmt
8	Elect Director J. Thomas Presby	For	For	Mgmt
9	Elect Director William A. Shutzer	For	For	Mgmt
10	Ratify Auditors	For	For	Mgmt
11	Approve Non-Employee Director Omnibus Stock Plan	For	For	Mgmt

11/09/07 - C **Transocean Inc. \*RIG\***

G90078109

10/01/07

**Meeting for ADR Holders**

1	APPROVAL OF THE SCHEME OF ARRANGEMENT, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX G, WHICH PROVIDES FOR THE RECLASSIFICATION OF OUR ORDINARY SHARES.	For	For	Mgmt
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2	APPROVAL OF THE ISSUANCE OF OUR ORDINARY SHARES TO SHAREHOLDERS OF GLOBALSANTAFE CORPORATION IN THE MERGER UNDER THE TERMS OF THE AGREEMENT AND PLAN OF MERGER, ATTACHED TO THE ACCOMPANYING JOINT PROXY STATEMENT AS ANNEX A.	For	For	Mgmt
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3	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR MEMORANDUM AND ARTICLES OF ASSOCIATION TO, AMONG OTHER THINGS, INCREASE THE MAXIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS OF TRANSOCEAN INC. FROM 13 TO 14.	For	For	Mgmt
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**This is a duplicate meeting for ballots received via  
the Broadridge North American ballot distribution  
system**

1	ELECTION OF DIRECTOR: JON A. MARSHALL	For	For	Mgmt
2	ELECTION OF DIRECTOR: MARTIN B. MCNAMARA	For	For	Mgmt
3	ELECTION OF DIRECTOR: ROBERT E. ROSE	For	For	Mgmt
4	ELECTION OF DIRECTOR: IAN C. STRACHAN	For	For	Mgmt
5	APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008.	For	For	Mgmt

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Approve Omnibus Stock Plan	For	For	Mgmt
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
5	Report on Charitable Contributions	Against	Against	ShrHoldr

07/26/07 - A **UAP Holding Corp**

903441103

06/22/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Approve Omnibus Stock Plan	For	For	Mgmt

05/16/08 - A **Ultra Petroleum Corp. \*UPL\***

903914109

03/18/08

1	Elect Directors	For	For	Mgmt
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Mgmt
3	Climate Change	Against	Against	ShrHoldr
4	Other Business	For	Against	Mgmt

04/09/08 - A **United Technologies Corp. \*UTX\***

913017109

02/12/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Amend Omnibus Stock Plan	For	For	Mgmt
4	Adopt Principles for Health Care Reform	Against	Against	ShrHoldr

5	Improve Human Rights Standards or Policies	Against	Against	ShrHoldr
6	Pay For Superior Performance	Against	Against	ShrHoldr
7	Report on Foreign Military Sales	Against	Against	ShrHoldr

05/01/08 - A **Valero Energy Corp. \*VLO\*** 91913Y100 03/03/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Share buyback holding period	Against	Against	ShrHoldr
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
5	Report on Political Contributions	Against	Against	ShrHoldr

06/02/08 - A **Weatherford International Ltd \*WFT\*** G95089101 04/09/08

**This is a duplicate meeting for ballots received via the Broadridge North American Ballot distribution system.**

1	ELECTION AS DIRECTOR: NICHOLAS F. BRADY	For	For	Mgmt
2	ELECTION AS DIRECTOR: WILLIAM E. MACAULAY	For	For	Mgmt
3	ELECTION AS DIRECTOR: DAVID J. BUTTERS	For	For	Mgmt

4	ELECTION AS DIRECTOR: ROBERT B. MILLARD	For	For	Mgmt
5	ELECTION AS DIRECTOR: BERNARD J. DUROC-DANNER	For	For	Mgmt
6	ELECTION AS DIRECTOR: ROBERT K. MOSES, JR.	For	For	Mgmt
7	ELECTION OF DIRECTOR: ROBERT A. RAYNE	For	For	Mgmt
8	Ratify Auditors	For	For	Mgmt

04/17/08 - A **Weyerhaeuser Co. \*WY\***

962166104

02/22/08

1	Elect Director John I. Kieckhefer	For	For	Mgmt
2	Elect Director Arnold G. Langbo	For	For	Mgmt
3	Elect Director Charles R. Williamson	For	For	Mgmt
4	Require Independent Board Chairman	Against	For	ShrHoldr
5	Ratify Auditors	For	For	Mgmt

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## 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.

WADDELL & REED ADVISORS RETIREMENT SHARES, INC.

(Registrant)

By: /s/Kristen A. Richards

Kristen A. Richards, Vice President and Assistant Secretary

Date: August 29, 2008

By: /s/Henry J. Herrmann

Henry J. Herrmann, President and Principal Executive Officer

Date: August 29, 2008