

SECURITIES AND EXCHANGE COMMISSION

FORM N-PX

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

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FILER

WADDELL & REED ADVISORS TAX MANAGED EQUITY FUND INC

CIK: **1099708** | IRS No.: **481222943** | State of Incorporation: **MD** | Fiscal Year End: **0630**
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Mailing Address
*P O BOX 29217
6300 LAMAR AVENUE
SHAWNEE MISSION KS
66201-9217*

Business Address
*6300 LAMAR AVE
P O BOX 29217
OVERLAND PARK KS 66202
9132362000*

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 811-9789

WADDELL & REED ADVISORS TAX-MANAGED EQUITY FUND, INC.

(Exact Name as Specified in Charter)

6300 Lamar Avenue, Overland Park, Kansas

66202-4200

(Address of Principal Executive Office)

(Zip Code)

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

(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 TAX-MANAGED EQUITY FUND, INC.

Proxy Voting Record

Vote Summary Report

Jul 01, 2007 - Jun 30, 2008

71 W&R Advisors Tax-Managed Equity

Mtg	Company/	Mgmt	Vote	Record		
Date/Type	Ballot Issues	Security	Rec	Cast	Date	Prpnt
04/25/08 - A	Abbott Laboratories *ABT*	002824100			02/26/08	
	1 Elect Directors		For	For		Mgmt
	2 Ratify Auditors		For	For		Mgmt

3	Amend Human Rights Policy to Address Access to Medicines	Against	Against	ShrHoldr
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr

04/09/08 - A **Adobe Systems Inc. *ADBE*** 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

05/05/08 - A **AFLAC Incorporated *AFL*** 001055102 02/27/08

1	Elect Directors	For	For	Mgmt
2	Increase Authorized Common Stock	For	For	Mgmt

3	Amend Executive Incentive Bonus Plan	For	For	Mgmt
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Mgmt
5	Ratify Auditors	For	For	Mgmt

05/29/08 - A **Amazon.com, Inc. *AMZN*** 023135106 04/02/08

1	Elect Director Jeffrey P. Bezos	For	For	Mgmt
2	Elect Director Tom A. Alberg	For	For	Mgmt
3	Elect Director John Seely Brown	For	For	Mgmt
4	Elect Director L. John Doerr	For	For	Mgmt
5	Elect Director William B. Gordon	For	For	Mgmt
6	Elect Director Myrtle S. Potter	For	For	Mgmt
7	Elect Director Thomas O. Ryder	For	For	Mgmt
8	Elect Director Patricia Q. Stonesifer	For	For	Mgmt
9	Ratify Auditors	For	For	Mgmt

06/03/08 - A **Ambac Financial Group, Inc. *ABK*** 023139108 04/07/08

1	Elect Directors	For	For	Mgmt
2	Increase Authorized Common Stock	For	For	Mgmt
3	Amend Omnibus Stock Plan	For	For	Mgmt
4	Amend Non-Employee Director Omnibus Stock Plan	For	For	Mgmt
5	Ratify Auditors	For	For	Mgmt

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

05/06/08 - A **Baxter International Inc. *BAX***

071813109

03/07/08

1	Elect Director Wayne T. Hockmeyer	For	For	Mgmt
2	Elect Director Joseph B. Martin	For	For	Mgmt
3	Elect Director Robert L. Parkinson	For	For	Mgmt

4	Elect Director Thomas T. Stallkamp	For	For	Mgmt
5	Elect Director Albert P.L. Stroucken	For	For	Mgmt
6	Ratify Auditors	For	For	Mgmt

05/08/08 - A **China Mobile (Hong Kong) Limited** 16941M109 05/05/08

1	TO RECEIVE AND CONSIDER THE AUDITED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS.	For	For	Mgmt
2a	TO DECLARE AN ORDINARY FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2007.	For	For	Mgmt
2b	TO DECLARE A SPECIAL FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2007.	For	For	Mgmt
3a	TO RE-ELECT LU XIANGDONG AS A DIRECTOR.	For	For	Mgmt
3b	TO RE-ELECT XUE TAOHAI AS A DIRECTOR.	For	For	Mgmt
3c	TO RE-ELECT HUANG WENLIN AS A DIRECTOR.	For	For	Mgmt
3d	TO RE-ELECT XIN FANFEI AS A DIRECTOR.	For	For	Mgmt
3e	TO RE-ELECT LO KA SHUI AS A DIRECTOR.	For	For	Mgmt
4	REAPPOINT KPMG AS AUDITORS AND AUTHORIZE BOARD TO FIX THEIR REMUNERATION	For	For	Mgmt

5	TO GIVE A GENERAL MANDATE TO THE DIRECTORS TO REPURCHASE SHARES IN THE COMPANY.	For	For	Mgmt
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6	TO GIVE A GENERAL MANDATE TO THE DIRECTORS TO ISSUE, ALLOT AND DEAL WITH ADDITIONAL SHARES IN THE COMPANY NOT EXCEEDING 20% OF THE AGGREGATE NOMINAL AMOUNT OF THE EXISTING ISSUED SHARE CAPITAL.	For	For	Mgmt
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7	TO EXTEND THE GENERAL MANDATE GRANTED TO THE DIRECTORS TO ISSUE, ALLOT AND DEAL WITH SHARES BY THE NUMBER OF SHARES REPURCHASED.	For	For	Mgmt
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11/15/07 - A **Cisco Systems, Inc. *CSCO*** 17275R102 09/17/07

1	Elect Director Carol A. Bartz	For	For	Mgmt
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2	Elect Director M. Michele Burns	For	For	Mgmt
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3	Elect Director Michael D. Capellas	For	For	Mgmt
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4	Elect Director Larry R. Carter	For	For	Mgmt
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5	Elect Director John T. Chambers	For	For	Mgmt
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6	Elect Director Brian L. Halla	For	For	Mgmt
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7	Elect Director Dr. John L. Hennessy	For	For	Mgmt
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8	Elect Director Richard M. Kovacevich	For	For	Mgmt
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9	Elect Director Roderick C. McGeary	For	For	Mgmt
10	Elect Director Michael K. Powell	For	For	Mgmt
11	Elect Director Steven M. West	For	For	Mgmt
12	Elect Director Jerry Yang	For	For	Mgmt
13	Amend Omnibus Stock Plan	For	For	Mgmt
14	Approve Executive Incentive Bonus Plan	For	For	Mgmt
15	Ratify Auditors	For	For	Mgmt
16	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	ShrHoldr
17	Pay For Superior Performance	Against	Against	ShrHoldr
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
19	Report on Internet Fragmentation	Against	Against	ShrHoldr

07/09/07 - S

CME Group Inc. *CME*

167760107

05/29/07

1	Approve Merger Agreement	For	For	Mgmt
2	Adjourn Meeting	For	For	Mgmt

1	Elect Director John T. Cahill	For	For	Mgmt
2	Elect Director Jill K. Conway	For	For	Mgmt
3	Elect Director Ian M. Cook	For	For	Mgmt
4	Elect Director Ellen M. Hancock	For	For	Mgmt
5	Elect Director David W. Johnson	For	For	Mgmt
6	Elect Director Richard J. Kogan	For	For	Mgmt
7	Elect Director Delano E. Lewis	For	For	Mgmt
8	Elect Director Reuben Mark	For	For	Mgmt
9	Elect Director J. Pedro Reinhard	For	For	Mgmt
10	Elect Director Stephen I. Sadove	For	For	Mgmt
11	Ratify Auditors	For	For	Mgmt
12	Increase Authorized Common Stock	For	For	Mgmt

1	Elect Directors	For	For	Mgmt
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2	Ratify Auditors	For	For	Mgmt
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11/14/07 - S **Deere & Co. *DE*** 244199105 09/24/07

1	Approve Increase in Common Stock and a Stock Split	For	For	Mgmt
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02/27/08 - A **Deere & Co. *DE*** 244199105 12/31/07

1	Elect Director T. Kevin Dunnigan	For	For	Mgmt
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2	Elect Director Charles O. Holliday, Jr.	For	For	Mgmt
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3	Elect Director Dipak C. Jain	For	For	Mgmt
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4	Elect Director Joachim Milberg	For	For	Mgmt
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5	Elect Director Richard B. Myers	For	For	Mgmt
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6	Amend Executive Incentive Bonus Plan	For	For	Mgmt
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7	Ratify Auditors	For	For	Mgmt
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12/04/07 - A **Dell Inc. *DELL*** 24702R101 10/26/07

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
4	Stock Retention/Holding Period	Against	Against	ShrHoldr
5	Declaration of Dividend	Against	Against	ShrHoldr

05/13/08 - A **Dentsply International, Inc. *XRAY*** 249030107 03/17/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Prepare Sustainability Report	Against	Against	ShrHoldr

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

02/05/08 - A **Emerson Electric Co. *EMR*** 291011104 11/27/07

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

05/07/08 - A **Expeditors International of Washington, Inc. *EXPD*** 302130109 03/10/08

1	Elect Directors	For	For	Mgmt
2	Approve Stock Option Plan	For	For	Mgmt
3	Amend Non-Employee Director Restricted Stock Plan	For	For	Mgmt
4	Approve Executive Incentive Bonus Plan	For	For	Mgmt

5	Ratify Auditors	For	For	Mgmt
6	Amend EEO Policy to Reference Discrimination based on Sexual Orientation	Against	Against	ShrHoldr

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

01/08/08 - S **Foster Wheeler Ltd *FWLT*** G36535139 11/19/07

This is a global meeting for ballots received via the Broadridge North American ballot distribution system

1	INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY DESCRIBED IN THE PROXY STATEMENT.	For	For	Mgmt
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This is a duplicate meeting for ballots received via the Broadridge North American ballot distribution system

1	Elect Directors	For	For	Mgmt
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2	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS FOSTER WHEELER LTD. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2008 AND AUTHORIZATION OF THE BOARD, THROUGH THE AUDIT COMMITTEE, TO SET THE FIRM S REMUNERATION.	For	For	Mgmt
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1	Elect Directors	For	For	Mgmt
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2	Amend Qualified Employee Stock Purchase Plan	For	For	Mgmt
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3	Ratify Auditors	For	For	Mgmt
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1	Elect Director Nicholas D. Chabraja	For	For	Mgmt
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2	Elect Director James S. Crown	For	For	Mgmt
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3	Elect Director William P. Fricks	For	For	Mgmt
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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

05/08/08 - A

Gilead Sciences, Inc. *GILD*

375558103

03/19/08

1	Elect Directors	For	For	Mgmt
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2	Ratify Auditors	For	For	Mgmt
3	Amend Omnibus Stock Plan	For	For	Mgmt
4	Increase Authorized Common Stock	For	For	Mgmt

05/08/08 - A **Google Inc *GOOG*** 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

03/11/08 - A **Hologic, Inc. *HOLX*** 436440101 01/18/08

1	Elect Directors	For	For	Mgmt
2	Increase Authorized Common Stock	For	For	Mgmt
3	Approve Qualified Employee Stock Purchase Plan	For	For	Mgmt
4	Approve Omnibus Stock Plan	For	For	Mgmt

5	Adjourn Meeting	For	Against	Mgmt
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05/02/08 - A **Illinois Tool Works Inc. *ITW*** 452308109 03/04/08

1	Elect Director William F. Aldinger	For	For	Mgmt
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2	Elect Director Marvin D. Brailsford	For	For	Mgmt
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3	Elect Director Susan Crown	For	For	Mgmt
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4	Elect Director Don H. Davis, Jr.	For	For	Mgmt
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5	Elect Director Robert C. McCormack	For	For	Mgmt
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6	Elect Director Robert S. Morrison	For	For	Mgmt
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7	Elect Director James A. Skinner	For	For	Mgmt
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8	Elect Director Harold B. Smith	For	For	Mgmt
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9	Elect Director David B. Speer	For	For	Mgmt
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10	Elect Director Pamela B. Strobel	For	For	Mgmt
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11	Approve Executive Incentive Bonus Plan	For	For	Mgmt
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12	Ratify Auditors	For	For	Mgmt
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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

02/27/08 - A **International Game Technology *IGT*** 459902102 12/31/07

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

3	Ratify Auditors	For	For	Mgmt
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04/30/08 - A **Kohl's Corp. *KSS***

500255104

03/05/08

1	Elect Director Steven A. Burd	For	For	Mgmt
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2	Elect Director Wayne Embry	For	For	Mgmt
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3	Elect Director John F. Herma	For	For	Mgmt
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4	Elect Director William S. Kellogg	For	For	Mgmt
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5	Elect Director Kevin Mansell	For	For	Mgmt
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6	Elect Director R. Lawrence Montgomery	For	For	Mgmt
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7	Elect Director Frank V. Sica	For	For	Mgmt
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8	Elect Director Peter M. Sommerhauser	For	For	Mgmt
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9	Elect Director Stephanie A. Streeter	For	For	Mgmt
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10	Elect Director Stephen E. Watson	For	For	Mgmt
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11	Ratify Auditors	For	For	Mgmt
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12	Require a Majority Vote for the Election of Directors	Against	For	ShrHoldr
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13	Pay For Superior Performance	Against	Against	ShrHoldr
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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

10/19/07 - A **Marvell Technology Group Ltd *MRVL*** G5876H105 08/31/07

Meeting for ADR Holders

1	ELECTION OF ONE DIRECTOR: PAUL R. GRAY, PH.D.	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	TO APPROVE THE 2007 DIRECTOR STOCK INCENTIVE PLAN.	For	Against	Mgmt

08/23/07 - A **Medtronic, Inc. *MDT*** 585055106 06/25/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Declassify the Board of Directors	For	For	Mgmt

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

01/16/08 - A **Monsanto Co. *MON***

61166W101

11/19/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Separate Chairman and CEO Positions	Against	Against	ShrHoldr
4	Amend Bylaws to Not Indemnify Directors for Social and Environmental Liabilities	Against	Against	ShrHoldr

10/03/07 - A **Paychex, Inc. *PAYX***

704326107

08/06/07

1	Elect Director B. Thomas Golisano	For	For	Mgmt
2	Elect Director David J. S. Flaschen	For	For	Mgmt
3	Elect Director Phillip Horsley	For	For	Mgmt
4	Elect Director Grant M. Inman	For	For	Mgmt
5	Elect Director Pamela A. Joseph	For	For	Mgmt
6	Elect Director Jonathan J. Judge	For	For	Mgmt
7	Elect Director Joseph M. Tucci	For	For	Mgmt
8	Elect Director Joseph M. Velli	For	For	Mgmt
9	Ratify Auditors	For	For	Mgmt

1	Elect Director I.M. Cook	For	For	Mgmt
2	Elect Director D. Dublon	For	For	Mgmt
3	Elect Director V.J. Dzau	For	For	Mgmt
4	Elect Director R.L. Hunt	For	For	Mgmt
5	Elect Director A. Ibarguen	For	For	Mgmt
6	Elect Director A.C. Martinez	For	For	Mgmt
7	Elect Director I.K. Nooyi	For	For	Mgmt
8	Elect Director S.P. Rockefeller	For	For	Mgmt
9	Elect Director J.J. Schiro	For	For	Mgmt
10	Elect Director L.G. Trotter	For	For	Mgmt
11	Elect Director D.Vasella	For	For	Mgmt
12	Elect Director M.D. White	For	For	Mgmt
13	Ratify Auditors	For	For	Mgmt
14	Report on Recycling	Against	Against	ShrHoldr
15	Report on Genetically Engineered Products	Against	Against	ShrHoldr

16	Report on Human Rights Policies Relating to Water Use	Against	Against	ShrHoldr
17	Report on Global Warming	Against	Against	ShrHoldr
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr

03/11/08 - A **QUALCOMM Inc. *QCOM*** 747525103 01/14/08

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

05/29/08 - A **Raytheon Co. *RTN*** 755111507 04/04/08

1	Elect Director Barbara M. Barrett	For	For	Mgmt
2	Elect Director Vernon E. Clark	For	For	Mgmt
3	Elect Director John M. Deutch	For	For	Mgmt
4	Elect Director Frederic M. Poses	For	For	Mgmt
5	Elect Director Michael C. Ruetters	For	For	Mgmt
6	Elect Director Ronald L. Skates	For	For	Mgmt

7	Elect Director William R. Spivey	For	For	Mgmt
8	Elect Director Linda G. Stuntz	For	For	Mgmt
9	Elect Director William H. Swanson	For	For	Mgmt
10	Ratify Auditors	For	For	Mgmt
11	Establish SERP Policy	Against	Against	ShrHoldr
12	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr

07/17/07 - A **Research In Motion Ltd *RIM*** 760975102 05/29/07

1	Elect Directors Michael Lazaridis, James Balsillie, James Estill, David Kerr, Roger Martin, John E. Richardson, Barbara Stymiest, and John Wetmore	For	For	Mgmt
2	Approve Ernst & Young LLP as Auditors and Authorize Board to Fix Remuneration of Auditors	For	For	Mgmt
3	Amend Stock Option Plan	For	For	Mgmt

05/16/08 - A **Schering-Plough Corp. *SGP*** 806605101 03/28/08

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

04/09/08 - A **Schlumberger Ltd. *SLB***

806857108

02/20/08

Meeting for ADR Holders

1	Elect Directors	For	For	Mgmt
2	ADOPTION AND APPROVAL OF FINANCIALS AND DIVIDENDS	For	For	Mgmt
3	APPROVAL OF ADOPTION OF THE SCHLUMBERGER 2008 STOCK INCENTIVE PLAN	For	For	Mgmt
4	APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	For	For	Mgmt

05/13/08 - A **Smith International, Inc. *SII***

832110100

03/14/08

1	Elect Directors	For	For	Mgmt
2	Amend Omnibus Stock Plan	For	For	Mgmt
3	Increase Authorized Common Stock	For	For	Mgmt
4	Ratify Auditors	For	For	Mgmt

04/23/08 - A **Stryker Corp. *SYK***

863667101

02/29/08

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

3	Approve Qualified Employee Stock Purchase Plan	For	For	Mgmt
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05/22/08 - A **Target Corporation *TGT*** 87612E106 03/24/08

1	Elect Director Roxanne S. Austin	For	For	Mgmt
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2	Elect Director James A. Johnson	For	For	Mgmt
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3	Elect Director Mary E. Minnick	For	For	Mgmt
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4	Elect Director Derica W. Rice	For	For	Mgmt
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5	Ratify Auditors	For	For	Mgmt
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04/28/08 - A **The Boeing Co. *BA*** 097023105 02/28/08

1	Elect Director John H. Biggs	For	For	Mgmt
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2	Elect Director John E. Bryson	For	For	Mgmt
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3	Elect Director Arthur D. Collins, Jr.	For	For	Mgmt
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4	Elect Director Linda Z. Cook	For	For	Mgmt
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5	Elect Director William M. Daley	For	For	Mgmt
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6	Elect Director Kenneth M. Duberstein	For	For	Mgmt
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7	Elect Director James L. Jones	For	For	Mgmt
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8	Elect Director Edward M. Liddy	For	For	Mgmt
9	Elect Director John F. McDonnell	For	For	Mgmt
10	Elect Director W. James McNerney, Jr.	For	For	Mgmt
11	Elect Director Mike S. Zafirovski	For	For	Mgmt
12	Ratify Auditors	For	For	Mgmt
13	Report on Foreign Arms Sales	Against	Against	ShrHoldr
14	Adopt Principles for Health Care Reform	Against	Against	ShrHoldr
15	Adopt Human Rights Policy	Against	Against	ShrHoldr
16	Require Independent Lead Director	Against	For	ShrHoldr
17	Performance-Based and/or Time-Based Equity Awards	Against	Against	ShrHoldr
18	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
19	Restrict Severance Agreements (Change-in-Control)	Against	Against	ShrHoldr

04/16/08 - A **The Coca-Cola Company *KO***

191216100

02/22/08

1	Elect Director Herbert A. Allen	For	For	Mgmt
2	Elect Director Ronald W. Allen	For	For	Mgmt

3	Elect Director Cathleen P. Black	For	For	Mgmt
4	Elect Director Barry Diller	For	For	Mgmt
5	Elect Director Alexis M. Herman	For	For	Mgmt
6	Elect Director E. Neville Isdell	For	For	Mgmt
7	Elect Director Muhtar Kent	For	For	Mgmt
8	Elect Director Donald R. Keough	For	For	Mgmt
9	Elect Director Donald F. McHenry	For	For	Mgmt
10	Elect Director Sam Nunn	For	For	Mgmt
11	Elect Director James D. Robinson III	For	For	Mgmt
12	Elect Director Peter V. Ueberroth	For	For	Mgmt
13	Elect Director Jacob Wallenberg	For	For	Mgmt
14	Elect Director James B. Williams	For	For	Mgmt
15	Ratify Auditors	For	For	Mgmt
16	Approve Stock Option Plan	For	For	Mgmt
17	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
18	Require Independent Board Chairman	Against	For	ShrHoldr

19	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Against	ShrHoldr
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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

10/09/07 - A **The Procter & Gamble Company *PG*** 742718109 08/10/07

1	Elect Directors	For	For	Mgmt
2	Ratify Auditor	For	For	Mgmt
3	Prohibit Executive Stock-Based Awards	Against	Against	ShrHoldr
4	Report on Free Enterprise Initiatives	Against	Against	ShrHoldr
5	Report on Animal Welfare	Against	Against	ShrHoldr

05/20/08 - A **Thermo Fisher Scientific Inc. *TMO*** 883556102 03/28/08

1	Elect Director Scott M. Sperling	For	For	Mgmt
2	Elect Director Bruce L. Koepfgen	For	For	Mgmt
3	Elect Director Michael E. Porter	For	For	Mgmt
4	Approve Omnibus Stock Plan	For	For	Mgmt

5	Approve Executive Incentive Bonus Plan	For	For	Mgmt
6	Ratify Auditors	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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05/16/08 - A **Transocean Inc. *RIG*** G90073100 03/19/08

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

02/27/08 - S **UBS AG**

H89231338

01/28/08

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

1	REQUEST FOR A SPECIAL AUDIT (SONDERPRUFUNG) BY ETHOS	Against	Against	ShrHoldr
2	STOCK DIVIDEND CREATION OF AUTHORIZED CAPITAL APPROVAL OF ARTICLE 4B OF THE ARTICLES OF ASSOCIATION	For	For	Mgmt
3	CAPITAL INCREASE PROPOSAL BY THE BOARD OF DIRECTORS: MANDATORY CONVERTIBLE NOTES CREATION OF CONDITIONAL CAPITAL APPROVAL OF ARTICLE 4A PARA. 3 OF THE ARTICLES OF ASSOCIATION	For	For	Mgmt
4	ALTERNATIVE PROPOSAL BY PROFOND: ORDINARY CAPITAL INCREASE RIGHTS OFFERING	Against	Against	ShrHoldr

5	IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS	For	Against	Mgmt
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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

05/15/08 - A **Yum Brands, Inc. *YUM*** 988498101 03/17/08

1	Elect Directors	For	For	Mgmt
2	Ratify Auditors	For	For	Mgmt
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Mgmt
4	Amend Omnibus Stock Plan	For	For	Mgmt
5	Adopt MacBride Principles	Against	Against	ShrHoldr
6	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	ShrHoldr
7	Report on Sustainability and Food Safety in the Supply Chain	Against	Against	ShrHoldr
8	Report on Animal Welfare Policies	Against	Against	ShrHoldr

05/05/08 - A **Zimmer Holdings Inc *ZMH*** 98956P102 03/06/08

1	Elect Director David C. Dvorak	For	For	Mgmt
2	Elect Director Robert A. Hagemann	For	For	Mgmt
3	Elect Director Arthur J. Higgins	For	For	Mgmt
4	Elect Director Cecil B. Pickett	For	For	Mgmt
5	Ratify Auditors	For	For	Mgmt

6	Amend Executive Incentive Bonus Plan	For	For	Mgmt
7	Eliminate Supermajority Vote Requirement	For	For	Mgmt

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 TAX-MANAGED EQUITY FUND, 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