

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

ALLIANCEBERNSTEIN MID CAP GROWTH FUND INC

CIK: **19614** | IRS No.: **136021421** | State of Incorporation: **NY** | Fiscal Year End: **0731**
Type: **N-PX** | Act: **40** | File No.: **811-00204** | Film No.: **081047355**

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number: 811-00204

AllianceBernstein Mid-Cap Growth Fund, Inc.
(Exact name of registrant as specified in charter)

AllianceBernstein L.P.
1345 Avenue of the Americas, New York, New York 10105
(Address of Principal Executive Office) (Zip Code)

Registrant's Telephone Number, including Area Code:
(800) 221-5672

EMILIE D. WRAPP
AllianceBernstein L.P.
1345 Avenue of the Americas
New York, New York 10105
(Name and address of agent for service)

Copies of communications to:
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Seward & Kissel LLP
1200 G Street, N.W.
Washington, D.C. 20005

Date of fiscal year end: July 31

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

Item 1. Proxy Voting Record.

***** FORM N-Px REPORT *****

ICA File Number: 811-00204
Reporting Period: 07/01/2007 - 06/30/2008
AllianceBernstein Mid-Cap Growth Fund, Inc.

ABERCROMBIE & FITCH CO.

Ticker: ANF Security ID: 002896207
 Meeting Date: JUN 11, 2008 Meeting Type: Annual
 Record Date: APR 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lauren J. Brisky	For	For	Management
1.2	Elect Director Archie M. Griffin	For	For	Management
1.3	Elect Director Allan A. Tuttle	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

ACTIVISION, INC.

Ticker: ATVI Security ID: 004930202
 Meeting Date: SEP 27, 2007 Meeting Type: Annual
 Record Date: JUL 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert A. Kotick	For	For	Management
1.2	Elect Director Brian G. Kelly	For	For	Management
1.3	Elect Director Ronald Doornink	For	For	Management
1.4	Elect Director Robert J. Corti	For	For	Management
1.5	Elect Director Barbara S. Isgur	For	Withhold	Management
1.6	Elect Director Robert J. Morgado	For	Withhold	Management
1.7	Elect Director Peter J. Nolan	For	Withhold	Management
1.8	Elect Director Richard Sarnoff	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management
4	Increase Board Diversity	Against	Against	Shareholder
5	Advisory Vote to Ratify Named Executive Officer's Compensation	Against	Against	Shareholder

ADVANCED MICRO DEVICES, INC.

Ticker: AMD Security ID: 007903107
 Meeting Date: JUL 16, 2007 Meeting Type: Special
 Record Date: MAY 25, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Qualified Employee Stock Purchase Plan	For	For	Management

ADVANCED MICRO DEVICES, INC.

Ticker: AMD Security ID: 007903107
Meeting Date: MAY 8, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Hector de J. Ruiz	For	For	Management
2	Elect Director W. Michael Barnes	For	For	Management
3	Elect Director John E. Caldwell	For	For	Management
4	Elect Director Bruce L. Claflin	For	For	Management
5	Elect Director Frank M. Clegg	For	For	Management
6	Elect Director H. Paulett Eberhart	For	For	Management
7	Elect Director Derrick R. Meyer	For	For	Management
8	Elect Director Robert B. Palmer	For	For	Management
9	Elect Director Morton L. Topfer	For	For	Management
10	Ratify Auditors	For	For	Management

ALNYLAM PHARMACEUTICALS, INC.

Ticker: ALNY Security ID: 02043Q107
Meeting Date: JUN 3, 2008 Meeting Type: Annual
Record Date: APR 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J.M. Maraganore, Ph.D.	For	For	Management
1.2	Elect Director Paul R. Schimmel, Ph.D.	For	For	Management
1.3	Elect Director Phillip A. Sharp, Ph.D.	For	For	Management
2	Ratify Auditors	For	For	Management

APPLERA CORP

Ticker: ABI Security ID: 038020202
Meeting Date: OCT 18, 2007 Meeting Type: Annual
Record Date: AUG 31, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Ayers	For	For	Management

1.2	Elect Director Jean-Luc Belingard	For	For	Management
1.3	Elect Director Robert H. Hayes	For	For	Management
1.4	Elect Director Arnold J. Levine	For	For	Management
1.5	Elect Director William H. Longfield	For	For	Management
1.6	Elect Director Elaine R. Mardis	For	For	Management
1.7	Elect Director Theodore E. Martin	For	For	Management
1.8	Elect Director Carolyn W. Slayman	For	For	Management
1.9	Elect Director James R. Tobin	For	For	Management
1.10	Elect Director Tony L. White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management

BALDOR ELECTRIC CO.

Ticker: BEZ Security ID: 057741100
Meeting Date: APR 26, 2008 Meeting Type: Annual
Record Date: MAR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jefferson W. Asher, Jr.	For	For	Management
1.2	Elect Director Richard E. Jaudes	For	For	Management
1.3	Elect Director Robert J. Messey	For	For	Management
2	Ratify Auditors	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder

CEPHEID

Ticker: CPHD Security ID: 15670R107
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert J. Easton	For	For	Management
1.2	Elect Director Mitchell D. Mroz	For	For	Management
1.3	Elect Director Hollings C. Renton	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

CERUS CORP

Ticker: CERS Security ID: 157085101

Meeting Date: JUN 2, 2008 Meeting Type: Annual
Record Date: APR 11, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Timothy B. Anderson	For	For	Management
1.2	Elect Director Bruce C. Cozadd	For	For	Management
1.3	Elect Director Claes Glassell	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

CHICAGO MERCANTILE EXCHANGE HOLDINGS, INC.

Ticker: CME Security ID: 167760107
Meeting Date: JUL 9, 2007 Meeting Type: Special
Record Date: MAY 29, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management

CIENA CORPORATION

Ticker: CIEN Security ID: 171779309
Meeting Date: MAR 26, 2008 Meeting Type: Annual
Record Date: JAN 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harvey B. Cash	For	For	Management
2	Elect Director Judith M. O'Brien	For	For	Management
3	Elect Director Gray B. Smith	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Increase Authorized Common Stock	For	For	Management
6	Ratify Auditors	For	For	Management

COMPUGEN LTD.

Ticker: CGEN Security ID: M25722105
Meeting Date: JUL 31, 2007 Meeting Type: Annual
Record Date: JUN 22, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	TO ELECT A PANEL OF SEVEN DIRECTORS TO	For	For	Management

	THE BOARD OF DIRECTORS OF THE COMPANY OUT OF WHICH THREE SHALL SERVE AS EXTERNAL DIRECTORS PURSUANT TO THE ISRAELI COMPANIES LAW.			
2	TO APPROVE THE COMPENSATION TERMS OF NON-MANAGEMENT DIRECTORS OF THE COMPANY.	For	For	Management
3	TO APPROVE THE ISSUANCE OF STOCK OPTIONS TO THE CHAIRMAN OF THE COMPANY S BOARD OF DIRECTORS, MR. MARTIN GERSTEL.	For	For	Management
4	TO APPROVE CERTAIN COMPENSATION OF OUR CHIEF EXECUTIVE OFFICER AND DIRECTOR, MR. ALEX KOTZER.	For	For	Management
5	TO AMEND TO THE COMPANY S ARTICLES OF ASSOCIATION BY ADOPTING AMENDED AND RESTATED ARTICLES IN ACCORDANCE WITH CHANGES MADE TO THE COMPANIES LAW AND ITS REGULATIONS.	For	For	Management
6	TO EXTEND THE TERM DURING WHICH NON-MANAGEMENT DIRECTORS MAY EXERCISE VESTED OPTIONS AFTER THE TERM OF THEIR SERVICE.	For	Against	Management
7	TO APPROVE THE INDEMNIFICATION AND EXCULPATION OF DIRECTORS.	For	For	Management
8	Ratify Auditors	For	For	Management

CONTINENTAL AIRLINES, INC.

Ticker: CAL Security ID: 210795308
Meeting Date: JUN 11, 2008 Meeting Type: Annual
Record Date: APR 15, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kirbyjon H. Caldwell	For	For	Management
1.2	Elect Director Lawrence W. Kellner	For	For	Management
1.3	Elect Director Douglas H. McCorkindale	For	For	Management
1.4	Elect Director Henry L. Meyer III	For	For	Management
1.5	Elect Director Oscar Munoz	For	For	Management
1.6	Elect Director George G.C. Parker	For	For	Management
1.7	Elect Director Jeffery A. Smisek	For	For	Management
1.8	Elect Director Karen Hastie Williams	For	For	Management
1.9	Elect Director Ronald B. Woodard	For	For	Management
1.10	Elect Director Charles A. Yamarone	For	For	Management
2	Ratify Auditors	For	For	Management
3	Affirm Political Nonpartisanship	Against	Against	Shareholder
4	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
5	Submit Severance Agreement (Change in Control) to Shareholder Vote	Against	For	Shareholder
6	Note from Broadridge: Please vote ABSTAIN if Stock Owned of Record or Beneficially by You is Owned and Controlled Only By U.S. Citizens, Or vote FOR if Such Stock	None	Abstain	Management

is Owned or Controlled By any Person Who
is Not a U.S. Citizen

DENBURY RESOURCES INC.

Ticker: DNR Security ID: 247916208
Meeting Date: NOV 19, 2007 Meeting Type: Special
Record Date: OCT 8, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Increase Authorized Common Stock	For	For	Management
2	Approve Stock Split	For	For	Management
3	Adjourn Meeting	For	Against	Management

DENBURY RESOURCES INC.

Ticker: DNR Security ID: 247916208
Meeting Date: MAY 15, 2008 Meeting Type: Annual
Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald G. Greene	For	For	Management
1.2	Elect Director Michael L. Beatty	For	For	Management
1.3	Elect Director Michael B. Decker	For	For	Management
1.4	Elect Director David I. Heather	For	For	Management
1.5	Elect Director Gregory L. McMichael	For	For	Management
1.6	Elect Director Gareth Roberts	For	For	Management
1.7	Elect Director Randy Stein	For	For	Management
1.8	Elect Director Wieland F. Wettstein	For	For	Management
2	Ratify Auditors	For	For	Management

DYNEGY, INC.

Ticker: DYN Security ID: 26817G102
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David W. Biegler	For	For	Management
1.2	Elect Director Thomas D. Clark, Jr.	For	For	Management
1.3	Elect Director Victor E. Grijalva	For	For	Management
1.4	Elect Director Patricia A. Hammick	For	For	Management

1.5	Elect Director George L. Mazanec	For	For	Management
1.6	Elect Director Howard B. Sheppard	For	For	Management
1.7	Elect Director William L. Trubeck	For	For	Management
1.8	Elect Director Bruce A. Williamson	For	For	Management
2	Ratify Auditors	For	For	Management

EL PASO CORP

Ticker: EP Security ID: 28336L109
Meeting Date: MAY 14, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Juan Carlos Braniff	For	For	Management
2	Elect Director James L. Dunlap	For	For	Management
3	Elect Director Douglas L. Foshee	For	For	Management
4	Elect Director Robert W. Goldman	For	For	Management
5	Elect Director Anthony W. Hall, Jr.	For	For	Management
6	Elect Director Thomas R. Hix	For	For	Management
7	Elect Director William H. Joyce	For	For	Management
8	Elect Director Ronald L. Kuehn, Jr.	For	For	Management
9	Elect Director Ferrell P. McClean	For	For	Management
10	Elect Director Steven J. Shapiro	For	For	Management
11	Elect Director J. Michael Talbert	For	For	Management
12	Elect Director Robert F. Vagt	For	For	Management
13	Elect Director John L. Whitmire	For	For	Management
14	Elect Director Joe B. Wyatt	For	For	Management
15	Ratify Auditors	For	For	Management

EQUINIX, INC.

Ticker: EQIX Security ID: 29444U502
Meeting Date: JUN 12, 2008 Meeting Type: Annual
Record Date: APR 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Steven T. Clontz	For	For	Management
1.2	Elect Director Steven P. Eng	For	For	Management
1.3	Elect Director Gary F. Hromadko	For	For	Management
1.4	Elect Director Scott G. Kriens	For	For	Management
1.5	Elect Director Irving F. Lyons, III	For	For	Management
1.6	Elect Director Christopher B. Paisley	For	For	Management
1.7	Elect Director Stephen M. Smith	For	For	Management
1.8	Elect Director Peter F. Van Camp	For	For	Management
2	Ratify Auditors	For	For	Management

ESTEE LAUDER COMPANIES INC., THE

Ticker: EL Security ID: 518439104
Meeting Date: NOV 9, 2007 Meeting Type: Annual
Record Date: SEP 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Aerin Lauder	For	For	Management
1.2	Elect Director William P. Lauder	For	For	Management
1.3	Elect Director Lynn Forester de Rothschild	For	For	Management
1.4	Elect Director Richard D. Parsons	For	For	Management
2	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

GARMIN LTD.

Ticker: GRMN Security ID: G37260109
Meeting Date: JUN 6, 2008 Meeting Type: Annual
Record Date: APR 10, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald H. Eller	For	For	Management
1.2	Elect Director Clifton A. Pemble	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GARMIN S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2008 FISCAL YEAR.	For	For	Management

GAYLORD ENTERTAINMENT CO.

Ticker: GET Security ID: 367905106
Meeting Date: MAY 6, 2008 Meeting Type: Annual
Record Date: MAR 17, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E.K. Gaylord II	For	For	Management
1.2	Elect Director E. Gordon Gee	For	For	Management
1.3	Elect Director Ellen Levine	For	For	Management
1.4	Elect Director Ralph Horn	For	For	Management
1.5	Elect Director Michael J. Bender	For	For	Management

1.6	Elect Director R. Brad Martin	For	For	Management
1.7	Elect Director Michael D. Rose	For	For	Management
1.8	Elect Director Colin V. Reed	For	For	Management
1.9	Elect Director Michael I. Roth	For	For	Management
2	Ratify Auditors	For	For	Management

GIVEN IMAGING LTD.

Ticker: GIVN Security ID: M52020100
Meeting Date: JUL 18, 2007 Meeting Type: Written Consent
Record Date: JUN 18, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mr. Doron Birger	For	For	Management
1.2	Elect Director Prof. Anat Leowenstein	For	For	Management
1.3	Elect Director Mr. Israel Makov	For	For	Management
1.4	Elect Director Mr. Arie Mientkavich	For	For	Management
1.5	Elect Director Mr. Nachum Shamir	For	For	Management
1.6	Elect Director Mr. Dennert O. Ware	For	For	Management
2	TO REELECT JAMES CORNELIUS AND MICHAEL GROBSTEIN TO SERVE AS EXTERNAL DIRECTORS, AS DEFINED IN THE ISRAELI COMPANIES LAW, 1999, FOR A 3 YEAR TERM UNTIL DECEMBER 2010.	For	For	Management
3	PLEASE STATE WHETHER OR NOT YOU ARE A CONTROLLING PERSON OR ACT ON BEHALF OF A CONTROLLING PERSON . MARK FOR IF YES AND MARK AGAINST IF NO.	None	Against	Management
4	TO APPROVE THE COMPENSATION OF NON-EMPLOYEE DIRECTORS OF THE COMPANY, WHETHER CURRENTLY IN OFFICE OR HEREINAFTER ELECTED AS A DIRECTOR OF THE COMPANY.	For	Against	Management
5	TO APPROVE THE EMPLOYMENT AGREEMENT AND COMPENSATION TERMS OF THE CHAIRMAN OF THE BOARD OF DIRECTORS.	For	Against	Management
6	TO APPROVE THE 2007 COMPENSATION AND AMENDMENTS TO THE EMPLOYMENT CONTRACT OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, MR. NACHUM SHAMIR.	For	Against	Management
7	TO APPROVE AN INCREASE OF THE NUMBER OF ORDINARY SHARES RESERVED FOR ISSUANCE UNDER THE COMPANY S 2006 EQUITY INCENTIVE PLAN.	For	Against	Management
8	TO APPROVE THE REGISTRATION RIGHTS AGREEMENT AMONG THE COMPANY, ELRON ELECTRONIC INDUSTRIES LTD., DISCOUNT INVESTMENT CORPORATION LTD. AND RAFAEL DEVELOPMENT CORPORATION LTD.	For	Against	Management
9	PLEASE STATE WHETHER OR NOT YOU HAVE A	None	Against	Management

PERSONAL INTEREST IN THE RESOLUTION
DESCRIBED IN THIS PROPOSAL 7. MARK FOR
IF YES AND MARK AGAINST IF NO.

10	TO APPROVE AN INCREASE IN THE MAXIMUM COVERAGE AMOUNT UNDER THE COMPANY S DIRECTORS AND OFFICERS INSURANCE POLICY.	For	For	Management
11	Ratify Auditors	For	For	Management

GIVEN IMAGING LTD.

Ticker: GIVN Security ID: M52020100
Meeting Date: JUN 17, 2008 Meeting Type: Annual
Record Date: MAY 12, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mr. Doron Birger	For	For	Management
1.2	Elect Director Prof. Anat Leowenstein	For	For	Management
1.3	Elect Director Mr. Israel Makov	For	For	Management
1.4	Elect Director Mr. Arie Mientkavich	For	For	Management
1.5	Elect Director Mr. Nachum Shamir	For	For	Management
1.6	Elect Director Mr. Dennert O. Ware	For	For	Management
2	APPROVAL OF THE 2008 COMPENSATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE COMPANY, MR. NACHUM SHAMIR	For	For	Management
3	APPROVAL OF AMENDMENTS TO THE COMPANY S ARTICLES OF ASSOCIATION	For	For	Management
4	APPROVAL OF AMENDMENTS TO THE COMPANY S STANDARD INDEMNIFICATION AGREEMENT WITH DIRECTORS AND OFFICERS	For	For	Management
5	Ratify Auditors	For	For	Management

HOLOGIC, INC.

Ticker: HOLX Security ID: 436440101
Meeting Date: MAR 11, 2008 Meeting Type: Annual
Record Date: JAN 18, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John W. Cumming	For	For	Management
1.2	Elect Director Patrick J. Sullivan	For	For	Management
1.3	Elect Director David R. LaVance, Jr.	For	For	Management
1.4	Elect Director Nancy L. Leaming	For	For	Management
1.5	Elect Director Lawrence M. Levy	For	For	Management
1.6	Elect Director Glenn P. Muir	For	For	Management

1.7	Elect Director Elaine S. Ullian	For	For	Management
1.8	Elect Director Daniel J. Levangie	For	For	Management
1.9	Elect Director Sally W. Crawford	For	For	Management
1.10	Elect Director C. William McDaniel	For	For	Management
1.11	Elect Director Wayne Wilson	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Approve Qualified Employee Stock Purchase Plan	For	For	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Adjourn Meeting	For	Against	Management

ILLUMINA, INC.

Ticker: ILMN Security ID: 452327109
Meeting Date: MAY 16, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roy A. Whitfield	For	For	Management
1.2	Elect Director Daniel M. Bradbury	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

ITC HOLDINGS CORP

Ticker: ITC Security ID: 465685105
Meeting Date: MAY 21, 2008 Meeting Type: Annual
Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward G. Jepsen	For	For	Management
1.2	Elect Director Richard D. McLellan	For	For	Management
1.3	Elect Director William J. Museler	For	For	Management
1.4	Elect Director Hazel R. O'Leary	For	For	Management
1.5	Elect Director G. Bennett Stewart, III	For	For	Management
1.6	Elect Director Lee C. Stewart	For	For	Management
1.7	Elect Director Joseph L. Welch	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

ITRON, INC.

Ticker: ITRI Security ID: 465741106
Meeting Date: MAY 6, 2008 Meeting Type: Annual
Record Date: FEB 29, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jon E. Eliassen	For	For	Management
1.2	Elect Director Charles H. Gaylord	For	For	Management
1.3	Elect Director Gary E. Pruitt	For	For	Management
2	Ratify Auditors	For	For	Management

JDS UNIPHASE CORP.

Ticker: JDSU Security ID: 46612J507
Meeting Date: NOV 16, 2007 Meeting Type: Annual
Record Date: SEP 21, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce D. Day	For	For	Management
1.2	Elect Director Martin A. Kaplan	For	For	Management
1.3	Elect Director Kevin J. Kennedy	For	For	Management
2	Amend Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

JUNIPER NETWORKS, INC.

Ticker: JNPR Security ID: 48203R104
Meeting Date: MAY 21, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary B. Cranston	For	For	Management
1.2	Elect Director J. Michael Lawrie	For	For	Management
2	Approve Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

KLA-TENCOR CORP.

Ticker: KLAC Security ID: 482480100
Meeting Date: NOV 15, 2007 Meeting Type: Annual
Record Date: OCT 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward W. Barnholt	For	For	Management
1.2	Elect Director Stephen P. Kaufman	For	For	Management
1.3	Elect Director Richard P. Wallace	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

LAM RESEARCH CORP.

Ticker: LRCX Security ID: 512807108
Meeting Date: JUN 10, 2008 Meeting Type: Annual
Record Date: APR 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James W. Bagley	For	For	Management
1.2	Elect Director David G. Arscott	For	For	Management
1.3	Elect Director Robert M. Berdahl	For	For	Management
1.4	Elect Director Richard J. Elkus, Jr.	For	For	Management
1.5	Elect Director Jack R. Harris	For	For	Management
1.6	Elect Director Grant M. Inman	For	For	Management
1.7	Elect Director Catherine P. Lego	For	For	Management
1.8	Elect Director Stephen G. Newberry	For	Withhold	Management
1.9	Elect Director Seiichi Watanabe	For	For	Management
1.10	Elect Director Patricia S. Wolpert	For	For	Management
2	Ratify Auditors	For	For	Management

MOVE INC

Ticker: MOVE Security ID: 62458M108
Meeting Date: JUN 12, 2008 Meeting Type: Annual
Record Date: APR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joe F. Hanauer	For	For	Management
1.2	Elect Director Steven H. Berkowitz	For	For	Management
1.3	Elect Director William E. Kelvie	For	For	Management
1.4	Elect Director Kenneth K. Klein	For	For	Management
1.5	Elect Director Geraldine B. Laybourne	For	For	Management
1.6	Elect Director W. Michael Long	For	For	Management
1.7	Elect Director V. Paul Unruh	For	For	Management
1.8	Elect Director Bruce G. Willison	For	For	Management
2	Ratify Auditors	For	For	Management

MYRIAD GENETICS, INC.

Ticker: MYGN Security ID: 62855J104
Meeting Date: NOV 15, 2007 Meeting Type: Annual
Record Date: SEP 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peter D. Meldrum	For	For	Management
1.2	Elect Director Mark H. Skolnick, Ph.D.	For	For	Management
1.3	Elect Director Linda S. Wilson, Ph.D.	For	For	Management
2	Amend Stock Option Plan	For	For	Management
3	Ratify Auditors	For	For	Management

NASDAQ OMX GROUP, INC., THE

Ticker: NDAQ Security ID: 631103108
Meeting Date: MAY 21, 2008 Meeting Type: Annual
Record Date: APR 4, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Soud Ba'alawy	For	For	Management
1.2	Elect Director Urban Backstrom	For	For	Management
1.3	Elect Director H. Furlong Baldwin	For	For	Management
1.4	Elect Director Michael Casey	For	For	Management
1.5	Elect Director Lon Gorman	For	For	Management
1.6	Elect Director Robert Greifeld	For	For	Management
1.7	Elect Director Glenn H. Hutchins	For	For	Management
1.8	Elect Director Birgitta Kantola	For	For	Management
1.9	Elect Director Essa Kazim	For	For	Management
1.10	Elect Director John D. Markese	For	For	Management
1.11	Elect Director Hans Munk Nielsen	For	For	Management
1.12	Elect Director Thomas F. O'Neill	For	For	Management
1.13	Elect Director James S. Riepe	For	For	Management
1.14	Elect Director Michael R. Splinter	For	For	Management
1.15	Elect Director Lars Wedenborn	For	For	Management
1.16	Elect Director Deborah L. Wince-Smith	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

NASDAQ STOCK MARKET, INC, THE

Ticker: NDAQ Security ID: 631103108
Meeting Date: DEC 12, 2007 Meeting Type: Special
Record Date: OCT 29, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with an Acquisition	For	For	Management
2	Change Company Name	For	For	Management

NETLOGIC MICROSYSTEMS, INC.

Ticker: NETL Security ID: 64118B100
Meeting Date: MAY 16, 2008 Meeting Type: Annual
Record Date: MAR 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Norman Godinho	For	For	Management
1.2	Elect Director Ronald Jankov	For	For	Management
2	Ratify Auditors	For	For	Management

NETWORK APPLIANCE, INC.

Ticker: NTAP Security ID: 64120L104
Meeting Date: SEP 19, 2007 Meeting Type: Annual
Record Date: JUL 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel J. Warmenhoven	For	For	Management
1.2	Elect Director Donald T. Valentine	For	For	Management
1.3	Elect Director Jeffry R. Allen	For	For	Management
1.4	Elect Director Carol A. Bartz	For	For	Management
1.5	Elect Director Alan L. Earhart	For	For	Management
1.6	Elect Director Edward Kozel	For	For	Management
1.7	Elect Director Mark Leslie	For	For	Management
1.8	Elect Director Nicholas G. Moore	For	For	Management
1.9	Elect Director George T. Shaheen	For	For	Management
1.10	Elect Director Robert T. Wall	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Approve Executive Incentive Bonus Plan	For	For	Management
6	Ratify Auditors	For	For	Management

NEUSTAR, INC

Ticker: NSR Security ID: 64126X201
Meeting Date: JUL 9, 2007 Meeting Type: Annual
Record Date: MAY 11, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey E. Ganek	For	For	Management
1.2	Elect Director Hellene S. Runtagh	For	For	Management
2	Ratify Auditors	For	For	Management

NUANCE COMMUNICATIONS, INC.

Ticker: NUAN Security ID: 67020Y100
Meeting Date: APR 21, 2008 Meeting Type: Annual
Record Date: MAR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles W. Berger	For	For	Management
1.2	Elect Director Robert J. Frankenberg	For	For	Management
1.3	Elect Director Jeffrey A. Harris	For	For	Management
1.4	Elect Director William H. Janeway	For	For	Management
1.5	Elect Director Katharine A. Martin	For	For	Management
1.6	Elect Director Mark B. Myers	For	For	Management
1.7	Elect Director Philip J. Quigley	For	For	Management
1.8	Elect Director Paul A. Ricci	For	For	Management
1.9	Elect Director Robert G. Teresi	For	For	Management
2	Amend Qualified Employee Stock Purchase Plan	For	For	Management
3	Ratify Auditors	For	For	Management

POLO RALPH LAUREN CORP.

Ticker: RL Security ID: 731572103
Meeting Date: AUG 9, 2007 Meeting Type: Annual
Record Date: JUN 25, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Frank A. Bennack, Jr.	For	For	Management
1.2	Elect Joel L. Fleishman	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

QIAGEN N.V.

Ticker: QGEN Security ID: N72482107
Meeting Date: JUL 20, 2007 Meeting Type: Special
Record Date: JUN 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	PROPOSAL TO APPROVE THE ACQUISITION OF DIGENE CORPORATION.	For	For	Management
2	PROPOSAL TO APPROVE AN AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.	For	For	Management
3	TO AUTHORIZE THE BOARD FOR A PERIOD OF FIVE YEARS, TO ISSUE ORDINARY AND FINANCING PREFERENCE SHARES OR RIGHTS TO SUBSCRIBE IN THE CAPITAL OF THE COMPANY, ALL AS FOR FULLY DESCRIBED IN THE PROXY STATEMENT.	For	For	Management
4	TO AUTHORIZE THE BOARD FOR A PERIOD OF FIVE YEARS, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO THE COMPANY S SHAREHOLDERS FOR UP TO A MAXIMUM OF 50% OF THE NUMBER OF ORDINARY SHARES.	For	For	Management
5	TO AUTHORIZE THE BOARD FOR A PERIOD OF FIVE YEARS, TO ISSUE PREFERENCE SHARES OR RIGHTS TO SUBSCRIBE FOR PREFERENCE SHARES IN THE CAPITAL OF THE COMPANY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	For	Against	Management

QIAGEN N.V.

Ticker: QGEN Security ID: N72482107
Meeting Date: JUN 26, 2008 Meeting Type: Annual
Record Date: MAY 13, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	PROPOSAL TO ADOPT THE ANNUAL ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2007 (FISCAL YEAR 2007).	For	For	Management
2	PROPOSAL TO APPROVE THE PERFORMANCE OF THE MANAGING BOARD DURING FISCAL YEAR 2007, INCLUDING A DISCHARGE FROM LIABILITY WITH RESPECT TO THE EXERCISE OF THEIR DUTIES DURING FISCAL YEAR 2007.	For	For	Management
3	PROPOSAL TO APPROVE THE PERFORMANCE OF THE SUPERVISORY BOARD DURING FISCAL YEAR 2007, INCLUDING A DISCHARGE FROM LIABILITY.	For	For	Management
4	TO REAPPOINT SIX SUPERVISORY DIRECTORS OF THE COMPANY FOR A TERM ENDING ON THE DATE OF THE ANNUAL GENERAL MEETING IN 2009.	For	Against	Management
5	PROPOSAL TO REAPPOINT FOUR MANAGING DIRECTORS OF THE COMPANY FOR A TERM ENDING ON THE DATE OF THE ANNUAL GENERAL MEETING IN 2009.	For	For	Management

6	TO APPROVE THE CASH REMUNERATION OF THE SUPERVISORY BOARD.	For	For	Management
7	RATIFY AUDITORS	For	For	Management
8	TO AUTHORIZE THE MANAGING BOARD, UNTIL DECEMBER 26, 2009, TO ACQUIRE SHARES IN THE COMPANY S OWN SHARE CAPITAL.	For	For	Management
9	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY S ARTICLES OF ASSOCIATION.	For	Against	Management

QUANTA SERVICES, INC.

Ticker: PWR Security ID: 74762E102
Meeting Date: AUG 30, 2007 Meeting Type: Special
Record Date: JUL 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management

QUANTA SERVICES, INC.

Ticker: PWR Security ID: 74762E102
Meeting Date: MAY 22, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James R. Ball	For	For	Management
1.2	Elect Director John R. Colson	For	For	Management
1.3	Elect Director J. Michal Conaway	For	For	Management
1.4	Elect Director Ralph R. Disibio	For	For	Management
1.5	Elect Director Bernard Fried	For	For	Management
1.6	Elect Director Louis C. Golm	For	For	Management
1.7	Elect Director Worthing F. Jackman	For	For	Management
1.8	Elect Director Bruce Ranck	For	For	Management
1.9	Elect Director John R. Wilson	For	For	Management
1.10	Elect Director Pat Wood, III	For	For	Management
2	Ratify Auditors	For	For	Management

RED HAT, INC.

Ticker: RHT Security ID: 756577102
Meeting Date: AUG 16, 2007 Meeting Type: Annual
Record Date: JUN 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director General H. Hugh Shelton	For	For	Management
1.2	Elect Director Matthew J. Szulik	For	For	Management
2	Ratify Auditors	For	For	Management

SAKS INCORPORATED

Ticker: SKS Security ID: 79377W108
Meeting Date: JUN 4, 2008 Meeting Type: Annual
Record Date: APR 1, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jerry W. Levin	For	For	Management
1.2	Elect Director Michael S. Gross	For	For	Management
1.3	Elect Director Nora P. McAniff	For	For	Management
1.4	Elect Director Stephen I. Sadove	For	For	Management
2	Ratify Auditors	For	For	Management
3	Provide for Cumulative Voting	Against	Against	Shareholder

SALESFORCE.COM, INC.

Ticker: CRM Security ID: 79466L302
Meeting Date: JUL 12, 2007 Meeting Type: Annual
Record Date: MAY 22, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stratton Sclavos	For	Withhold	Management
1.2	Elect Director Lawrence Tomlinson	For	For	Management
1.3	Elect Director Shirley Young	For	For	Management
2	Ratify Auditors	For	For	Management

SANDISK CORP.

Ticker: SNDK Security ID: 80004C101
Meeting Date: MAY 28, 2008 Meeting Type: Annual
Record Date: MAR 31, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Eli Harari	For	For	Management
2	Elect Director Irwin Federman	For	For	Management
3	Elect Director Steven J. Gomo	For	For	Management

4	Elect Director Eddy W. Hartenstein	For	For	Management
5	Elect Director Catherine P. Lego	For	For	Management
6	Elect Director Michael E. Marks	For	For	Management
7	Elect Director James D. Meindl	For	For	Management
8	Ratify Auditors	For	For	Management
9	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

SHANDA INTERACTIVE ENTERTAINMENT LIMITED

Ticker: SNDA Security ID: 81941Q203
Meeting Date: DEC 18, 2007 Meeting Type: Annual
Record Date: NOV 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	ELECT THE DIRECTOR FOR THE ENSUING YEAR: TIANQIAO CHEN	For	For	Management
2	ELECT THE DIRECTOR FOR THE ENSUING YEAR: DANIAN CHEN	For	For	Management
3	ELECT THE DIRECTOR FOR THE ENSUING YEAR: QIANQIAN LUO	For	For	Management
4	ELECT THE DIRECTOR FOR THE ENSUING YEAR: JINGSHENG HUANG	For	For	Management
5	ELECT THE DIRECTOR FOR THE ENSUING YEAR: CHENGYU XIONG	For	For	Management
6	ELECT THE DIRECTOR FOR THE ENSUING YEAR: BRUNO WU	For	For	Management
7	ELECT THE DIRECTOR FOR THE ENSUING YEAR: JUN TANG	For	For	Management
8	ELECT THE DIRECTOR FOR THE ENSUING YEAR: QUNZHAO TAN	For	For	Management
9	ELECT THE DIRECTOR FOR THE ENSUING YEAR: GRACE WU	For	For	Management

SILICON LABORATORIES, INC.

Ticker: SLAB Security ID: 826919102
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 25, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Navdeep S. Sooch	For	For	Management
1.2	Elect Director Laurence G. Walker	For	For	Management
1.3	Elect Director William P. Wood	For	For	Management
2	Ratify Auditors	For	For	Management

TD AMERITRADE HOLDINGS CORP.

Ticker: AMTD Security ID: 87236Y108
Meeting Date: FEB 20, 2008 Meeting Type: Annual
Record Date: DEC 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J. Joe Ricketts	For	For	Management
1.2	Elect Director Dan W. Cook III	For	For	Management
1.3	Elect Director Thomas J. Mullin	For	For	Management
1.4	Elect Director Wilbur J. Prezzano	For	For	Management
2	Ratify Auditors	For	For	Management
3	Other Business	For	Against	Management

TIFFANY & CO.

Ticker: TIF Security ID: 886547108
Meeting Date: MAY 15, 2008 Meeting Type: Annual
Record Date: MAR 20, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Michael J. Kowalski	For	For	Management
2	Elect Director Rose Marie Bravo	For	For	Management
3	Elect Director Gary E. Costley	For	For	Management
4	Elect Director Lawrence K. Fish	For	For	Management
5	Elect Director Abby F. Kohnstamm	For	For	Management
6	Elect Director Charles K. Marquis	For	For	Management
7	Elect Director Peter W. May	For	For	Management
8	Elect Director J. Thomas Presby	For	For	Management
9	Elect Director William A. Shutzer	For	For	Management
10	Ratify Auditors	For	For	Management
11	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management

TRIMBLE NAVIGATION LTD.

Ticker: TRMB Security ID: 896239100
Meeting Date: MAY 22, 2008 Meeting Type: Annual
Record Date: MAR 24, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect	Director	Steven W. Berglund	For	For	Management
1.2	Elect	Director	John B. Goodrich	For	For	Management
1.3	Elect	Director	William Hart	For	For	Management
1.4	Elect	Director	Merit E. Janow	For	For	Management
1.5	Elect	Director	Ulf J. Johansson	For	For	Management
1.6	Elect	Director	Bradford W. Parkinson	For	For	Management
1.7	Elect	Director	Nickolas W. Vande Steeg	For	For	Management
2	Amend	Qualified	Employee Stock Purchase	For	For	Management
		Plan				
3	Ratify	Auditors		For	For	Management
4	Other	Business		For	Against	Management

URS CORP.

Ticker: URS Security ID: 903236107
Meeting Date: MAY 22, 2008 Meeting Type: Annual
Record Date: APR 7, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director H. Jesse Arnelle	For	For	Management
2	Elect Director Armen Der Marderosian	For	For	Management
3	Elect Director Mickey P. Foret	For	For	Management
4	Elect Director Martin M. Koffel	For	For	Management
5	Elect Director Joseph W. Ralston	For	For	Management
6	Elect Director John D. Roach	For	For	Management
7	Elect Director Douglas W. Stotlar	For	For	Management
8	Elect Director William P. Sullivan	For	For	Management
9	Elect Director William D. Walsh	For	For	Management
10	Elect Director Lydia H. Kennard	For	For	Management
11	Increase Authorized Common Stock	For	For	Management
12	Approve Omnibus Stock Plan	For	For	Management
13	Approve Qualified Employee Stock Purchase	For	For	Management
	Plan			
14	Ratify Auditors	For	For	Management

USEC INC.

Ticker: USU Security ID: 90333E108
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: FEB 28, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James R. Mellor	For	For	Management
1.2	Elect Director Michael H. Armacost	For	For	Management
1.3	Elect Director Joyce F. Brown	For	For	Management

1.4	Elect Director Joseph T. Doyle	For	For	Management
1.5	Elect Director H. William Habermeyer	For	For	Management
1.6	Elect Director John R. Hall	For	For	Management
1.7	Elect Director William J. Madia	For	For	Management
1.8	Elect Director W. Henson Moore	For	For	Management
1.9	Elect Director Joseph F. Paquette, Jr.	For	For	Management
1.10	Elect Director John K. Welch	For	For	Management
2	Amend Article Eleven of the Certificate of Incorporation	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management

VISTAPRINT LIMITED

Ticker: VPRT Security ID: G93762204
Meeting Date: NOV 2, 2007 Meeting Type: Annual
Record Date: SEP 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Louis Page	For	For	Management
1.2	Elect Director Richard T. Riley	For	For	Management
2	TO RATIFY AND APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2008.	For	For	Management

WYNDHAM WORLDWIDE CORP

Ticker: WYN Security ID: 98310W108
Meeting Date: APR 24, 2008 Meeting Type: Annual
Record Date: MAR 3, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James E. Buckman	For	For	Management
1.2	Elect Director George Herrera	For	For	Management
2	Ratify Auditors	For	For	Management

WYNN RESORTS LTD

Ticker: WYNN Security ID: 983134107
Meeting Date: MAY 6, 2008 Meeting Type: Annual
Record Date: MAR 14, 2008

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Kazuo Okada	For	For	Management
1.2	Elect Director Robert J. Miller	For	For	Management
1.3	Elect Director Allan Zeman	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

===== END NPX REPORT

SIGNATURES

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

Registrant: AllianceBernstein Mid-Cap Growth
Fund, Inc.

By: Marc O. Mayer*

Chief Executive Officer

Date: August 29, 2008

*By: /s/ Emilie D. Wrapp

Emilie D. Wrapp
Secretary