

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

BERNSTEIN SANFORD C FUND II INC

CIK: **1166729** | IRS No.: **000000000** | State of Incorporation: **MD** | Fiscal Year End: **0930**
Type: **N-PX** | Act: **40** | File No.: **811-21034** | Film No.: **081047529**

Mailing Address
*ALLIANCEBERNSTEIN LP
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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: 811-21034

Sanford C. Bernstein Fund II, 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:
Kathleen K. Clarke
Seward & Kissel LLP
1200 G Street, N.W.
Washington, D.C. 20005

Date of fiscal year end: September 30

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

Item 1. Proxy Voting Record.

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

ICA File Number: 811-21034
Reporting Period: 07/01/2007 - 06/30/2008
Sanford C. Bernstein Fund II, Inc.

===== SANFORD C. BERNSTEIN FUND II-BERNSTEIN INTERMEDIATE DURATION =====
===== INSTITUTIONAL PORTFOLIO =====

The registrant did not receive any proxy solicitations relating to its portfolio securities and, therefore, did not vote any proxies during the reporting period.

===== 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: Sanford C. Bernstein Fund II, Inc.

By: Marc O. Mayer*

Chief Executive Officer

Date: August 29, 2008

*By: /s/ Emilie D. Wrapp

Emilie D. Wrapp
Secretary