

HANCOCK JOHN BANK & THRIFT OPPORTUNITY FUND
Form N-PX
August 28, 2007

FORM N-PX
ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number: 811-8568

John Hancock Bank and Thrift Opportunity Fund

(Exact name of registrant as specified in charter)

601 Congress Street
Boston, Massachusetts 02210-2805

(Address of principal executive offices)

Noel Maffucci
John Hancock Advisers, LLC
601 Congress Street
Boston, Massachusetts 02210-2805

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-225-5291

Date of Fiscal year-end: October 31

Date of reporting period: 07/01/2006 - 06/30/2007

Item 1. Proxy Voting Record

===== BANK & THRIFT =====

ACCESS NATIONAL CORPORATION

Ticker: ANCX Security ID: 004337101
Meeting Date: MAY 22, 2007 Meeting Type: Annual
Record Date: APR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert C. Shoemaker	For	For	Management
1.2	Elect Director Thomas M. Kody	For	For	Management
2	Ratify Auditors	For	For	Management

ALABAMA NATIONAL BANCORPORATION

Ticker: ALAB Security ID: 010317105
Meeting Date: MAY 23, 2007 Meeting Type: Annual
Record Date: MAR 30, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Ray Barnes	For	For	Management
1.2	Elect Director Bobby A. Bradley	For	For	Management
1.3	Elect Director Dan M. David	For	For	Management

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1.4	Elect Director Griffin A. Greene	For	For	Management
1.5	Elect Director John H. Holcomb, III	For	For	Management
1.6	Elect Director John D. Johns	For	For	Management
1.7	Elect Director John J. McMahon, Jr.	For	For	Management
1.8	Elect Director C. Phillip McWane	For	For	Management
1.9	Elect Director William D. Montgomery	For	For	Management
1.10	Elect Director Richard Murray IV	For	For	Management
1.11	Elect Director G. Ruffner Page, Jr.	For	For	Management
1.12	Elect Director John M. Plunk	For	For	Management
1.13	Elect Director William Britt Sexton	For	For	Management
1.14	Elect Director W. Stancil Starnes	For	For	Management
1.15	Elect Director W. Edgar Welden	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

AMERICANWEST BANCORPORATION

Ticker: AWBC Security ID: 03058P109
Meeting Date: MAR 27, 2007 Meeting Type: Special
Record Date: FEB 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Increase Authorized Common Stock	For	For	Management
2	Company Specific--Board-Related	For	For	Management
3	Approve Merger Agreement	For	For	Management
4	Adjourn Meeting	For	For	Management

AMERICANWEST BANCORPORATION

Ticker: AWBC Security ID: 03058P109
Meeting Date: APR 30, 2007 Meeting Type: Annual
Record Date: APR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J. Frank Armijo	For	For	Management
1.2	Elect Director Ivan T. Call	For	For	Management
1.3	Elect Director Kay C. Carnes	For	For	Management
1.4	Elect Director Robert M. Daugherty	For	For	Management
1.5	Elect Director Craig D. Eerkes	For	For	Management
1.6	Elect Director H. Don Norton	For	For	Management
1.7	Elect Director Donald H. Swartz	For	For	Management
1.8	Elect Director P. Mike Taylor	For	For	Management
2	Ratify Auditors	For	For	Management

AMERIS BANCORP

Ticker: ABCB Security ID: 03076K108
Meeting Date: APR 24, 2007 Meeting Type: Annual
Record Date: FEB 13, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Johnny W. Floyd	For	For	Management

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1.2	Elect Director Edwin W. Hortman, Jr.	For	For	Management
1.3	Elect Director Daniel B. Jeter	For	For	Management
2	Ratify Auditors	For	For	Management
3	Other Business	For	For	Management

AMSOUTH BANCORPORATION

Ticker: ASO Security ID: 032165102
 Meeting Date: OCT 3, 2006 Meeting Type: Special
 Record Date: AUG 14, 2006

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

ASTORIA FINANCIAL CORP.

Ticker: AF Security ID: 046265104
 Meeting Date: MAY 16, 2007 Meeting Type: Annual
 Record Date: MAR 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John J. Conefry, Jr.	For	For	Management
1.2	Elect Director Thomas V. Powderly	For	For	Management
2	Approve Non-Employee Director Restricted Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

BANK OF AMERICA CORP.

Ticker: BAC Security ID: 060505104
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William Barnet, III	For	For	Management
2	Elect Director Frank P. Bramble, Sr.	For	For	Management
3	Elect Director John T. Collins	For	For	Management
4	Elect Director Gary L. Countryman	For	For	Management
5	Elect Director Tommy R. Franks	For	For	Management
6	Elect Director Charles K. Gifford	For	For	Management
7	Elect Director W. Steven Jones	For	For	Management
8	Elect Director Kenneth D. Lewis	For	For	Management
9	Elect Director Monica C. Lozano	For	For	Management
10	Elect Director Walter E. Massey	For	For	Management
11	Elect Director Thomas J. May	For	For	Management
12	Elect Director Patricia E. Mitchell	For	For	Management
13	Elect Director Thomas M. Ryan	For	For	Management
14	Elect Director O. Temple Sloan, Jr.	For	For	Management
15	Elect Director Meredith R. Spangler	For	For	Management
16	Elect Director Robert L. Tillman	For	For	Management
17	Elect Director Jackie M. Ward	For	For	Management
18	Ratify Auditors	For	For	Management

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19	Prohibit Executive Stock-Based Awards	Against	Against	Shareholder
20	Change Size of Board of Directors	Against	Against	Shareholder
21	Separate Chairman and CEO Positions	Against	Against	Shareholder

BANK OF HAWAII CORP.

Ticker: BOH Security ID: 062540109
 Meeting Date: APR 27, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary G.F. Bitterman	For	For	Management
1.2	Elect Director Martin A. Stein	For	For	Management
1.3	Elect Director Barbara J. Tanabe	For	For	Management
1.4	Elect Director Robert W. Wo, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

BANK OF NEW YORK CO., INC., THE

Ticker: BK Security ID: 064057102
 Meeting Date: APR 10, 2007 Meeting Type: Annual
 Record Date: FEB 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mr. Biondi	For	For	Management
1.2	Elect Director Mr. Donofrio	For	For	Management
1.3	Elect Director Mr. Hassell	For	For	Management
1.4	Elect Director Mr. Kogan	For	For	Management
1.5	Elect Director Mr. Kowalski	For	For	Management
1.6	Elect Director Mr. Luke	For	For	Management
1.7	Elect Director Ms. Rein	For	For	Management
1.8	Elect Director Mr. Renyi	For	For	Management
1.9	Elect Director Mr. Richardson	For	For	Management
1.10	Elect Director Mr. Scott	For	For	Management
1.11	Elect Director Mr. Vaughan	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Vote Requirements to Amend Articles/Bylaws/Charter	Against	For	Shareholder
4	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

BANK OF NEW YORK CO., INC., THE

Ticker: BK Security ID: 064057102
 Meeting Date: MAY 24, 2007 Meeting Type: Special
 Record Date: APR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adopt Supermajority Vote Requirement for Mergers	For	Against	Management
3	Increase Authorized Preferred and Common	For	For	Management

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4 Stock
Adjourn Meeting For For Management

BANK OF THE OZARKS, INC.

Ticker: OZRK Security ID: 063904106
Meeting Date: APR 17, 2007 Meeting Type: Annual
Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director George Gleason	For	For	Management
1.2	Elect Director Mark Ross	For	For	Management
1.3	Elect Director Jean Arehart	For	For	Management
1.4	Elect Director Ian Arnof	For	For	Management
1.5	Elect Director Steven Arnold	For	For	Management
1.6	Elect Director Richard Cisne	For	For	Management
1.7	Elect Director Robert East	For	For	Management
1.8	Elect Director Linda Gleason	For	For	Management
1.9	Elect Director Henry Mariani	For	For	Management
1.10	Elect Director James Matthews	For	For	Management
1.11	Elect Director John Mills	For	For	Management
1.12	Elect Director R. L. Qualls	For	For	Management
1.13	Elect Director Kenneth Smith	For	For	Management
1.14	Elect Director Robert Trevino	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Stock Option Plan	For	Against	Management

BANKUNITED FINANCIAL CORP.

Ticker: BKUNA Security ID: 06652B103
Meeting Date: JAN 23, 2007 Meeting Type: Annual
Record Date: DEC 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lawrence H. Blum	For	For	Management
1.2	Elect Director Lauren R. Camner	For	For	Management
1.3	Elect Director Bradley S. Weiss	For	For	Management
1.4	Elect Director Dr. Albert E. Smith	For	For	Management
2	Approve Omnibus Stock Plan	For	Against	Management
3	Increase Authorized Common Stock	For	For	Management

BB&T CORPORATION

Ticker: BBT Security ID: 054937107
Meeting Date: APR 24, 2007 Meeting Type: Annual
Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John A. Allison Iv	For	For	Management
1.2	Elect Director Jennifer S. Banner	For	For	Management
1.3	Elect Director Anna R. Cablik	For	For	Management
1.4	Elect Director Nelle R. Chilton	For	For	Management
1.5	Elect Director Ronald E. Deal	For	For	Management

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1.6	Elect Director Tom D. Efird	For	For	Management
1.7	Elect Director Barry J. Fitzpatrick	For	For	Management
1.8	Elect Director L. Vincent Hackley	For	For	Management
1.9	Elect Director Jane P. Helm	For	For	Management
1.10	Elect Director John P. Howe, III, M.D.	For	For	Management
1.11	Elect Director James H. Maynard	For	For	Management
1.12	Elect Director Albert O. McCauley	For	For	Management
1.13	Elect Director J. Holmes Morrison	For	For	Management
1.14	Elect Director Nido R. Qubein	For	For	Management
1.15	Elect Director E. Rhone Sasser	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

BENJAMIN FRANKLIN BANCORP INC

Ticker: BFBC Security ID: 082073107
 Meeting Date: MAY 10, 2007 Meeting Type: Annual
 Record Date: MAR 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William F. Brady, Jr.	For	For	Management
1.2	Elect Director Donald P. Quinn	For	For	Management
1.3	Elect Director Thomas R. Venables	For	For	Management
1.4	Elect Director Alfred H. Wahlers	For	For	Management
2	Ratify Auditors	For	For	Management

BERKSHIRE HILLS BANCORP, INC.

Ticker: BHLB Security ID: 084680107
 Meeting Date: MAY 3, 2007 Meeting Type: Annual
 Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John B. Davies	For	For	Management
1.2	Elect Director Rodney C. Dimock	For	For	Management
1.3	Elect Director Edward G. McCormick	For	For	Management
1.4	Elect Director David E. Phelps	For	For	Management
2	Ratify Auditors	For	For	Management

BEVERLY NATIONAL CORP.

Ticker: BNV Security ID: 088115100
 Meeting Date: MAY 22, 2007 Meeting Type: Annual
 Record Date: APR 11, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Fix Number of Directors	For	For	Management
2.1	Elect Director Suzanne S. Gruhl	For	For	Management
2.2	Elect Director John J. Meany	For	For	Management
2.3	Elect Director Clark R. Smith	For	For	Management
2.4	Elect Director Michael F. Tripoli	For	For	Management
3	Ratify Auditors	For	For	Management

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BOK FINANCIAL CORP.

Ticker: BOKF Security ID: 05561Q201
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gregory S. Allen	For	For	Management
1.2	Elect Director C. Fred Ball, Jr.	For	For	Management
1.3	Elect Director Sharon J. Bell	For	For	Management
1.4	Elect Director Peter C. Boylan, III	For	For	Management
1.5	Elect Director Chester Cadieux, III	For	For	Management
1.6	Elect Director Joseph W. Craft, III	For	For	Management
1.7	Elect Director William E. Durrett	For	For	Management
1.8	Elect Director Robert G. Greer	For	For	Management
1.9	Elect Director David F. Griffin	For	For	Management
1.10	Elect Director V. Burns Hargis	For	For	Management
1.11	Elect Director E. Carey Jouglian, IV	For	For	Management
1.12	Elect Director George B. Kaiser	For	For	Management
1.13	Elect Director Judith Z. Kishner	For	For	Management
1.14	Elect Director Thomas L. Kivisto	For	For	Management
1.15	Elect Director David L. Kyle	For	For	Management
1.16	Elect Director Robert J. LaFortune	For	For	Management
1.17	Elect Director Stanley A. Lybarger	For	For	Management
1.18	Elect Director Steven J. Malcolm	For	For	Management
1.19	Elect Director Paula Marshall	For	Withhold	Management
2	Other Business	For	For	Management

BOSTON PRIVATE FINANCIAL HOLDINGS, INC.

Ticker: BPFH Security ID: 101119105
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Eugene S. Colangelo	For	For	Management
1.2	Elect Director Allen L. Sinai	For	For	Management
1.3	Elect Director Timothy L. Vaill	For	For	Management
1.4	Elect Director Stephen M. Waters	For	For	Management

CADENCE FINANCIAL CORP

Ticker: CADE Security ID: 12738A101
 Meeting Date: MAY 8, 2007 Meeting Type: Annual
 Record Date: MAR 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mark A. Abernathy	For	For	Management
1.2	Elect Director David Byars	For	For	Management
1.3	Elect Director Robert S. Caldwell, Jr.	For	For	Management
1.4	Elect Director Robert L. Calvert, III	For	For	Management
1.5	Elect Director Robert A. Cunningham	For	For	Management
1.6	Elect Director J. Nutie Dowdle	For	For	Management

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1.7	Elect Director Gregory M. Duckett	For	Withhold	Management
1.8	Elect Director H.R. Foxworthy	For	Withhold	Management
1.9	Elect Director James C. Galloway, Jr.	For	For	Management
1.10	Elect Director Hunter M. Gholson	For	For	Management
1.11	Elect Director James D. Graham	For	For	Management
1.12	Elect Director Clifton S. Hunt	For	For	Management
1.13	Elect Director Dan R. Lee	For	For	Management
1.14	Elect Director Lewis F. Mallory, Jr.	For	For	Management
1.15	Elect Director Allen B. Puckett, III	For	Withhold	Management
1.16	Elect Director H. Stokes Smith	For	For	Management
1.17	Elect Director Sammy J. Smith	For	For	Management

CAMDEN NATIONAL CORP.

Ticker: CAC Security ID: 133034108
 Meeting Date: MAY 1, 2007 Meeting Type: Annual
 Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David C. Flanagan	For	For	Management
1.2	Elect Director Theodore C. Johanson	For	For	Management
1.3	Elect Director Robin A. Sawyer	For	For	Management
2	Company Specific--Require Majority Vote Standard for the Election of Directors	For	For	Management
3	Ratify Auditors	For	For	Management

CAPITAL CITY BANK GROUP, INC.

Ticker: CCBG Security ID: 139674105
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Cader B. Cox, III	For	For	Management
1.2	Elect Director L. Mcgrath Keen, Jr.	For	For	Management
1.3	Elect Director Ruth A. Knox	For	For	Management
1.4	Elect Director William G. Smith, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

CAPITAL ONE FINANCIAL CORP.

Ticker: COF Security ID: 14040H105
 Meeting Date: AUG 22, 2006 Meeting Type: Special
 Record Date: JUL 7, 2006

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

CAPITAL ONE FINANCIAL CORP.

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Ticker: COF Security ID: 14040H105
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Ronald Dietz	For	For	Management
1.2	Elect Director Lewis Hay, III	For	For	Management
1.3	Elect Director Mayo A. Shattuck, III	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Articles of Incorporation - Remove Provision of Plurality Voting for the Election of Directors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

CARDINAL FINANCIAL CORP.

Ticker: CFNL Security ID: 14149F109
 Meeting Date: APR 20, 2007 Meeting Type: Annual
 Record Date: MAR 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alan G. Merten	For	For	Management
1.2	Elect Director B.G. Beck	For	Withhold	Management
1.3	Elect Director Michael A. Garcia	For	For	Management
1.4	Elect Director J. Hamilton Lambert	For	For	Management
1.5	Elect Director Alice M. Starr	For	For	Management
2	Ratify Auditors	For	For	Management

CASCADE BANCORP

Ticker: CACB Security ID: 147154108
 Meeting Date: APR 23, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary L. Hoffman	For	For	Management
1.2	Elect Director Patricia L. Moss	For	For	Management
1.3	Elect Director Thomas M. Wells	For	For	Management
2	Ratify Auditors	For	For	Management

CHITTENDEN CORP.

Ticker: CHZ Security ID: 170228100
 Meeting Date: APR 18, 2007 Meeting Type: Annual
 Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Pall D. Spera	For	For	Management
1.2	Elect Director Owen W. Wells	For	For	Management
2	Ratify Auditors	For	For	Management

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 CITIGROUP INC.

Ticker: C Security ID: 172967101
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 21, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director C. Michael Armstrong	For	For	Management
2	Elect Director Alain J.P. Belda	For	For	Management
3	Elect Director George David	For	For	Management
4	Elect Director Kenneth T. Derr	For	For	Management
5	Elect Director John M. Deutch	For	For	Management
6	Elect Director Roberto Hernandez Ramirez	For	For	Management
7	Elect Director Klaus Kleinfeld	For	For	Management
8	Elect Director Andrew N. Liveris	For	For	Management
9	Elect Director Anne Mulcahy	For	For	Management
10	Elect Director Richard D. Parsons	For	For	Management
11	Elect Director Charles Prince	For	For	Management
12	Elect Director Judith Rodin	For	For	Management
13	Elect Director Robert E. Rubin	For	For	Management
14	Elect Director Franklin A. Thomas	For	For	Management
15	Ratify Auditors	For	For	Management
16	Report on Government Service of Employees	Against	Abstain	Shareholder
17	Report on Political Contributions	Against	Abstain	Shareholder
18	Report on Charitable Contributions	Against	Abstain	Shareholder
19	Approve Report of the Compensation Committee	Against	Against	Shareholder
20	Report on Pay Disparity	Against	Against	Shareholder
21	Separate Chairman and CEO Positions	Against	Against	Shareholder
22	Stock Retention/Holding Period	Against	Against	Shareholder
23	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
24	Amend Bylaws to Permit Shareholders to Call Special Meetings	Against	For	Shareholder

 CITY HOLDING CO.

Ticker: CHCO Security ID: 177835105
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John R. Elliot	For	For	Management
1.2	Elect Director Oshel B. Craigo	For	Withhold	Management
1.3	Elect Director William H. File III	For	For	Management
1.4	Elect Director Tracy W. Hylton II	For	For	Management
1.5	Elect Director C. Dallas Kayser	For	For	Management
1.6	Elect Director Sharon H. Rowe	For	For	Management
2	Ratify Auditors	For	For	Management

 CITY NATIONAL CORP.

Ticker: CYN Security ID: 178566105
 Meeting Date: APR 25, 2007 Meeting Type: Annual

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Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Russell Goldsmith	For	For	Management
1.2	Elect Director Michael L. Meyer	For	For	Management
1.3	Elect Director Linda M. Griego	For	For	Management
1.4	Elect Director Ronald L. Olson	For	For	Management
2	Ratify Auditors	For	For	Management

COBIZ INC.

Ticker: COBZ Security ID: 190897108
 Meeting Date: MAY 17, 2007 Meeting Type: Annual
 Record Date: MAR 30, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Steven Bangert	For	For	Management
1.2	Elect Director Michael B. Burgamy	For	For	Management
1.3	Elect Director Jerry W. Chapman	For	For	Management
1.4	Elect Director Morgan Gust	For	For	Management
1.5	Elect Director Thomas M. Longust	For	For	Management
1.6	Elect Director Jonathan C. Lorenz	For	For	Management
1.7	Elect Director Evan Makovsky	For	For	Management
1.8	Elect Director Harold F. Mosanko	For	For	Management
1.9	Elect Director Noel N. Rothman	For	For	Management
1.10	Elect Director Timothy J. Travis	For	For	Management
1.11	Elect Director Mary Beth Vitale	For	For	Management
1.12	Elect Director Mary White	For	For	Management
2	Ratify Auditors	For	For	Management
3	Change Company Name	For	For	Management

COLONIAL BANCGROUP, INC., THE

Ticker: CNB Security ID: 195493309
 Meeting Date: APR 18, 2007 Meeting Type: Annual
 Record Date: FEB 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert S. Craft	For	For	Management
1.2	Elect Director Hubert L. Harris	For	For	Management
1.3	Elect Director Clinton O. Holdbrooks	For	For	Management
1.4	Elect Director Robert E. Lowder	For	For	Management
1.5	Elect Director John C.H. Miller, Jr.	For	For	Management
1.6	Elect Director James Rane	For	For	Management
2	Approve Non-Employee Director Restricted Stock Plan	For	Against	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

COLUMBIA BANCORP/OREGON

Ticker: CBBO Security ID: 197231103
 Meeting Date: APR 26, 2007 Meeting Type: Annual

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Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles F. Beardsley	For	For	Management
1.2	Elect Director William A. Booth	For	For	Management
1.3	Elect Director Roger L. Christensen	For	For	Management
1.4	Elect Director Terry L. Cochran	For	For	Management

COMERICA INC.

Ticker: CMA Security ID: 200340107
Meeting Date: MAY 15, 2007 Meeting Type: Annual
Record Date: MAR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ralph W. Babb, Jr.	For	For	Management
2	Elect Director James F. Cordes	For	For	Management
3	Elect Director Peter D. Cummings	For	For	Management
4	Elect Director William P. Vititoe	For	For	Management
5	Elect Director Kenneth L. Way	For	For	Management
6	Ratify Auditors	For	For	Management
7	Prepare Sustainability Report	Against	Abstain	Shareholder

COMMERCIAL BANKSHARES, INC.

Ticker: CLBK Security ID: 201607108
Meeting Date: MAY 21, 2007 Meeting Type: Special
Record Date: MAR 23, 2007

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

COMMERCIAL CAPITAL BANCORP, INC.

Ticker: CCBI Security ID: 20162L105
Meeting Date: JUL 25, 2006 Meeting Type: Special
Record Date: JUN 15, 2006

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

COMMUNITY BANKS, INC.

Ticker: CMTY Security ID: 203628102
Meeting Date: MAY 8, 2007 Meeting Type: Annual
Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Scott J. Newkam	For	For	Management

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1.2	Elect Director Robert W. Rissinger	For	For	Management
1.3	Elect Director Christine Sears	For	For	Management
1.4	Elect Director Dale M. Weaver	For	For	Management
2	Other Business	For	For	Management

COUNTRYWIDE FINANCIAL CORP.

Ticker: CFR Security ID: 222372104
 Meeting Date: JUN 13, 2007 Meeting Type: Annual
 Record Date: APR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Henry G. Cisneros	For	For	Management
1.2	Elect Director Robert J. Donato	For	For	Management
1.3	Elect Director Harley W. Snyder	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

CULLEN/FROST BANKERS, INC.

Ticker: CFR Security ID: 229899109
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: MAR 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard W. Evans, Jr.	For	For	Management
1.2	Elect Director Karen E. Jennings	For	For	Management
1.3	Elect Director R.M. Kleberg, III	For	For	Management
1.4	Elect Director Horace Wilkins, Jr	For	For	Management
1.5	Elect Director T.C. Frost	For	For	Management
2	Approve Non-Employee Director Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

DEARBORN BANCORP, INC.

Ticker: DEAR Security ID: 24242R108
 Meeting Date: MAY 15, 2007 Meeting Type: Annual
 Record Date: MAR 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Margaret I. Campbell	For	For	Management
1.2	Elect Director John E. Demmer	For	For	Management
1.3	Elect Director Michael V. Dorian Jr.	For	For	Management
1.4	Elect Director Donald G. Karcher	For	For	Management
2	Increase Authorized Common Stock	For	For	Management

DESERT COMMUNITY BANK

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Ticker: DCBK Security ID: 25037Y109
 Meeting Date: MAY 8, 2007 Meeting Type: Annual
 Record Date: MAR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Charles R. Brammer	For	For	Management
1.2	Elect Director Donald P. Brithinee	For	For	Management
1.3	Elect Director Terry E. Caldwell	For	For	Management
1.4	Elect Director J. Frank Ferre	For	For	Management
1.5	Elect Director Robert Lovingood	For	For	Management
1.6	Elect Director Allen L. Mckellips	For	For	Management
1.7	Elect Director Robin Pellissier	For	For	Management
1.8	Elect Director George Vulich	For	For	Management
1.9	Elect Director Ronald L. Wilson	For	For	Management
1.10	Elect Director Carroll Yule	For	For	Management

 DNB FINANCIAL CORP.

Ticker: DNBF Security ID: 233237106
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mildred C. Joyner	For	For	Management
1.2	Elect Director William S. Latoff	For	For	Management
2	Ratify Auditors	For	For	Management

 EAST WEST BANCORP, INC.

Ticker: EWBC Security ID: 27579R104
 Meeting Date: MAY 31, 2007 Meeting Type: Annual
 Record Date: APR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Peggy Cherng	For	For	Management
1.2	Elect Director Julia S. Gouw	For	For	Management
1.3	Elect Director John Lee	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

 EASTERN VIRGINIA BANKSHARES, INC.

Ticker: EVBS Security ID: 277196101
 Meeting Date: APR 19, 2007 Meeting Type: Annual
 Record Date: MAR 7, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director W. Rand Cook	For	For	Management
1.2	Elect Director Charles R. Revere	For	For	Management
1.3	Elect Director F.L. Garrett, III	For	For	Management
1.4	Elect Director Joe A. Shearin	For	For	Management
1.5	Elect Director Ira C. Harris	For	For	Management

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1.6	Elect Director Howard R. Straughan, Jr	For	For	Management
1.7	Elect Director F. Warren Haynie, Jr.	For	For	Management
1.8	Elect Director Leslie E. Taylor	For	For	Management
1.9	Elect Director William L. Lewis	For	For	Management
1.10	Elect Director J.T. Thompson, III	For	For	Management
2	Approve Omnibus Stock Plan	For	Against	Management

ECB BANCORP INC

Ticker: ECBE Security ID: 268253101
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Arthur H. Keeney III	For	For	Management
1.2	Elect Director Joseph T. Lamb, Jr.	For	For	Management
1.3	Elect Director Michael D. Weeks	For	For	Management
2	Ratify Auditors	For	For	Management

EUROBANCSHARES, INC.

Ticker: EUBK Security ID: 298716101
 Meeting Date: APR 30, 2007 Meeting Type: Annual
 Record Date: APR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Juan Ramon Gomez-Cuetara Aguilar	For	For	Management
1.2	Elect Director Antonio R. Pavia Bibiloni	For	For	Management
1.3	Elect Director William Torres Torres	For	For	Management

F.N.B CORP.

Ticker: FNB Security ID: 302520101
 Meeting Date: MAY 14, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William B. Campbell	For	For	Management
1.2	Elect Director Stephen J. Gurgovits	For	For	Management
1.3	Elect Director Harry F. Radcliffe	For	For	Management
1.4	Elect Director John W. Rose	For	For	Management
1.5	Elect Director Arthur J. Rooney, II	For	For	Management
1.6	Elect Director Dawne S. Hickton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management

FINANCIAL INSTITUTIONS, INC.

Ticker: FISFI Security ID: 317585404

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Meeting Date: MAY 2, 2007 Meeting Type: Annual
 Record Date: MAR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas P. Connolly	For	For	Management
1.2	Elect Director Samuel M. Gullo	For	For	Management
1.3	Elect Director James L. Robinson	For	For	Management
1.4	Elect Director James H. Wyckoff	For	For	Management

FIRST CHARTER CORP.

Ticker: FCTR Security ID: 319439105
 Meeting Date: MAY 23, 2007 Meeting Type: Annual
 Record Date: APR 10, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jewell D. Hoover	For	For	Management
1.2	Elect Director Walter H. Jones, Jr.	For	For	Management
1.3	Elect Director Samuel C. King, Jr.	For	For	Management
1.4	Elect Director Jerry E. Mcgee	For	For	Management
1.5	Elect Director John S. Poelker	For	For	Management
1.6	Elect Director Richard F. Combs	For	For	Management
2	Ratify Auditors	For	For	Management

FIRST HORIZON NATIONAL CORP

Ticker: FHN Security ID: 320517105
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert C. Blattberg	For	For	Management
1.2	Elect Director Michael D. Rose	For	For	Management
1.3	Elect Director Luke Yancy III	For	For	Management
1.4	Elect Director Gerald L. Baker	For	For	Management
2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

FIRST MIDWEST BANCORP, INC.

Ticker: FMBI Security ID: 320867104
 Meeting Date: MAY 16, 2007 Meeting Type: Annual
 Record Date: MAR 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Vernon A. Brunner	For	For	Management
2	Elect Director Brother James Gaffney	For	For	Management
3	Elect Director John L. Sterling	For	For	Management
4	Elect Director J. Stephen Vanderwoude	For	For	Management

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FIRST NATIONAL LINCOLN CORP.

Ticker: FNLCL Security ID: 335716106
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 14, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Fix Number of Directors	For	For	Management
2.1	Elect Director Randy A. Nelson	For	For	Management
2.2	Elect Director Mark N. Rosborough	For	For	Management
2.3	Elect Director Stuart G. Smith	For	For	Management
3	Ratify Auditors	For	For	Management

FIRST REGIONAL BANCORP

Ticker: FRGB Security ID: 33615C101
 Meeting Date: MAY 24, 2007 Meeting Type: Annual
 Record Date: MAR 31, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Gary M. Horgan	For	For	Management
1.2	Elect Director Thomas E. McCullough	For	For	Management
1.3	Elect Director Richard E. Schreiber	For	For	Management
2	Other Business	For	For	Management

FIRST STATE BANCORPORATION

Ticker: FSNM Security ID: 336453105
 Meeting Date: JUN 1, 2007 Meeting Type: Annual
 Record Date: APR 25, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leonard J. Delayo, Jr.	For	For	Management
1.2	Elect Director H. Patrick Dee	For	For	Management
1.3	Elect Director Kathleen L. Avila	For	For	Management
2	Ratify Auditors	For	For	Management

FREDDIE MAC

Ticker: FRE Security ID: 313400301
 Meeting Date: SEP 8, 2006 Meeting Type: Annual
 Record Date: JUN 30, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	For	Management
1.2	Elect Director Geoffrey T. Boisi	For	For	Management
1.3	Elect Director Michelle Engler	For	For	Management
1.4	Elect Director Robert R. Glauber	For	For	Management
1.5	Elect Director Richard Karl Goeltz	For	For	Management
1.6	Elect Director Thomas S. Johnson	For	For	Management
1.7	Elect Director William M. Lewis, Jr.	For	For	Management
1.8	Elect Director Eugene M. McQuade	For	For	Management
1.9	Elect Director Shaun F. O'Malley	For	For	Management

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1.10	Elect Director Jeffrey M. Peek	For	For	Management
1.11	Elect Director Ronald F. Poe	For	For	Management
1.12	Elect Director Stephen A. Ross	For	For	Management
1.13	Elect Director Richard F. Syron	For	For	Management
2	Ratify Auditors	For	For	Management
3	Report on Charitable Contributions	Against	Abstain	Shareholder

FULTON FINANCIAL CORP.

Ticker: FULT Security ID: 360271100
 Meeting Date: MAY 7, 2007 Meeting Type: Annual
 Record Date: MAR 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donald M. Bowman, Jr.	For	For	Management
1.2	Elect Director George W. Hodges	For	For	Management
1.3	Elect Director John O. Shirk	For	For	Management
2	Amend Qualified Employee Stock Purchase Plan	For	For	Management

GLACIER BANCORP, INC.

Ticker: GBCI Security ID: 37637Q105
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James M. English	For	For	Management
1.2	Elect Director Jon W. Hippler	For	For	Management
1.3	Elect Director Douglas J. McBride	For	For	Management

HARLEYSVILLE NATIONAL CORP.

Ticker: HNBC Security ID: 412850109
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 7, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Harold A. Herr	For	For	Management
1.2	Elect Director Stephanie S. Mitchell	For	For	Management

HINGHAM INSTITUTION FOR SAVINGS

Ticker: HIFS Security ID: 433323102
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: MAR 7, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard M. Berger	For	For	Management
1.2	Elect Director Marion J. Fahey	For	For	Management

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1.3	Elect Director Kevin W. Gaughen	For	For	Management
1.4	Elect Director Julio R. Hernando	For	For	Management
1.5	Elect Director Edward L. Sparda	For	For	Management
1.6	Elect Director Donald M. Tardiff, M.D.	For	For	Management
2	Elect Company Clerk Marion J. Fahey	For	For	Management

HUDSON CITY BANCORP, INC.

Ticker: HCBK Security ID: 443683107
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William J. Cosgrove	For	For	Management
1.2	Elect Director Donald O. Quest, M.D.	For	For	Management
1.3	Elect Director Joseph G. Sponholz	For	For	Management
2	Ratify Auditors	For	For	Management

HUNTINGTON BANCSHARES INC.

Ticker: HBAN Security ID: 446150104
 Meeting Date: MAY 30, 2007 Meeting Type: Annual
 Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Organization-Related-Approve Issuance of Common Stock without Par Value in Connection with the Merger	For	For	Management
2.1	Elect Director Thomas E. Hoaglin	For	For	Management
2.2	Elect Director David P. Lauer	For	For	Management
2.3	Elect Director Kathleen H. Ransier	For	For	Management
3	Ratify Auditors	For	For	Management
4	Approve Omnibus Stock Plan	For	Against	Management
5	Amend Executive Incentive Bonus Plan	For	For	Management
6	Increase Authorized Common Stock	For	For	Management
7	Other Business	For	For	Management

INDEPENDENT BANK CORP. (MI)

Ticker: IBCP Security ID: 453838104
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Donna J. Banks	For	For	Management
1.2	Elect Director Charles C. Van Loan	For	For	Management
1.3	Elect Director Jeffrey A. Bratsburg	For	For	Management
2	Ratify Auditors	For	For	Management

INTERNATIONAL BANCSHARES CORP.

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Ticker: IBOC Security ID: 459044103
 Meeting Date: MAY 21, 2007 Meeting Type: Annual
 Record Date: APR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director L. Avigael	For	For	Management
1.2	Elect Director I. Greenblum	For	For	Management
1.3	Elect Director R.D. Guerra	For	For	Management
1.4	Elect Director R.E. Haynes	For	For	Management
1.5	Elect Director D.B. Hastings, Jr.	For	For	Management
1.6	Elect Director I. Navarro	For	For	Management
1.7	Elect Director S. Neiman	For	Withhold	Management
1.8	Elect Director P.J. Newman	For	Withhold	Management
1.9	Elect Director D.E. Nixon	For	For	Management
1.10	Elect Director L. Salinas	For	For	Management
1.11	Elect Director A.R. Sanchez, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

 JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 15, 2007 Meeting Type: Annual
 Record Date: MAR 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Crandall C. Bowles	For	For	Management
1.2	Elect Director Stephen B. Burke	For	For	Management
1.3	Elect Director James S. Crown	For	For	Management
1.4	Elect Director James Dimon	For	For	Management
1.5	Elect Director Ellen V. Futter	For	For	Management
1.6	Elect Director William H. Gray, III	For	For	Management
1.7	Elect Director Laban P. Jackson, Jr.	For	For	Management
1.8	Elect Director Robert I. Lipp	For	For	Management
1.9	Elect Director David C. Novak	For	For	Management
1.10	Elect Director Lee R. Raymond	For	For	Management
1.11	Elect Director William C. Weldon	For	For	Management
2	Ratify Auditors	For	For	Management
3	Put Repricing of Stock Options to Shareholder Vote	Against	Against	Shareholder
4	Performance-Based and/or Time-Based Equity Awards	Against	For	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder
6	Separate Chairman and CEO Positions	Against	Against	Shareholder
7	Provide for Cumulative Voting	Against	Against	Shareholder
8	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
9	Report on Political Contributions	Against	Abstain	Shareholder
10	Report on Management Initiatives to Address Links to Slavery and Human Rights Abuse	Against	Against	Shareholder

 KEYCORP

Ticker: KEY Security ID: 493267108

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Meeting Date: MAY 10, 2007 Meeting Type: Annual

Record Date: MAR 13, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Alexander M. Cutler	For	For	Management
1.2	Elect Director Eduardo R. Menasce	For	For	Management
1.3	Elect Director Henry L. Meyer, III	For	For	Management
1.4	Elect Director Peter G. Ten Eyck, II	For	For	Management
2	Establish Range For Board Size	For	For	Management
3	Declassify the Board of Directors	Against	For	Shareholder
4	Ratify Auditors	For	For	Management

LSB CORP.

Ticker: LSBX Security ID: 50215P100

Meeting Date: MAY 1, 2007 Meeting Type: Annual

Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Malcolm W. Brawn	For	For	Management
1.2	Elect Director Richard Hart Harrington	For	For	Management
2	Ratify Auditors	For	For	Management

M & T BANK CORP.

Ticker: MTB Security ID: 55261F104

Meeting Date: APR 17, 2007 Meeting Type: Annual

Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brent D. Baird	For	For	Management
1.2	Elect Director Robert J. Bennet	For	For	Management
1.3	Elect Director C. Angela Bontempo	For	For	Management
1.4	Elect Director Robert T. Brady	For	For	Management
1.5	Elect Director Michael D. Buckley	For	For	Management
1.6	Elect Director T.J. Cunningham III	For	For	Management
1.7	Elect Director Mark J. Czarnecki	For	For	Management
1.8	Elect Director Colm E. Doherty	For	For	Management
1.9	Elect Director Richard E. Garman	For	For	Management
1.10	Elect Director Daniel R. Hawbaker	For	For	Management
1.11	Elect Director Patrick W.E. Hodgson	For	For	Management
1.12	Elect Director Richard G. King	For	For	Management
1.13	Elect Director Reginald B. Newman II	For	For	Management
1.14	Elect Director Jorge G. Pereira	For	For	Management
1.15	Elect Director Michael P. Pinto	For	For	Management
1.16	Elect Director Robert E. Sadler, Jr.	For	For	Management
1.17	Elect Director Eugene J. Sheehy	For	For	Management
1.18	Elect Director Stephen G. Sheetz	For	For	Management
1.19	Elect Director Herbert L. Washington	For	For	Management
1.20	Elect Director Robert G. Wilmers	For	For	Management
2	Ratify Auditors	For	For	Management

MARSHALL & ILSLEY CORP.

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Ticker: MI Security ID: 571834100
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jon F. Chait	For	For	Management
1.2	Elect Director Dennis J. Kuester	For	For	Management
1.3	Elect Director David J. Lubar	For	For	Management
1.4	Elect Director San W. Orr, Jr.	For	For	Management
1.5	Elect Director Debra S. Waller	For	Withhold	Management
1.6	Elect Director George E. Wardeberg	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

 MB FINANCIAL, INC.

Ticker: MBFI Security ID: 55264U108
 Meeting Date: AUG 1, 2006 Meeting Type: Special
 Record Date: JUN 20, 2006

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

 MB FINANCIAL, INC.

Ticker: MBFI Security ID: 55264U108
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mitchell Feiger	For	For	Management
1.2	Elect Director James N. Hallene	For	For	Management
1.3	Elect Director Richard M. Rieser, Jr.	For	For	Management
1.4	Elect Director Charles J. Gries	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management

 MELLON FINANCIAL CORP.

Ticker: MEL Security ID: 58551A108
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jared L. Cohon	For	For	Management
1.2	Elect Director Ira J. Gumberg	For	For	Management
1.3	Elect Director Robert P. Kelly	For	For	Management
1.4	Elect Director David S. Shapira	For	For	Management
1.5	Elect Director John P. Surma	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management

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4 Ratify Auditors For For Management

MELLON FINANCIAL CORP.

Ticker: MEL Security ID: 58551A108
Meeting Date: MAY 24, 2007 Meeting Type: Special
Record Date: APR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adopt Supermajority Vote Requirement for Mergers	For	Against	Management
3	Increase Authorized Preferred and Common Stock	For	For	Management
4	Adjourn Meeting	For	For	Management

MERCANTILE BANKSHARES CORP.

Ticker: MRBK Security ID: 587405101
Meeting Date: FEB 27, 2007 Meeting Type: Special
Record Date: JAN 11, 2007

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

MERRILL MERCHANTS BANCSHARES, INC.

Ticker: MERB Security ID: 59021H103
Meeting Date: MAY 8, 2007 Meeting Type: Special
Record Date: MAR 23, 2007

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

NATIONAL CITY CORP.

Ticker: NCC Security ID: 635405103
Meeting Date: APR 24, 2007 Meeting Type: Annual
Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director J.E. Barfield	For	For	Management
1.2	Elect Director J.S. Broadhurst	For	For	Management
1.3	Elect Director C.M. Connor	For	For	Management
1.4	Elect Director D.A. Daberko	For	For	Management
1.5	Elect Director B.P. Healy	For	For	Management
1.6	Elect Director M.B McCallister	For	For	Management
1.7	Elect Director P.A. Ormond	For	For	Management

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1.8	Elect Director P.E. Raskind	For	For	Management
1.9	Elect Director G.L. Shaheen	For	For	Management
1.10	Elect Director J.S. Thornton	For	For	Management
1.11	Elect Director M. Weiss	For	For	Management
2	Ratify Auditors	For	For	Management
3	Pay For Superior Performance	Against	Against	Shareholder

NORTH FORK BANCORPORATION, INC.

Ticker: NFB Security ID: 659424105
 Meeting Date: AUG 22, 2006 Meeting Type: Annual
 Record Date: JUL 7, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management
3.1	Elect Director Josiah Austin	For	For	Management
3.2	Elect Director Karen Garrison	For	For	Management
3.3	Elect Director John Adam Kanas	For	For	Management
3.4	Elect Director Raymond A. Nielsen	For	For	Management
3.5	Elect Director A. Robert Towbin	For	For	Management
4	Ratify Auditors	For	For	Management

NORTHERN TRUST CORP.

Ticker: NTRS Security ID: 665859104
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Linda Walker Bynoe	For	For	Management
1.2	Elect Director Nicholas D. Chabraja	For	For	Management
1.3	Elect Director Susan Crown	For	For	Management
1.4	Elect Director Dipak C. Jain	For	For	Management
1.5	Elect Director Arthur L. Kelly	For	For	Management
1.6	Elect Director Robert C. McCormack	For	For	Management
1.7	Elect Director Edward J. Mooney	For	For	Management
1.8	Elect Director William A. Osborn	For	For	Management
1.9	Elect Director John W. Rowe	For	For	Management
1.10	Elect Director Harold B. Smith	For	For	Management
1.11	Elect Director William D. Smithburg	For	For	Management
1.12	Elect Director Enrique J. Sosa	For	For	Management
1.13	Elect Director Charles A. Tribbett III	For	For	Management
1.14	Elect Director Frederick H. Waddell	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

NORTHRIM BANCORP, INC.

Ticker: NRIM Security ID: 666762109
 Meeting Date: MAY 3, 2007 Meeting Type: Annual
 Record Date: MAR 8, 2007

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R. Marc Langland	For	For	Management
1.2	Elect Director Larry S. Cash	For	For	Management
1.3	Elect Director Mark G. Copeland	For	For	Management
1.4	Elect Director Frank A. Danner	For	For	Management
1.5	Elect Director Ronald A. Davis	For	For	Management
1.6	Elect Director Anthony Drabek	For	For	Management
1.7	Elect Director Christopher N. Knudson	For	For	Management
1.8	Elect Director Richard L. Lowell	For	For	Management
1.9	Elect Director Irene Sparks Rowan	For	For	Management
1.10	Elect Director John C. Swalling	For	For	Management
1.11	Elect Director David G. Wight	For	For	Management

PACIFIC CAPITAL BANCORP

Ticker: PCBC Security ID: 69404P101
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward E. Birch	For	For	Management
1.2	Elect Director R.S. Hambleton, Jr.	For	For	Management
1.3	Elect Director D. Vernon Horton	For	For	Management
1.4	Elect Director Roger C. Knopf	For	For	Management
1.5	Elect Director Robert W. Kummer, Jr.	For	For	Management
1.6	Elect Director Clayton C. Larson	For	For	Management
1.7	Elect Director John R. Mackall	For	For	Management
1.8	Elect Director Lee E. Mikles	For	For	Management
1.9	Elect Director Gerald T. Mccullough	For	For	Management
1.10	Elect Director Richard A. Nightingale	For	For	Management
1.11	Elect Director Kathy J. Odell	For	For	Management
1.12	Elect Director William S. Thomas, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

PENNFED FINANCIAL SERVICES, INC.

Ticker: PFSB Security ID: 708167101
 Meeting Date: OCT 26, 2006 Meeting Type: Annual
 Record Date: SEP 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joseph L. Lamonica	For	For	Management
1.2	Elect Director Mario Teixeira, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

PNC FINANCIAL SERVICES GROUP, INC.

Ticker: PNC Security ID: 693475105
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mr. Berndt	For	For	Management

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1.2	Elect Director Mr. Bunch	For	For	Management
1.3	Elect Director Mr. Chellgren	For	For	Management
1.4	Elect Director Mr. Clay	For	For	Management
1.5	Elect Director Mr. Davidson	For	For	Management
1.6	Elect Director Ms. James	For	For	Management
1.7	Elect Director Mr. Kelson	For	For	Management
1.8	Elect Director Mr. Lindsay	For	For	Management
1.9	Elect Director Mr. Massaro	For	For	Management
1.10	Elect Director Ms. Pepper	For	For	Management
1.11	Elect Director Mr. Rohr	For	For	Management
1.12	Elect Director Mr. Shepard	For	For	Management
1.13	Elect Director Ms. Steffes	For	For	Management
1.14	Elect Director Mr. Strigl	For	For	Management
1.15	Elect Director Mr. Thieke	For	For	Management
1.16	Elect Director Mr. Usher	For	For	Management
1.17	Elect Director Mr. Walls	For	For	Management
1.18	Elect Director Mr. Wehmeier	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Ratify Auditors	For	For	Management

PROSPERITY BANCSHARES, INC.

Ticker: PRSP Security ID: 743606105
Meeting Date: DEC 13, 2006 Meeting Type: Special
Record Date: OCT 30, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	Abstain	Management

PROSPERITY BANCSHARES, INC.

Ticker: PRSP Security ID: 743606105
Meeting Date: APR 17, 2007 Meeting Type: Annual
Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leah Henderson	For	For	Management
1.2	Elect Director Ned S. Holmes	For	For	Management
1.3	Elect Director Tracy T. Rudolph	For	For	Management
1.4	Elect Director David Zalman	For	For	Management
1.5	Elect Director James D. Rollins III	For	For	Management
1.6	Elect Director L. Don Stricklin	For	For	Management
2	Ratify Auditors	For	For	Management

PROVIDENT BANKSHARES CORP.

Ticker: PBKS Security ID: 743859100
Meeting Date: MAY 16, 2007 Meeting Type: Annual
Record Date: APR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Melvin A. Bilal	For	For	Management
2	Elect Director Ward B. Coe, III	For	For	Management

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3	Elect Director Frederick W. Meier, Jr.	For	For	Management
4	Elect Director Gary N. Geisel	For	For	Management
5	Elect Director William J. Crowley, Jr.	For	For	Management
6	Elect Director Bryan J. Logan	For	For	Management
7	Elect Director James G. Davis, Jr.	For	For	Management
8	Elect Director Dale B. Peck	For	For	Management
9	Ratify Auditors	For	For	Management

REGIONS FINANCIAL CORP.

Ticker: RF Security ID: 7591EP100
 Meeting Date: OCT 3, 2006 Meeting Type: Special
 Record Date: AUG 14, 2006

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

REGIONS FINANCIAL CORP.

Ticker: RF Security ID: 7591EP100
 Meeting Date: APR 19, 2007 Meeting Type: Annual
 Record Date: FEB 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Samuel W. Bartholomew, Jr.	For	For	Management
2	Elect Director Susan W. Matlock	For	For	Management
3	Elect Director Jackson W. Moore	For	For	Management
4	Elect Director Allen B. Morgan, Jr.	For	For	Management
5	Elect Director John R. Roberts	For	For	Management
6	Elect Director Lee J. Styslinger, III	For	For	Management
7	Ratify Auditors	For	For	Management
8	Declassify the Board of Directors	For	For	Management

S&T BANCORP, INC.

Ticker: STBA Security ID: 783859101
 Meeting Date: APR 16, 2007 Meeting Type: Annual
 Record Date: FEB 27, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Thomas A. Brice	For	For	Management
1.2	Elect Director James L. Carino	For	For	Management
1.3	Elect Director Jeffrey D. Grube	For	For	Management
1.4	Elect Director Joseph A. Kirk	For	For	Management
1.5	Elect Director James C. Miller	For	For	Management

SECURITY BANK CORP.

Ticker: SBKC Security ID: 814047106

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Meeting Date: MAY 10, 2007 Meeting Type: Annual

Record Date: MAR 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director B.W. Griffith, III	For	Withhold	Management
1.2	Elect Director Ruthie G. Mcmichael	For	For	Management
1.3	Elect Director Ben G. Porter	For	For	Management
1.4	Elect Director H. Averett Walker	For	For	Management
1.5	Elect Director Larry C. Walker	For	For	Management
1.6	Elect Director James R. Williams	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management
4	Ratify Auditors	For	For	Management

SKY FINANCIAL GROUP, INC.

Ticker: SKYF Security ID: 83080P103

Meeting Date: JUN 4, 2007 Meeting Type: Special

Record Date: APR 18, 2007

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

SMITHTOWN BANCORP, INC.

Ticker: SMTB Security ID: 832449102

Meeting Date: APR 19, 2007 Meeting Type: Annual

Record Date: MAR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Patrick A. Given	For	For	Management
1.2	Elect Director Robert W. Scherdel	For	For	Management
1.3	Elect Director Hyukmun Kwon	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management

SOUTH FINANCIAL GROUP INC., THE

Ticker: TSFG Security ID: 837841105

Meeting Date: MAY 8, 2007 Meeting Type: Annual

Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William P. Brant	For	For	Management
1.2	Elect Director J.W. Davis	For	For	Management
1.3	Elect Director C. Claymon Grimes, Jr.	For	For	Management
1.4	Elect Director William S. Hummers, III	For	For	Management
1.5	Elect Director Challis M. Lowe	For	For	Management
1.6	Elect Director Darla D. Moore	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Ratify Auditors	For	For	Management

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SOUTHCOAST FINANCIAL CORP.

Ticker: SOCB Security ID: 84129R100
Meeting Date: MAY 4, 2007 Meeting Type: Annual
Record Date: MAR 27, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director L. Wayne Pearson	For	For	Management
1.2	Elect Director Robert M. Scott	For	For	Management

SOVEREIGN BANCORP, INC.

Ticker: SOV Security ID: 845905108
Meeting Date: SEP 20, 2006 Meeting Type: Annual
Record Date: AUG 1, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brian Hard	For	Withhold	Management
1.2	Elect Director Marian L. Heard	For	Withhold	Management
1.3	Elect Director Cameron C. Troilo, Sr.	For	Withhold	Management
1.4	Elect Director Ralph V. Whitworth	For	For	Management
2	Approve Non-Employee Director Stock Option Plan	For	Against	Management
3	Ratify Auditors	For	For	Management
4	Declassify the Board of Directors	Against	For	Shareholder

SOVEREIGN BANCORP, INC.

Ticker: SOV Security ID: 845905108
Meeting Date: MAY 3, 2007 Meeting Type: Annual
Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director P. Michael Ehlerman	For	For	Management
1.2	Elect Director Andrew C. Hove, Jr.	For	For	Management
1.3	Elect Director Juan Rodriguez-Inciarte	For	For	Management
2	Ratify Auditors	For	For	Management
3	Opt Out of State's Control Share Acquisition Law	For	For	Management

STATE STREET CORP. (BOSTON)

Ticker: STT Security ID: 857477103
Meeting Date: APR 18, 2007 Meeting Type: Annual
Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director T. Albright	For	For	Management
1.2	Elect Director K. Burnes	For	For	Management
1.3	Elect Director P. Coym	For	For	Management

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1.4	Elect Director N. Darehshori	For	For	Management
1.5	Elect Director A. Fawcett	For	For	Management
1.6	Elect Director A. Goldstein	For	For	Management
1.7	Elect Director D. Gruber	For	For	Management
1.8	Elect Director L. Hill	For	For	Management
1.9	Elect Director C. LaMantia	For	For	Management
1.10	Elect Director R. Logue	For	For	Management
1.11	Elect Director M. Miskovic	For	For	Management
1.12	Elect Director R. Sergel	For	For	Management
1.13	Elect Director R. Skates	For	For	Management
1.14	Elect Director G. Summe	For	For	Management
1.15	Elect Director D. Walsh	For	For	Management
1.16	Elect Director R. Weissman	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Ratify Auditors	For	For	Management

STERLING BANCSHARES, INC. /TX

Ticker: SBIB Security ID: 858907108
Meeting Date: APR 30, 2007 Meeting Type: Annual
Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward R. Bardgett	For	For	Management
1.2	Elect Director Bruce J. Harper	For	For	Management
1.3	Elect Director B.A. Harris, Jr., MD	For	For	Management
1.4	Elect Director Glenn H. Johnson	For	For	Management
1.5	Elect Director R. Bruce Laboon	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management
4	Ratify Auditors	For	For	Management

SUMMIT BANCSHARES, INC.

Ticker: SBIT Security ID: 866011109
Meeting Date: OCT 24, 2006 Meeting Type: Special
Record Date: SEP 12, 2006

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

SUMMIT BANK CORPORATION

Ticker: SBGA Security ID: 866013105
Meeting Date: DEC 29, 2006 Meeting Type: Special
Record Date: NOV 30, 2006

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

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SUNTRUST BANKS, INC.

Ticker: STI Security ID: 867914103
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 27, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert M. Beall, II	For	For	Management
1.2	Elect Director Jeffrey C. Crowe	For	For	Management
1.3	Elect Director J. Hicks Lanier	For	For	Management
1.4	Elect Director Larry L. Prince	For	For	Management
1.5	Elect Director Frank S. Royal, M.D.	For	For	Management
1.6	Elect Director Phail Wynn, Jr.	For	For	Management
1.7	Elect Director James M. Wells, III	For	For	Management
2	Amend Rights and Preferences of Preferred Stock	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Ratify Auditors	For	For	Management

SVB FINANCIAL GROUP

Ticker: SIVB Security ID: 78486Q101
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Eric A. Benhamou	For	For	Management
1.2	Elect Director David M. Clapper	For	For	Management
1.3	Elect Director Roger F. Dunbar	For	For	Management
1.4	Elect Director Joel P. Friedman	For	For	Management
1.5	Elect Director G. Felda Hardymon	For	For	Management
1.6	Elect Director Alex W. Hart	For	For	Management
1.7	Elect Director C. Richard Kramlich	For	For	Management
1.8	Elect Director James R. Porter	For	For	Management
1.9	Elect Director Michaela K. Rodeno	For	For	Management
1.10	Elect Director Kenneth P. Wilcox	For	For	Management
1.11	Elect Director Kyung H. Yoon	For	For	Management
2	Ratify Auditors	For	For	Management

SYNOVUS FINANCIAL CORP.

Ticker: SNV Security ID: 87161C105
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: FEB 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel P. Amos	For	For	Management
1.2	Elect Director Richard E. Anthony	For	For	Management
1.3	Elect Director James H. Blanchard	For	Withhold	Management
1.4	Elect Director Richard Y. Bradley	For	For	Management
1.5	Elect Director Frank W. Brumley	For	For	Management
1.6	Elect Director Elizabeth W. Camp	For	For	Management

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1.7	Elect Director	Gardiner W. Garrard, Jr.	For	For	Management
1.8	Elect Director	T. Michael Goodrich	For	For	Management
1.9	Elect Director	Frederick L. Green, III	For	For	Management
1.10	Elect Director	V. Nathaniel Hansford	For	For	Management
1.11	Elect Director	Alfred W. Jones III	For	For	Management
1.12	Elect Director	Mason H. Lampton	For	For	Management
1.13	Elect Director	Elizabeth C. Ogie	For	For	Management
1.14	Elect Director	H. Lynn Page	For	For	Management
1.15	Elect Director	J. Neal Purcell	For	For	Management
1.16	Elect Director	Melvin T. Stith	For	For	Management
1.17	Elect Director	William B. Turner, Jr.	For	For	Management
1.18	Elect Director	James D. Yancey	For	For	Management
2	Approve Omnibus Stock Plan		For	Against	Management
3	Ratify Auditors		For	For	Management
4	Require a Majority Vote for the Election of Directors		Against	For	Shareholder

TAYLOR CAPITAL GROUP, INC.

Ticker: TAYC Security ID: 876851106
 Meeting Date: JUN 7, 2007 Meeting Type: Annual
 Record Date: APR 19, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Bruce W. Taylor	For	For	Management
1.2	Elect Director Ronald L. Bliwas	For	For	Management
1.3	Elect Director Ronald D. Emanuel	For	For	Management
1.4	Elect Director Edward McGowan	For	For	Management
1.5	Elect Director Louise O'Sullivan	For	For	Management
1.6	Elect Director Melvin E. Pearl	For	For	Management
1.7	Elect Director Shepherd G. Pryor, Iv	For	For	Management
1.8	Elect Director Jeffrey W. Taylor	For	Withhold	Management
1.9	Elect Director Richard W. Tinberg	For	For	Management
1.10	Elect Director Mark L. Yeager	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management

TCF FINANCIAL CORP.

Ticker: TCB Security ID: 872275102
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Luella G. Goldberg	For	For	Management
1.2	Elect Director George G. Johnson	For	For	Management
1.3	Elect Director Lynn A. Nagorske	For	For	Management
1.4	Elect Director Gregory J. Pulles	For	For	Management
1.5	Elect Director Ralph Strangis	For	For	Management
2	Ratify Auditors	For	For	Management

TEXAS REGIONAL BANKSHARES, INC.

Ticker: TRBS Security ID: 882673106

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Meeting Date: SEP 25, 2006 Meeting Type: Special

Record Date: AUG 8, 2006

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

TORONTO DOMINION BANK

Ticker: TD

Security ID: 891160509

Meeting Date: MAR 29, 2007 Meeting Type: Annual/Special

Record Date: FEB 13, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect as Director William E. Bennett	For	For	Management
1.2	Elect as Director Hugh J. Bolton	For	For	Management
1.3	Elect as Director John L. Bragg	For	For	Management
1.4	Elect as Director W. Edmund Clark	For	For	Management
1.5	Elect as Director Wendy K. Dobson	For	For	Management
1.6	Elect as Director Darren Entwistle	For	For	Management
1.7	Elect as Director Donna M. Hayes	For	For	Management
1.8	Elect as Director Henry H. Ketcham	For	For	Management
1.9	Elect as Director Pierre H. Lessard	For	For	Management
1.10	Elect as Director Harold H. MacKay	For	For	Management
1.11	Elect as Director Brian F. MacNeill	For	For	Management
1.12	Elect as Director Irene R. Miller	For	For	Management
1.13	Elect as Director Roger Phillips	For	For	Management
1.14	Elect as Director Wilbur J. Prezzano	For	For	Management
1.15	Elect as Director William J. Ryan	For	For	Management
1.16	Elect as Director Helen K. Sinclair	For	For	Management
1.17	Elect as Director John M. Thompson	For	For	Management
2	Ratify Ernst & Young LLP as Auditors	For	For	Management
3	Amend Bylaw No. 1 Re: Aggregate Remuneration of Directors	For	Against	Management
4	Amend Bylaw No. 1 Re: Indemnity Provision	For	For	Management
5	Amend Stock Option Plans Re: Amendment Provision	For	For	Management
6	Amend Stock Option Plans Re: Black-Out Provision	For	For	Management
7	SP-Update Definition of Independent Director	Against	Against	Shareholder
8	SP-Report on Integration of Sustainability Criteria in the Performance Assessment Process	Against	Against	Shareholder
9	SP-Disclose Information on Compensation Consultant	Against	Against	Shareholder
10	SP-Senior Executive Compensation Be Relative to Employees' Average Salary and the Bank's Expenses and Financial Success	Against	Against	Shareholder
11	SP-Align Senior Executive Stock Option Allocations to the Bank's Economic Value Added	Against	Against	Shareholder
12	SP-Increase the Number of Women Directors	Against	Against	Shareholder
13	SP-Disclose Financial Statements of the Bank Subsidiaries in the Annual Report	Against	Against	Shareholder
14	SP-Disclose Bank Participation in Hedge Funds	Against	Against	Shareholder

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TRICO BANCSHARES

Ticker: TCBK Security ID: 896095106
 Meeting Date: MAY 22, 2007 Meeting Type: Annual
 Record Date: MAR 30, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director William J. Casey	For	For	Management
1.2	Elect Director Donald J. Amaral	For	For	Management
1.3	Elect Director Craig S. Compton	For	For	Management
1.4	Elect Director John S.A. Hasbrook	For	For	Management
1.5	Elect Director Michael W. Koehnen	For	For	Management
1.6	Elect Director Donald E. Murphy	For	For	Management
1.7	Elect Director Steve G. Nettleton	For	For	Management
1.8	Elect Director Richard P. Smith	For	For	Management
1.9	Elect Director Carroll R. Taresh	For	For	Management
1.10	Elect Director Alex A. Vereschagin, Jr	For	For	Management
2	Ratify Auditors	For	For	Management

U.S. BANCORP

Ticker: USB Security ID: 902973304
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Victoria Buynisk Gluckman	For	For	Management
1.2	Elect Director Arthur D. Collins, Jr.	For	For	Management
1.3	Elect Director Olivia F. Kirtley	For	For	Management
1.4	Elect Director Jerry W. Levin	For	For	Management
1.5	Elect Director Richard G. Reiten	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management
4	Declassify the Board of Directors	For	For	Management
5	Approve Report of the Compensation Committee	Against	Against	Shareholder
6	Establish SERP Policy	Against	Against	Shareholder

UCBH HOLDINGS, INC.

Ticker: UCBH Security ID: 90262T308
 Meeting Date: MAY 17, 2007 Meeting Type: Annual
 Record Date: MAR 30, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Pin Pin Chau	For	For	Management
2	Elect Director Godwin Wong	For	For	Management
3	Elect Director Thomas S. Wu	For	For	Management
4	Amend Omnibus Stock Plan	For	Against	Management
5	Declassify the Board of Directors	Against	For	Shareholder
6	Ratify Auditors	For	For	Management

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UMPQUA HOLDINGS CORP.

Ticker: UMPQ Security ID: 904214103
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald F. Angell	For	For	Management
1.2	Elect Director Scott D. Chambers	For	For	Management
1.3	Elect Director Raymond P. Davis	For	For	Management
1.4	Elect Director Allyn C. Ford	For	For	Management
1.5	Elect Director David B. Frohnmayer	For	For	Management
1.6	Elect Director Stephen M. Gambee	For	For	Management
1.7	Elect Director Dan Giustina	For	For	Management
1.8	Elect Director William A. Lansing	For	For	Management
1.9	Elect Director Theodore S. Mason	For	For	Management
1.10	Elect Director Diane D. Miller	For	For	Management
1.11	Elect Director Bryan L. Timm	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Approve Executive Incentive Bonus Plan	For	For	Management

UNION BANKSHARES CORP.

Ticker: UBSH Security ID: 905399101
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: MAR 2, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald L. Hicks	For	For	Management
1.2	Elect Director W. Taylor Murphy, Jr.	For	For	Management
1.3	Elect Director A.D. Whittaker	For	For	Management

UNIONBANCAL CORP.

Ticker: UB Security ID: 908906100
 Meeting Date: MAY 24, 2007 Meeting Type: Annual
 Record Date: MAR 30, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Aida M. Alvarez	For	For	Management
1.2	Elect Director David R. Andrews	For	For	Management
1.3	Elect Director Nicholas B. Binkley	For	For	Management
1.4	Elect Director L. Dale Crandall	For	For	Management
1.5	Elect Director Murray H. Dashe	For	For	Management
1.6	Elect Director Richard D. Farman	For	For	Management
1.7	Elect Director Philip B. Flynn	For	For	Management
1.8	Elect Director Michael J. Gillfillan	For	For	Management
1.9	Elect Director Mohan S. Gyani	For	For	Management
1.10	Elect Director Ronald L. Havner, Jr.	For	For	Management
1.11	Elect Director Norimichi Kanari	For	Withhold	Management
1.12	Elect Director Mary S. Metz	For	For	Management
1.13	Elect Director Shigemitsu Miki	For	Withhold	Management
1.14	Elect Director J. Fernando Niebla	For	For	Management
1.15	Elect Director Masashi Oka	For	For	Management

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1.16	Elect Director Kyota Omori	For	For	Management
1.17	Elect Director Masaaki Tanaka	For	For	Management
2	Ratify Auditors	For	For	Management

UNIVEST CORPORATION OF PENNSYLVANIA

Ticker: UVSP Security ID: 915271100
 Meeting Date: APR 10, 2007 Meeting Type: Annual
 Record Date: FEB 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James L. Bergey	For	For	Management
1.2	Elect Director Charles H. Hoeflich	For	For	Management
1.3	Elect Director John U. Young	For	For	Management
1.4	Elect Director Margaret K. Zook	For	For	Management
1.5	Elect Director William G. Morral	For	For	Management
1.6	Elect Director Mark A. Schlosser	For	For	Management

VALLEY NATIONAL BANCORP

Ticker: VLY Security ID: 919794107
 Meeting Date: APR 11, 2007 Meeting Type: Annual
 Record Date: FEB 16, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Andrew B. Abramson	For	For	Management
1.2	Elect Director Pamela R. Bronander	For	For	Management
1.3	Elect Director Eric P. Edelstein	For	Withhold	Management
1.4	Elect Director Mary J.S. Guilfoile	For	For	Management
1.5	Elect Director H. Dale Hemmerdinger	For	For	Management
1.6	Elect Director Graham O. Jones	For	For	Management
1.7	Elect Director Walter H. Jones, III	For	For	Management
1.8	Elect Director Gerald Korde	For	For	Management
1.9	Elect Director Michael L. Larusso	For	For	Management
1.10	Elect Director Gerald H. Lipkin	For	For	Management
1.11	Elect Director Robinson Markel	For	For	Management
1.12	Elect Director Robert E. Mcentee	For	For	Management
1.13	Elect Director Richard S. Miller	For	For	Management
1.14	Elect Director Barnett Rukin	For	For	Management
2	Ratify Auditors	For	For	Management

VINEYARD NATIONAL BANCORP, INC.

Ticker: VNBC Security ID: 927426106
 Meeting Date: MAY 23, 2007 Meeting Type: Annual
 Record Date: MAR 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Frank S. Alvarez	For	For	Management
1.2	Elect Director David A. Buxbaum	For	For	Management
1.3	Elect Director Charles L. Keagle	For	For	Management
1.4	Elect Director James G. LeSieur	For	For	Management
1.5	Elect Director Norman A. Morales	For	For	Management

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1.6	Elect Director Robb D. Quincey	For	For	Management
1.7	Elect Director Joel H. Ravitz	For	For	Management
2	Ratify Auditors	For	For	Management

VIRGINIA COMMERCE BANCORP, INC.

Ticker: VCBI Security ID: 92778Q109
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: MAR 9, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Leonard Adler	For	For	Management
1.2	Elect Director Michael G. Anzilotti	For	For	Management
1.3	Elect Director Peter A. Converse	For	For	Management
1.4	Elect Director W. Douglas Fisher	For	For	Management
1.5	Elect Director David M. Guernsey	For	For	Management
1.6	Elect Director Robert H. L'Hommedieu	For	For	Management
1.7	Elect Director Norris E. Mitchell	For	For	Management
1.8	Elect Director Arthur L. Walters	For	For	Management
2	Amend Stock Option Plan	For	Against	Management

VIRGINIA FINANCIAL GROUP INC

Ticker: VFGI Security ID: 927810101
 Meeting Date: MAY 14, 2007 Meeting Type: Annual
 Record Date: MAR 15, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lee S. Baker	For	For	Management
1.2	Elect Director O.R. Barham, Jr.	For	For	Management
1.3	Elect Director P. William Moore, Jr.	For	For	Management
1.4	Elect Director Thomas F. William, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: AUG 31, 2006 Meeting Type: Special
 Record Date: JUL 11, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with an Acquisition	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management

WACHOVIA CORP.

Ticker: WB Security ID: 929903102
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 12, 2007

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ernest S. Rady	For	For	Management
1.2	Elect Director Jerry Gitt	For	For	Management
1.3	Elect Director John T. Casteen, III	For	For	Management
1.4	Elect Director Maryellen C. Herringer	For	For	Management
1.5	Elect Director Joseph Neubauer	For	For	Management
1.6	Elect Director Timothy D. Proctor	For	For	Management
1.7	Elect Director Van L. Richey	For	For	Management
1.8	Elect Director Dona Davis Young	For	For	Management
2	Declassify the Board of Directors	For	For	Management
3	Company Specific--Provide for Majority Voting	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Report of the Compensation Committee	Against	Against	Shareholder
6	Require Director Nominee Qualifications	Against	Against	Shareholder
7	Report on Political Contributions	Against	Abstain	Shareholder
8	Separate Chairman and CEO Positions	Against	Against	Shareholder

WASHINGTON MUTUAL, INC

Ticker: WM Security ID: 939322103
 Meeting Date: APR 17, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Anne V. Farrell	For	For	Management
1.2	Elect Director Stephen E. Frank	For	For	Management
1.3	Elect Director Kerry K. Killinger	For	For	Management
1.4	Elect Director Thomas C. Leppert	For	For	Management
1.5	Elect Director Charles M. Lillis	For	For	Management
1.6	Elect Director Phillip D. Matthews	For	For	Management
1.7	Elect Director Regina T. Montoya	For	For	Management
1.8	Elect Director Michael K. Murphy	For	For	Management
1.9	Elect Director Margaret Osmer Mcquade	For	For	Management
1.10	Elect Director Mary E. Pugh	For	For	Management
1.11	Elect Director William G. Reed, Jr.	For	For	Management
1.12	Elect Director Orin C. Smith	For	For	Management
1.13	Elect Director James H. Stever	For	For	Management
2	Ratify Auditors	For	For	Management
3	Establish SERP Policy	Against	Against	Shareholder
4	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
5	Require Director Nominee Qualifications	Against	Against	Shareholder

WEBSTER FINANCIAL CORP.

Ticker: WBS Security ID: 947890109
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 22, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Joel S. Becker	For	For	Management
1.2	Elect Director William T. Bromage	For	For	Management
1.3	Elect Director James C. Smith	For	For	Management

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2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John S. Chen	For	For	Management
1.2	Elect Director Lloyd H. Dean	For	For	Management
1.3	Elect Director Susan E. Engel	For	For	Management
1.4	Elect Director Enrique Hernandez, Jr.	For	For	Management
1.5	Elect Director Robert L. Joss	For	For	Management
1.6	Elect Director Richard M. Kovacevich	For	For	Management
1.7	Elect Director Richard D. McCormick	For	For	Management
1.8	Elect Director Cynthia H. Milligan	For	For	Management
1.9	Elect Director Nicholas G. Moore	For	For	Management
1.10	Elect Director Philip J. Quigley	For	For	Management
1.11	Elect Director Donald B. Rice	For	For	Management
1.12	Elect Director Judith M. Runstad	For	For	Management
1.13	Elect Director Stephen W. Sanger	For	For	Management
1.14	Elect Director Susan G. Swenson	For	For	Management
1.15	Elect Director John G. Stumpf	For	For	Management
1.16	Elect Director Michael W. Wright	For	For	Management
2	Ratify Auditors	For	For	Management
3	Separate Chairman and CEO Positions	Against	Against	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder
5	Establish SERP Policy	Against	Against	Shareholder
6	Report on Racial and Ethnic Disparities in Loan Pricing	Against	Abstain	Shareholder
7	Report on Emission Reduction Goals	Against	Abstain	Shareholder

WEST COAST BANCORP (OR)

Ticker: WCBO Security ID: 952145100
 Meeting Date: APR 24, 2007 Meeting Type: Annual
 Record Date: MAR 1, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lloyd D. Ankeny	For	For	Management
1.2	Elect Director Michael J. Bragg	For	For	Management
1.3	Elect Director Duane C. Mcdougall	For	For	Management
1.4	Elect Director Steven J. Oliva	For	For	Management
1.5	Elect Director J.F. Ouderkirk	For	For	Management
1.6	Elect Director Steven N. Spence	For	For	Management
1.7	Elect Director Robert D. Sznewajs	For	For	Management
1.8	Elect Director David J. Truitt	For	For	Management
1.9	Elect Director Nancy A Wilgenbusch Phd	For	For	Management
2	Ratify Auditors	For	For	Management

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WESTAMERICA BANCORPORATION

Ticker: WABC Security ID: 957090103
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 26, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director E. Allen	For	For	Management
1.2	Elect Director L. Bartolini	For	For	Management
1.3	Elect Director E.J. Bowler	For	For	Management
1.4	Elect Director A. Latno, Jr.	For	For	Management
1.5	Elect Director P. Lynch	For	For	Management
1.6	Elect Director C. Macmillan	For	For	Management
1.7	Elect Director R. Nelson	For	For	Management
1.8	Elect Director D. Payne	For	For	Management
1.9	Elect Director E. Sylvester	For	For	Management

WHITNEY HOLDING CORP.

Ticker: WTNV Security ID: 966612103
 Meeting Date: APR 25, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard B. Crowell	For	For	Management
1.2	Elect Director Michael L. Lomax	For	For	Management
1.3	Elect Director Dean E. Taylor	For	For	Management
2	Approve Omnibus Stock Plan	For	For	Management
3	Approve Executive Incentive Bonus Plan	For	For	Management
4	Ratify Auditors	For	For	Management

WILMINGTON TRUST CORP.

Ticker: WL Security ID: 971807102
 Meeting Date: APR 19, 2007 Meeting Type: Annual
 Record Date: FEB 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director R. Keith Elliott	For	For	Management
1.2	Elect Director Gailen Krug	For	For	Management
1.3	Elect Director Stacey J. Mobley	For	For	Management

ZIONS BANCORPORATION

Ticker: ZION Security ID: 989701107
 Meeting Date: MAY 4, 2007 Meeting Type: Annual
 Record Date: MAR 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Roger B. Porter	For	For	Management
1.2	Elect Director L.E. Simmons	For	For	Management
1.3	Elect Director Steven C. Wheelwright	For	For	Management
2	Ratify Auditors	For	For	Management

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3 Other Business For For Management

Any ballot marked 'Abstain' is considered to have been voted. Ballots marked 'Abstain' are considered to be have been voted against management's recommendation, regardless of whether the recommendation is 'For' or 'Against,' except where management has made no recommendation or has recommended that shareholders 'Abstain.'

Where management has recommended that shareholders 'Abstain' from voting on a ballot item: 1) a ballot marked 'Abstain' is considered to have been voted for management's recommendation to 'Abstain' and 2) a ballot voted 'For' or 'Against' is considered to have been voted against management's recommendation to 'Abstain.'

Where management has made no recommendation on a ballot item, the abbreviation "N/A" is used to denote that there is no applicable recommendation compared to which a vote may be 'For' or 'Against' the recommendation of management.

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.

John Hancock Bank and Thrift Opportunity Fund

(Registrant)

By: /s/Keith F. Hartstein

Keith F. Hartstein
President and Chief Executive Officer

Date: August 27, 2007

an,serif" style="font-size:10.0pt;">Net income attributable to ExxonMobil

6,860

15,910

16,360

25,360

Earnings per common share (*dollars*)

1.55

3.41

3.67

5.41

Earnings per common share - assuming dilution (*dollars*)

1.55

3.41

3.67

5.41

Dividends per common share (*dollars*)

0.63

45

0.57

1.20

1.04

(1) Sales-based taxes included in sales and other

operating revenue

7,552

8,027

15,044

16,520

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(millions of dollars)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Net income including noncontrolling interests	6,975	17,654	16,736	27,453
Other comprehensive income (net of income taxes)				
Foreign exchange translation adjustment	(2,337)	(1,367)	(3,546)	(322)
Adjustment for foreign exchange translation (gain)/loss				
included in net income	-	(4,302)	-	(4,235)
Postretirement benefits reserves adjustment (excluding amortization)	99	224	164	(180)
Amortization and settlement of postretirement benefits reserves				
adjustment included in net periodic benefit costs	454	1,236	898	1,629
Total other comprehensive income	(1,784)	(4,209)	(2,484)	(3,108)
Comprehensive income including noncontrolling interests	5,191	13,445	14,252	24,345
Comprehensive income attributable to noncontrolling interests	(55)	196	89	521
Comprehensive income attributable to ExxonMobil	5,246	13,249	14,163	23,824

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEET
(millions of dollars)

	June 30, 2013	Dec. 31, 2012
Assets		
Current assets		
Cash and cash equivalents	4,609	9,582
Cash and cash equivalents – restricted	403	341
Notes and accounts receivable – net	35,340	34,987
Inventories		
Crude oil, products and merchandise	13,373	10,836
Materials and supplies	3,824	3,706
Other current assets	5,295	5,008
Total current assets	62,844	64,460
Investments, advances and long-term receivables	35,643	34,718
Property, plant and equipment – net	235,240	226,949
Other assets, including intangibles – net	7,888	7,668
Total assets	341,615	333,795
Liabilities		
Current liabilities		
Notes and loans payable	11,861	3,653
Accounts payable and accrued liabilities	52,619	50,728
Income taxes payable	8,208	9,758
Total current liabilities	72,688	64,139
Long-term debt	7,496	7,928
Postretirement benefits reserves	25,281	25,267
Deferred income tax liabilities	38,947	37,570
Long-term obligations to equity companies	4,045	3,555
Other long-term obligations	21,570	23,676
Total liabilities	170,027	162,135
Commitments and contingencies (Note 2)		
Equity		
Common stock without par value		
(9,000 million shares authorized, 8,019 million shares issued)	9,882	9,653
Earnings reinvested	376,732	365,727
Accumulated other comprehensive income	(14,381)	(12,184)
Common stock held in treasury		
(3,617 million shares at June 30, 2013 and 3,517 million shares at Dec. 31, 2012)	(206,586)	(197,333)

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	ExxonMobil share of equity	165,647	165,863
Noncontrolling interests		5,941	5,797
	Total equity	171,588	171,660
	Total liabilities and equity	341,615	333,795

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(millions of dollars)

	Six Months Ended	
	June 30,	
	2013	2012
Cash flows from operating activities		
Net income including noncontrolling interests	16,736	27,453
Depreciation and depletion	8,515	7,741
Changes in operational working capital, excluding cash and debt	(2,962)	3,408
Net (gain) on asset sales	(358)	(11,109)
All other items – net	(656)	2,011
Net cash provided by operating activities	21,275	29,504
Cash flows from investing activities		
Additions to property, plant and equipment	(16,145)	(16,188)
Proceeds associated with sales of subsidiaries, property, plant and equipment, and sales and returns of investments	665	6,243
Additional investments and advances	(3,464)	(241)
Other investing activities – net	397	1,079
Net cash used in investing activities	(18,547)	(9,107)
Cash flows from financing activities		
Additions to long-term debt	202	389
Reductions in long-term debt	-	(11)
Additions/(reductions) in short-term debt – net	7,566	(214)
Cash dividends to ExxonMobil shareholders	(5,355)	(4,878)
Cash dividends to noncontrolling interests	(185)	(137)
Changes in noncontrolling interests	(1)	198
Tax benefits related to stock-based awards	7	-
Common stock acquired	(9,652)	(10,716)
Common stock sold	9	86
Net cash used in financing activities	(7,409)	(15,283)
Effects of exchange rate changes on cash	(292)	24
Increase/(decrease) in cash and cash equivalents	(4,973)	5,138
Cash and cash equivalents at beginning of period	9,582	12,664
Cash and cash equivalents at end of period	4,609	17,802
Supplemental Disclosures		
Income taxes paid	14,660	12,327

Cash interest paid

219

290

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

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EXXON MOBIL CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(millions of dollars)

	ExxonMobil Share of Equity						
	Accumulated						
	Common	Earnings	Other	Common	ExxonMobil	Non-	Total
	Stock	Reinvested	Compre-	Stock	Share of	controlling	Equity
			hensive	Held in	Equity	Interests	
			Income	Treasury			Equity
Balance as of December 31, 2011	9,512	330,939	(9,123)	(176,932)	154,396	6,348	160,744
Amortization of stock-based awards	439	-	-	-	439	-	439
Tax benefits related to stock-based awards	23	-	-	-	23	-	23
Other	(753)	-	-	-	(753)	(1,450)	(2,203)
Net income for the period	-	25,360	-	-	25,360	2,093	27,453
Dividends – common shares	-	(4,878)	-	-	(4,878)	(214)	(5,092)
Other comprehensive income	-	-	(1,536)	-	(1,536)	(1,572)	(3,108)
Acquisitions, at cost	-	-	-	(10,716)	(10,716)	(31)	(10,747)
Dispositions	-	-	-	476	476	-	476
Balance as of June 30, 2012	9,221	351,421	(10,659)	(187,172)	162,811	5,174	167,985
Balance as of December 31, 2012	9,653	365,727	(12,184)	(197,333)	165,863	5,797	171,660
Amortization of stock-based awards	428	-	-	-	428	-	428
Tax benefits related to stock-based awards	192	-	-	-	192	-	192
Other	(391)	-	-	-	(391)	241	(150)
Net income for the period	-	16,360	-	-	16,360	376	16,736
Dividends – common shares	-	(5,355)	-	-	(5,355)	(185)	(5,540)
Other comprehensive income	-	-	(2,197)	-	(2,197)	(287)	(2,484)
Acquisitions, at cost	-	-	-	(9,652)	(9,652)	(1)	(9,653)
Dispositions	-	-	-	399	399	-	399

Balance as of June 30, 2013	9,882	376,732	(14,381)	(206,586)	165,647	5,941	171,588
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<u>Common Stock</u> <u>Share Activity</u>	Six Months Ended June 30, 2013			Six Months Ended June 30, 2012		
	Held in			Held in		
	Issued	Treasury	Outstanding	Issued	Treasury	Outstanding
	<i>(millions of shares)</i>			<i>(millions of shares)</i>		
Balance as of December 31	8,019	(3,517)	4,502	8,019	(3,285)	4,734
Acquisitions	-	(108)	(108)	-	(127)	(127)
Dispositions	-	8	8	-	9	9
Balance as of June 30	8,019	(3,617)	4,402	8,019	(3,403)	4,616

The information in the Notes to Condensed Consolidated Financial Statements is an integral part of these statements.

EXXON MOBIL CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Financial Statement Preparation

These unaudited condensed consolidated financial statements should be read in the context of the consolidated financial statements and notes thereto filed with the Securities and Exchange Commission in the Corporation's 2012 Annual Report on Form 10-K. In the opinion of the Corporation, the information furnished herein reflects all known accruals and adjustments necessary for a fair statement of the results for the periods reported herein. All such adjustments are of a normal recurring nature. Prior year's data has been reclassified in certain cases to conform to the 2013 presentation basis.

The Corporation's exploration and production activities are accounted for under the "successful efforts" method.

2. Litigation and Other Contingencies

Litigation

A variety of claims have been made against ExxonMobil and certain of its consolidated subsidiaries in a number of pending lawsuits. Management has regular litigation reviews, including updates from corporate and outside counsel, to assess the need for accounting recognition or disclosure of these contingencies. The Corporation accrues an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated. If a range of amounts can be reasonably estimated and no amount within the range is a better estimate than any other amount, then the minimum of the range is accrued. The Corporation does not record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated or when the liability is believed to be only reasonably possible or remote. For contingencies where an unfavorable outcome is reasonably possible and which are significant, the Corporation discloses the nature of the contingency and, where feasible, an estimate of the possible loss. For purposes of our contingency disclosures, "significant" includes material matters as well as other matters which management believes should be disclosed. ExxonMobil will continue to defend itself vigorously in these matters. Based on a consideration of all relevant facts and circumstances, the Corporation does not believe the ultimate outcome of any currently pending lawsuit against ExxonMobil will have a

material adverse effect upon the Corporation's operations, financial condition, or financial statements taken as a whole.

Other Contingencies

The Corporation and certain of its consolidated subsidiaries were contingently liable at June 30, 2013, for guarantees relating to notes, loans and performance under contracts. Where guarantees for environmental remediation and other similar matters do not include a stated cap, the amounts reflect management's estimate of the maximum potential exposure. These guarantees are not reasonably likely to have a material effect on the Corporation's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

	Equity Company Obligations (1)	As of June 30, 2013 Other Third Party Obligations	Total
		<i>(millions of dollars)</i>	
Guarantees			
Debt-related	2,793	52	2,845
Other	4,145	4,585	8,730
Total	6,938	4,637	11,575

(1) ExxonMobil share

Additionally, the Corporation and its affiliates have numerous long-term sales and purchase commitments in their various business activities, all of which are expected to be fulfilled with no adverse consequences material to the Corporation's operations or financial condition. The Corporation's outstanding unconditional purchase obligations at June 30, 2013, were similar to those at the prior year-end period. Unconditional purchase obligations as defined by accounting standards are those long-term commitments that are noncancelable or cancelable only under certain conditions, and that third parties have used to secure financing for the facilities that will provide the contracted goods or services.

The operations and earnings of the Corporation and its affiliates throughout the world have been, and may in the future be, affected from time to time in varying degree by political developments and laws and regulations, such as forced divestiture of assets; restrictions on production, imports and exports; price controls; tax increases and retroactive tax claims; expropriation of property; cancellation of contract rights and environmental regulations. Both the likelihood of such occurrences and their overall effect upon the Corporation vary greatly from country to country and are not predictable.

In accordance with a nationalization decree issued by Venezuela's president in February 2007, by May 1, 2007, a subsidiary of the Venezuelan National Oil Company (PdVSA) assumed the operatorship of the Cerro Negro Heavy Oil Project. This Project had been operated and owned by ExxonMobil affiliates holding a 41.67 percent ownership interest in the Project. The decree also required conversion of the Cerro Negro Project into a "mixed enterprise" and an increase in PdVSA's or one of its affiliate's ownership interest in the Project, with the stipulation that if ExxonMobil refused to accept the terms for the formation of the mixed enterprise within a specified period of time, the government would "directly assume the activities" carried out by the joint venture. ExxonMobil refused to accede to the terms proffered by the government, and on June 27, 2007, the government expropriated ExxonMobil's 41.67 percent interest in the Cerro Negro Project. ExxonMobil's remaining net book investment in Cerro Negro producing assets is about \$750 million.

On September 6, 2007, affiliates of ExxonMobil filed a Request for Arbitration with the International Centre for Settlement of Investment Disputes (ICSID) invoking ICSID jurisdiction under Venezuela's Investment Law and the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID Tribunal issued a decision on June 10, 2010, finding that it had jurisdiction to proceed on the basis of the Netherlands-Venezuela Bilateral Investment Treaty. The ICSID arbitration proceeding is continuing and a hearing on the merits was held in February 2012. At this time, the net impact of these matters on the Corporation's consolidated financial results cannot be reasonably estimated. Regardless, the Corporation does not expect the resolution to have a material effect upon the Corporation's operations or financial condition.

An affiliate of ExxonMobil is one of the Contractors under a Production Sharing Contract (PSC) with the Nigerian National Petroleum Corporation (NNPC) covering the Erha block located in the offshore waters of Nigeria. ExxonMobil's affiliate is the operator of the block and owns a 56.25 percent interest under the PSC. The Contractors are in dispute with NNPC regarding NNPC's lifting of crude oil in excess of its entitlement under the terms of the PSC. In accordance with the terms of the PSC, the Contractors initiated arbitration in Abuja, Nigeria, under the Nigerian Arbitration and Conciliation Act. On October 24, 2011, a three-member arbitral Tribunal issued an award upholding the Contractors' position in all material respects and awarding damages to the Contractors jointly in an amount of approximately \$1.8 billion plus \$234 million in accrued interest. The Contractors petitioned a Nigerian federal court for enforcement of the award, and NNPC petitioned the same court to have the award set aside. On May 22, 2012, the court set aside the award. The Contractors have appealed that judgment. In June 2013, the Contractors filed a lawsuit against NNPC in the Nigerian federal high court in order to preserve their ability to seek enforcement of the PSC in the courts if necessary. At this time, the net impact of this matter on the Corporation's consolidated financial results cannot be reasonably estimated. However, regardless of the outcome of enforcement proceedings, the Corporation does not expect the proceedings to have a material effect upon the Corporation's operations or financial condition.

3. Other Comprehensive Income Information

ExxonMobil Share of Accumulated Other <u>Comprehensive Income</u>	Cumulative Foreign Exchange Translation Adjustment	Post- retirement Benefits Reserves Adjustment	Total
	<i>(millions of dollars)</i>		
Balance as of December 31, 2011	4,168	(13,291)	(9,123)
Current period change excluding amounts reclassified from accumulated other comprehensive income	(266)	(152)	(418)
Amounts reclassified from accumulated other comprehensive income	(2,484)	1,366	(1,118)
Total change in accumulated other comprehensive income	(2,750)	1,214	(1,536)
Balance as of June 30, 2012	1,418	(12,077)	(10,659)
Balance as of December 31, 2012	2,410	(14,594)	(12,184)
Current period change excluding amounts reclassified from accumulated other comprehensive income	(3,214)	152	(3,062)
Amounts reclassified from accumulated other comprehensive income	-	865	865
Total change in accumulated other comprehensive income	(3,214)	1,017	(2,197)
Balance as of June 30, 2013	(804)	(13,577)	(14,381)

Amounts Reclassified Out of Accumulated Other <u>Comprehensive Income - Before-tax Income/(Expense)</u>	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Foreign exchange translation gain/(loss) included in net income (Statement of Income line: Other income)	-	4,302	-	4,235
Amortization and settlement of postretirement benefits reserves adjustment included in net periodic benefit costs (1)	(659)	(1,979)	(1,303)	(2,561)

(1) These accumulated other comprehensive income components are included in the computation of net periodic pension cost. (See Note 5 – Pension and Other Postretirement Benefits for additional details.)

Income Tax (Expense)/Credit For <u>Components of Other Comprehensive Income</u>	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Foreign exchange translation adjustment	79	23	116	(37)
Postretirement benefits reserves adjustment				
Postretirement benefits reserves adjustment (excluding amortization)	(38)	(71)	(57)	90
Amortization and settlement of postretirement benefits reserves				
adjustment included in net periodic benefit costs	(205)	(743)	(405)	(932)
Total	(164)	(791)	(346)	(879)

4. Earnings Per Share

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Earnings per common share				
Net income attributable to ExxonMobil (<i>millions of dollars</i>)	6,860	15,910	16,360	25,360
Weighted average number of common shares outstanding (<i>millions of shares</i>)	4,433	4,656	4,459	4,686
Earnings per common share (<i>dollars</i>)	1.55	3.41	3.67	5.41
Earnings per common share - assuming dilution				
Net income attributable to ExxonMobil (<i>millions of dollars</i>)	6,860	15,910	16,360	25,360
Weighted average number of common shares outstanding (millions of shares)	4,433	4,656	4,459	4,686
Effect of employee stock-based awards	-	1	-	1
Weighted average number of common shares outstanding - assuming dilution	4,433	4,657	4,459	4,687
Earnings per common share - assuming dilution (<i>dollars</i>)	1.55	3.41	3.67	5.41

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5. Pension and Other Postretirement Benefits

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Pension Benefits - U.S.				
Components of net benefit cost				
Service cost	188	160	375	316
Interest cost	187	205	374	410
Expected return on plan assets	(208)	(204)	(417)	(394)
Amortization of actuarial loss/(gain) and prior				
service cost	164	144	328	290
Net pension enhancement and				
curtailment/settlement cost	197	123	364	246
Net benefit cost	528	428	1,024	868
Pension Benefits - Non-U.S.				
Components of net benefit cost				
Service cost	173	166	351	334
Interest cost	261	282	538	580
Expected return on plan assets	(271)	(273)	(563)	(562)
Amortization of actuarial loss/(gain) and prior				
service cost	235	237	485	491
Net pension enhancement and				
curtailment/settlement cost (1)	1	1,423	1	1,429
Net benefit cost	399	1,835	812	2,272
Other Postretirement Benefits				
Components of net benefit cost				
Service cost	43	36	79	69
Interest cost	86	101	177	204
Expected return on plan assets	(10)	(10)	(20)	(21)
Amortization of actuarial loss/(gain) and prior				
service cost	62	55	125	108
Net benefit cost	181	182	361	360

(1) Non-U.S. net pension enhancement and curtailment/settlement cost for the three months and six months ended June 30, 2012, includes \$1,420 million (on a consolidated company, before tax basis) of accumulated other comprehensive income for the postretirement benefit reserves adjustment that was recycled into earnings and included in the Japan restructuring gain reported in "Other income".

6. Financial Instruments

The fair value of financial instruments is determined by reference to observable market data and other valuation techniques as appropriate. The only category of financial instruments where the difference between fair value and recorded book value is notable is long-term debt. The estimated fair value of total long-term debt, excluding capitalized lease obligations, was \$7,454 million at June 30, 2013, and \$8,027 million at December 31, 2012, as compared to recorded book values of \$7,098 million at June 30, 2013, and \$7,497 million at December 31, 2012.

The fair value of long-term debt by hierarchy level at June 30, 2013, is: Level 1 \$6,043 million; Level 2 \$1,347 million; and Level 3 \$64 million. Level 1 represents quoted prices in active markets. Level 2 includes debt whose fair value is based upon a publicly available index. Level 3 involves using internal data augmented by relevant market indicators if available.

7. Disclosures about Segments and Related Information

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
EARNINGS AFTER INCOME TAX				
Upstream				
United States	1,096	678	1,955	1,688
Non-U.S.	5,209	7,680	11,387	14,472
Downstream				
United States	248	834	1,287	1,437
Non-U.S. (1)	148	5,812	654	6,795
Chemical				
United States	515	494	1,267	927
Non-U.S. (1)	241	955	626	1,223
All other	(597)	(543)	(816)	(1,182)
Corporate total	6,860	15,910	16,360	25,360

(1) 2012 periods include gain associated with the Japan restructuring of \$5.3 billion in the non-U.S. Downstream and \$0.6 billion in the non-U.S. Chemical segments.

SALES AND OTHER OPERATING REVENUE (2)

Upstream				
United States	3,020	2,607	6,100	5,574
Non-U.S.	6,953	7,059	13,355	14,955
Downstream				
United States	29,965	30,461	60,963	61,370
Non-U.S.	53,480	62,809	106,887	129,827
Chemical				
United States	3,723	3,747	7,606	7,674
Non-U.S.	5,705	6,055	11,755	12,523
All other	7	7	15	11
Corporate total	102,853	112,745	206,681	231,934

(2) Includes sales-based taxes

INTERSEGMENT REVENUE

Upstream				
United States	2,034	2,111	4,309	4,603
Non-U.S.	11,205	11,896	22,592	24,066
Downstream				

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	United States	5,086	5,282	10,256	10,792
	Non-U.S.	11,647	14,737	25,164	31,906
Chemical					
	United States	2,959	3,000	6,186	6,128
	Non-U.S.	1,993	2,580	4,055	5,273
All other		71	67	138	137

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EXXON MOBIL CORPORATION

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FUNCTIONAL EARNINGS SUMMARY

<u>Earnings (U.S. GAAP)</u>	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Upstream				
United States	1,096	678	1,955	1,688
Non-U.S.	5,209	7,680	11,387	14,472
Downstream				
United States	248	834	1,287	1,437
Non-U.S.	148	5,812	654	6,795
Chemical				
United States	515	494	1,267	927
Non-U.S.	241	955	626	1,223
Corporate and financing	(597)	(543)	(816)	(1,182)
Net Income attributable to ExxonMobil (U.S. GAAP)	6,860	15,910	16,360	25,360
Earnings per common share <i>(dollars)</i>	1.55	3.41	3.67	5.41
Earnings per common share - assuming dilution <i>(dollars)</i>	1.55	3.41	3.67	5.41

References in this discussion to corporate earnings mean net income attributable to ExxonMobil (U.S. GAAP) from the consolidated income statement. Unless otherwise indicated, references to earnings, Upstream, Downstream, Chemical and Corporate and Financing segment earnings, and earnings per share are ExxonMobil's share after excluding amounts attributable to noncontrolling interests.

REVIEW OF SECOND QUARTER 2013 RESULTS

ExxonMobil's results for the second quarter of 2013 reflect continued strong operational performance and investments to meet growing demand for oil, natural gas and chemical products in the years ahead.

Second quarter earnings were \$6.9 billion, down 57 percent from the second quarter of 2012. Excluding the prior year net gain of \$7.5 billion associated with divestments and tax-related items, earnings were down 19 percent. Weaker refining margins and volumes associated with planned refinery turnaround and maintenance activities negatively impacted Downstream earnings.

In the second quarter, capital and exploration expenditures were \$10.2 billion, in line with anticipated spending plans.

The Corporation distributed \$6.8 billion to shareholders in the second quarter through dividends and share purchases to reduce shares outstanding.

Earnings in the first six months of 2013 of \$16,360 million decreased \$9,000 million from 2012.

Earnings per share – assuming dilution for the first six months of 2013 decreased 32 percent to \$3.67.

	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
<u>Upstream earnings</u>				
United States	1,096	678	1,955	1,688
Non-U.S.	5,209	7,680	11,387	14,472
Total	6,305	8,358	13,342	16,160

Upstream earnings were \$6,305 million in the second quarter of 2013, down \$2,053 million from the second quarter of 2012. Higher natural gas realizations, partially offset by lower liquids realizations, increased earnings by \$90 million, while lower volumes reduced earnings by \$70 million. All other items reduced earnings by about \$2.1 billion, primarily reflecting the absence of a prior year gain in Angola and higher operating expenses, including reimbursement of past exploratory costs to Rosneft for the Black Sea and Kara Sea Joint Ventures.

On an oil-equivalent basis, production decreased 1.9 percent from the second quarter of 2012. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, production was essentially flat.

Liquids production totaled 2,182 kbd (thousands of barrels per day), down 26 kbd from the second quarter of 2012. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, liquids production was flat, as field decline was offset by project ramp-up and lower downtime.

Second quarter natural gas production was 11,354 mcf (millions of cubic feet per day), down 307 mcf from 2012. Excluding the impacts of entitlement volumes and divestments, natural gas production was flat, as field decline was offset by higher demand, lower downtime and project ramp-up.

Earnings from U.S. Upstream operations were \$1,096 million, \$418 million higher than the second quarter of 2012. Non-U.S. Upstream earnings were \$5,209 million, down \$2,471 million from the prior year.

Upstream earnings in the first six months of 2013 were \$13,342 million, down \$2,818 million from 2012. Lower liquids realizations, partially offset by higher gas realizations, reduced earnings by \$140 million. Lower sales volumes decreased earnings by \$340 million. All other items, including lower net gains on asset sales, mainly in Angola, and higher expenses, reduced earnings by \$2.3 billion.

On an oil-equivalent basis, production was down 2.7 percent compared to the same period in 2012. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, production was down 0.9 percent.

Liquids production of 2,188 kbd decreased 23 kbd compared with 2012. Excluding the impacts of entitlement volumes, OPEC quota effects and divestments, liquids production was down 0.9 percent, as field decline was partly offset by project ramp up and lower downtime.

Natural gas production of 12,278 mcf/d decreased 571 mcf/d from 2012. Excluding the impacts of entitlement volumes and divestments, natural gas production was down 0.9 percent, with field decline partly offset by higher demand, lower downtime and project ramp-up.

Earnings in the first six months of 2013 from U.S. Upstream operations were \$1,955 million, up \$267 million from 2012. Earnings outside the U.S. were \$11,387 million, down \$3,085 million from the prior year.

Upstream additional information		Second Quarter	First Six Months
Volumes reconciliation (Oil-equivalent production)(1)		<i>(thousands of barrels daily)</i>	
2012		4,152	4,352
	Entitlements - Net Interest	-	(62)
	Entitlements - Price / Spend	(47)	3
	Quotas	(1)	5
	Divestments	(26)	(25)
	Net growth	(4)	(39)
2013		4,074	4,234

(1) Gas converted to oil-equivalent at 6 million cubic feet = 1 thousand barrels.

Listed below are descriptions of ExxonMobil's entitlement volume effects. These descriptions are provided to facilitate understanding of the terms.

Production Sharing Contract (PSC) Net Interest Reductions are contractual reductions in ExxonMobil's share of production volumes covered by PSCs. These reductions typically occur when cumulative investment returns or production volumes achieve thresholds as specified in the PSCs. Once a net interest reduction has occurred, it typically will not be reversed by subsequent events, such as lower crude oil prices.

Price and Spend Impacts on Volumes are fluctuations in ExxonMobil's share of production volumes caused by changes in oil and gas prices or spending levels from one period to another. For example, at higher prices, fewer barrels are required for ExxonMobil to recover its costs. According to the terms of contractual arrangements or government royalty regimes, price or spending variability can increase or decrease royalty burdens and/or volumes attributable to ExxonMobil. These effects generally vary from period to period with field spending patterns or market prices for crude oil or natural gas.

Downstream earnings		Second Quarter		First Six Months	
		2013	2012	2013	2012
		<i>(millions of dollars)</i>			
	United States	248	834	1,287	1,437
	Non-U.S.	148	5,812	654	6,795
	Total	396	6,646	1,941	8,232

Second quarter 2013 Downstream earnings were \$396 million, down \$6,250 million from the second quarter of 2012, due primarily to the absence of the \$5.3 billion gain associated with the Japan restructuring. Weaker margins, mainly in refining, decreased earnings by \$510 million. Volume and mix effects decreased earnings by \$370 million, due primarily to higher planned maintenance. All other items, primarily higher expenses, decreased earnings by \$70 million. Petroleum product sales of 5,765 kbd were 406 kbd lower than last year's second quarter reflecting the Japan restructuring and other divestment-related impacts.

Earnings from the U.S. Downstream were \$248 million, down \$586 million from the second quarter of 2012. Non-U.S. Downstream earnings of \$148 million were \$5,664 million lower than last year.

Downstream earnings in the first six months of 2013 of \$1,941 million decreased \$6,291 million from 2012 driven by the absence of the \$5.3 billion gain associated with the Japan restructuring. Higher margins increased earnings by \$230 million, while volume and mix effects decreased earnings by \$640 million. All other items, including higher operating expenses and lower divestments, decreased earnings by \$580 million. Petroleum product sales of 5,760 kbd decreased 483 kbd from 2012.

U.S. Downstream earnings in the first six months of 2013 were \$1,287 million, down \$150 million from 2012. Non U.S. Downstream earnings were \$654 million, a decrease of \$6,141 million from last year.

	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
<u>Chemical earnings</u>				
United States	515	494	1,267	927
Non-U.S.	241	955	626	1,223
Total	756	1,449	1,893	2,150

Second quarter 2013 Chemical earnings of \$756 million were \$693 million lower than the second quarter of 2012. The absence of the gain associated with the Japan restructuring decreased earnings by \$630 million. Lower specialties margins decreased earnings by \$100 million. Volume and mix effects increased earnings by \$120 million. All other items, including higher operating expenses, decreased earnings by \$80 million. Second quarter prime product sales of 5,831 kt (thousands of metric tons) were 141 kt lower than last year's second quarter.

Chemical earnings in the first six months of 2013 of \$1,893 million were \$257 million lower than 2012. The absence of the gain associated with the Japan restructuring decreased earnings by \$630 million. Higher margins increased earnings by \$210 million, while volume and mix effects increased earnings by \$130 million. All other items increased earnings by \$30 million. Prime product sales of 11,741 kt were down 568 kt from 2012.

	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
<u>Corporate and financing earnings</u>	(597)	(543)	(816)	(1,182)

Corporate and financing expenses of \$597 million in the second quarter of 2013 were relatively flat with the second quarter of 2012.

Corporate and financing expenses were \$816 million for the first six months of 2013, down \$366 million from 2012, as favorable tax impacts were partially offset by the absence of the Japan restructuring impact.

LIQUIDITY AND CAPITAL RESOURCES

	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Net cash provided by/(used in)				
Operating activities			21,275	29,504
Investing activities			(18,547)	(9,107)
Financing activities			(7,409)	(15,283)
Effect of exchange rate changes			(292)	24
Increase/(decrease) in cash and cash equivalents			(4,973)	5,138
Cash and cash equivalents (at end of period)			4,609	17,802
Cash and cash equivalents – restricted (at end of period)			403	215
Total cash and cash equivalents (at end of period)			5,012	18,017
Cash flow from operations and asset sales				
Net cash provided by operating activities (U.S. GAAP)	7,683	10,217	21,275	29,504
Proceeds associated with sales of subsidiaries, property, plant & equipment, and sales and returns of investments	305	3,730	665	6,243
Cash flow from operations and asset sales	7,988	13,947	21,940	35,747

Because of the ongoing nature of our asset management and divestment program, we believe it is useful for investors to consider proceeds associated with asset sales together with cash provided by operating activities when evaluating cash available for investment in the business and financing activities, including shareholder distributions.

Cash flow from operations and asset sales in the second quarter of 2013 of \$8.0 billion, including asset sales of \$0.3 billion, decreased \$6.0 billion from the comparable 2012 period. Lower proceeds from asset sales, driven by the 2012 Japan restructuring, and the timing of tax payments accounted for the majority of the cash flow decrease.

Cash provided by operating activities totaled \$21.3 billion for the first six months of 2013, \$8.2 billion lower than 2012. The major source of funds was net income including noncontrolling interests of \$16.7 billion, a decrease of \$10.7 billion from the prior year period. The adjustment for the noncash provision of \$8.5 billion for depreciation and depletion increased by \$0.8 billion. Changes in operational working capital decreased cash flows by \$3.0 billion in 2013, primarily due to an increase in inventory. Changes in operational working capital increased cash flows by \$3.4

billion in 2012 primarily due to changes in payable and receivable balances. Net gain on asset sales was \$0.4 billion in 2013 and \$11.1 billion in 2012. All other items net in 2013 decreased cash by \$0.7 billion versus an increase of \$2.0 billion in 2012. For additional details, see the Condensed Consolidated Statement of Cash Flows on page 6.

Investing activities for the first six months of 2013 used net cash of \$18.5 billion, an increase of \$9.4 billion compared to the prior year. Spending for additions to property, plant and equipment of \$16.1 billion was flat with 2012. Proceeds from asset sales of \$0.7 billion decreased \$5.6 billion. Additional investment and advances increased \$3.2 billion to \$3.5 billion reflecting the impact of the acquisition of Celtic Exploration Ltd.

Cash flow from operations and asset sales in the first six months of 2013 of \$21.9 billion, including asset sales of \$0.7 billion, decreased \$13.8 billion. This reflects the change in cash flows from operating activities described above and the lower proceeds from asset sales, driven by the 2012 Japan restructuring.

Net cash used in financing activities of \$7.4 billion in the first six months of 2013 was \$7.9 billion lower than 2012, reflecting short-term debt issuance in 2013.

During the second quarter of 2013, Exxon Mobil Corporation purchased 45 million shares of its common stock for the treasury at a gross cost of \$4.0 billion. These purchases were to reduce the number of shares outstanding. Shares outstanding decreased from 4,446 million at the end of first quarter to 4,402 million at the end of the second quarter 2013. Purchases may be made in both the open market and through negotiated transactions, and may be increased, decreased or discontinued at any time without prior notice.

The Corporation distributed to shareholders a total of \$6.8 billion in the second quarter of 2013 through dividends and share purchases to reduce shares outstanding.

Total cash and cash equivalents of \$5.0 billion at the end of the second quarter of 2013 compared to \$18.0 billion at the end of the second quarter of 2012.

Total debt of \$19.4 billion compared to \$11.6 billion at year-end 2012. The Corporation's debt to total capital ratio was 10.1 percent at the end of the second quarter of 2013 compared to 6.3 percent at year-end 2012.

Although the Corporation issues long-term debt from time to time, the Corporation currently expects to cover its near-term financial requirements predominantly with internally generated funds, supplemented by its revolving commercial paper program.

The Corporation, as part of its ongoing asset management program, continues to evaluate its mix of assets for potential upgrade. Because of the ongoing nature of this program, dispositions will continue to be made from time to time which will result in either gains or losses. Additionally, the Corporation continues to evaluate opportunities to enhance its business portfolio through acquisitions of assets or companies, and enters into such transactions from time to time. Key criteria for evaluating acquisitions include potential for future growth and attractive current valuations. Acquisitions may be made with cash, shares of the Corporation's common stock, or both.

Litigation and other contingencies are discussed in Note 2 to the unaudited condensed consolidated financial statements.

TAXES

	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Income taxes	5,793	8,537	12,070	16,253
<i>Effective income tax rate</i>	<i>51 %</i>	<i>36 %</i>	<i>48 %</i>	<i>41 %</i>

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Sales-based taxes	7,552	8,027	15,044	16,520
All other taxes and duties	8,986	10,036	17,767	21,239
Total	22,331	26,600	44,881	54,012

Income, sales-based and all other taxes and duties totaled \$22.3 billion for the second quarter of 2013, a decrease of \$4.3 billion from 2012. Income tax expense decreased by \$2.7 billion to \$5.8 billion with the impact of lower earnings partially offset by the higher effective tax rate. The effective income tax rate was 51 percent compared to 36 percent in the prior year period, due to the absence of the lower effective tax rate on divestments. Sales-based taxes and all other taxes and duties decreased by \$1.5 billion to \$16.5 billion reflecting the Japan restructuring.

Income, sales-based and all other taxes and duties totaled \$44.9 billion for the first six months of 2013, a decrease of \$9.1 billion from 2012. Income tax expense decreased by \$4.2 billion to \$12.1 billion with the impact of lower earnings partially offset by the higher effective tax rate. The effective income tax rate was 48 percent compared to 41 percent in the prior year due to the absence of the lower effective tax rate on divestments. Sales-based and all other taxes decreased by \$4.9 billion reflecting the Japan restructuring.

CAPITAL AND EXPLORATION EXPENDITURES

	Second Quarter		First Six Months	
	2013	2012	2013	2012
	<i>(millions of dollars)</i>			
Upstream (including exploration expenses)	9,277	8,393	20,124	16,472
Downstream	575	569	1,184	1,008
Chemical	390	368	706	681
Other	2	9	5	12
Total	10,244	9,339	22,019	18,173

Capital and exploration expenditures in the second quarter of 2013 were \$10.2 billion, up 10 percent from second quarter of 2012, in line with anticipated spending plans.

Capital and exploration expenditures in the first six months of 2013 were \$22 billion, up 21 percent from the first six months of 2012 in line with anticipated spending plans and included \$3.1 billion for the acquisition of Celtic Exploration Ltd. The Corporation anticipates an investment profile of about \$38 billion per year for the next several years. Actual spending could vary depending on the progress of individual projects and property acquisitions.

FORWARD-LOOKING STATEMENTS

Statements relating to future plans, projections, events or conditions are forward-looking statements. Actual results, including project plans, costs, timing, and capacities; capital and exploration expenditures; resource recoveries; and share purchase levels, could differ materially due to factors including: changes in oil or gas prices or other market or economic conditions affecting the oil and gas industry, including the scope and duration of economic recessions; the outcome of exploration and development efforts; changes in law or government regulation, including tax and environmental requirements; the outcome of commercial negotiations; changes in technical or operating conditions; and other factors discussed under the heading "Factors Affecting Future Results" in the "Investors" section of our website and in Item 1A of ExxonMobil's 2012 Form 10-K. We assume no duty to update these statements as of any future date.

The term "project" as used in this report can refer to a variety of different activities and does not necessarily have the same meaning as in any government payment transparency reports.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks for the six months ended June 30, 2013, does not differ materially from that discussed under Item 7A of the registrant's Annual Report on Form 10-K for 2012.

Item 4. Controls and Procedures

As indicated in the certifications in Exhibit 31 of this report, the Corporation's Chief Executive Officer, Principal Financial Officer and Principal Accounting Officer have evaluated the Corporation's disclosure controls and procedures as of June 30, 2013. Based on that evaluation, these officers have concluded that the Corporation's disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Corporation in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to them in a manner that allows for timely decisions regarding required disclosures and are effective in ensuring that such information is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There were no changes during the Corporation's last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On June 24, 2013, the United States Environmental Protection Agency (USEPA) issued a revised Notice of Intent to file a Civil Administrative Complaint (NOI) to the Joliet Refinery. The revised NOI superseded a May 17, 2013, NOI initially issued. The revised NOI alleged violations of release reporting requirements under the Emergency Planning and Community Right-to-Know Act and the Comprehensive Environmental Response, Compensation, and Liability Act. USEPA asserts that the Complaint will allege that the Refinery failed to immediately report two sulfur dioxide releases on December 17, 2008, and July 20, 2009, to the State Emergency Response Commission and the Local Emergency Planning Committee, as well as releases of hazardous wastes on October 31, 2009, and November 1, 2009, to the National Response Center. USEPA indicated that it plans to seek a penalty of \$1,326,460 for the violations alleged in the revised NOI; ExxonMobil and USEPA are discussing the issues at this time.

In April 2013, the California South Coast Air Quality Management District (AQMD) initiated discussions with ExxonMobil Oil Corporation (EMOC) to settle six outstanding Notices of Violation (NOV) (five issued to the Torrance Refinery and one issued to the Vernon Terminal), covering operating years 2010 through 2012 related to a number of AQMD regulations and applicable Title V permit conditions. The NOV issued to the Vernon Terminal was dismissed. The parties entered into a settlement agreement effective July 3, 2013, and EMOC paid a penalty of \$139,000, in full settlement of the NOVs issued to the Torrance Refinery.

In May 2013, the final agreement was signed between EMOC and California Air Resources Board, and payment of a \$120,000 penalty was made by EMOC, to settle the matter concerning EMOC's 2011 California Greenhouse Gas Mandatory Report as reported in the Corporation's Form 10-Q for the first quarter of 2013.

With regard to the discharge of oil from the Pegasus Pipeline in Mayflower, Faulkner County, Arkansas, on March 29, 2013, reported in the Corporation's Form 10-Q for the first quarter of 2013, on June 13, 2013, the United States, on behalf of the USEPA, and the State of Arkansas, on behalf of the Arkansas Department of Environmental Quality (ADEQ), filed an enforcement action against ExxonMobil Pipeline Company (EMPCo). The USEPA and ADEQ allege that the discharge contaminated land, waterways, air and habitat resulting in violations of the Clean Water Act and various Arkansas environmental statutes and regulations. Total penalties are expected to exceed \$100,000.

Regarding the matter involving EMPCo's pipeline integrity management program previously reported in the Corporation's Form 10-Q for the first quarter of 2012, on July 2, 2013, EMPCo received a Final Order of the U.S.

Department of Transportation Pipeline & Hazardous Material Safety Administration (PHMSA) which assessed a civil penalty of \$112,300, reduced from the \$151,100 proposed in the original Notice of Probable Violation. The penalty included 1) \$102,300 for operating 19 pipeline segments without documented hydro-pressure tests and 2) \$10,000 for inappropriately establishing a "Discovery" date for a pipeline condition requiring repair on one pipeline segment. (A second, similar allegation was withdrawn.) An additional proposed penalty of \$20,800 was withdrawn based upon a finding that EMPCo had complied with the PHMSA regulations regarding evaluation and repair of "immediate repair conditions". The Final Order contains a Compliance Order requiring EMPCo to hydro-pressure test certain of its line segments within one year and further requiring EMPCo to amend its Integrity Management Procedures in accordance with the order. On July 22, 2013, EMPCo filed a Petition for Reconsideration with PHMSA asking that the Agency withdraw the finding of violation with respect to 16 of the 19 pipeline segments, reduce the proposed penalty and modify the Compliance Order insofar as it requires hydro-pressure tests of the 16 pipeline segments.

Regarding the discharge of crude oil into the Yellowstone River from EMPCo's Silvertip Pipeline near Laurel, Montana, as reported in the Company's Form 10-Q for the first quarter of 2013, the PHMSA is proposing to assess a \$1.7 million civil penalty in connection with this matter and to require additional training of certain EMPCo personnel. EMPCo requested an administrative hearing to contest the allegations and the proposed penalty. PHMSA conducted a hearing on July 17, 2013.

The Agreed Final Judgment between the Corporation and Harris County, Texas and the State of Texas resolving alleged violations of the Clean Air Act at the Corporation's Baytown Olefins Plant and Baytown Refinery reported in the Corporation's Form 10-Q for the first quarter of 2013 and the third quarter of 2011 was entered by the 129th Judicial District Court in Houston, Texas on June 11, 2013. Under the Agreed Final Judgment, the Corporation paid a penalty of \$277,500 and \$150,000 in reimbursement of attorney fees incurred by Harris County and the State of Texas.

Regarding the North Dakota Department of Health (NDDOH) air enforcement matter previously reported in the Corporation's Form 10-Q for the first quarter of 2013, on June 27, 2013, the NDDOH and XTO Energy Inc. (XTO) agreed to a settlement of air permitting and emission controls issues for listed well sites historically owned and operated by XTO. The settlement requires that XTO pay a civil penalty of \$74,400, install appropriate emission controls and revise air permits to reflect current equipment and operations. The settlement also requires that, within 90 days of execution, XTO update the list of well sites in the settlement to include newly acquired assets with permitting or air emissions control compliance issues. It is anticipated that the updated listing will compel an additional penalty assessment in the future.

Regarding a matter previously reported in the Corporation's 2010 Form 10-K and its Form 10-Q for the third quarter of 2012, involving the issuance of a Notice of Violation (NOV) and likely enforcement action by the Pennsylvania Department of Environmental Protection (DEP) and the United States Department of Justice (DOJ) relating to the discharge of fluids at XTO's Marquardt Well Site in Penn Township, Pennsylvania, on July 18, 2013, the DOJ, on behalf of the USEPA, filed a complaint and consent decree reflecting a settlement with XTO for alleged violations of the Federal Water Pollution Control Act. The settlement requires that XTO pay a civil penalty of \$100,000 and implement work plans for well pad spill containment measures, water recycling and periodic reporting of spills and consent decree compliance to resolve the alleged violations of the federal Water Pollution Control Act. Additional enforcement actions by the state to resolve the issue raised in the DEP NOV are anticipated, but to date, have not yet been filed.

Refer to the relevant portions of Note 2 of this Quarterly Report on Form 10-Q for further information on legal proceedings.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Issuer Purchase of Equity Securities for Quarter Ended June 30, 2013**

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 2013	18,014,702	\$88.49	18,014,702	
May 2013	13,953,098	\$91.08	13,953,098	
June 2013	12,896,368	\$90.35	12,896,368	
Total	44,864,168	\$89.83	44,864,168	(See Note 1)

Note 1 - On August 1, 2000, the Corporation announced its intention to resume purchases of shares of its common stock for the treasury both to offset shares issued in conjunction with company benefit plans and programs and to gradually reduce the number of shares outstanding. The announcement did not specify an amount or expiration date. The Corporation has continued to purchase shares since this announcement and to report purchased volumes in its quarterly earnings releases. In its most recent earnings release dated August 1, 2013, the Corporation stated that third quarter 2013 share purchases to reduce shares outstanding are anticipated to equal \$3 billion. Purchases may be made in both the open market and through negotiated transactions, and purchases may be increased, decreased or discontinued at any time without prior notice.

Item 6. Exhibits

Exhibit	Description
31.1	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Chief Executive Officer.
31.2	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Financial Officer.
31.3	Certification (pursuant to Securities Exchange Act Rule 13a-14(a)) by Principal Accounting Officer.
32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Chief Executive Officer.
32.2	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Financial Officer.

32.3	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Accounting Officer.
101	Interactive Data Files.

EXXON MOBIL CORPORATION

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EXXON MOBIL CORPORATION

Date: August 6, 2013

By:

/s/ PATRICK T. MULVA
Patrick T. Mulva
Vice President, Controller and
Principal Accounting Officer

INDEX TO EXHIBITS

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