

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

ICA File Number: 811-03931
 Reporting Period: 07/01/2006 - 06/30/2007
 Clipper Fund, Inc.

===== CLIPPER FUND =====

ALTRIA GROUP, INC.

Ticker: MO Security ID: 02209S103
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Elizabeth E. Bailey	For	For	Management
1.2	Elect Director Harold Brown	For	For	Management
1.3	Elect Director Mathis Cabi Iavetta	For	For	Management
1.4	Elect Director Louis C. Camilleri	For	For	Management
1.5	Elect Director J. Dudley Fishburn	For	For	Management
1.6	Elect Director Robert E. R. Huntley	For	For	Management
1.7	Elect Director Thomas W. Jones	For	For	Management
1.8	Elect Director George Munoz	For	For	Management
1.9	Elect Director Lucio A. Noto	For	For	Management
1.10	Elect Director John S. Reed	For	For	Management
1.11	Elect Director Stephen M. Wolf	For	For	Management
2	Ratify Audi tors	For	For	Management
3	Provide for Cumulative Voting	Against	Against	Shareholder
4	Disclose Information on Secondhand Smoke	Against	Against	Shareholder
5	Cease Add Campaigns Oriented to Prevent Youth Smoking	Against	Against	Shareholder
6	Cease Production, Promotion, and Marketing of Tobacco Products	Against	Against	Shareholder
7	Adopt Animal Welfare Policy	Against	Against	Shareholder

 AMERICAN EXPRESS CO.

Ticker: AXP Security ID: 025816109
 Meeting Date: APR 23, 2007 Meeting Type: Annual
 Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Daniel F. Akerson	For	For	Management
1.2	Elect Director Charlene Barshefsky	For	For	Management
1.3	Elect Director Ursula M. Burns	For	For	Management
1.4	Elect Director Kenneth I. Chenault	For	For	Management
1.5	Elect Director Peter Chernin	For	For	Management
1.6	Elect Director Vernon E. Jordan, Jr.	For	For	Management
1.7	Elect Director Jan Leschly	For	For	Management
1.8	Elect Director Richard C. Levin	For	For	Management
1.9	Elect Director Richard A. McGinn	For	Withhold	Management
1.10	Elect Director Edward D. Miller	For	For	Management
1.11	Elect Director Frank P. Popoff	For	For	Management
1.12	Elect Director Steven S. Reinemund	For	For	Management
1.13	Elect Director Robert D. Walter	For	For	Management
1.14	Elect Director Ronald A. Williams	For	For	Management
2	Ratify Audi tors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Provide for Cumulative Voting	Against	Against	Shareholder

AMERICAN INTERNATIONAL GROUP, INC.

Ticker: AIG Security ID: 026874107
Meeting Date: MAY 16, 2007 Meeting Type: Annual
Record Date: MAR 23, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Marshall A. Cohen	For	For	Management
1.2	Elect Director Martin S. Feldstein	For	For	Management
1.3	Elect Director Ellen V. Futter	For	For	Management
1.4	Elect Director Stephen L. Hammerman	For	For	Management
1.5	Elect Director Richard C. Holbrooke	For	Withhold	Management
1.6	Elect Director Fred H. Langhammer	For	For	Management
1.7	Elect Director George L. Miles, Jr.	For	For	Management
1.8	Elect Director Morris W. Offit	For	For	Management
1.9	Elect Director James F. Orr, III	For	Withhold	Management
1.10	Elect Director Virginia M. Rometty	For	For	Management
1.11	Elect Director Martin J. Sullivan	For	For	Management
1.12	Elect Director Michael H. Sutton	For	For	Management
1.13	Elect Director Edmund S.W. Tse	For	For	Management
1.14	Elect Director Robert B. Willumstad	For	For	Management
1.15	Elect Director Frank G. Zarb	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Performance-Based and/or Time-Based Equity Awards	Against	Against	Shareholder

AMERIPRISE FINANCIAL, INC.

Ticker: AMP Security ID: 03076C106
Meeting Date: APR 25, 2007 Meeting Type: Annual
Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James M. Cracchiolo	For	For	Management
2	Elect Director Warren D. Knowlton	For	For	Management
3	Elect Director H. Jay Sarles	For	For	Management
4	Elect Director Robert F. Sharpe, Jr.	For	For	Management
5	Amend Omnibus Stock Plan	For	For	Management
6	Ratify Auditors	For	For	Management

BERKSHIRE HATHAWAY INC.

Ticker: BRK. A Security ID: 084670108
Meeting Date: MAY 5, 2007 Meeting Type: Annual
Record Date: MAR 6, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Warren E. Buffett	For	For	Management
1.2	Elect Director Charles T. Munger	For	For	Management
1.3	Elect Director Howard G. Buffett	For	For	Management
1.4	Elect Director Susan L. Decker	For	For	Management
1.5	Elect Director William H. Gates III	For	For	Management
1.6	Elect Director David S. Gottesman	For	For	Management
1.7	Elect Director Charlotte Guyman	For	For	Management

1.8	Elect Director Donald R. Keough	For	For	Management
1.9	Elect Director Thomas S. Murphy	For	For	Management
1.10	Elect Director Ronald L. Olson	For	For	Management
1.11	Elect Director Walter Scott, Jr.	For	For	Management
2	Prohibit Investments in Foreign Corporations Operating in Markets Embargoed by the United States Government	Against	Against	Shareholder

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104
Meeting Date: MAY 9, 2007 Meeting Type: Annual
Record Date: MAR 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James E. Copeland, Jr.	For	For	Management
2	Elect Director Kenneth M. Duberstein	For	For	Management
3	Elect Director Ruth R. Harkin	For	For	Management
4	Elect Director William R. Rhodes	For	For	Management
5	Elect Director J. Stapleton Roy	For	For	Management
6	Elect Director William E. Wade, Jr.	For	For	Management
7	Ratify Auditors	For	For	Management
8	Report on Political Contributions	Against	Against	Shareholder
9	Report on Renewable Energy Sources	Against	Against	Shareholder
10	Require Director Nominee Qualifications	Against	Against	Shareholder
11	Report on Environmental Damage from Drilling in the National Petroleum Reserve	Against	Against	Shareholder
12	Report on Indigenous Peoples Rights Policies	Against	Against	Shareholder
13	Report on Community Impact of Operations	Against	Against	Shareholder

COSTCO WHOLESALE CORPORATION

Ticker: COST Security ID: 22160K105
Meeting Date: JAN 31, 2007 Meeting Type: Annual
Record Date: NOV 27, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Benjamin S. Carson	For	For	Management
1.2	Elect Director William H. Gates	For	For	Management
1.3	Elect Director Hamilton E. James	For	For	Management
1.4	Elect Director Jill S. Ruckelshaus	For	For	Management
2	Ratify Auditors	For	For	Management

GOLDEN WEST FINANCIAL CORP.

Ticker: GDW Security ID: 381317106
Meeting Date: AUG 31, 2006 Meeting Type: Special
Record Date: JUL 11, 2006

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

HARLEY-DAVIDSON, INC.

Ticker: HOG Security ID: 412822108
 Meeting Date: APR 28, 2007 Meeting Type: Annual
 Record Date: MAR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barry K. Allen	For	For	Management
1.2	Elect Director Richard I. Beattie	For	For	Management
1.3	Elect Director Judson C. Green	For	For	Management
2	Ratify Auditors	For	For	Management

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 26, 2007 Meeting Type: Annual
 Record Date: FEB 27, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mary Sue Coleman	For	For	Management
1.2	Elect Director James G. Cullen	For	For	Management
1.3	Elect Director Michael M.E. Johns	For	For	Management
1.4	Elect Director Arnold G. Langbo	For	For	Management
1.5	Elect Director Susan L. Lindquist	For	For	Management
1.6	Elect Director Leo F. Mullin	For	For	Management
1.7	Elect Director Christine A. Poon	For	For	Management
1.8	Elect Director Charles Prince	For	For	Management
1.9	Elect Director Steven S Reinemund	For	For	Management
1.10	Elect Director David Satcher	For	For	Management
1.11	Elect Director William C. Welton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Require a Majority Vote for the Election of Directors	Against	Against	Shareholder
4	Submit Supplemental Executive Retirement Plans to Shareholder vote	Against	Against	Shareholder

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. Welton	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	Against	Against	Shareholder

5	Equity Awards			
	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	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	Against	Shareholder
9	Report on Political Contributions	Against	Against	Shareholder
10	Report on Management Initiatives to Address Links to Slavery and Human Rights Abuse	Against	Against	Shareholder

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
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	For	Management
3	Increase Authorized Preferred and Common Stock	For	For	Management
4	Adjourn Meeting	For	For	Management

MERRILL LYNCH & CO., INC.

Ticker: MER Security ID: 590188108
Meeting Date: APR 27, 2007 Meeting Type: Annual
Record Date: FEB 28, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John D. Finnegan	For	For	Management
1.2	Elect Director Joseph W. Prueher	For	For	Management
1.3	Elect Director Ann N. Reese	For	For	Management
2	Ratify Auditors	For	For	Management
3	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
4	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

5	Performance-Based and/or Time-Based Equity Awards	Against	Against	Shareholder
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MI CROSOFT CORP.

Ticker: MSFT Security ID: 594918104
Meeting Date: NOV 14, 2006 Meeting Type: Annual
Record Date: SEP 8, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William H. Gates, III	For	For	Management
2	Elect Director Steven A. Ballmer	For	For	Management
3	Elect Director James I. Cash, Jr., Ph.D.	For	For	Management
4	Elect Director Dina Dublon	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director David F. Marquardt	For	For	Management
7	Elect Director Charles H. Noski	For	For	Management
8	Elect Director Helmut Panke	For	For	Management
9	Elect Director Jon A. Shirley	For	For	Management
10	Ratify Auditors	For	For	Management
11	Cease Product Sales that Can Be Used to Violate Human Rights	Against	Against	Shareholder
12	Amend EEO Statement to Not Reference Sexual Orientation	Against	Against	Shareholder
13	Establish Shareholder Advisory Committee	Against	Against	Shareholder

PROCTER & GAMBLE COMPANY, THE

Ticker: PG Security ID: 742718109
Meeting Date: OCT 10, 2006 Meeting Type: Annual
Record Date: AUG 11, 2006

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Norman R. Augustine	For	For	Management
1.2	Elect Director A.G. Lafley	For	For	Management
1.3	Elect Director Johnathan A. Rodgers	For	For	Management
1.4	Elect Director John F. Smith, Jr.	For	For	Management
1.5	Elect Director Margaret C. Whiteman	For	For	Management
2	Approve Decrease in Size of Board	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Omnibus Stock Plan	For	For	Management
5	Put Repricing of Stock Options to Shareholder Vote	Against	Against	Shareholder

SPRINT NEXTEL CORP

Ticker: S Security ID: 852061100
Meeting Date: MAY 8, 2007 Meeting Type: Annual
Record Date: MAR 20, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Keith J. Bane	For	For	Management
2	Elect Director Robert R. Bennett	For	For	Management
3	Elect Director Gordon M. Bethune	For	For	Management
4	Elect Director Frank M. Drendel	For	For	Management
5	Elect Director Gary D. Forsee	For	Against	Management

6	Elect Director James H. Hance, Jr.	For	For	Management
7	Elect Director V. Janet Hill	For	For	Management
8	Elect Director Irvine O. Hockaday, Jr.	For	For	Management
9	Elect Director Linda Koch Lorimer	For	For	Management
10	Elect Director William H. Swanson	For	For	Management
11	Ratify Auditors	For	For	Management
12	Approve Omnibus Stock Plan	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder

TYCO INTERNATIONAL LTD.

Ticker: TYC Security ID: 902124106
Meeting Date: MAR 8, 2007 Meeting Type: Annual
Record Date: JAN 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dennis C. Blair	For	For	Management
1.2	Elect Director Edward D. Breen	For	For	Management
1.3	Elect Director Brian Duperreault	For	For	Management
1.4	Elect Director Bruce S. Gordon	For	For	Management
1.5	Elect Director Rajiv L. Gupta	For	For	Management
1.6	Elect Director John A. Krol	For	For	Management
1.7	Elect Director H. Carl Mccall	For	For	Management
1.8	Elect Director Brendan R. O'Neill	For	For	Management
1.9	Elect Director William S. Stavropoulos	For	For	Management
1.10	Elect Director Sandra S. Wijnberg	For	For	Management
1.11	Elect Director Jerome B. York	For	For	Management
2	Ratify Auditors	For	For	Management

TYCO INTERNATIONAL LTD.

Ticker: TYC Security ID: 902124106
Meeting Date: MAR 8, 2007 Meeting Type: Special
Record Date: JAN 12, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	APPROVAL OF REVERSE STOCK SPLIT OF THE COMPANY'S COMMON SHARES AT A SPLIT RATIO OF 1 FOR 4	For	For	Management
2	APPROVAL OF CONSEQUENTIAL AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED BYE-LAWS.	For	For	Management

WACHOVIA CORP.

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

#	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. Herring	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	Against	Shareholder
8	Separate Chairman and CEO Positions	Against	Against	Shareholder

WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103
Meeting Date: JUN 1, 2007 Meeting Type: Annual
Record Date: APR 5, 2007

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Aida M. Alvarez	For	For	Management
2	Elect Director James W. Breyer	For	For	Management
3	Elect Director M. Michele Burns	For	For	Management
4	Elect Director James I. Cash, Jr.	For	For	Management
5	Elect Director Roger C. Corbett	For	For	Management
6	Elect Director Douglas N. Daft	For	For	Management
7	Elect Director David D. Glass	For	For	Management
8	Elect Director Roland A. Hernandez	For	For	Management
9	Elect Director Allen I. Questrom	For	For	Management
10	Elect Director H. Lee Scott, Jr.	For	For	Management
11	Elect Director Jack C. Shewmaker	For	For	Management
12	Elect Director Jim C. Walton	For	For	Management
13	Elect Director S. Robson Walton	For	For	Management
14	Elect Director Christopher J. Williams	For	For	Management
15	Elect Director Linda S. Wolf	For	For	Management
16	Ratify Auditors	For	For	Management
17	Report on Charitable Contributions	Against	Against	Shareholder
18	Report on Healthcare Policies	Against	Against	Shareholder
19	Pay For Superior Performance	Against	Against	Shareholder
20	Report on Equity Compensation by Race and Gender	Against	Against	Shareholder
21	Report on Pay Disparity	Against	Against	Shareholder
22	Prepare Business Social Responsibility Report	Against	Against	Shareholder
23	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Against	Shareholder
24	Report on Political Contributions	Against	Against	Shareholder
25	Report on Social and Reputation Impact of Failure to Comply with ILO Conventions	Against	Against	Shareholder
26	Restore or Provide for Cumulative Voting	Against	Against	Shareholder
27	Require Director Nominee Qualifications	Against	Against	Shareholder

===== END NPX REPORT