

WESTERN ASSET INTERMEDIATE MUNI FUND INC.

Form N-PX

August 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number: 811-6506

**Western Asset Intermediate Muni Fund Inc.**

(Exact name of registrant as specified in charter)

**55 WATER STREET, NEW YORK, NEW YORK 10041**

(Address of principal executive offices) (Zip code)

**Robert I. Frenkel, Esq.**

**100 First Stamford Place, 7<sup>th</sup> Floor**

**Stamford, Connecticut 06902**

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-888-777-0102

Date of fiscal year end: December 31

Date of reporting period: July 1, 2008 - June 30, 2009



**Item 1. Proxy Voting Record**

The Registrant did not hold any voting securities and accordingly did not vote any proxies during the reporting period.

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

ICA File Number: 811-06506  
Reporting Period: 07/01/2008 - 06/30/2009  
Western Asset Intermediate Muni Fund Inc.

===== WESTERN ASSET INTERMEDIATE MUNI FUND INC. =====

There is no proxy voting activity for the fund, as the fund did not hold any  
votable positions during the reporting period.

===== END NPX REPORT

SIGNATURES

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

Western Asset Intermediate Muni Fund, Inc.

By:

/s/ R. Jay Gerken

R. Jay Gerken

Chairman of the Board, President and Chief Executive Officer of

Western Asset Intermediate Muni Fund, Inc.

Date: August 21, 2009