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**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 811-04923

LONGLEAF PARTNERS FUNDS TRUST

(Exact name of registrant as specified in charter)

**c/o SOUTHEASTERN ASSET MANAGEMENT, INC.
6410 POPLAR, SUITE 900, MEMPHIS, TN**

38119

(Address of principal executive offices)

(Zip code)

**ANDREW R. McCARROLL, ESQ.
SOUTHEASTERN ASSET MANAGEMENT, INC.
6410 POPLAR, SUITE 900, MEMPHIS, TN 38119**

(Name and address of agent for service)

Registrant's telephone number, including area code: 901 761-2474

Date of fiscal year end: December 31

Date of reporting period: June 30, 2009

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (Sections 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

Longleaf Partners Fund

For the Period July 1, 2008 to June 30, 2009

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management				
Berkshire Hathaway Inc.	BRK.A	84670108	5/2/2009	Elect Director Warren E. Buffett	Management	Yes	For	For				
				Elect Director Charles T. Munger	Management	Yes	For	For				
				Elect Director Howard G. Buffett	Management	Yes	For	For				
				Elect Director Susan L. Decker	Management	Yes	For	For				
				Elect Director William H. Gates III	Management	Yes	For	For				
				Elect Director David S. Gottesman	Management	Yes	For	For				
				Elect Director Charlotte Guyman	Management	Yes	For	For				
				Elect Director Donald R. Keough	Management	Yes	For	For				
				Elect Director Thomas S. Murphy	Management	Yes	For	For				
				Elect Director Ronald L. Olson	Management	Yes	For	For				
				Elect Director Walter Scott, Jr.	Management	Yes	For	For				
				Prepare Sustainability Report	Shareholder	Yes	Against	For				
				CEMEX S.A.B. de C.V.	CX	151290889	4/23/2009	Accept Financial Statements and Statutory Reports for the Year Ended December 31, 2008 in Accordance with Stock Market Law	Management	Yes	For	For
								Approve Allocation of Income	Management	Yes	For	For
Authorize Increase in Variable Portion of Capital via Capitalization of Retained Profits Account	Management	Yes	For					For				
Renegotiate Debt with Financial Institutions	Management	Yes	For					For				
Elect Members of the Board, Members and Chairs to Audit and Corporate Practices Committees	Management	Yes	Against					Against				
Approve Remuneration of Directors and Members of the Audit and Corporate Practices Committees	Management	Yes	For					For				
Designate Inspector or Shareholder Representative(s) of Minutes of Meeting	Management	Yes	For					For				
Chesapeake Energy Corp.	CHK	165167107	6/12/2009					Elect Director Richard K. Davidson	Management	Yes	For	For
								Elect Director V. Burns Hargis	Management	Yes	For	For
								Elect Director Charles T. Maxwell	Management	Yes	For	For
				Increase Authorized Common Stock	Management	Yes	Against	Against				
				Amend Omnibus Stock Plan	Management	Yes	For	For				
				Ratify Auditors	Management	Yes	For	For				
				Declassify the Board of Directors	Shareholder	Yes	For	Against				
				Require a Majority Vote for the Election of Directors	Shareholder	Yes	For	Against				
Dell Inc.	DELL	24702R101	7/18/2008	Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Shareholder	Yes	Against	For				
				Elect Director Donald J. Carty	Management	Yes	For	For				
				Elect Director Michael S. Dell	Management	Yes	For	For				
				Elect Director William H. Gray, III	Management	Yes	For	For				
				Elect Director Sallie L. Krawcheck	Management	Yes	For	For				
				Elect Director Alan (A.G.) Lafley	Management	Yes	For	For				
				Elect Director Judy C. Lewent	Management	Yes	For	For				
				Elect Director Thomas W. Luce, III	Management	Yes	For	For				
				Elect Director Klaus S. Luft	Management	Yes	For	For				
				Elect Director Alex J. Mandl	Management	Yes	For	For				
				Elect Director Michael A. Miles	Management	Yes	Withhold	Against				
				Elect Director Samuel A. Nunn, Jr.	Management	Yes	For	For				
				Ratify Auditors	Management	Yes	For	For				
				Amend Executive Incentive Bonus Plan	Management	Yes	For	For				
Reimburse Proxy Expenses	Shareholder	Yes	Against	For								
eBay Inc.	EBAY	278642103	4/29/2009	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	Against	For				
				Elect Director Marc L. Andreessen	Management	Yes	For	For				
				Elect Director William C. Ford, Jr.	Management	Yes	For	For				
				Elect Director Dawn G. Lepore	Management	Yes	For	For				
				Elect Director Pierre M. Omidyar	Management	Yes	For	For				
				Elect Director Richard T. Schlosberg, III	Management	Yes	For	For				
				Approve Stock Option Exchange Program	Management	Yes	For	For				
FedEx Corporation	FDX	31428X106	9/29/2008	Amend Omnibus Stock Plan	Management	Yes	For	For				
				Ratify Auditors	Management	Yes	For	For				
				Elect Director James L. Barksdale	Management	Yes	For	For				
				Elect Director August A. Busch IV	Management	Yes	For	For				
				Elect Director John A. Edwardson	Management	Yes	For	For				
				Elect Director Judith L. Estrin	Management	Yes	For	For				
				Elect Director J.R. Hyde, III	Management	Yes	For	For				
				Elect Director Shirley A. Jackson	Management	Yes	For	For				
				Elect Director Steven R. Loranger	Management	Yes	For	For				
				Elect Director Gary W. Loveman	Management	Yes	For	For				
				Elect Director Frederick W. Smith	Management	Yes	For	For				
				Elect Director Joshua I. Smith	Management	Yes	For	For				
Elect Director Paul S. Walsh	Management	Yes	For	For								

				Elect Director Peter S. Willmott	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Require Independent Board Chairman	Shareholder	Yes	Against	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
Level 3 Communications, Inc.	LVLT	52729N100	5/19/2009	Elect Director Walter Scott, Jr.	Management	Yes	For	For
				Elect Director James Q. Crowe	Management	Yes	For	For
				Elect Director R. Douglas Bradbury	Management	Yes	For	For
				Elect Director Douglas C. Eby	Management	Yes	For	For
				Elect Director Admiral James O. Ellis, Jr.	Management	Yes	For	For
				Elect Director Richard R. Jaros	Management	Yes	For	For
				Elect Director Robert E. Julian	Management	Yes	For	For

Longleaf Partners Fund		For the Period July 1, 2008 to June 30, 2009						
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
				Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger	Management	No	N/A	For
				Authorize Board to Exclude Preemptive Rights from Issuance under Item 6a	Management	No	N/A	For
Royal Philips Electronics N.V.	PHIA NA	500472303	3/27/2009	Authorize Repurchase of Shares	Management	No	N/A	For
				Approve Financial Statements and Statutory Reports	Management	Yes	For	For
				Approve Dividends of EUR 0.70 Per Share	Management	Yes	For	For
				Approve Discharge of Management Board	Management	Yes	For	For
				Approve Discharge of Supervisory Board	Management	Yes	For	For
				Reelect P-J. Sivignon to Management Board	Management	Yes	For	For
				Elect J.J. Schiro to Supervisory Board	Management	Yes	For	For
				Elect J. van der Veer to Supervisory Board	Management	Yes	For	For
				Elect C.A. Poon to Supervisory Board	Management	Yes	For	For
				Amend Long-Term Incentive Plan	Management	Yes	For	For
				Grant Board Authority to Issue Shares Up To 10 Percent of Issued Capital Plus Additional 10 Percent in Case of Takeover/Merger	Management	Yes	For	For
				Authorize Board to Exclude Preemptive Rights from Issuance	Management	Yes	For	For
Sun Microsystems, Inc.	JAVA	866810203	11/5/2008	Authorize Repurchase of Shares	Management	Yes	For	For
				Elect Director Scott G. McNealy	Management	Yes	For	For
				Elect Director James L. Barksdale	Management	Yes	For	For
				Elect Director Stephen M. Bennett	Management	Yes	For	For
				Elect Director Peter L.S. Currie	Management	Yes	For	For
				Elect Director Robert J. Finocchio, Jr.	Management	Yes	For	For
				Elect Director James H. Greene, Jr.	Management	Yes	For	For
				Elect Director Michael E. Marks	Management	Yes	For	For
				Elect Director Patricia E. Mitchell	Management	Yes	For	For
				Elect Director M. Kenneth Oshman	Management	Yes	For	For
				Elect Director P. Anthony Ridder	Management	Yes	For	For
				Elect Director Jonathan I. Schwartz	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Eliminate Supermajority Vote Requirement	Management	Yes	For	For
				Amend Qualified Employee Stock Purchase Plan	Management	Yes	For	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	Against	Against
				Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Shareholder	Yes	Against	For
				Amend Bylaws to Establish a Board Committee on Human Rights	Shareholder	Yes	Against	For
Symantec Corp.	SYMC	871503108	9/22/2008	Elect Director Michael A. Brown	Management	Yes	For	For
				Elect Director William T. Coleman	Management	Yes	For	For
				Elect Director Frank E. Dangeard	Management	Yes	For	For
				Elect Director Geraldine B. Laybourne	Management	Yes	For	For
				Elect Director David L. Mahoney	Management	Yes	For	For
				Elect Director Robert S. Miller	Management	Yes	Withhold	Against
				Elect Director George Reyes	Management	Yes	For	For
				Elect Director Daniel H. Schulman	Management	Yes	For	For
				Elect Director ohn W. Thompson	Management	Yes	For	For
				Elect Director V. Paul Unruh	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Approve Qualified Employee Stock Purchase Plan	Management	Yes	For	For
				Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
Telephone and Data Systems, Inc.	TDS.S	879433860	5/21/2009	Elect Director Clarence A. Davis	Management	Yes	For	For
				Elect Director Christopher D. O'Leary	Management	Yes	Withhold	Against
				Elect Director Gary L. Sugarman	Management	Yes	For	For
				Elect Director Herbert S. Wander	Management	Yes	For	For
				Amend Non-Employee Director Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Adopt Recapitalization Plan	Shareholder	Yes	For	Against
Telephone and Data Systems, Inc.	TDS	879433100	5/21/2009	Elect Director Clarence A. Davis	Management	Yes	For	For
				Elect Director Christopher D. O'Leary	Management	Yes	Withhold	Against
				Elect Director Gary L. Sugarman	Management	Yes	For	For
				Elect Director Herbert S. Wander	Management	Yes	For	For
				Amend Non-Employee Director Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Adopt Recapitalization Plan	Shareholder	Yes	For	Against
The DirecTV Group, Inc	DTV	25459L106	6/2/2009	Elect Director Chase Carey	Management	Yes	For	For
				Elect Director Mark Carleton	Management	Yes	For	For
				Elect Director Peter Lund	Management	Yes	For	For
				Elect Director Haim Saban	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For

				Adopt Principles for Health Care Reform	Shareholder	Yes	Against	For
				Declassify the Board of Directors	Shareholder	Yes	Against	For
The Walt Disney Company	DIS	254687106	3/10/2009	Elect Director Susan E. Arnold	Management	Yes	For	For
				Elect Director John E. Bryson	Management	Yes	For	For
				Elect Director John S. Chen	Management	Yes	For	For
				Elect Director Judith L. Estrin	Management	Yes	For	For
				Elect Director Robert A. Iger	Management	Yes	For	For
				Elect Director Steven P. Jobs	Management	Yes	For	For
				Elect Director Fred H. Langhammer	Management	Yes	For	For
				Elect Director Aylwin B. Lewis	Management	Yes	For	For
				Elect Director Monica C. Lozano	Management	Yes	For	For
				Elect Director Robert W. Matschullat	Management	Yes	For	For
				Elect Director John E. Pepper, Jr.	Management	Yes	For	For
				Elect Director Orin C. Smith	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Amend Executive Incentive Bonus Plan	Management	Yes	For	For
				Report on Political Contributions	Shareholder	Yes	Against	For
				Adopt a Policy in which the Company will not Make or Promise to Make Any Death Benefit Payments to Senior Executives	Shareholder	Yes	Against	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
UBS AG	UBS	H89231338	10/2/2008	ELECTION OF DIRECTOR: SALLY BOTT	Management	Yes	For	For
				ELECTION OF DIRECTOR: RAINER-MARC FREY	Management	Yes	For	For

Longleaf Partners Fund

For the Period July 1, 2008 to June 30, 2009

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
				ELECTION OF DIRECTOR: BRUNO GEHRIG	Management	Yes	For	For
				ELECTION OF DIRECTOR: WILLIAM G. PARRETT	Management	Yes	For	For
				AMENDMENTS TO THE ARTICLES OF ASSOCIATION: ADJUSTMENT TO THE NEW UBS CORPORATE GOVERNANCE EFFECTIVE AS OF 1 JULY 2008	Management	Yes	For	For
				IN CASE OF AD-HOC SHAREHOLDERS MOTIONS DURING THE EXTRAORDINARY GENERAL MEETING, I/WE AUTHORIZE MY/OUR PROXY TO ACT IN ACCORDANCE WITH THE BOARD OF DIRECTORS	Management	Yes	For	For
Walgreen Co.	WAG	931422109	1/14/2009	Elect Director William C. Foote	Management	Yes	For	For
				Elect Director Mark P. Frissora	Management	Yes	For	For
				Elect Director Alan G. McNally	Management	Yes	For	For
				Elect Director Cordell Reed	Management	Yes	For	For
				Elect Director Nancy M. Schlichting	Management	Yes	For	For
				Elect Director David Y. Schwartz	Management	Yes	For	For
				Elect Director Alejandro Silva	Management	Yes	For	For
				Elect Director James A. Skinner	Management	Yes	For	For
				Elect Director Marilou M. Von Ferstel	Management	Yes	For	For
				Elect Director Charles R. Walgreen III	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Amend Qualified Employee Stock Purchase Plan	Management	Yes	For	For
				Require Independent Board Chairman	Shareholder	Yes	Against	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
Yum Brands, Inc.	YUM	988498101	5/21/2009	Elect Director David W. Dorman	Management	Yes	For	For
				Elect Director Massimo Ferragamo	Management	Yes	For	For
				Elect Director J. David Grissom	Management	Yes	For	For
				Elect Director Bonnie G. Hill	Management	Yes	For	For
				Elect Director Robert Holland, Jr.	Management	Yes	For	For
				Elect Director Kenneth G. Langone	Management	Yes	For	For
				Elect Director Jonathan S. Linen	Management	Yes	For	For
				Elect Director Thomas C. Nelson	Management	Yes	For	For
				Elect Director David C. Novak	Management	Yes	For	For
				Elect Director Thomas M. Ryan	Management	Yes	For	For
				Elect Director Jing-Shyh S. Su	Management	Yes	For	For
				Elect Director Jackie Trujillo	Management	Yes	For	For
				Elect Director Robert D. Walter	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Shareholder	Yes	For	Against
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
				Report on Sustainability and Food Safety in the Supply Chain	Shareholder	Yes	Against	For
				Adopt Principles for Health Care Reform	Shareholder	Yes	Against	For
				Report on Animal Welfare Policies	Shareholder	Yes	Against	For

Longleaf Partners International Fund		For the Period July 1, 2008 to June 30, 2009											
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against	Management				
Accor	AC FP	F00189120	5/13/2009	Approve Financial Statements and Statutory Reports	Management	Yes	For	For					
				Accept Consolidated Financial Statements and Statutory Reports	Management	Yes	For	For					
				Approve Allocation of Income and Dividends of EUR 1.65 per Share	Management	Yes	For	For					
				Approve Stock Dividend Program (Cash or Shares)	Management	Yes	For	For					
				Reelect Thomas J. Barack as Director	Management	Yes	For	For					
				Reelect Sebastien Bazin as Director	Management	Yes	For	For					
				Reelect Philippe Citerne as Director	Management	Yes	For	For					
				Reelect Gabriele Galateri as Director	Management	Yes	For	For					
				Reelect Gilles Pelisson as Director	Management	Yes	For	For					
				Ratify Appointment and Reelection of Alain Quinet as Director	Management	Yes	For	For					
				Reelect Franck Riboud as Director	Management	Yes	For	For					
				Ratify Appointment and Reelection of Patrick Sayer as Director	Management	Yes	For	For					
				Elect Jean-Paul Bailly as Director	Management	Yes	For	For					
				Elect Denis Hennequin as Director	Management	Yes	For	For					
				Elect Bertrand Meheut as Director	Management	Yes	For	For					
				Elect Virginie Morgon as Director	Management	Yes	For	For					
				Approve Remuneration of Directors in the Aggregate Amount of EUR 420,000	Management	Yes	For	For					
				Approve Transaction with Caisse des Depots et Consignations	Management	Yes	For	For					
				Approve Transaction with Colony Capital SAS	Management	Yes	For	For					
				Approve Transaction with Gilles Pelisson	Management	Yes	For	For					
				Approve Transaction with Gilles Pelisson	Management	Yes	For	For					
				Approve Transaction with Gilles Pelisson	Management	Yes	For	For					
				Approve Transaction with Paul Dubrulle and Gerard Pelisson	Management	Yes	For	For					
				Authorize Repurchase of Up to 10 Percent of Issued Share Capital	Management	Yes	For	For					
				Approve Reduction in Share Capital via Cancellation of Repurchased Shares	Management	Yes	For	For					
				Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 200 Million	Management	Yes	For	For					
				Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights Up to Aggregate Nominal Amount of EUR 150 Million, with the Possibility Not to Offer them to the Public	Management	Yes	For	For					
				Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions	Management	Yes	For	For					
				Subject to Approval of Items 26 and/or 27, Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above	Management	Yes	For	For					
				Authorize Capitalization of Reserves of Up to EUR 200 Million for Bonus Issue or Increase in Par Value	Management	Yes	For	For					
				Set Global Limit for Capital Increase to Result from All Issuance Requests Under Items 26 to 30 at EUR 300 Million	Management	Yes	For	For					
				Approve Employee Stock Purchase Plan	Management	Yes	For	For					
				Authorize Filing of Required Documents/Other Formalities	Management	Yes	For	For					
				Approve Amortization of Treasury Shares	Management	Yes	For	For					
				Acs, Actividades de Construccion y Servicios S.A	ACS SM	E7813W163	12/2/2008	Authorize Repurchase of Shares	Management	Yes	For	For	
								Elect Agustin Batuecas Torrego as Director	Management	Yes	For	For	
								Elect Alvaro Cuervo Garcia as Director	Management	Yes	For	For	
								Elect Jose Maria Loizaga Viguri as Director	Management	Yes	For	For	
								Elect Pedro Lopez Jimenez as Director	Management	Yes	For	For	
								Elect Santos Martinez Conde Gutierrez-Barquin as Director	Management	Yes	For	For	
								Elect Florentino Perez Rodriguez as Director	Management	Yes	For	For	
								Elect Julio Sacristan Fidalgo as Director	Management	Yes	For	For	
								Elect Pablo Valbona Vadell as Director	Management	Yes	For	For	
Elect Jose Luis del Valle Perez as Director	Management	Yes	For					For					
Elect Antonio Garcia Ferrer as Director	Management	Yes	For					For					
Elect Joan-David Grima Terre as Director	Management	Yes	For					For					
Elect Miguel Roca Junyent as Director	Management	Yes	For					For					
Elect Juan March de la Lastra as Director	Management	Yes	For					For					
Authorize Board to Ratify and Execute Approved Resolutions	Management	Yes	For					For					
Approve Minutes of Meeting	Management	Yes	For					For					
Approve Financial Statements and Allocation of Income	Management	Yes	For					For					
Approve Discharge Directors	Management	Yes	For					For					
Reelect Manuel Delegado Solis as Director for a Six-Year Term	Management	Yes	For					For					
Reelect Javier Echenique Landiribar as Director for a Six-Year Term	Management	Yes	For					For					
Reelect Javier Monzon de Caceres as Director for a Six-Year Term	Management	Yes	For					For					
Elect Sabina Fluxa Thienemann as Director for a Six-Year Term	Management	Yes	For					For					

				Appoint External Auditors for Individual and Consolidated Annual Accounts	Management	Yes	For	For
				Authorize Repurchase of Shares	Management	Yes	For	For
				Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights in Accordance with Art. 153.1.b) of Spanish Companies Law	Management	Yes	For	For
				Authorize Issuance of Nonconvertible and Convertible Securities, Including Warrants, without Preemptive Rights<p>	Management	Yes	For	For
				Approve Reduction in Share Capital via Amortization of Treasury Shares<p>	Management	Yes	For	For
				Approve Stock Option Plan	Management	Yes	For	For
				Authorize Board to Ratify and Execute Approved Resolutions	Management	Yes	For	For
				Approve Minutes of Meeting	Management	Yes	For	For
British Sky Broadcasting Group plc	BSY LN	G15632105	9/26/2008	Accept Financial Statements and Statutory Reports	Management	Yes	For	For
				Approve Final Dividend of 9.6 Pence Per Ordinary Share	Management	Yes	For	For
				Elect Andrew Griffith as Director	Management	Yes	For	For
				Elect Daniel Rimer as Director	Management	Yes	For	For
				Re-elect David Evans as Director	Management	Yes	For	For
				Re-elect Allan Leighton as Director	Management	Yes	For	For
				Re-elect James Murdoch as Director	Management	Yes	For	For
				Re-elect Lord Wilson of Dinton as Director	Management	Yes	For	For
				Re-elect David DeVoe as Director	Management	Yes	For	For
				Re-elect Arthur Siskind as Director	Management	Yes	For	For
				Reappoint Deloitte & Touche LLP as Auditors and Authorise the Board to Determine Their Remuneration	Management	Yes	For	For
				Approve Remuneration Report	Management	Yes	For	For
				Auth. Company and its Subsidiaries to Make EU Political Donations to Political Parties or Independent Election Candidates up to GBP 0.1M, to Political Org. Other Than Political Parties up to GBP 0.1M and Incur EU Political Expenditure up to GBP 0.1M	Management	Yes	For	For

				Amend Executive Incentive Bonus Plan	Management	Yes	For	For
				Reimburse Proxy Expenses	Shareholder	Yes	Against	For
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	Against	For
EnCana Corporation	ECA	292505104	4/22/2009	DIRECTOR RALPH S. CUNNINGHAM	Management	Yes	For	For
				DIRECTOR PATRICK D. DANIEL	Management	Yes	For	For
				DIRECTOR IAN W. DELANEY	Management	Yes	For	For
				DIRECTOR RANDALL K. ERESMAN	Management	Yes	For	For
				DIRECTOR CLAIRE S. FARLEY	Management	Yes	For	For
				DIRECTOR MICHAEL A. GRANDIN	Management	Yes	For	For
				DIRECTOR BARRY W. HARRISON	Management	Yes	For	For
				DIRECTOR VALERIE A.A. NIELSEN	Management	Yes	For	For
				DIRECTOR DAVID P. O'BRIEN	Management	Yes	For	For
				DIRECTOR JANE L. PEVERETT	Management	Yes	For	For
				DIRECTOR ALLAN P. SAWIN	Management	Yes	For	For
				DIRECTOR WAYNE G. THOMSON	Management	Yes	For	For
				DIRECTOR CLAYTON H. WOITAS	Management	Yes	For	For
				APPOINTMENT OF AUDITORS - PRICEWATERHOUSECOOPERS LLP AT AREMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS.	Management	Yes	For	For
Fairfax Financial Holdings Ltd.	FFH	303901102	4/15/2009	Elect Director Anthony F. Griffiths	Management	Yes	For	For
				Elect Director Robert J. Gunn	Management	Yes	For	For
				Elect Director Alan D. Horn	Management	Yes	For	For
				Elect Director David L. Johnston	Management	Yes	For	For
				Elect Director Brandon W. Sweitzer	Management	Yes	For	For
				Elect Director V. Prem Watsa	Management	Yes	For	For
				Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Management	Yes	For	For
Genting Bhd	GENT MK	Y26926116	6/17/2009	Accept Financial Statements and Statutory Reports for the Financial Year Ended Dec. 31, 2008	Management	Yes	For	For
				Approve Final Dividend of MYR 0.04 Per Share for the Financial Year Ended Dec. 31, 2008	Management	Yes	For	For
				Approve Remuneration of Directors in the Amount of MYR 826,900 for the Financial Year Ended Dec. 31, 2008	Management	Yes	For	For
				Elect Lim Kok Thay as Director	Management	Yes	For	For
				Elect Quah Chek Tin as Director	Management	Yes	For	For
				Elect Mohd Amin Bin Osman as Director	Management	Yes	For	For

Company	Symbol	Item ID	Meeting Date	Item	Category	Yes	For	Against
Yum Brands, Inc.	YUM	988498101	5/21/2009	Remuneration				
				Elect Director David W. Dorman	Management	Yes	For	For
				Elect Director Massimo Ferragamo	Management	Yes	For	For
				Elect Director J. David Grissom	Management	Yes	For	For
				Elect Director Bonnie G. Hill	Management	Yes	For	For
				Elect Director Robert Holland, Jr.	Management	Yes	For	For
				Elect Director Kenneth G. Lanzone	Management	Yes	For	For
				Elect Director Jonathan S. Linnen	Management	Yes	For	For
				Elect Director Thomas C. Nelson	Management	Yes	For	For
				Elect Director David C. Novak	Management	Yes	For	For
				Elect Director Thomas M. Ryan	Management	Yes	For	For
				Elect Director Jing-Shyh S. Su	Management	Yes	For	For
				Elect Director Jackie Trujillo	Management	Yes	For	For
				Elect Director Robert D. Walter	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Submit Shareholder Rights Plan (Poison Pill) to Shareholder Vote	Shareholder	Yes	For	Against
				Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder	Yes	For	Against
				Report on Sustainability and Food Safety in the Supply Chain	Shareholder	Yes	Against	For
				Adopt Principles for Health Care Reform	Shareholder	Yes	Against	For
Report on Animal Welfare Policies	Shareholder	Yes	Against	For				

Longleaf Partners Small Cap		For the Period July 1, 2008 to June 30, 2009							
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against	Management
Del Monte Foods Co.	DLM	24522P103	9/25/2008	Elect Director Timothy G. Bruer	Management	Yes	For	For	
				Elect Director Mary R. Henderson	Management	Yes	For	For	
				Elect Director Sharon L. McCollam	Management	Yes	For	For	
Dillard's, Inc.	DDS	254067101	5/16/2009	Ratify Auditors	Management	Yes	For	For	
				Elect Director James A. Haslam, III	Management	Yes	For	For	
				Elect Director R. Brad Martin	Management	Yes	For	For	
				Elect Director Frank R. Mori	Management	Yes	For	For	
DineEquity, Inc.	DIN	254423106	5/12/2009	Elect Director Nick White	Management	Yes	For	For	
				Amend Restricted Stock Plan	Management	Yes	For	For	
				Elect Director H. Frederick Christie	Management	Yes	For	For	
				Elect Director Richard J. Dahl	Management	Yes	For	For	
Discovery Communications, Inc.	DISCA	25470F104	5/11/2009	Elect Director Patrick W. Rose	Management	Yes	For	For	
				Ratify Auditors	Management	Yes	For	For	
				Elect Director Robert R. Beck	Management	Yes	For	For	
Discovery Holdings Company	DISC.A	25468Y107	9/16/2008	Elect Director J. David Wargo	Management	Yes	For	For	
				Ratify Auditors	Management	Yes	For	For	
				Approve Merger Agreement	Management	Yes	For	For	
				Approve Issuance of Shares for a Private Placement	Management	Yes	For	For	
Everest Re Group LTD	RE	G3223R108	5/13/2009	Increase Authorized Preferred and Common Stock	Management	Yes	For	For	
				Amend Omnibus Stock Plan	Management	Yes	For	For	
				Elect Director John C Malone	Management	Yes	For	For	
				Elect Director Robert R Bennett	Management	Yes	For	For	
				Ratify Auditors	Management	Yes	For	For	
				Elect Martin Abrahams as Director	Management	Yes	For	For	
Fair Isaac Corp.	FIC	303250104	2/3/2009	Elect John A. Weber as Director	Management	Yes	For	For	
				Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Management	Yes	For	For	
				Approve Omnibus Stock Plan	Management	Yes	For	For	
				Elect Director A. George Battle	Management	Yes	For	For	
				Elect Director Nicholas F. Graziano	Management	Yes	For	For	
				Elect Director Mark N. Greene	Management	Yes	For	For	
				Elect Director Alex W. Hart	Management	Yes	For	For	
				Elect Director James D. Kirsner	Management	Yes	For	For	
				Elect Director William J. Lansing	Management	Yes	For	For	
				Elect Director Allan Z. Loren	Management	Yes	For	For	
Fairfax Financial Holdings Ltd.	FFH	303901102	4/15/2009	Elect Director John S. McFarlane	Management	Yes	For	For	
				Elect Director Margaret L. Taylor	Management	Yes	For	For	
				Elect Director Duane E. White	Management	Yes	For	For	
				Ratify Auditors	Management	Yes	For	For	
				Elect Director Anthony F. Griffiths	Management	Yes	For	For	
				Elect Director Robert J. Gunn	Management	Yes	For	For	
Level 3 Communications, Inc.	LVLT	52729N100	5/19/2009	Elect Director Alan D. Horn	Management	Yes	For	For	
				Elect Director David L. Johnston	Management	Yes	For	For	
				Elect Director Brandon W. Sweitzer	Management	Yes	For	For	
				Elect Director V. Prem Watsa	Management	Yes	For	For	
				Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	Management	Yes	For	For	
				Elect Director Walter Scott, Jr.	Management	Yes	For	For	
				Elect Director James Q. Crowe	Management	Yes	For	For	
				Elect Director R. Douglas Bradbury	Management	Yes	For	For	
				Elect Director Douglas C. Eby	Management	Yes	For	For	
				Elect Director Admiral James O. Ellis, Jr.	Management	Yes	For	For	
				Elect Director Richard R. Jaros	Management	Yes	For	For	
				Elect Director Robert E. Julian	Management	Yes	For	For	
Markel Corp.	MKL	570535104	5/11/2009	Elect Director Michael J. Mahoney	Management	Yes	For	For	
				Elect Director Charles C. Miller, III	Management	Yes	For	For	
				Elect Director Arun Netravali	Management	Yes	For	For	
				Elect Director John T. Reed	Management	Yes	For	For	
				Elect Director Michael B. Yanney	Management	Yes	For	For	
				Elect Director Dr. Albert C. Yates	Management	Yes	For	For	
				Approve Reverse Stock Split	Management	Yes	For	For	
				Increase Authorized Common Stock	Management	Yes	For	For	
				Other Business	Management	Yes	For	For	
				Elect Director J. Alfred Broaddus, Jr.	Management	Yes	For	For	
Elect Director Douglas C. Eby	Management	Yes	For	For					
Elect Director Leslie A. Grandis	Management	Yes	For	For					
Elect Director Stewart M. Kasen	Management	Yes	For	For					

Elect Director Alan I. Kirshner	Management	Yes	For	For
Elect Director Lemuel E. Lewis	Management	Yes	For	For
Elect Director Anthony F. Markel	Management	Yes	For	For
Elect Director Steven A. Markel	Management	Yes	For	For
Elect Director Jay M. Weinberg	Management	Yes	For	For
Ratify Auditors	Management	Yes	For	For

Longleaf Partners Small Cap									
Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management	
Olympus Corp.	7733 JP	J61240107	6/26/2009	Approve Reduction in Capital Reserves	Management	Yes	For		For
				Amend Articles To Reflect Digitalization of Share Certificates	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Elect Director	Management	Yes	For		For
				Pioneer Natural Resources Co.	PXD	723787107	6/17/2009	Approve Takeover Defense Plan (Poison Pill)	Management
Elect Director Thomas D. Arthur	Management	Yes	For						For
Elect Director Andrew F. Cates	Management	Yes	For						For
Elect Director Scott J. Reiman	Management	Yes	For						For
Elect Director Scott D. Sheffield	Management	Yes	For						For
Potlatch Corp.	PCH	737630103	5/4/2009	Ratify Auditors	Management	Yes	For		For
				Amend Omnibus Stock Plan	Management	Yes	For		For
				Amend Omnibus Stock Plan	Management	Yes	For		For
				Elect Director Boh A. Dickey	Management	Yes	For		For
				Elect Director William L. Driscoll	Management	Yes	For		For
Ruddick Corporation	RDK	781258108	2/19/2009	Elect Director Judith M. Runstad	Management	Yes	For		For
				Ratify Auditors	Management	Yes	For		For
				Elect Director John R. Belk	Management	Yes	For		For
				Elect Director John P. Derham Cato	Management	Yes	For		For
				Elect Director Alan T. Dickson	Management	Yes	For		For
				Elect Director Thomas W. Dickson	Management	Yes	For		For
				Elect Director James E.S. Hynes	Management	Yes	For		For
				Elect Director Anna Spangler Nelson	Management	Yes	For		For
				Elect Director Bailey W. Patrick	Management	Yes	For		For
				Elect Director Robert H. Spilman, Jr.	Management	Yes	For		For
Service Corporation International	SCI	817565104	5/13/2009	Elect Director Harold C. Stowe	Management	Yes	For		For
				Elect Director Isaiah Tidwell	Management	Yes	For		For
				Elect Director William C. Warden, Jr.	Management	Yes	For		For
				Ratify Auditors	Management	Yes	For		For
				Elect Director Robert L. Waltrip	Management	Yes	For		For
				Elect Director Anthony L. Coelho	Management	Yes	For		For
				Elect Director A.J. Foyt, Jr.	Management	Yes	For		For
Texas Industries Incorporated	TXI	882491103	10/21/2008	Elect Director Edward E. Williams	Management	Yes	For		For
				Ratify Auditors	Management	Yes	For		For
				Elect Director Sam Coats	Management	Yes	Withhold		Against
				Elect Director Thomas R. Ransdell	Management	Yes	Withhold		Against
				Ratify Auditors	Management	Yes	For		For
				Prepare Sustainability Report	Shareholder	Yes	Against		For
The Washington Post Co.	WPO	939640108	5/14/2009	Elect Director Sam Coats	Shareholder	No	N/A		
				Elect Director Thomas R. Ransdell	Shareholder	No	N/A		
				Ratify Auditors	Management	No	N/A		For
				Prepare Sustainability Report	Shareholder	No	N/A		Against
				Elect Director Christopher C. Davis	Management	Yes	For		For
				Elect Director John L. Dotson Jr.	Management	Yes	For		For
tw telecom, inc.	TWTC	87311L104	6/4/2009	Elect Director Ronald L. Olson	Management	Yes	For		For
				Amend Omnibus Stock Plan	Management	Yes	For		For
				Elect Director Gregory J. Attorri	Management	Yes	For		For
				Elect Director Spencer B. Hays	Management	Yes	For		For
				Elect Director Larissa L. Herda	Management	Yes	For		For
				Elect Director Kevin W. Mooney	Management	Yes	For		For
				Elect Director Kirby G. Pickle	Management	Yes	For		For
Elect Director Roscoe C. Young, II	Management	Yes	For		For				
Ratify Auditors	Management	Yes	For		For				
Amend Omnibus Stock Plan	Management	Yes	For		For				

				Adopt Shareholder Rights Plan (Poison Pill)	Management	Yes	For	For
				Advisory Vote to Ratify Director's and Officer's Compensation	Shareholder	Yes	Against	For
Wendy's International, Inc.	WEN	950590109	9/15/2008	Approve Merger Agreement	Management	Yes	For	For
				Adjourn Meeting	Management	Yes	For	For
Wendy's/Arby's Group, Inc.	WEN	950587105	5/28/2009	Elect Director Nelson Peltz	Management	Yes	For	For
				Elect Director Peter W. May	Management	Yes	For	For
				Elect Director Hugh L. Carey	Management	Yes	For	For
				Elect Director Clive Chajet	Management	Yes	For	For

**Longleaf Partners Small Cap
Issuer of Security**

For the Period July 1, 2008 to June 30, 2009

Issuer of Security	Ticker Symbol	CUSIP	Meeting Date	Matter Voted	Proposed By	Vote Cast	Fund's Vote	For or Against Management
				Elect Director Edward P. Garden	Management	Yes	For	For
				Elect Director Janet Hill	Management	Yes	For	For
				Elect Director Joseph A. Levato	Management	Yes	For	For
				Elect Director J. Randolph Lewis	Management	Yes	For	For
				Elect Director David E. Schwab II	Management	Yes	For	For
				Elect Director Roland C. Smith	Management	Yes	For	For
				Elect Director Raymond S. Troubh	Management	Yes	For	For
				Elect Director Jack G. Wasserman	Management	Yes	For	For
				Eliminate Class of Common Stock Company Specific - Board-Related	Management	Yes	For	For
				Amend Advance Notice Procedures For Stockholder Proposals And Director Nominations	Management	Yes	For	For
				Adopt Supermajority Vote Requirement for Removal of Directors	Management	Yes	Against	Against
				Repeal Supermajority Vote Requirement for Mergers	Management	Yes	For	For
				Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
Willis Group Holdings Ltd	WSH	G96655108	4/22/2009	Elect William W. Bradley as Director	Management	Yes	For	For
				Elect Joseph A. Califano as Director	Management	Yes	For	For
				Elect Anna C. Catalano as Director	Management	Yes	For	For
				Elect Sir Roy Gardner as Director	Management	Yes	For	For
				Elect Sir Jeremy Hanley as Director	Management	Yes	For	For
				Elect Robyn S. Kravit as Director	Management	Yes	For	For
				Elect Jeffrey B. Lane as Director	Management	Yes	For	For
				Elect Wendy E. Lane as Director	Management	Yes	For	For
				Elect James F. McCann as Director	Management	Yes	For	For
				Elect Joseph J. Plumeri as Director	Management	Yes	For	For
				Elect Douglas B. Roberts as Director	Management	Yes	For	For
				Approve Deloitte LLP as Auditors and Authorize Board to Fix Their Remuneration	Management	Yes	For	For
Worthington Industries Inc.	WOR	981811102	9/24/2008	Elect Director Michael J. Endres	Management	Yes	For	For
				Elect Director Peter Karmanos, Jr.	Management	Yes	For	For
				Elect Director Carl A. Nelson, Jr.	Management	Yes	For	For
				Approve Executive Incentive Bonus Plan	Management	Yes	For	For
				Amend Omnibus Stock Plan	Management	Yes	For	For
				Ratify Auditors	Management	Yes	For	For
				Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity	Shareholder	Yes	Against	For

SIGNATURES

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

(Registrant) LONGLEAF PARTNERS FUNDS TRUST

By (Signature and Title)* /s/ O. Mason Hawkins

O. Mason Hawkins
Chairman and CEO, Southeastern Asset Management, Inc.
Functioning as principal executive officer under agreements with
Longleaf Partners Funds Trust and its separate series.

Date August 28, 2009
