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JOHN HANCOCK PREFERRED INCOME FUND II
Form N-PX
August 25, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21202
NAME OF REGISTRANT: John Hancock Preferred Income
Fund II
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 601 Congress Street
Boston, MA 02210
NAME AND ADDRESS OF AGENT FOR SERVICE: Charles Rizzo
601 Congress Street
Boston, MA 02210
REGISTRANT'S TELEPHONE NUMBER: 617-663-3000
DATE OF FISCAL YEAR END: 07/31
DATE OF REPORTING PERIOD: 07/01/2010 - 06/30/2011

2X28 John Hancock Funds Preferred Income Fund II

AT&T INC.

Agen

Security: 00206R102
Meeting Type: Annual
Meeting Date: 29-Apr-2011
Ticker: T
ISIN: US00206R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1C	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1E	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For

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1F	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1G	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1H	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1J	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1L	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	APPROVE 2011 INCENTIVE PLAN.	Mgmt	For
04	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
05	ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
06	POLITICAL CONTRIBUTIONS.	Shr	For
07	SPECIAL STOCKHOLDER MEETINGS.	Shr	For
08	WRITTEN CONSENT.	Shr	For

ATMOS ENERGY CORPORATION

Agen

Security: 049560105
Meeting Type: Annual
Meeting Date: 09-Feb-2011
Ticker: ATO
ISIN: US0495601058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: KIM R. COCKLIN	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD W. DOUGLAS	Mgmt	For
1C	ELECTION OF DIRECTOR: RUBEN E. ESQUIVEL	Mgmt	For
1D	ELECTION OF DIRECTOR: RICHARD K. GORDON	Mgmt	For
02	PROPOSAL TO AMEND THE COMPANY'S 1998 LONG-TERM INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES RESERVED FOR ISSUANCE UNDER THE PLAN AND TO EXTEND THE TERM OF THE PLAN FOR AN ADDITIONAL FIVE YEARS.	Mgmt	For
03	PROPOSAL TO AMEND THE COMPANY'S ANNUAL INCENTIVE PLAN FOR MANAGEMENT TO EXTEND THE TERM FOR AN ADDITIONAL FIVE YEARS.	Mgmt	For

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04	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2011.	Mgmt	For
05	PROPOSAL FOR AN ADVISORY VOTE BY SHAREHOLDERS TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS FOR FISCAL 2010 ("SAY ON PAY").	Mgmt	For
06	PROPOSAL FOR AN ADVISORY VOTE ON THE FREQUENCY OF VOTE ON SAY ON PAY IN FUTURE YEARS.	Mgmt	1 Year

 FIRSTENERGY CORP.

Agen

Security: 337932107
 Meeting Type: Annual
 Meeting Date: 17-May-2011
 Ticker: FE
 ISIN: US3379321074

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL T. ADDISON ANTHONY J. ALEXANDER MICHAEL J. ANDERSON DR. CAROL A. CARTWRIGHT WILLIAM T. COTTLE ROBERT B. HEISLER, JR. JULIA L. JOHNSON TED J. KLEISNER ERNEST J. NOVAK, JR. CATHERINE A. REIN GEORGE M. SMART WES M. TAYLOR JESSE T. WILLIAMS, SR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld Withheld For For Withheld Withheld Withheld Withheld Withheld
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL A SPECIAL MEETING OF SHAREHOLDER	Mgmt	For
04	APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
05	RECOMMEND ADVISORY VOTE ON FREQUENCY OF FUTURE VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
06	SHAREHOLDER PROPOSAL: REPORT ON COAL COMBUSTION WASTE	Shr	For
07	SHAREHOLDER PROPOSAL: LOWER PERCENTAGE REQUIRED FOR SHAREHOLDER ACTION BY WRITTEN CONSENT	Shr	For
08	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE	Shr	For

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STANDARD FOR THE ELECTION OF DIRECTORS

09 SHAREHOLDER PROPOSAL: REPORT ON FINANCIAL RISKS Shr For
 OF RELIANCE ON COAL

FRONTIER COMMUNICATIONS CORP

Agen

Security: 35906A108
 Meeting Type: Annual
 Meeting Date: 12-May-2011
 Ticker: FTR
 ISIN: US35906A1088

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LEROY T. BARNES, JR. PETER C.B. BYNOE JERI B. FINARD EDWARD FRAIOLI JAMES S. KAHAN PAMELA D.A. REEVE HOWARD L. SCHROTT LARRAINE D. SEGIL MARK SHAPIRO MYRON A. WICK, III MARY AGNES WILDEROTTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	TO CONSIDER AND VOTE UPON AN ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION.	Mgmt	For
03	TO CONSIDER AND VOTE UPON AN ADVISORY PROPOSAL ON THE FREQUENCY OF THE EXECUTIVE COMPENSATION ADVISORY PROPOSAL.	Mgmt	1 Year
04	TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING.	Shr	Against
05	TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For

UIL HOLDINGS CORPORATION

Agen

Security: 902748102
 Meeting Type: Annual
 Meeting Date: 10-May-2011
 Ticker: UIL
 ISIN: US9027481020

Prop.#	Proposal	Proposal Type	Proposal Vote
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01	DIRECTOR THELMA R. ALBRIGHT ARNOLD L. CHASE BETSY HENLEY-COHN SUEDEEN G. KELLY JOHN L. LAHEY DANIEL J. MIGLIO WILLIAM F. MURDY DONALD R. SHASSIAN JAMES P. TORGERSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS UIL HOLDINGS CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.	Mgmt	For
03	APPROVAL, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For
04	RECOMMENDATION, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
05	PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION OF UIL HOLDINGS CORPORATION TO INCREASE THE NUMBER OF SHARES AUTHORIZED.	Mgmt	For

 VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104
 Meeting Type: Annual
 Meeting Date: 05-May-2011
 Ticker: VZ
 ISIN: US92343V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1B	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1D	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1E	ELECTION OF DIRECTOR: SANDRA O. MOOSE	Mgmt	For
1F	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1H	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I	ELECTION OF DIRECTOR: HUGH B. PRICE	Mgmt	For
1J	ELECTION OF DIRECTOR: IVAN G. SEIDENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For

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1L	ELECTION OF DIRECTOR: JOHN W. SNOW	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ADVISORY VOTE RELATED TO EXECUTIVE COMPENSATION	Mgmt	For
04	ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
05	DISCLOSE PRIOR GOVERNMENT SERVICE	Shr	Against
06	PERFORMANCE STOCK UNIT PERFORMANCE THRESHOLDS	Shr	For
07	CUMULATIVE VOTING	Shr	For
08	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For

WACHOVIA PREFERRED FUNDING CORP.

Agen

Security: 92977V206
Meeting Type: Annual
Meeting Date: 10-May-2011
Ticker: WNAPR
ISIN: US92977V2060

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	JAMES E. ALWARD	Mgmt	For
	HOWARD T. HOOVER	Mgmt	For
	CHARLES F. JONES	Mgmt	For
	MARK C. OMAN	Mgmt	For

* Management position unknown

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) John Hancock Preferred Income Fund II
By (Signature) /s/ Keith F. Harstein
Name Keith F. Harstein
Title President
Date 08/25/2011