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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: 811-09090

Exact name of registrant as specified in charter:

Ameristock Mutual Fund, Inc.

Address of principal executive offices:

1320 Harbor Bay Parkway Suite 145, Alameda, CA, 94502

Name and address of agent for service:

Nicholas D. Gerber

**1320 Harbor Bay Parkway, Suite 145
Alameda, California 94502**

Copy to:

W. Thomas Conner, Esq.

Sutherland Asbill & Brennan LLP

**1275 Pennsylvania Avenue, N.W.
Washington, DC 20004-2415**

Registrant's telephone number, including area code: **510-522-3336**

Date of fiscal year end: **June 30**

Date of reporting period: **July 1, 2007 – June 30, 2008**

Item 1. Proxy Voting Record.

Meeting Date	Company Name	Ticker	CUSIP	Proposals	Proposals	Proposals	Proposals	Proposals
October 9, 2007	Procter & Gamble Company	PG	742718109	Board of Directors	Ratify Independent Registered Public Accounting Firm	No Future Stock Options	Report on Company Policies and Activities	Animal Testing
				Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal
				For Management	For Management	Against	Against	Against
October 25, 2007	Sara Lee Corporation	SLE	803111103	Board of Directors	Independent Public Accountants	Performance based Incentive Plan	Submission of Stockholder Proposals	Amendments to Bylaws
				Issuer Proposal	Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal
				For Management	For Management	For Management	Against	Against
November 13, 2007	Automatic Data Processing	ADP	053015103	Advisory Vote on Executive Compensation	Shareholder Proposal	Appointment of Deloitte & Touche		
				Shareholder Proposal	Issuer Proposal	Issuer Proposal		
				Against	For Management	For Management		
November 13, 2007	Microsoft Corp.	MSFT	594918104	Board of Directors	Independent Auditor	Internet Censorship	Committee on Human Rights	
				Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal	
				For Management	For Management	Against	Against	
December 4, 2007	Dell Incorporated	DELL	24702R101	Board of Directors	Independent Auditor	2002 Long-term Incentive Plan	Executive stock ownership guidelines	Dividend declaration
				Issuer Proposal	Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal
				For Management	For Management	Against	Against	For
December 14, 2007	Fannie Mae	FNM	313586109	Board of Directors	Ratify Public Accountants	Stock Compensation	Executive Compensation	Authorize Cumulative Voting
				Issuer Proposal	Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal
				Did Note Vote	Did Note Vote	Did Note Vote	Did Note Vote	Did Note Vote
April 16, 2008	Coca-Cola Co.	KO	191216100	Board of Directors 1a-1j, 1m-1n	Board or Directors 1k-1l	Independent Auditors	2008 Stock Option Plan	Executive Compensation

				Issuer Proposal For For Management	Issuer Proposal Against Against Management	Issuer Proposal For For Management	Issuer Proposal For For Management	Shareholder Proposal For Against Management
				Independent Board Chair Shareholder Proposal Against For Management	Committee on Human rights Shareholder Proposal Against For Management			
April 17, 2008	BP P.L.C.	BP	055622104	Board or Directors Issuer Proposal For For Management	Director's Annual Report and Accounts Issuer Proposal For For Management	Director's Remuneration Report Issuer Proposal For For Management	Auditors Issuer Proposal For For Management	Special Resolution-New Articles of Association Issuer Proposal Against Against Management
				Special Resolution- Share repurchase Issuer Proposal For For Management	Authority to Allot Shares Issuer Proposal For For Management	Special Resolution- Allot shares for cash-free pre- emptive rights Issuer Proposal Against Against Management		
April 17, 2008	Texas Instruments Incorporated	TXN	882508104	Board of Directors Issuer Proposal For For Management	Ratify Independent Accountants Issuer Proposal For For Management	Qualifications for Director Nominees Shareholder Proposal For Against Management		
April 18, 2008	The Progressive Corporation	PGR	743315103	Board of Directors Issuer Proposal For For Management	Amend Articles of Incorporation-Majority Voting Standard Issuer Proposal Against Against Management	Amendment; Code of Regulations Issuer Proposal Against Against Management	Amendment; Code of Regulations increase Maximum number of Directors Positions Issuer Proposal Against Against Management	Ratify Public Accounting Firm Issuer Proposal For For Management

April 22, 2008	Merck & Company Incorporated	MRK	589331107	Board of Directors	Ratify Public Accounting Firm	Management Compensation	Advisory vote; Executive Compensation	Special Shareholder Meetings
				Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal
				For	For	Against	For	Against
				For Management	For Management	For Management	Against Management	For Management
				Independent Lead Director				
				Shareholder Proposal				
				Against				
				For Management				
April 22, 2008	Wachovia Corporation	WB	929903102	Board of Directors	Ratify Auditors	Ratify Executive Compensation	Political Contributions	Nomination of Directors
				Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal
				For	For	Against	Against	For
				For Management	For Management	For Management	For Management	Against Management
April 22, 2008	PNC Financial Services Group	PNC	693475105	Board of Directors	Ratify Public Accountants			
				Issuer Proposal	Issuer Proposal			
				For	For			
				For Management	For Management			
April 22, 2008	Citigroup Incorporated	C	172967101	Board of Directors 1a, 1h, 1j, 1l	Board of Directors 1b-g, 1i, 1 k, 1m-n	Ratify Public Accountants	Government service of certain individuals	Report on Political Contributions
				Issuer Proposal	Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal
				Against	For	For	Against	Against
				Against Management	For Management	For Management	For Management	For Management
				Limit Executive Compensation	Nominate two Candidates for each Board Position	Report on Equator Principles	Employment Principles for Executive Officers	Amend GHG emissions policies
				Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal
				For	Against	Against	Against	Against
				Against Management	For Management	For Management	For Management	For Management
				Report on Investment policies and Human Rights	Independent Board Chairman	Vote to Ratify Executive Compensation		
				Shareholder Proposal	Shareholder Proposal	Shareholder Proposal		
				Against	Against	Against		
				For Management	For Management	For Management		
April 23, 2008	General Electric Company	GE	369604103	Board of Directors; A1-6,8-12,14-16	Board of Directors; A7, A13	Cumulative Voting	Separate CEO, Chairman roles	Recoup Unearned Management Bonuses
				Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal
				For	Against	Against	Against	For

				For Management	Against Management	For Management	For Management	Against Management
				Curb over-extended Directors	Report of Charitable contributions	Global Warming Report	Executive Compensation	
				Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	
				For	Against	Against	Against	
				Against Management	For Management	For Management	For Management	
April 24, 2008	Johnson & Johnson	JNJ	478160104	Board of Directors	Ratify Public Accountants	Executive Compensation		
				Issuer Proposal	Issuer Proposal	Shareholder Proposal		
				For	For	Against		
				For Management	For Management	For Management		
April 24, 2008	Pfizer Incorporated	PFE	717081103	Board of Directors	Ratify Public Accountants	Stock Options	Separation of CEO and Chairman roles	
				Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal	
				For	For	Against	Against	
				For Management	For Management	For Management	For Management	
April 25, 2008	Kellogg Company	K	487836108	Board of Directors	Ratify Public Accountants	Majority Vote Requirement		
				Issuer Proposal	Issuer Proposal	Shareholder Proposal		
				For	For	Against		
				For Management	For Management	For Management		
April 25, 2008	AT&T Incorporated	T	00206R102	Board of Directors (1a-b, d-e, g-l, n)	Board of Directors (1c, f, m)	Ratify Independent Auditors	Report on Political Contributions	Pension Credit Policy
				Issuer Proposal	Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal
				For	Against	For	Against	Against
				For Management	Against Management	For Management	For Management	For Management
				Lead Independent Director		Advisory Vote on Compensation		
				Bylaw	SERP Policy	Shareholder Proposal		
				Shareholder Proposal	Shareholder Proposal	Shareholder Proposal		
				Against	Abstain	Against		
				For Management		For Management		

May 8, 2008	Company	CL	194162103	Board of Directors	Ratify Public Accountants	Shares of Common Stock		
				Issuer Proposal	Issuer Proposal	Issuer Proposal		
				For	For	For		
				For Management	For Management	For Management		
May 9, 2008	Nucor Corporation	NUE	670346105	Board of Directors	Ratify Public Accountants	Approve Incentive	Stockholder Proposal	
				Issuer Proposal	Issuer Proposal	Compensation Plans	Shareholder Proposal	
				For	For	Issuer Proposal	Against	
				For Management	For Management	For Management	For Management	
May 13, 2008	3M Company	MMM	88579Y101	Board of Directors	Ratify Public Accountants	Long-Term Incentive		
				Issuer Proposal	Issuer Proposal	Issuer Proposal		
				For	For	For		
				For Management	For Management	For Management		
May 15, 2008	Dow Chemical Company	DOW	260543103	Board of Directors	Ratify Public Accountants	Chemicals with Links to	Environmental	Proposal on Genetically
				Issuer Proposal	Issuer Proposal	Respiratory Problems	Remediation in the	Engineered Seed
				For	For	Shareholder Proposal	Midland	Shareholder Proposal
				For Management	For Management	Against	Shareholder Proposal	Against
				Proposal on Compensation Plan		For Management	Against	Against
				Shareholder Proposal		For Management	For Management	For Management
				For				
				Against Management				

May 21, 2008	Intel Corporation	INTC	458140100	Board of Directors Issuer Proposal For For Management	Ratify Public Accountants Issuer Proposal For For Management	Establish Board Committee on Sustainability Shareholder Proposal Against For Management		
May 22, 2008	Home Depot Incorporated	HD	437076102	Board of Directors Issuer Proposal For For Management	Ratify Public Accountants Issuer Proposal For For Management	Approve Officer Performance Goals, Mgmt Incentive Plan Issuer Proposal Abstain	Increase Number of Reserved Shares Issuer Proposal Against Against Management	Political Nonpartisanship Shareholder Proposal Against For Management
				Special Shareholder Meetings Shareholder Proposal Against For Management	Employment Diversity Report Disclosure Shareholder Proposal Against For Management	Executive Officer Compensation Shareholder Proposal Against For Management	Pay for Superior Performance Shareholder Proposal For Against Management	
May 28, 2008	Chevron Corporation	CVX	166764100	Board of Directors (1a-g, 1i-o) Issuer Proposal For For Management	Board of Directors (1h) Issuer Proposal Against Against Management	Ratify Public Accountants Issuer Proposal For For Management	Increase Number of Shares of Common Stock Issuer Proposal For For Management	Separate CEO/Chairman Positions Shareholder Proposal Against For Management
				Policy and Report on Human Rights Shareholder Proposal Against For Management	Environmental Impact Report- Oil Sands Operations Shareholder Proposal Against For Management	Report on Greenhouse Gas Emissions Shareholder Proposal Against For Management	Report on Guidelines for Country Selection Shareholder Proposal Against For Management	Report on Host Country Laws Shareholder Proposal Against For Management
May 28, 2008	Exxon Mobil Corporation	XOM	30231G102	Board of Directors Issuer Proposal For For Management	Ratify Independent Auditors Issuer Proposal For For Management	Prohibit Shareholder Proposals Shareholder Proposal For Against Management	Director Nominee Qualifications Shareholder Proposal Against For Management	Board Chairman and CEO Shareholder Proposal Against For Management
				Shareholder Return Policy Shareholder Proposal Against For Management	Advisory Vote on Executive Compensation Shareholder Proposal Against For Management	Executive Compensation Report Shareholder Proposal Against For Management	Incentive Pay Recoupment Shareholder Proposal For Against Management	Corporate Sponsorships Report Shareholder Proposal Against For Management
				Political Contributions		Community		Greenhouse Gas

				Report	Amedment of EEO Policy	Environmental Impact	ANWR Drilling Report	Emissions Goals
				Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal
				Against	Against	Against	Against	Against
				For Management	For Management	For Management	For Management	For Management
				CO2 Information at Pump	Climate Change and	Energy Technology	Renewable Energy Policy	
				Shareholder Proposal	Technology Report	Report	Shareholder Proposal	
				Against	Shareholder Proposal	Shareholder Proposal	Shareholder Proposal	
				For Management	Against	For	For	
					For Management	For Management	For Management	
May 30, 2008	Lowe's Companies, Incorporated	LOW	548661107	Board of Directors	Ratify Independent Public	Eliminate Classified	Supermajority Vote	Executie Compensation
				Issuer Proposal	Accountants	Structure of Board	Requirements	Plan
				For	Issuer Proposal	Issuer Proposal	Shareholder Proposal	Shareholder Proposal
				For Management	For	For	Against	Against
					For Management	For Management	For Management	For Management
June 11, 2008	Caterpillar Incorporated	CAT	149123101	Board of Directors	Ratify Auditors	Annual Election of	Director Election Majority	Foreign Military Sales
				Issuer Proposal	Issuer Proposal	Directors	Vote Standard	Issuer Proposal
				For	For	Shareholder Proposal	Shareholder Proposal	Against
				For Management	For Management	For	For	For Management
						Against Management	Against Management	
June 18, 2008	FairPoint Communications	FRP	305560104	Board of Directors	Ratify Public Accountants	Long-Term Incentive Plan	Annual Incentive Plan	
				Issuer Proposal	Issuer Proposal	Issuer Proposal	Issuer Proposal	
				For	For	For	For	
				For Management	For Management	For Management	For 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.

Registrant: Ameristock Mutual Fund, Inc.

By (Signature and Title): /s/ Nicholas Gerber

Nicholas Gerber, President

Date: August 26, 2008
