



(401) 435-7171

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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## Item 5.07.Submission of Matters to a Vote of Security Holders.

On April 24, 2012, Capital Properties, Inc. (the “Registrant”) held its 2012 Annual Meeting of Shareholders (the “Meeting”) in Providence, Rhode Island. Of the 3,745,834 shares of the Registrant’s Class A common stock and 2,854,078 shares of the Registrant’s Class B common stock outstanding as of the record date, 2,916,038 shares of Class A common stock and 2,168,712 shares of Class B common stock were present or represented by proxy at the Meeting. At the Meeting, the shareholders voted to elect two directors (by the holders of the Registrant’s Class A common stock only) and four directors (by the holders of the Registrant’s Class B common stock only) to serve for terms of one year and until their successors are elected and qualified. The voting results from the Meeting were as follows:

## ELECTION OF CLASS A DIRECTORS:

|                       | FOR       | WITHHELD |
|-----------------------|-----------|----------|
| (01) Robert H. Eder   | 2,800,475 | 115,563  |
| (02) Todd D. Turcotte | 2,800,478 | 115,560  |

## ELECTION OF CLASS B DIRECTORS:

|                      | FOR       | WITHHELD |
|----------------------|-----------|----------|
| (01) Matthew C. Baum | 2,168,166 | 546      |
| (02) Alfred J. Corso | 2,168,166 | 546      |
| (03) Harris N. Rosen | 2,168,166 | 546      |
| (04) Craig M. Scott  | 2,168,166 | 546      |

## Item 9.01.Financial Statements and Exhibits

## (c)Exhibits

| Exhibit No. | Exhibit |
|-------------|---------|
|-------------|---------|

None.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAPITAL PROPERTIES, INC.

Date April 25, 2012

By: /s/ Barbara J. Dreyer  
Barbara J. Dreyer  
Treasurer