

CALAMOS CONVERTIBLE & HIGH INCOME FUND  
Form N-CSR  
January 07, 2005

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

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES

INVESTMENT COMPANY ACT FILE NUMBER: 811-21319

EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER: Calamos Convertible and High  
Income Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 1111 East Warrenville Road, Naperville,  
Illinois 60563

NAME AND ADDRESS OF AGENT FOR SERVICE: James S. Hamman, Jr., Secretary,  
Calamos Advisors, LLC  
1111 East Warrenville Road  
Naperville, Illinois  
60563-1493

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (630) 245-7200

DATE OF FISCAL YEAR END: October 31, 2004

DATE OF REPORTING PERIOD: November 1, 2003 through October 31, 2004

Item 1. Reports to Stockholders

CALAMOS CONVERTIBLE  
AND HIGH INCOME FUND

ANNUAL REPORT OCTOBER 31, 2004

[CALAMOS INVESTMENTS LOGO]  
Strategies for Serious Money(TM)

PRESIDENT'S LETTER

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PRESIDENT PHOTO  
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Dear Shareholder:

We are proud to bring you the 2004 annual report for the CALAMOS  
Convertible and High Income Fund (CHY) covering the fiscal year ended October  
31, 2004.

For those of you who are new to CHY or to CALAMOS Investments this year,  
we welcome you as an investor. For those of you who have included CHY in your

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portfolio for an extended period, I thank you for your continued confidence in our investment products. In CHY, as in all of our funds, we strive to maintain an appropriate balance between risk and reward that seeks to provide you with outstanding long-term performance.

Investing in a diversified portfolio of convertible securities and high yield bonds, CHY seeks total return through a combination of capital appreciation and current income. We have continued to focus on a selection of names that have the potential to appreciate due to credit-quality upgrades, or ongoing merger and acquisition activity. Believing that the economy is in the middle part of the economic cycle, the portfolio is focused on companies that we believe can grow steadily. We are generally avoiding the lowest quality bonds in favor of higher-rated securities, and steering clear of interest-rate sensitive convertibles, preferring those with more equity-like characteristics. To help offset some of the effects of raising short-term interest rates on the Fund's yield, the Fund has continued to maintain interest-rate swap positions in connection with its leverage.

Moreover, the Fund paid a consistent dividend throughout the fiscal year. Remember that you can use these distributions to your advantage by reinvesting them through the Fund's dividend reinvestment plan and accumulate additional shares of the Fund. Through this plan, when the Fund's market price is at a discount to NAV, your distributions are used to purchase shares at this lower price, and even when the Fund is at premium to its NAV, your dividends automatically purchase shares at NAV or 95% of the market price, whichever is greater.

At CALAMOS Investments, we remain committed to helping you achieve your long-term financial goals. Thank you for choosing the CALAMOS Convertible and High Income Fund.

Sincerely,

/s/ John P. Calamos

John P. Calamos, Sr.  
Chairman,  
Chief Executive Officer and  
Chief Investment Officer

Strategies for Serious Money (R) 1

CONVERTIBLE AND HIGH INCOME FUND

PERFORMANCE

NAV/MARKET PRICE  
INCEPTION THROUGH OCTOBER 31, 2004

LINE GRAPH

	Average Annual Total Return(+)	
	1	SINCE
	YEAR	INCEPTION
Common Shares -- Inception 5/27/03		
On Market Price	15.02%	17.40%

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On NAV

14.91%

14.74%

PAST PERFORMANCE IS NO GUARANTEE OF FUTURE RESULTS. You can purchase or sell common shares daily. Like any other stock, market price will fluctuate with the market. Upon sale, your shares may have a market price that is above or below net asset value and may be worth more or less than your original investment. Due to ongoing market volatility, performance is subject to substantial short-term fluctuations.

+ Total return measures net investment income and capital gain or loss from portfolio investments, assuming reinvestment of income and capital gains distributions.

2 Strategies for Serious Money (R)

## CONVERTIBLE AND HIGH INCOME FUND

### PORTFOLIO

#### FUND SECTOR ALLOCATION

[LINE GRAPH]

Consumer Discretionary	22.6%
Materials	15.8%
Industrials	14.9%
Consumer Staples	9.1%
Energy	8.3%
Utilities	7.2%
Financials	6.3%
Information Technology	6.3%
Health Care	6.1%
Telecommunications Services	3.4%

Sector allocations are based on total investments (excluding security lending collateral and short-term investments) and may vary over time.

#### FUND ASSET ALLOCATION

[PIE CHART]

Corporate bonds	71.4%
Convertible Securities	28.3%
Short-term investments	.3%

Strategies for Serious Money (R)

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CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
-----		
CORPORATE BONDS (101.8%)		
	CONSUMER DISCRETIONARY (21.7%)	
\$ 2,546,000	Asbury Automotive Group, Inc. (c) 9.000%, 06/15/12	\$ 2,699,168
8,488,000	Beazer Homes USA, Inc. (c) 8.375%, 04/15/12	9,400,405
5,263,000	Blockbuster, Inc. (a) (c) 9.000%, 09/01/12	5,420,405
4,244,000	Broder Bros. Co. (c) 11.250%, 10/15/10	4,307,634
5,517,000	CBD Media, LLC 8.625%, 06/01/11	5,806,820
5,942,000	Charter Communications, Inc. 10.000%, 04/01/09	4,990,915
4,244,000	9.625%, 11/15/09(c)	3,458,840
1,698,000	11.125%, 01/15/11(c)	1,425,976
4,244,000	DEX Media, Inc. (c) 8.000%, 11/15/13	4,562,274
11,129,000	GBP EMI Group, PLC 9.750%, 05/20/08	22,045,102
6,705,000	General Motors Corp. 8.250%, 07/15/23	7,001,944
679,000	7.125%, 07/15/13(c)	705,667
7,894,000	Hasbro, Inc. (c) 6.600%, 07/15/28	7,814,857
5,347,000	Houghton Mifflin Company (c) 9.875%, 02/01/13	5,828,676
3,395,000	Inn of the Mountain Gods 12.000%, 11/15/10	3,955,385
4,244,000	Interpublic Group of Companies, Inc. (c) 7.250%, 08/15/11	4,678,465
2,546,000	Intrawest Corp. (a) 7.500%, 10/15/13	2,737,364
2,546,000	Jarden Corp. 9.750%, 05/01/12	2,775,560
1,698,000	J.C. Penney Company, Inc. 9.000%, 08/01/12	2,088,036
1,273,000	7.650%, 08/15/16	1,451,440
4,202,000	Kellwood Company 7.625%, 10/15/17	4,657,159
3,183,000	La Quinta Corp. (c) 8.875%, 03/15/11	3,612,684
2,546,000	Mandalay Resort Group (c) 7.625%, 07/15/13	2,756,462
11,459,000	Mediacom Communications Corp. (c) 9.500%, 01/15/13	11,286,853
10,040,000	Oxford Industries, Inc. 8.875%, 06/01/11	10,892,911
4,244,000	Perry Ellis International,	

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	Inc.	
	8.875%, 09/15/13	4,562,274
849,000	Pinnacle Entertainment, Inc.(c)	
	8.250%, 03/15/12	880,625
6,790,000	Rent-A-Center, Inc.	
	7.500%, 05/01/10	7,070,463
PRINCIPAL		
AMOUNT		VALUE
-----		
\$ 10,101,000	Royal Caribbean Cruises, Ltd.(c)	
	7.500%, 10/15/27	\$ 10,883,463
4,244,000	Russell Corp.	
	9.250%, 05/01/10	4,583,494
8,064,000	Spanish Broadcasting System, Inc.	
	9.625%, 11/01/09	8,496,970
7,300,000	Vail Resorts, Inc.	
	6.750%, 02/15/14	7,536,876
5,942,000	Warnaco Group, Inc.	
	8.875%, 06/15/13	6,669,408
	Warner Music Group(a)	
1,698,000 GBP	8.125%, 04/15/14	3,188,258
1,698,000	7.375%, 04/15/14(c)	1,752,762
6,281,000 EUR	Waterford Wedgewood, PLC(a)	
	9.875%, 12/01/10	6,911,219
5,517,000	WCI Communities, Inc.(c)	
	7.875%, 10/01/13	5,903,370
		-----
		204,800,184
		-----
	CONSUMER STAPLES (8.8%)	
1,698,000	Central Garden & Pet Company	
	9.125%, 02/01/13	1,892,813
4,668,000	Chattem, Inc.	
	7.000%, 03/01/14	4,820,095
3,820,000	Chiquita Brands International, Inc.(a)	
	7.500%, 11/01/14	3,934,165
4,800,000	Del Monte Foods Company(c)	
	8.625%, 12/15/12	5,435,928
5,093,000	DIMON, Inc.(c)	
	7.750%, 06/01/13	5,092,771
	Dole Food Company, Inc.	
11,544,000	8.875%, 03/15/11(c)	12,842,270
3,786,000	8.625%, 05/01/09	4,211,509
2,971,000	Gold Kist, Inc.	
	10.250%, 03/15/14	3,342,131
2,971,000	Herbalife International, Inc.	
	9.500%, 04/01/11	3,267,861
424,000	Hines Nurseries, Inc.	
	10.250%, 10/01/11	456,227
11,459,000	Jean Coutu Group, Inc.(a)(c)	
	8.500%, 08/01/14	11,745,203
3,395,000	Pinnacle Foods Holding(a)	
	8.250%, 12/01/13	3,225,422

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5,432,000	Playtex Products, Inc.(c) 8.000%, 03/01/11	5,961,937
9,337,000	Rayovac Corp.(c) 8.500%, 10/01/13	10,293,763
2,546,000	Semins Vegetable Seeds 10.250%, 10/01/13	2,864,684
1,698,000	Smithfield Foods, Inc. 7.750%, 05/15/13	1,884,325
1,698,000	Standard Commercial Corp.(c) 8.000%, 04/15/12	1,757,006
		-----
		83,028,110
		-----

4 See accompanying Notes to Schedule of Investments.

CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
	(@hx ENERGY (9.8%)	
\$ 3,395,000	Chesapeake Energy Corp.(c) 6.875%, 01/15/16	\$ 3,649,819
1,698,000	7.750%, 01/15/15	1,892,813
4,244,000	Forest Oil Corp.(c) 8.000%, 12/15/11	4,859,352
9,252,000	General Maritime Corp.(c) 10.000%, 03/15/13	10,697,471
5,093,000	Giant Industries, Inc.(c) 8.000%, 05/15/14	5,334,677
1,899,000	11.000%, 05/15/12	2,245,278
9,634,000	Houston Exploration Company 7.000%, 06/15/13	10,284,108
3,904,000	KCS Energy, Inc. 7.125%, 04/01/12	4,099,681
2,321,000	Lone Star Technologies, Inc. 9.000%, 06/01/11	2,495,564
2,546,000	Overseas Shipholding Group, Inc. 7.500%, 02/15/24	2,597,313
857,000	8.750%, 12/01/13	991,234
5,220,000	Paramount Resources, Ltd. 7.875%, 11/01/10	5,768,200
6,366,000	Petrobras International Finance Company(c) 8.375%, 12/10/18	6,429,623
4,244,000	9.125%, 07/02/13	4,647,153
16,552,000	Premcor Refining Group, Inc. 7.500%, 06/15/15	18,206,656
2,546,000	Swift Energy Company 7.625%, 07/15/11	2,775,560
5,517,000	Whiting Petroleum Corp. 7.250%, 05/01/12	5,820,613
		-----
		92,795,115

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	FINANCIALS (5.3%)	
4,074,000	Fairfax Financial Holdings, Ltd. (c)	
	7.750%, 04/26/12	3,972,361
1,273,000	GATX Corp.	
	8.875%, 06/01/09	1,480,022
	Host Marriott Corp. (c)	
9,337,000	7.125%, 11/01/13	10,130,370
1,782,000	9.250%, 10/01/07	2,014,191
10,186,000	Leucadia National Corp. (c)	
	7.000%, 08/15/13	10,440,180
11,034,000	LNR Property Corp.	
	7.625%, 07/15/13	12,358,457
	Senior Housing Properties Trust	
4,541,000	7.875%, 04/15/15	5,017,865
4,244,000	8.625%, 01/15/12	4,806,302
		-----
		50,219,748
		-----
	HEALTH CARE (7.1%)	
9,209,000	Alpharma, Inc. (a)	
	8.625%, 05/01/11	9,623,851
13,814,000	Ameripath, Inc. (c)	
	10.500%, 04/01/13	13,606,929
11,034,000	Ardent Health Services, Inc.	
	10.000%, 08/15/13	11,337,781
PRINCIPAL AMOUNT		VALUE
-----		-----
\$ 12,392,000	Bausch & Lomb, Inc.	
	7.125%, 08/01/28	\$ 13,312,780
2,546,000	Beverly Enterprises, Inc. (a)	
	7.875%, 06/15/14	2,740,547
3,607,000	Psychiatric Solutions, Inc.	
	10.625%, 06/15/13	4,157,505
5,517,000	Quintiles Transnational Corp.	
	10.000%, 10/01/13	6,041,299
5,942,000	Vanguard Health Systems, Inc. (a) (c)	
	9.000%, 10/01/14	6,238,644
		-----
		67,059,336
		-----
	INDUSTRIALS (16.4%)	
5,093,000	American Airlines, Inc. (a)	
	7.250%, 02/05/09	4,710,813
2,122,000	Armor Holdings, Inc.	
	8.250%, 08/15/13	2,344,797
891,000 EUR	Aspropulsion Capital BV (a)	
	9.625%, 10/01/13	1,235,728
1,698,000	BE Aerospace, Inc.	
	8.500%, 10/01/10	1,867,349
2,546,000	Casella Waste Systems, Inc.	
	9.750%, 02/01/13	2,813,756
	CNH Global, NV	

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12,308,000	9.250%, 08/01/11(a)	14,092,121
2,122,000	9.250%, 08/01/11	2,429,676
14,005,000	Esterline Technologies Corp. (c)	
	7.750%, 06/15/13	15,160,542
	FIMEP, SA	
6,790,000	8.500%, 02/15/25	7,825,891
849,000 EUR	11.000%, 02/15/13	1,303,749
3,370,000	General Cable Corp. (c)	
	9.500%, 11/15/10	3,824,628
5,517,000	Hutchison Whampoa International, Ltd. (a)	
	6.250%, 01/24/14	5,740,377
7,215,000	Jacuzzi Brands, Inc.	
	9.625%, 07/01/10	8,152,677
	JLG Industries, Inc.	
6,451,000	8.250%, 05/01/08	6,934,656
2,971,000	8.375%, 06/15/12(c)	3,134,176
6,408,000	Laidlaw Global Securities, Inc.	
	10.750%, 06/15/11	7,401,706
4,244,000	Manitowoc Company, Inc. (c)	
	10.500%, 08/01/12	4,928,317
11,034,000	Mobile Mini, Inc.	
	9.500%, 07/01/13	12,634,316
4,244,000	Monitronics International, Inc. (a)	
	11.750%, 09/01/10	4,652,458
2,037,000	Orbital Sciences Corp.	
	9.000%, 07/15/11	2,301,932
	Sequa Corp.	
5,942,000	8.875%, 04/01/08	6,520,869
1,698,000	9.000%, 08/01/09(c)	1,905,545
1,990,000	Shaw Group, Inc. (c)	
	10.750%, 03/15/10	2,134,731

See accompanying Notes to Schedule of Investments.

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CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
\$ 7,215,000	SPX Corp. (c)	
	6.250%, 06/15/11	\$ 7,395,128
	Terex Corp.	
5,942,000	9.250%, 07/15/11	6,684,262
5,199,000	7.375%, 01/15/14	5,588,785
11,883,000	United Rentals, Inc. (c)	
	7.000%, 02/15/14	11,021,605
		-----
		154,740,590
		-----
5,517,000	INFORMATION TECHNOLOGY (6.8%)	
	Advanced Micro Devices, Inc. (a)	



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		7.750%, 11/01/12	5,558,547
2,326,000		Arrow Electronics, Inc.(c)	
		6.875%, 06/01/18	2,516,099
3,395,000		Celestica, Inc.	
		7.875%, 07/01/11	3,649,819
1,698,000		Flextronics International, Ltd.	
		6.500%, 05/15/13	1,790,958
4,244,000		Freescale Semiconductor, Inc.(a)	
		7.125%, 07/15/14	4,519,834
1,698,000	GBP	Iron Mountain, Inc.	
		7.250%, 04/15/14(a)	2,993,852
1,698,000		6.625%, 01/01/16	1,697,590
6,833,000		Lucent Technologies, Inc.(c)	
		7.250%, 07/15/06	7,276,933
6,154,000		Motorola, Inc.(c)	
		7.500%, 05/15/25	7,178,619
4,244,000		Sanmina-Sci Corp.	
		10.375%, 01/15/10	4,997,281
3,395,000		Stratus Technologies, Inc.(c)	
		10.375%, 12/01/08	2,902,879
17,400,000		Xerox Corp.(c)	
		7.625%, 06/15/13	19,227,332
			-----
			64,309,743
			-----
		MATERIALS (19.0%)	
7,639,000		Arch Western Finance, LLC(c)	
		6.750%, 07/01/13	8,154,799
4,244,000		Ball Corp.	
		6.875%, 12/15/12	4,647,153
5,093,000		Bowater, Inc.(c)	
		6.500%, 06/15/13	5,131,399
7,639,000		Buckeye Technologies, Inc.	
		8.500%, 10/01/13	8,479,463
16,144,000		Equistar Chemicals, LP(c)	
		10.625%, 05/01/11	18,727,137
10,907,000		Freeport-McMoRan Copper & Gold, Inc.(c)	
		10.125%, 02/01/10	12,297,662
12,732,000		Georgia-Pacific Corp.(c)	
		8.000%, 01/15/14	14,705,376
2,546,000		Graham Packaging Holdings Company(a)(c)	
		9.875%, 10/15/14	2,711,900
PRINCIPAL			
AMOUNT			VALUE
			-----
\$ 11,196,000	EUR	HeidelbergCement Finance(a)	
		7.375%, 07/15/10	\$ 15,970,012
		IMC Global, Inc.	
2,546,000		10.875%, 08/01/13	3,227,543
1,698,000		10.875%, 06/01/08(c)	2,071,060
2,716,000		IMCO Recycling, Inc.	
		10.375%, 10/15/10	3,042,082
5,093,000		IPSCO, Inc.	

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5,305,000	8.750%, 06/01/13 Ispat Inland ULC(c)	5,907,614
2,546,000	9.750%, 04/01/14 Massey Energy Company(c)	6,472,063
2,546,000	6.950%, 03/01/07 Phelps Dodge Corp.	2,667,339
11,034,000	9.500%, 06/01/31 Polyone Corp.(c)	3,794,086
	10.625%, 05/15/10 Pope & Talbot, Inc.	12,303,285
5,093,000	8.375%, 06/01/13	5,372,873
2,037,000	8.375%, 06/01/13	2,149,149
4,244,000	Sealed Air Corp.(a)	
	6.875%, 07/15/33	4,556,587
1,698,000	Stone Container Corp.	
	8.375%, 07/01/12	1,884,325
	Steel Dynamics, Inc.	
3,973,000	9.500%, 03/15/09(c)	4,415,229
1,698,000	9.500%, 03/15/09	1,886,447
19,819,000	Texas Industries, Inc.	
	10.250%, 06/15/11	22,891,368
	Union Carbide Corp.(c)	
2,971,000	7.875%, 04/01/23	3,045,053
2,122,000	6.700%, 04/01/09	2,217,477
1,061,000	7.500%, 06/01/25	1,066,299
		-----
		179,794,780
		-----
	TELECOMMUNICATION SERVICES (1.3%)	
5,093,000	AT&T Corp.(c)	
	8.750%, 11/15/31	5,920,346
5,942,000	Nextel Communications, Inc.	
	7.375%, 08/01/15	6,624,846
		-----
		12,545,192
		-----
	UTILITIES (5.6%)	
7,639,000	AES Corp.(c)	
	8.500%, 11/01/07	7,887,429
23,766,000	Calpine Corp.(c)	
	8.500%, 02/15/11	13,725,017
4,244,000	Centerpoint Energy, Inc.(c)	
	6.850%, 06/01/15	4,697,177
	Edison Mission Energy(c)	
5,093,000	9.875%, 04/15/11	6,047,665
3,395,000	10.000%, 08/15/08	3,980,849

6 See accompanying Notes to Schedule of Investments.

CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
-----		
\$ 4,244,000	Public Service Enterprise Group, Inc.(c)	

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	8.625%, 02/15/08	\$ 4,710,813
10,695,000	Teco Energy, Inc. (c)	
	7.500%, 06/15/10	11,817,775
		-----
		52,866,725
		-----
	TOTAL CORPORATE BONDS	
	(Cost \$902,117,016)	962,159,523
		=====
CONVERTIBLE BONDS (0.5%)		
TELECOMMUNICATION SERVICES (0.5%)		
	Liberty Media Corp. (Sprint	
	PCS Group)	
4,142,000	3.750%, 02/15/30	2,832,093
1,974,000	4.000%, 11/15/29(c)	1,470,630
		-----
		4,302,723
		-----
	TOTAL CONVERTIBLE BONDS	
	(Cost \$3,373,839)	4,302,723
		=====
SYNTHETIC CONVERTIBLE SECURITIES (21.3%)		
CORPORATE BONDS (18.1%)		
CONSUMER DISCRETIONARY (3.9%)		
454,000	Asbury Automotive Group,	
	Inc. (c)	
	9.000%, 06/15/12	480,831
1,512,000	Beazer Homes USA, Inc. (c)	
	8.375%, 04/15/12	1,674,594
937,000	Blockbuster, Inc. (a) (c)	
	9.000%, 09/01/12	965,594
756,000	Broder Bros. Co. (c)	
	11.250%, 10/15/10	767,365
983,000	CBD Media, LLC	
	8.625%, 06/01/11	1,034,430
	Charter Communications, Inc.	
1,058,000	10.000%, 04/01/09	889,085
756,000	9.625%, 11/15/09(c)	616,160
302,000	11.125%, 01/15/11(c)	254,024
756,000	DEX Media, Inc. (c)	
	8.000%, 11/15/13	812,726
1,982,000	EMI Group, PLC	
	9.750%, 05/20/08	3,927,128
	General Motors Corp.	
1,195,000	8.250%, 07/15/23	1,247,331
121,000	7.125%, 07/15/13(c)	125,708
1,406,000	Hasbro, Inc. (c)	
	6.600%, 07/15/28	1,392,143
953,000	Houghton Mifflin Company (c)	
	9.875%, 02/01/13	1,038,324
605,000	Inn of the Mountain Gods	
	12.000%, 11/15/10	704,615
756,000	Interpublic Group of	
	Companies, Inc. (c)	
	7.250%, 08/15/11	833,425
454,000	Intrawest Corp. (a)	
	7.500%, 10/15/13	487,636

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PRINCIPAL AMOUNT		VALUE
\$ 454,000	Jarden Corp. 9.750%, 05/01/12	\$ 494,440
302,000	J.C. Penney Company, Inc. 9.000%, 08/01/12	371,964
227,000	7.650%, 08/15/16	258,560
748,000	Kellwood Company 7.625%, 10/15/17	829,629
567,000	La Quinta Corp.(c) 8.875%, 03/15/11	643,566
454,000	Mandalay Resort Group(c) 7.625%, 07/15/13	491,038
2,041,000	Mediacom Communications Corp.(c) 9.500%, 01/15/13	2,010,647
1,788,000	Oxford Industries, Inc. 8.875%, 06/01/11	1,940,469
756,000	Perry Ellis International, Inc. 8.875%, 09/15/13	812,726
151,000	Pinnacle Entertainment, Inc.(c) 8.250%, 03/15/12	156,875
1,210,000	Rent-A-Center, Inc. 7.500%, 05/01/10	1,259,537
1,799,000	Royal Caribbean Cruises, Ltd.(c) 7.500%, 10/15/27	1,938,787
756,000	Russell Corp. 9.250%, 05/01/10	816,506
1,436,000	Spanish Broadcasting System, Inc. 9.625%, 11/01/09	1,513,655
1,300,000	Vail Resorts, Inc. 6.750%, 02/15/14	1,342,624
1,058,000	Warnaco Group, Inc. 8.875%, 06/15/13	1,188,092
302,000	Warner Music Group(a) 8.125%, 04/15/14	567,958
302,000	7.375%, 04/15/14(c)	312,238
1,119,000	Waterford Wedgwood, PLC(a) 9.875%, 12/01/10	1,231,169
983,000	WCI Communities, Inc.(c) 7.875%, 10/01/13	1,051,630
		36,483,229
	CONSUMER STAPLES (1.6%)	
302,000	Central Garden & Pet Company 9.125%, 02/01/13	337,187
832,000	Chattem, Inc. 7.000%, 03/01/14	858,655
680,000	Chiquita Brands International, Inc.(a) 7.500%, 11/01/14	700,835
855,000	Del Monte Foods Company(c) 8.625%, 12/15/12	968,360
907,000	DIMON, Inc.(c)	

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	7.750%, 06/01/13	907,229
	Dole Food Company, Inc.	
2,056,000	8.875%, 03/15/11 (c)	2,287,730
674,000	8.625%, 05/01/09	750,241

See accompanying Notes to Schedule of Investments.

7

CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
\$ 529,000	Gold Kist, Inc. 10.250%, 03/15/14	\$ 595,369
529,000	Herbalife International, Inc. 9.500%, 04/01/11	582,139
76,000	Hines Nurseries, Inc. 10.250%, 10/01/11	81,273
2,041,000	Jean Coutu Group, Inc. (a) (c) 8.500%, 08/01/14	2,092,297
605,000	Pinnacle Foods Holding (a) 8.250%, 12/01/13	574,578
968,000	Playtex Products, Inc. (c) 8.000%, 03/01/11	1,062,063
1,663,000	Rayovac Corp. (c) 8.500%, 10/01/13	1,833,737
454,000	Semins Vegetable Seeds 10.250%, 10/01/13	510,316
302,000	Smithfield Foods, Inc. 7.750%, 05/15/13	335,675
302,000	Standard Commercial Corp. (c) 8.000%, 04/15/12	312,994
		----- 14,790,678 -----
	ENERGY (1.7%)	
605,000	Chesapeake Energy Corp. (c) 6.875%, 01/15/16	650,181
302,000	7.750%, 01/15/15	337,187
756,000	Forest Oil Corp. (c) 8.000%, 12/15/11	865,648
1,648,000	General Maritime Corp. (c) 10.000%, 03/15/13	1,905,654
	Giant Industries, Inc. (c) 8.000%, 05/15/14	950,323
907,000	11.000%, 05/15/12	399,975
338,000	Houston Exploration Company 7.000%, 06/15/13	1,832,017
1,716,000	KCS Energy, Inc. 7.125%, 04/01/12	730,319
696,000	Lone Star Technologies, Inc. 9.000%, 06/01/11	444,561
414,000	Overseas Shipholding Group, Inc. 7.500%, 02/15/24	462,687
454,000	8.750%, 12/01/13	176,579
153,000		

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930,000	Paramount Resources, Ltd. 7.875%, 11/01/10	1,027,550
	Petrobras International Finance Company(c)	
1,134,000	8.375%, 12/10/18	1,145,377
756,000	9.125%, 07/02/13	827,847
2,948,000	Premcor Refining Group, Inc. 7.500%, 06/15/15	3,243,344
454,000	Swift Energy Company 7.625%, 07/15/11	494,440
983,000	Whiting Petroleum Corp. 7.250%, 05/01/12	1,036,887
		-----
		16,530,576
		-----

PRINCIPAL  
AMOUNT

VALUE

	FINANCIALS (0.9%)	
\$ 726,000	Fairfax Financial Holdings, Ltd.(c)	
	7.750%, 04/26/12	\$ 707,639
227,000	GATX Corp. 8.875%, 06/01/09	263,652
	Host Marriott Corp.(c)	
1,663,000	7.125%, 11/01/13	1,804,630
318,000	9.250%, 10/01/07	358,809
1,814,000	Leucadia National Corp.(c) 7.000%, 08/15/13	1,859,820
1,966,000	LNR Property Corp. 7.625%, 07/15/13	2,201,543
	Senior Housing Properties Trust	
809,000	7.875%, 04/15/15	893,885
756,000	8.625%, 01/15/12	856,198
		-----
		8,946,176
		-----
	HEALTH CARE (1.3%)	
1,641,000	Alpharma, Inc.(a) 8.625%, 05/01/11	1,714,399
2,461,000	Ameripath, Inc.(c) 10.500%, 04/01/13	2,423,946
1,966,000	Arden Health Services, Inc. 10.000%, 08/15/13	2,019,719
2,208,000	Bausch & Lomb, Inc. 7.125%, 08/01/28	2,371,547
454,000	Beverly Enterprises, Inc.(a) 7.875%, 06/15/14	488,203
643,000	Psychiatric Solutions, Inc. 10.625%, 06/15/13	740,620
983,000	Quintiles Transnational Corp. 10.000%, 10/01/13	1,076,201
1,058,000	Vanguard Health Systems, Inc.(a)(c) 9.000%, 10/01/14	1,111,356
		-----

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		11,945,991
		-----
	INDUSTRIALS (2.9%)	
907,000	American Airlines, Inc. (a)	
	7.250%, 02/05/09	839,187
378,000	Armor Holdings, Inc.	
	8.250%, 08/15/13	417,703
159,000 EUR	Aspropulsion Capital BV(a)	
	9.625%, 10/01/13	220,133
302,000	BE Aerospace, Inc.	
	8.500%, 10/01/10	332,651
454,000	Casella Waste Systems, Inc.	
	9.750%, 02/01/13	501,244
	CNH Global, NV	
2,192,000	9.250%, 08/01/11(a)	2,510,379
378,000	9.250%, 08/01/11	432,824
2,495,000	Esterline Technologies	
	Corp. (c)	
	7.750%, 06/15/13	2,700,708
	FIMEP, SA	
1,210,000	8.500%, 02/15/25	1,394,109
151,000 EUR	11.000%, 02/15/13	232,251
600,000	General Cable Corp. (c)	
	9.500%, 11/15/10	681,322

8 See accompanying Notes to Schedule of Investments.

CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
-----	-----	-----
\$ 983,000	Hutchison Whampoa International, Ltd. (a)	
	6.250%, 01/24/14	\$ 1,022,594
1,285,000	Jacuzzi Brands, Inc.	
	9.625%, 07/01/10	1,452,323
1,149,000	JLG Industries, Inc.	
	8.250%, 05/01/08	1,235,344
529,000	8.375%, 06/15/12(c)	558,324
1,142,000	Laidlaw Global Securities, Inc.	
	10.750%, 06/15/11	1,318,544
756,000	Manitowoc Company, Inc. (c)	
	10.500%, 08/01/12	877,933
1,966,000	Mobile Mini, Inc.	
	9.500%, 07/01/13	2,250,684
756,000	Monitronics International, Inc. (a)	
	11.750%, 09/01/10	828,792
363,000	Orbital Sciences Corp.	
	9.000%, 07/15/11	410,068
	Sequa Corp.	
1,058,000	8.875%, 04/01/08	1,161,631
302,000	9.000%, 08/01/09(c)	339,455
355,000	Shaw Group, Inc. (c)	

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	10.750%, 03/15/10	380,282
1,285,000	SPX Corp. (c)	
	6.250%, 06/15/11	1,317,372
	Terex Corp.	
1,058,000	9.250%, 07/15/11	1,190,738
926,000	7.375%, 01/15/14	995,590
2,117,000	United Rentals, Inc. (c)	
	7.000%, 02/15/14	1,963,395
		-----
		27,565,580
		-----

	INFORMATION TECHNOLOGY (1.2%)	
983,000	Advanced Micro Devices, Inc. (a)	
	7.750%, 11/01/12	990,203
414,000	Arrow Electronics, Inc. (c)	
	6.875%, 06/01/18	448,219
605,000	Celestica, Inc.	
	7.875%, 07/01/11	650,181
302,000	Flextronics International, Ltd.	
	6.500%, 05/15/13	319,042
756,000	Freescale Semiconductor, Inc. (a)	
	7.125%, 07/15/14	805,166
302,000	Iron Mountain, Inc.	
302,000	7.250%, 04/15/14(a)	533,327
1,217,000	6.625%, 01/01/16	302,410
	Lucent Technologies, Inc. (c)	
	7.250%, 07/15/06	1,296,317
1,096,000	Motorola, Inc. (c)	
	7.500%, 05/15/25	1,278,803
756,000	Sanmina-Sci Corp.	
	10.375%, 01/15/10	890,219

PRINCIPAL AMOUNT

VALUE

\$ 605,000	Stratus Technologies, Inc. (c)	
	10.375%, 12/01/08	\$ 517,121
3,100,000	Xerox Corp. (c)	
	7.625%, 06/15/13	3,425,168
		-----
		11,456,176
		-----
	MATERIALS (3.4%)	
1,361,000	Arch Western Finance, LLC (c)	
	6.750%, 07/01/13	1,452,701
756,000	Ball Corp.	
	6.875%, 12/15/12	827,847
907,000	Bowater, Inc. (c)	
	6.500%, 06/15/13	914,111
1,361,000	Buckeye Technologies, Inc.	
	8.500%, 10/01/13	1,510,537
2,876,000	Equistar Chemicals, LP (c)	
	10.625%, 05/01/11	3,336,063
1,943,000	Freeport-McMoRan Copper & Gold, Inc. (c)	



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	10.125%, 02/01/10	2,190,713
2,268,000	Georgia-Pacific Corp.(c)	
	8.000%, 01/15/14	2,619,624
454,000	Graham Packaging Holdings Company(a)(c)	
	9.875%, 10/15/14	483,100
1,994,000 EUR	HeidelbergCement Finance(a)	
	7.375%, 07/15/10	2,844,907
	IMC Global, Inc.	
454,000	10.875%, 08/01/13	574,957
302,000	10.875%, 06/01/08(c)	368,940
484,000	IMCO Recycling, Inc.	
	10.375%, 10/15/10	541,918
907,000	IPSCO, Inc.	
	8.750%, 06/01/13	1,052,386
945,000	Ispat Inland ULC(c)	
	9.750%, 04/01/14	1,152,937
454,000	Massey Energy Company(c)	
	6.950%, 03/01/07	475,161
454,000	Phelps Dodge Corp.	
	9.500%, 06/01/31	675,881
1,966,000	Polyone Corp.(c)	
	10.625%, 05/15/10	2,191,715
	Pope & Talbot, Inc.	
907,000	8.375%, 06/01/13	957,127
363,000	8.375%, 06/01/13	382,851
756,000	Sealed Air Corp.(a)	
	6.875%, 07/15/33	811,713
302,000	Stone Container Corp.	
	8.375%, 07/01/12	335,675
	Steel Dynamics, Inc.	
708,000	9.500%, 03/15/09(c)	786,532
302,000	9.500%, 03/15/09	336,053
3,531,000	Texas Industries, Inc.	
	10.250%, 06/15/11	4,077,882

See accompanying Notes to Schedule of Investments.

9

CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

PRINCIPAL AMOUNT		VALUE
	Union Carbide Corp.(c)	
\$ 529,000	7.875%, 04/01/23	\$ 542,447
378,000	6.700%, 04/01/09	395,023
189,000	7.500%, 06/01/25	189,951
		-----
		32,028,752
		-----
	TELECOMMUNICATION SERVICES (0.2%)	
907,000	AT&T Corp.(c)	
	8.750%, 11/15/31	1,054,654
1,058,000	Nextel Communications, Inc.	
	7.375%, 08/01/15	1,180,154
		-----

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		2,234,808
		-----
	UTILITIES (1.0%)	
1,361,000	AES Corp. (c)	
	8.500%, 11/01/07	1,405,071
4,234,000	Calpine Corp. (c)	
	8.500%, 02/15/11	2,444,983
756,000	Centerpoint Energy, Inc. (c)	
	6.850%, 06/01/15	836,758
	Edison Mission Energy (c)	
907,000	9.875%, 04/15/11	1,077,335
605,000	10.000%, 08/15/08	709,151
756,000	Public Service Enterprise	
	Group, Inc. (c)	
	8.625%, 02/15/08	839,187
1,905,000	Teco Energy, Inc. (c)	
	7.500%, 06/15/10	2,105,225
		-----
		9,417,710
		-----
	TOTAL CORPORATE BONDS	171,399,676
		-----

NUMBER OF  
CONTRACTS

VALUE

	OPTIONS (3.2%)	
	CONSUMER DISCRETIONARY (1.7%)	
2,200	Carnival Corp. (b)	
	Call, 01/21/06, Strike \$45.00	1,936,000
1,000	eBay, Inc. (b)	
	Call, 01/20/07, Strike \$95.00	2,390,000
3,100	Home Depot, Inc. (b)	
	Call, 01/20/07, Strike \$40.00	2,170,000
	International Game	
	Technology (b)	
2,700	Call, 01/20/07, Strike \$35.00	1,552,500
825	Call, 01/21/06, Strike \$45.00	115,500
1,500	J.C. Penney Company, Inc. (b)	
	Call, 01/21/06, Strike \$40.00	375,000
	Nike, Inc. (b)	
1,500	Call, 01/21/06, Strike \$80.00	1,365,000
500	Call, 01/20/07, Strike \$80.00	655,000
3,000	Starbucks Corp. (b)	
	Call, 01/21/06, Strike \$45.00	3,540,000
2,600	YUM! Brands, Inc. (b)	
	Call, 01/20/07, Strike \$40.00	2,288,000
		-----
		16,387,000
		-----

NUMBER OF  
CONTRACTS

VALUE

	CONSUMER STAPLES (0.3%)	
1,600	Avon Products, Inc. (b)	

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1,400	Call, 01/20/07, Strike \$45.00	\$ 608,000
	Constellation Brands, Inc.(b)	
2,000	Call, 01/20/07, Strike \$35.00	1,379,000
	Sara Lee Corp.(b)	
4,000	Call, 01/20/07, Strike \$22.50	540,000
	Tyson Foods, Inc.(b)	
	Call, 01/21/06, Strike \$17.50	310,000
		-----
		2,837,000
		-----
	ENERGY (0.3%)	
2,700	Transocean, Inc.(b)	
	Call, 01/21/06, Strike \$30.00	2,362,500
		-----
	FINANCIALS (0.1%)	
2,200	Allstate Corp.(b)	
	Call, 01/21/06, Strike \$45.00	1,232,000
		-----
	HEALTH CARE (0.3%)	
900	Bausch & Lomb, Inc.(b)	
	Call, 01/21/06, Strike \$65.00	535,500
1,200	Biogen Idec, Inc.(b)	
	Call, 01/21/06, Strike \$70.00	546,000
1,250	UnitedHealth Group, Inc.(b)	
	Call, 01/21/06, Strike \$65.00	1,675,000
		-----
		2,756,500
		-----
	INFORMATION TECHNOLOGY (0.5%)	
5,000	Motorola, Inc.(b)	
	Call, 01/21/06, Strike \$20.00	825,000
5,100	Nokia Corp.(b)	
	Call, 01/20/07, Strike \$15.00	1,581,000
2,200	QUALCOMM, Inc.(b)	
	Call, 01/21/06, Strike \$35.00	2,266,000
		-----
		4,672,000
		-----
	TOTAL OPTIONS	30,247,000
		-----
	TOTAL SYNTHETIC CONVERTIBLE SECURITIES	
	(Cost \$188,203,232)	201,646,676
		=====

NUMBER OF SHARES		VALUE
-----		
CONVERTIBLE PREFERRED STOCKS (18.5%)		
CONSUMER DISCRETIONARY (4.9%)		
810,000	Equity Securities Trust I 6.500%	16,637,400
590,000	Ford Motor Company Capital Trust II 6.500%	29,494,100
		-----
		46,131,500
		-----
CONSUMER STAPLES (2.3%)		
890,000	Albertson's, Inc.	

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7.250% 21,840,600  
-----

10 See accompanying Notes to Schedule of Investments.

CONVERTIBLE AND HIGH INCOME FUND

SCHEDULE OF INVESTMENTS OCTOBER 31, 2004

NUMBER OF SHARES		VALUE
	FINANCIALS (2.6%)	
130,000	Capital One Financial Corp. 6.250%	\$ 6,849,700
500,000	National Australia Bank, Ltd. 7.875%	17,900,000
		-----
		24,749,700
		-----
	INDUSTRIALS (1.8%)	
225,000	Cummins, Inc. 7.000%	17,268,750
		-----
	INFORMATION TECHNOLOGY (0.4%)	
75,000	Pioneer-Standard Financial Trust 6.750%	4,162,500
		-----
	TELECOMMUNICATION SERVICES (2.9%)	
532,000	ALLTEL Corp. 7.750%	26,972,400
		-----
	UTILITIES (3.6%)	
450,000	Ameren Corp. 9.750%	13,005,000
375,000	TXU Corp. 8.125%	20,722,500
		-----
		33,727,500
		-----
	TOTAL CONVERTIBLE PREFERRED STOCKS (Cost \$165,090,009)	174,852,950
		=====

PRINCIPAL AMOUNT		VALUE
	SHORT TERM INVESTMENTS (0.4%)	
\$ 3,413,000	Exxon Mobil Corporation Commercial Paper 1.650%, 11/01/04	\$ 3,413,000
		-----
	TOTAL SHORT TERM INVESTMENTS (Cost \$3,413,000)	3,413,000

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NUMBER OF SHARES	VALUE
-----	
INVESTMENT OF CASH COLLATERAL FOR SECURITIES ON LOAN (28.5%)	
269,817,633	Bank of New York Institutional Cash Reserve Fund(d) current rate 1.865%
	269,817,633
	-----
	TOTAL INVESTMENT OF CASH COLLATERAL FOR SECURITIES ON LOAN (Cost \$269,817,633)
	269,817,633
	=====
TOTAL INVESTMENTS (171.0%) (Cost \$1,532,014,729)	1,616,192,505
	=====
LIABILITIES, LESS OTHER ASSETS (-25.5%)	(241,024,588)
	-----
PREFERRED SHARES AT REDEMPTION VALUE, INCLUDING DIVIDENDS PAYABLE (-45.5%)	(430,131,391)
	-----
NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS (100.0%)	\$ 945,036,526
	=====

NOTES TO SCHEDULE OF INVESTMENTS

Note: Market values for securities denominated in foreign currencies are shown in U.S. dollars.

- (a) 144A securities are those that are exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities are generally issued to qualified institutional buyers ("QIBs"), such as the Fund. Any resale of these securities must generally be effected through a sale that is exempt from registration (e.g., a sale to another QIB), or the security must be registered for public sale. At October 31, 2004, the market value of 144A securities that cannot currently be exchanged to the registered form is \$149,258,334 or 15.8% of net assets applicable to common shareholders of the Fund.
- (b) Non-income producing security.
- (c) Security, or portion of security, is on loan.
- (d) Security is purchased with the cash collateral from securities loaned.

FOREIGN CURRENCY ABBREVIATIONS

EUR: European Monetary Unit  
GBP: Great Britain Pound

See accompanying Notes to Financial Statements.

11

STATEMENT OF ASSETS AND LIABILITIES

OCTOBER 31, 2004

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-----	
ASSETS	
Investments, at value* (cost \$1,532,014,729)	\$1,616,192,505
Cash with custodian (interest bearing)	1,537,344
Restricted cash for open options (interest bearing)	150,000
Receivable for investments sold	1,397,436
Accrued interest and dividends receivable	28,116,652
Prepaid expenses	63,375
Other assets	7,134
	-----
Total assets	1,647,464,446
	-----
LIABILITIES	
Unrealized depreciation on interest rate swaps	1,479,534
Payable upon return of securities loaned	269,817,633
Payable to investment advisor	809,614
Payable to financial accountant	11,660
Payable for deferred compensation to Trustees	7,134
Other accounts payable and accrued liabilities	170,954
	-----
Total liabilities	272,296,529
	-----
PREFERRED SHARES	
\$25,000 liquidation value per share applicable to 17,200 shares, including dividends payable	430,131,391
	-----
NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS	\$ 945,036,526
	=====
COMPOSITION OF NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS	
Common stock, no par value, unlimited shares authorized, 61,091,942 shares issued and outstanding	\$ 869,767,425
Undistributed net investment income (loss)	129,801
Accumulated net realized gain (loss) on investments and foreign currency transactions and interest rate swaps	(7,608,934)
Net unrealized appreciation (depreciation) on investments and foreign currency translations and interest rate swaps	82,748,234
	-----
NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS	\$ 945,036,526
	=====
Net asset value per common share based on 61,091,942 shares issued and outstanding	\$ 15.47
	=====

\* Includes \$266,168,171 of securities loaned.

12 See accompanying Notes to Financial Statements.

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED OCTOBER 31, 2004

-----	
INVESTMENT INCOME	
Interest	\$ 92,780,260
Dividends	13,758,948
Securities lending income	1,023,586

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Total investment income	107,562,794
-----	
EXPENSES	
Investment advisory fees	10,753,791
Financial accounting fees	88,675
Auction agent and rating agencies fees	1,117,238
Accounting fees	238,992
Printing and mailing fees	211,527
Custodian fees	95,156
Audit and legal fees	89,071
Registration fees	78,711
Transfer agent fees	27,212
Trustees' fees	14,207
Other	30,408
-----	
Total expenses	12,744,988
-----	
Less expenses waived	(1,344,224)
-----	
Net expenses	11,400,764
-----	
NET INVESTMENT INCOME (LOSS)	96,162,030
-----	
REALIZED AND UNREALIZED GAIN (LOSS) FROM INVESTMENTS, FOREIGN CURRENCY AND INTEREST RATE SWAPS	
Net realized gain (loss) from:	
Investments	(587,135)
Foreign currency transactions	74,412
Interest rate swaps	(8,021,388)
Change in net unrealized appreciation/depreciation on:	
Investments	48,270,710
Foreign currency translations	(417)
Interest rate swaps	(917,010)
-----	
NET REALIZED AND UNREALIZED GAIN (LOSS) FROM INVESTMENTS, FOREIGN CURRENCY AND INTEREST RATE SWAPS	38,819,172
-----	
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	134,981,202
-----	
DIVIDENDS TO PREFERRED SHAREHOLDERS FROM Net investment income	(6,021,235)
-----	
NET INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS RESULTING FROM OPERATIONS	\$128,959,967
=====	

See accompanying Notes to Financial Statements.

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STATEMENT OF CHANGES  
IN NET ASSETS

FOR THE YEAR ENDED OCTOBER 31, 2004	FOR THE PERIOD ENDE OCTOBER 31, 2
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OPERATIONS		
Net investment income (loss)	\$ 96,162,030	\$ 27,980,02
Net realized gain (loss) from investments, foreign currency transactions and interest rate swaps	(8,534,111)	(5,406,51
Change in net unrealized appreciation/depreciation on investments, options, foreign currency translations and interest rate swaps	47,353,283	35,394,95
Dividends to preferred shareholders from Net investment income	(6,021,235)	(1,213,81
	-----	-----
Net increase (decrease) in net assets applicable to common shareholders resulting from operations	128,959,967	56,754,64
	-----	-----
DIVIDENDS TO COMMON SHAREHOLDERS FROM		
Net investment income	(88,670,835)	(21,968,81
	-----	-----
CAPITAL STOCK TRANSACTIONS		
Proceeds from initial offering	--	859,692,27
Offering costs on common shares	--	(1,481,90
Offering costs on preferred shares	--	(4,704,00
Reinvestment of dividends resulting in the issuance of common stock	13,595,460	2,859,73
	-----	-----
Net increase (decrease) in net assets from capital stock transactions	13,595,460	856,366,10
	-----	-----
TOTAL INCREASE (DECREASE) IN NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS	53,884,592	891,151,93
	-----	-----
NET ASSETS APPLICABLE TO COMMON SHAREHOLDERS		
Beginning of period*	891,151,934	-
End of period	\$945,036,526	\$891,151,93
	=====	=====
Undistributed net investment income (loss)	\$ 129,801	\$ 4,998,18

\* The Fund commenced operations on May 30, 2003.

14 See accompanying Notes to Financial Statements.

### NOTES TO FINANCIAL STATEMENTS

#### NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION. CALAMOS Convertible and High Income Fund (the "Fund") was organized as a Delaware statutory trust on March 12, 2003 and is registered under the Investment Company Act of 1940 as a diversified, closed-end management investment company. The Fund commenced operations on May 30, 2003.

The Fund's investment objective is to provide total return, through a combination of capital appreciation and current income. The Fund currently seeks to achieve its investment objective by investing in a diversified portfolio of convertible securities and high yield bonds.

PORTFOLIO VALUATION. In computing the net asset value of the Fund, portfolio securities, including options, that are traded on a national securities exchange are valued at the last reported sales price. Securities quoted on the NASDAQ National Market System are valued at the Nasdaq Official Closing Price ("NOCP"), as determined by Nasdaq, or lacking an NOCP, the last current reported sale price as of the time of valuation. Securities traded in the over-the counter market and listed securities for which no sales were reported are valued at the



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mean of the most recently quoted bid and asked prices. Short-term securities with maturities of 60 days or less are valued at amortized cost, which approximates market value.

When market quotations are not readily available or when the valuation methods mentioned above are not reflective of the fair value of the security, the security is valued at a fair value following procedures or guidelines approved by the Board of Trustees or a committee approved by the Board of Trustees. The Fund may also use fair value pricing, if the value of a security it holds is, in the opinion of the valuation committee or pursuant to Board of Trustees' guidelines, may be significantly affected by events occurring after the close of the primary market or exchange on which the security is traded. These procedures may utilize valuations furnished by pricing services approved by the Board of Trustees or a committee thereof, which may be based on market transactions for comparable securities and various relationships between securities that are generally recognized by institutional traders, a computerized matrix system, or appraisals derived from information concerning the securities or similar securities received from recognized dealers in those securities. When fair value pricing is employed, the value of the portfolio security used to calculate the Fund's net asset value may differ from quoted or published prices.

Securities that are principally traded in a foreign market are valued as of the close of the appropriate exchange or other designated time. Trading in securities on European and Far Eastern securities exchanges and over-the-counter markets is normally completed at various times before the close of business on each day on which the New York Stock Exchange ("NYSE") is open. Trading of these securities may not take place on every NYSE business day. In addition, trading may take place in various foreign markets on Saturdays or on other days when the NYSE is not open and on which the Fund's net asset value is not calculated. As stated above, if the market prices are not readily available or are not reflective of the fair value of the security, the security will be valued at a fair value following procedures approved by the Board of Trustees or a committee approved by the Board of Trustees.

INVESTMENT TRANSACTIONS AND INVESTMENT INCOME. Short term investment transactions are recorded on a trade date basis. Long term investment transactions are recorded on a trade date plus one basis, except for fiscal quarter ends, which are recorded on trade date. Net realized gains and losses from investment transactions are reported on an identified cost basis. Interest income is recognized using the accrual method and includes accretion of original issue and market discount and amortization of premium. Dividend income is recognized on the ex-dividend date, except that certain dividends from foreign securities are recorded as soon as the information becomes available.

FOREIGN CURRENCY TRANSLATION. Values of investments and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars using the spot market rate of exchange at the date of valuation. Purchases and sales of investments and dividend and interest income are translated into U.S. dollars using the spot market rate of exchange prevailing on the respective dates of such transaction.

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### NOTES TO FINANCIAL STATEMENTS

The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Reported net realized foreign currency gains or losses arise from disposition of foreign currency, currency gains or losses realized between the trade and

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settlement dates on securities transactions, and the difference between the amounts of dividends, interest and foreign withholding taxes recorded on the Fund's books on the transaction date and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes (due to the changes in the exchange rate) in the value of foreign currency and other assets and liabilities denominated in foreign currencies held at period end.

OPTION TRANSACTIONS. For hedging and investment purposes, the Fund may purchase or write (sell) put and call options. One of the risks associated with purchasing an option among others, is that the Fund pays a premium whether or not the option is exercised. Additionally, the Fund bears the risk of loss of premium and change in market value should the counterparty not perform under the contract. Put and call options purchased are accounted for in the same manner as portfolio securities. The cost of securities acquired through the exercise of call options is increased by premiums paid. The proceeds from securities sold through the exercise of put options are decreased by the premiums paid.

When the Fund writes an option, an amount equal to the premium received by the Fund is recorded as a liability and is subsequently adjusted to the current value of the option written. Premiums received from writing options that expire unexercised are treated by the Fund on the expiration date as realized gains from investments. The difference between the premium and the amount paid on effecting a closing purchase transaction, including brokerage commissions, is also treated as a realized gain, or, if the premium is less than the amount paid for the closing purchase transaction, as a realized loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security or currency in determining whether the Fund has realized a gain or loss. If a put option is exercised, the premium reduces the cost basis of the securities purchased by the Fund. The Fund, as writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option. During the year ended October 31, 2004, the Fund did not write any options.

USE OF ESTIMATES. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

### NOTE 2 - INVESTMENT ADVISER AND TRANSACTIONS WITH AFFILIATES OR CERTAIN OTHER PARTIES

Pursuant to an investment advisory agreement with Calamos Advisors LLC ("Calamos Advisors"), the Fund pays an annual fee, payable monthly, equal to 0.80% based on the average weekly managed assets. "Managed Assets" means the total assets of the Fund (including any assets attributable to any leverage that may be outstanding) minus the sum of total liabilities (other than debt representing financial leverage). Calamos Advisors has contractually agreed to waive a portion of its management fee at the annual rate of 0.10% of the average weekly managed assets of the Fund for the first five full years of the Fund's operation (through May 31, 2008) and to waive a declining amount for an additional three years (0.07% of the average weekly managed assets in 2009, 0.05% in 2010, and 0.03% in 2011).

Calamos Advisors receives a fee payable monthly at the annual rate of 0.0175% on the first \$1 billion of combined assets; 0.0150% on the next \$1 billion of combined assets; and 0.0110% on combined assets above \$2 billion for financial accounting services (for purposes of this calculation combined assets means the managed assets of Calamos Investment Trust, Calamos Advisors Trust, Calamos Convertible and High Income Fund and Calamos Strategic Total Return Fund). Effective November 1, 2004 the managed assets of Calamos Convertible

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Opportunities and Income Fund will be included in combined assets. Financial accounting services include, but are not limited to, the following: managing expenses and expense payment processing; monitoring the calculation of expense accrual amounts; calculating, tracking, and reporting tax adjustments on all

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### NOTES TO FINANCIAL STATEMENTS

assets and monitoring trustee deferred compensation plan accruals and valuations. The Funds will pay their pro rata share of the financial accounting service fee payable to CALAMOS Advisors based on relative assets of each Fund.

As of November 1, 2004, State Street Bank & Trust Company ("SSB&T") will act as the Fund Accounting Agent/Administrator for the Fund. The Fund will pay SSB&T a fee payable monthly at the annual rate of 0.0175% on the first \$1.5 billion of the combined assets of the Calamos Convertible Opportunities and Income Fund, Calamos Convertible and High Income Fund and Calamos Strategic Total Return Fund; 0.0150% of the next \$1.5 billion of combined assets (combined assets in excess of \$1.5 billion to \$3 billion), 0.0125% of the next \$1.5 billion of combined assets (combined assets in excess of \$3 billion to \$4.5 billion), 0.0100% of the next \$1.5 billion of combined assets (combined assets in excess of \$4.5 billion to \$6 billion), 0.0075% of the next \$1.5 billion of combined assets (combined assets in excess of \$6 billion to \$7.5 billion) and 0.00375% of combined assets in excess of \$7.5 billion.

Certain officers and trustees of the Fund are also officers and directors of CFS and Calamos Advisors. All officers and affiliated trustees serve without direct compensation from the Fund. The Fund has adopted a deferred compensation plan (the "Plan"). Under the Plan, a Trustee who is not an "interested person" of Calamos Advisors and has elected to participate in the Plan (a "participating trustee") may defer receipt of all or a portion of his compensation from the Fund. The deferred compensation payable to the participating trustee is credited to the trustee's deferral account as of the business day such compensation would have been paid to the trustee. The value of a trustee's deferred compensation account at any time is equal to what would be the value if the amounts credited to the account had instead been invested in shares of one or more of the funds of the Calamos Investment Trust as designated by the trustee. Thus, the value of the account increases with contributions to the account or with increases in the value of the measuring shares, and the value of the account decreases with withdrawals from the account or with declines in the value of the measuring shares. If a participating trustee retires, the trustee may elect to receive payments under the plan in a lump sum or in equal installments over a period of five years. If a participating trustee dies, any amount payable under the Plan will be paid to the trustee's beneficiaries. Deferred compensation investments of \$7,134 are included in "Other Assets" on the Statement of Assets and Liabilities at October 31, 2004. The Fund's obligation to make payments under the Plan is a general obligation of the Fund.

#### NOTE 3 - INVESTMENTS

Purchases and sales of investments other than short-term obligations for the year ended October 31, 2004 were as follows:

Purchases	\$397,831,361
Proceeds from sales	353,798,295

The following information is presented on an income tax basis as of October 31, 2004. Differences between amounts for financial statements and Federal income tax purposes are primarily due to timing differences.

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The cost basis of investments for Federal income tax purposes at October 31, 2004 was as follows:

Cost basis of investments	\$1,534,215,473
	-----
Gross unrealized appreciation	114,040,611
Gross unrealized depreciation	(32,063,579)
	-----
Net unrealized appreciation (depreciation)	\$ 81,977,032
	=====

### NOTE 4 - INCOME TAXES

No provision has been made for income taxes because the Fund's policy is to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and distribute to shareholders substantially all of its taxable income and gains.

Dividends and distributions paid to shareholders are recorded on the ex-dividend date. The amount of dividends and distributions from net investment income and net realized capital gains is determined in accordance with Federal income tax regulations, which may differ from accounting principles generally accepted in the United States of America. To the extent

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### NOTES TO FINANCIAL STATEMENTS

these "book/tax" differences are permanent in nature, such amounts are reclassified within the capital accounts based on their Federal tax-basis treatment. These differences are primarily due to differing treatments for foreign currency transactions, contingent payment debt instruments and methods of amortizing and accreting on fixed income securities. Financial records are not adjusted for temporary differences.

For the year ended October 31, 2004, the Fund recorded the following permanent reclassifications to reflect tax character. Results of operations and net assets were not affected by these reclassifications.

Paid-in capital	\$ (74,680)
Undistributed net investment income (loss)	(6,338,344)
Accumulated net realized gain (loss) on investments and foreign currency transactions and interest rate swaps	6,413,024

As of October 31, 2004, the components of net assets on a tax basis were as follows:

Undistributed ordinary income	\$ --
Undistributed capital gains	--
	-----
Total undistributed earnings	--
Accumulated capital and other losses	(5,148,747)
Unrealized gains/(losses)	80,625,688
	-----

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Total accumulated earnings/(losses)	75,476,941
Other	(207,840)
Paid-in capital	869,767,425
	=====
	\$945,036,526
	=====

Distributions during the fiscal years ended October 31, 2004 and October 31, 2003 were characterized for income tax purposes as follows:

	2004	2003*
-----		
DISTRIBUTIONS PAID FROM:		
Ordinary Income	\$94,560,679	\$23,182,627
Long-Term Capital Gain	--	--

For the tax year ended October 31, 2004, the Fund utilized capital losses of \$339,098. As of October 31, 2004, the Fund had capital loss carryforwards of \$5,148,747 which, if not used, will expire in 2011.

NOTE 5 - COMMON STOCK

There are unlimited common shares of beneficial interest authorized and 61,091,942 shares outstanding at October 31, 2004. Calamos Advisors LLC owned 15,039 of the outstanding shares. Transactions in common shares were as follows:

	YEAR ENDED OCTOBER 31, 2004	PERIOD ENDED OCTOBER 31, 2003
-----		
Beginning Shares	60,208,549	--
Shares Sold	--	60,013,451
Shares Issued Through Reinvestment of Distributions	883,393	195,098
	-----	-----
Ending Shares	61,091,942	60,208,549
	-----	-----

\* The Fund commenced operations on May 30, 2003.

NOTE 6 - FORWARD FOREIGN CURRENCY CONTRACTS

The Fund may engage in portfolio hedging with respect to changes in currency exchange rates by entering into forward foreign currency contracts to purchase or sell currencies. A forward foreign currency contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. Risks associated with such contracts include movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform. The net unrealized gain, if any, represents the credit risk to the Fund on a forward foreign currency contract. The contracts are valued daily at

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NOTES TO FINANCIAL STATEMENTS

forward exchange rates, and an unrealized gain or loss is recorded. The Fund

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realizes a gain or loss upon settlement of the contracts. There were no open forward foreign currency contracts at October 31, 2004.

### NOTE 7 - SYNTHETIC CONVERTIBLE SECURITIES

The Fund may create a "synthetic" convertible security by combining separate securities that possess the two principal characteristics of a true convertible security, i.e., fixed-income securities ("fixed-income component") and the right to acquire equity securities ("convertible component"). The fixed-income component is achieved by investing in non-convertible, fixed-income securities such as bonds, preferred stocks and money market instruments. The convertible component is achieved by investing in warrants or options to buy common stock at a certain exercise price, or options on a stock index. In creating a synthetic security, the Fund may also pool a basket of fixed-income securities and a basket of warrants or options that produce the economic characteristics similar to a convertible security. Within each basket of fixed-income securities and warrants or options, different companies may issue the fixed-income and convertible components, which may be purchased separately and at different times.

The Fund may purchase synthetic securities created by other parties, typically investment banks, including convertible structured notes. Convertible structured notes are fixed-income debentures linked to equity. Convertible structured notes have the attributes of a convertible security; however, the investment bank that issued the convertible note assumes the credit risk associated with the investment, rather than the issuer of the underlying common stock into which the note is convertible. Purchasing synthetic convertible securities may offer more flexibility than purchasing a convertible security. Different companies may issue the fixed-income and convertible components, which may be purchased separately and at different times.

### NOTE 8 - PREFERRED SHARES

There are unlimited shares of Auction Rate Cumulative Preferred Shares ("Preferred Shares") authorized. The Preferred Shares have rights as determined by the Board of Trustees. The 17,200 shares of Preferred Shares outstanding consist of six series, 3,000 shares of M, 3,000 shares of TU, 3,000 shares of W, 3,000 shares of TH, 3,000 shares of F and 2,200 shares of A. The Preferred Shares have a liquidation value of \$25,000 per share plus any accumulated but unpaid dividends whether or not declared.

Dividends on the Preferred Shares are cumulative at a rate typically reset every seven and twenty-eight days based on the results of an auction. Dividend rates ranged from 1.25% to 2.34% for the year ended October 31, 2004. Under the Investment Company Act of 1940, the Fund may not declare dividends or make other distributions on shares of common stock or purchase any such shares if, at the time of the declaration, distribution or purchase, asset coverage with respect to the outstanding Preferred Shares would be less than 200%.

The Preferred Shares are redeemable at the option of the Fund, in whole or in part, on any dividend payment date at \$25,000 per share plus any accumulated but unpaid dividends. The Preferred Shares are also subject to mandatory redemption at \$25,000 per share plus any accumulated but unpaid dividends, whether or not declared, if certain requirements relating to the composition of the assets and liabilities of the Fund as set forth in the Statement of Preferences are not satisfied.

The holders of Preferred Shares have voting rights equal to the holders of common stock (one vote per share) and will vote together with holders of shares of common stock as a single class except on matters affecting only the holders of Preferred Shares or the holders of common shares.

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### NOTE 9 - INTEREST RATE TRANSACTIONS

The Fund may enter into interest rate swap or cap transactions to attempt to protect itself from increasing dividend or interest expense on its leverage resulting from increasing short-term interest rates. A decline in interest rates may result in a decline in the value of the swap or cap, which may result in a decline in the net asset value of the Fund. In addition, if the counterparty to an interest rate swap or cap defaults, the Fund would not be able to use the anticipated receipts under the swap or cap to offset the dividend or interest payments on the Fund's leverage. At the time an interest rate swap or cap

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### NOTES TO FINANCIAL STATEMENTS

reaches its scheduled termination, there is a risk that the Fund would not be able to obtain a replacement transaction or that the terms of the replacement would not be as favorable as on the expiring transaction. In addition, if the Fund is required to terminate any swap or cap early due to the Fund failing to maintain a required 200% asset coverage of the liquidation value of the outstanding Preferred Shares or the Fund loses its credit rating on its Preferred Shares, then the Fund could be required to make a termination payment, in addition to redeeming all or some of the Preferred Shares. Details of the swap agreements outstanding as of October 31, 2004 were as follows:

COUNTERPARTY	TERMINATION DATE	NOTIONAL AMOUNT (000)	FIXED RATE	
Citibank NA	October 27, 2006	\$100,000	2.80%	1
Citibank NA	October 27, 2007	200,000	3.27%	1
Citibank NA	October 27, 2008	100,000	3.65%	1

### NOTE 10 - SECURITIES LENDING

During the year ended October 31, 2004, the Fund lent certain of its securities to broker-dealers and banks. Any such loan must be continuously secured by collateral in cash or cash equivalents maintained on a current basis in an amount at least equal to the market value of the securities loaned by the Fund. The Fund would continue to receive the equivalent of the interest or dividends paid by the issuer on the securities loaned and would also receive an additional return that may be in the form of a fixed fee or a percentage of the collateral. The Fund may pay reasonable fees to persons unaffiliated with the Fund for services in arranging these loans. The Fund would have the right to call the loan and obtain the securities loaned at any time on notice of not more than five business days. The Fund would not have the right to vote the securities during the existence of the loan but could call the loan in an attempt to permit voting of the securities in certain circumstances. Upon return of the securities loaned, the cash or cash equivalent collateral will be returned to the borrower. In the event of bankruptcy or other default of the borrower, the Fund could experience both delays in liquidating the loan collateral or recovering the loaned securities and losses, including (a) possible decline in the value of the collateral or in the value of the securities loaned during the period while the Fund seeks to enforce its rights thereto, (b) possible subnormal levels of income and lack of access to income during this period, and (c) expenses of enforcing its rights. In an effort to reduce these risks, the investment manager

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and security lending agent will monitor the creditworthiness of the firms to which the Fund lends securities. At October 31, 2004, the Fund had securities valued at \$266,168,171 that were on loan to broker-dealers and banks and \$271,744,233 in cash or cash equivalent collateral. The collateral represented cash equivalents of \$1,926,600, which may be sold or pledged only upon default of the borrower.

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### FINANCIAL HIGHLIGHTS

SELECTED DATA FOR A COMMON SHARE OUTSTANDING THROUGHOUT THE PERIOD WAS AS FOLLOWS:

	For the Year Ended October 31, 2004	May 30, 2004 through October 31,
Net asset value, beginning of period	\$ 14.80	\$ 14.30
Income from investment operations:		
Net investment income (loss)	1.60	0.40
Net realized and unrealized gain (loss) from investments, foreign currency and interest rate swaps	0.63	0.40
Dividends to preferred shareholders from:		
Net investment income (common stock equivalent basis)	(0.10)	(0.00)
Total from investment operations	2.13	0.80
Less dividends to common shareholders from:		
Net investment income	(1.46)	(0.30)
Capital charge resulting from issuance of common and preferred shares	--	(0.00)
Net asset value, end of period	\$ 15.47	\$ 14.80
Market value, end of period	\$ 16.74	\$ 16.00
Total investment return based on(b):		
Net asset value	14.91%	5.9%
Market value	15.02%	9.3%
Ratios and Supplemental Data:		
Net assets applicable common shareholders, end of period (000's omitted)	\$945,037	\$891,150
Preferred shares, at redemption value (\$25,000 per share liquidation preference) (000's omitted)	\$430,000	\$430,000
Ratios to average net assets applicable to common shareholders:		
Net expenses(e)	1.25%	1.1%
Gross expenses prior to waiver of expense by the advisor(e)	1.40%	1.2%
Net investment income (loss) (e)	10.56%	7.8%
Preferred share dividends	0.65%	0.3%
Net investment income (loss), net of preferred share dividends	9.91%	7.5%
Portfolio turnover rate	27%	2%
Asset coverage per preferred share, at end of period(d)	\$ 79,952	\$ 76,810



- \* Commencement of operations.
- (a) Net of sales load of \$0.675 on initial shares issued and beginning net asset value of \$14.325.
  - (b) Total investment return is calculated assuming a purchase of common stock on the opening of the first day and a sale on the closing of the last day of the period reported. Dividends and distributions are assumed, for purposes of this calculation, to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total return is not annualized for periods less than one year. Brokerage commissions are not reflected.
  - (c) Annualized.
  - (d) Calculated by subtracting the Fund's total liabilities (not including Preferred Shares) from the Fund's total assets and dividing this by the number of Preferred Shares outstanding.
  - (e) Does not reflect the effect of dividend payments to preferred shareholders.

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REPORT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

To the Board of Trustees and Shareholders of  
CALAMOS Convertible and High Income Fund

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of CALAMOS Convertible and High Income Fund (the "Fund") as of October 31, 2004, and the related statement of operations for the year then ended, and the statements of changes in net assets and the financial highlights for the year then ended and for the period from May 30, 2003 (commencement of operations) through October 31, 2003. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 2004, by correspondence with the Fund's custodian and brokers. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provides a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the Fund as of October 31, 2004, and the results of its operations for the year then ended, and the changes in its net assets and the financial highlights for the year then ended and for the period from May 30, 2003 (commencement of operations) through October 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Chicago, Illinois  
December 21, 2004

TAX AND OTHER INFORMATION

(UNAUDITED)

TAX INFORMATION. We are providing this information as required by the Internal Revenue Code (Code). The amounts shown may differ from those elsewhere in this report due to differences between tax and financial reporting requirements. In January 2005, shareholders will receive Form 1099-DIV which will include their share of qualified dividends and capital gains distributed during the calendar year 2004. Shareholders are advised to check with their tax advisors for information on the treatment of these amounts on their individual income tax returns.

Under Section 854(b)(2) of the Code, the Fund hereby designates \$984,376, or the maximum amount allowable under the Code, as qualified dividends for the fiscal year ended October 31, 2004.

None of the ordinary income dividends paid during the fiscal year ended October 31, 2004 will qualify for the corporate dividend received deduction.

RESULTS OF SHAREHOLDER MEETING. The Annual Meeting of Shareholders of the Fund was held on June 25, 2004 where shareholders voted on the election of trustees. With regard to the election, each trustee standing for election was elected by the shareholders as follows:

TRUSTEES	# OF COMMON AND PREFERRED SHARES	
	FOR	WITHHELD
Nick P. Calamos	58,152,790	354,556
-----		
	# OF PREFERRED SHARES	
	FOR	WITHHELD
Stephen B. Timbers	16,059	36

The other trustees of the Fund whose terms did not expire in 2004 are John P. Calamos, Sr., Joe F. Hanauer, John E. Neal, Weston W. Marsh, and William R. Rybak.

TRUSTEES & OFFICERS

The management of the Fund, including general supervision of duties performed

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for the Fund under the Investment Management Agreement, is the responsibility of its board of trustees.

The following table sets forth, as of October 31, 2004 each trustee's position(s) with the Fund, age, principal occupation during the past five years, number of portfolios overseen, other directorships, and the date on which the trustee first became a trustee of the Fund.

NAME AND AGE AT OCTOBER 31, 2004	POSITION(S) HELD WITH FUND AND DATE FIRST ELECTED OR APPOINTED TO OFFICE	NUMBER OF PORTFOLIOS IN FUND COMPLEX(+) OVERSEEN BY TRUSTEE
-----		
TRUSTEES WHO ARE INTERESTED PERSONS OF FUND:		
John P. Calamos, Sr., 64*	Trustee and President (since 2003)	12
Nick P. Calamos, 42*	Trustee and Vice President (since 2003)	12
TRUSTEES WHO ARE NOT INTERESTED PERSONS OF FUND:		
Joe F. Hanauer, 67	Trustee (since 2003)	12
Weston W. Marsh, 54	Trustee (since 2003)	12
John E. Neal, 54	Trustee (since 2003)	12
William R. Rybak, 53	Trustee (since 2003)	12
Stephen B. Timbers, 60	Trustee (since 2004)	12

NAME AND AGE AT OCTOBER 31, 2004	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS AND OTHER DIRECTORSHIPS HELD
-----	

TRUSTEES WHO ARE INTERESTED PERSONS OF FUND:	
John P. Calamos, Sr., 64*	President and CEO, Calamos Asset Management, Inc. ("CAM"), Calamos Holdings LLC ("CHLLC"), Calamos Advisors LLC and its predecessor ("Calamos Advisors"), and Calamos Financial Services LLC and its predecessor ("CFS"); Director, CAM
Nick P. Calamos, 42*	Senior Executive Vice President, CAM, CHLLC, Calamos Advisors, and CFS; Director, CAM
TRUSTEES WHO ARE NOT INTERESTED PERSONS OF FUND:	
Joe F. Hanauer, 67	Private Investor; Director, MAF Bancorp (banking), Chairman and Director, Homestore.com, Inc., (Internet provider of real estate information and products); Director, Combined Investments, L.P. (investment management)
Weston W. Marsh, 54	Partner, Freeborn & Peters (law firm)
John E. Neal, 54	Private Investor; Managing Director, Bank One Capital Markets, Inc. (investment banking) (June 2004); Executive Vice President and Head of Real Estate Department, Bank One (1998-2000); Director, The Brickman Group, Ltd. (landscaping company)
William R. Rybak, 53	Private investor; formerly Executive Vice President and CFO, Van Kampen Investments, Inc. (investment management) prior thereto; Director, Private Bancorp, Inc.
Stephen B. Timbers, 60	Private investor; formerly Vice Chairman, Northern Trust Corporation (bank holding company); President and Chief Executive

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Officer, Northern Trust Global Investments, N.A. (investment management); formerly President, Northern Trust Global Investments, a division of Northern Trust Corporation, and Executive Vice President, The Northern Trust Corporation; Trustee, Northern Mutual Fund Complex\*\* (registered investment companies)

\* John P. Calamos and Nick P. Calamos are trustees who are "interested persons" of the Fund as defined in the Investment Company Act of 1940 (the "1940 Act") because of their position with Calamos.

\*\* Overseeing 53 portfolios in fund complex.

(+) The Fund Complex consists of CALAMOS Investment Trust, CALAMOS Advisors Trust, CALAMOS Convertible Opportunities and Income Fund, CALAMOS Convertible and High Income Fund and CALAMOS Strategic Total Return Fund.

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Officers. Messrs. John Calamos and Nick Calamos are president and vice president of the Fund, respectively. The preceding table gives more information about Messrs. John Calamos and Nick Calamos. The following table sets forth as of October 31, 2004 each other officer's name, position with the Fund, age, principal occupation during the past five years, other directorships, and the date on which he or she first became an officer of the Fund. Each officer serves until his or her successor is chosen and qualified or until his or her resignation or removal by the board of trustees.

NAME AND AGE AT OCTOBER 31, 2004	POSITION(S) HELD WITH FUND AND DATE FIRST ELECTED OR APPOINTED TO OFFICE
-------------------------------------	---

Nimish S. Bhatt, 41	Treasurer (since 2004)
Patrick H. Dudasik, 49	Vice President (since 2003)
James S. Hamman, Jr., 34	Secretary (since 2003)
Michael Ciotola, 36	Assistant Treasurer (since 2004)
Ian J. McPheron, 33	Assistant Secretary (since 2003)

NAME AND AGE AT OCTOBER 31, 2004	PRINCIPAL OCCUPATION(S) DURING THE PAST 5 YEARS AND OTHER DIRECTORSHIPS HELD
-------------------------------------	---

Nimish S. Bhatt, 41	Senior Vice President and Director of Operations, CAM, CHLLC, Calamos Advisors and CFS (since 2004); Senior Vice President, Alternative Investments and Tax Services of BISYS, prior thereto
Patrick H. Dudasik, 49	Executive Vice President, Chief Financial Officer and Administrative Officer, and Treasurer of CAM and CHLLC (since 2004), Calamos Advisors and CFS (since 2001); Chief Financial Officer, David Gomez and Assoc., Inc. (1998-2001); and Chief Financial Officer, Scudder Kemper Investments, Inc., prior thereto
James S. Hamman, Jr., 34	Executive Vice President, Secretary, and General Counsel, CAM and CHLLC (since 2004), Calamos Advisors and CFS (since 1998)
Michael Ciotola, 36	Manager of Mutual Fund Operations, Calamos Advisors (since 2004); Director of Financial Services, BISYS Fund Services, Inc. (2003-2004); Various positions within BISYS (prior thereto)

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Ian J. McPheron, 33 Associate Counsel, Calamos Advisors and CFS (since 2004); Associate Counsel and Director of Compliance, Calamos Advisors and CFS (2002-2004); Associate, Gardner, Carton & Douglas (law firm) (2002); Vice President, Associate General Counsel and Assistant Secretary, Van Kampen Investments, Inc. (2000-2002); Associate, Wildman, Harrold, Allen & Dixon (law firm) (1997-2000)

The mailing address of the Trustees and Officers is Calamos Funds; Attn: Secretary, 1111 E. Warrenville Road, Naperville, IL 60563-1463

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FOR 24 HOUR SHAREHOLDER ASSISTANCE  
800.432.8224

TO OBTAIN INFORMATION  
800.582.6959

VISIT OUR WEB-SITE  
[www.calamos.com](http://www.calamos.com)

INVESTMENT ADVISER  
CALAMOS ADVISORS LLC  
1111 E. Warrenville Road  
Naperville, IL 60563-1463

FUND ACCOUNTING AGENT/ADMINISTRATOR  
State Street Bank and Trust Company  
225 Franklin Street  
Boston, MA 02111

CUSTODIAN AND TRANSFER AGENT  
The Bank of New York  
P.O. Box 11258  
Church Street Station  
New York, New York 10286  
800.524.4458

INDEPENDENT AUDITORS  
Deloitte & Touche LLP  
Chicago, IL

LEGAL COUNSEL  
Bell, Boyd & Lloyd LLC

Chicago, IL

A description of the CALAMOS Proxy Voting Policies and Procedures is available free of charge upon request by calling (800) 582-6959, by visiting the CALAMOS website at [www.calamos.com](http://www.calamos.com), or by writing CALAMOS at: CALAMOS Investments, Attn: Client Services, 1111 E. Warrenville Road, Naperville, IL 60563. The Fund's proxy voting record for the twelve month period ended June 30, 2004, is also available upon request by calling or writing CALAMOS Investments and by visiting the SEC website at <http://www.sec.gov>.

The Fund files a complete list of its portfolio holdings with the SEC for the first and third quarters each fiscal year on Form N-Q. The Form N-Q is available free of charge, upon request, by calling or writing CALAMOS Investments or by visiting the SEC website. You may also review or, for a fee, copy the forms at

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the SEC's Public Reference Room in Washington, D.C. (202) 942-8090.

### CALAMOS CONVERTIBLE AND HIGH INCOME FUND

This report, including the audited financial statements contained herein, is submitted for general information for the shareholders of the Fund. The views expressed in this report reflect those of CALAMOS ADVISORS LLC only through October 31, 2004. The manager's views are subject to change at any time based on market and other conditions.

[RECYCLED LOGO]

1791 10/04

#### ITEM 2. CODE OF ETHICS.

(a) The registrant has adopted a code of ethics (the "Code of Ethics") that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or person performing similar functions.

(b) Not applicable.

(c) The registrant has not amended its Code of Ethics during the period covered by the shareholder report presented in Item 1 hereto.

(d) The registrant has not granted a waiver or an implicit waiver from its Code of Ethics during the period covered by the shareholder report presented in Item 1 hereto.

(e) Not applicable.

(f) (1) The registrant's Code of Ethics is attached as an Exhibit hereto.

#### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The registrant's Board of Trustees has determined that, for the period covered by the shareholder report presented in Item 1 hereto, it has two audit committee financial experts serving on its audit committee, each of whom is an independent Trustee for purpose of this N-CSR item: John E. Neal and William Rybak. Under applicable securities laws, a person who is determined to be an audit committee financial expert will not be deemed an "expert" for any purpose, including without limitation for the purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an audit committee financial expert. The designation or identification of a person as an audit committee financial expert does not impose on such person any duties, obligation, or liabilities that are greater than the duties, obligations and liabilities imposed on such person as a member of audit committee and Board of Trustees in the absence of such designation or identification.

#### ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

(a) Audit Fee - \$31,000 and \$30,500 are the aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant to the registrant for the audit of the registrant; annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years.

(b) Audit-Related Fees - \$17,500 and \$17,917 are the aggregate fees billed in each of the last two fiscal years for assurance and related services rendered by the principal accountant to the registrant that are reasonably related to the performance of the audit of the registrant's financial statements and are not

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reported under paragraph (a) of this Item 4.

(c) Tax Fees - \$13,675 and \$6,079 are the aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant to the registrant for tax compliance, tax advice, tax planning and tax return preparation.

There were no fees billed in each of the last two fiscal years for professional services rendered by the principal accountant to the investment adviser for tax compliance, tax advice and tax planning that were required to be pre-approved by the audit committee as described in paragraph (e)(1) of this Item 4.

(d) All Other Fees - \$5,250 and \$7,500 are the aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant to the registrant, other than the services reported in paragraph (a)-(c) of this Item 4.

There were no fees billed in each of the last two fiscal years for products and services provided by the principal accountant to the investment adviser, other than the services reported in paragraphs (a)-(c) of this Item 4, that were required to be pre-approved by the audit committee as described in paragraph (e)(1) of this Item 4.

(e) (1) Registrant's audit committee meets with the principal accountants and management to review and pre-approve all audit services to be provided by the principal accountants.

The audit committee shall pre-approve all non-audit services to be provided by the principal accountants to the registrant, including the fees and other compensation to be paid to the principal accountants; provided that the pre-approval of non-audit services is waived if (i) the services were not recognized by management at the time of the engagement as non-audit services, (ii) the aggregate fees for all non-audit services provided to the registrant are less than 5% of the total fees paid by the registrant to its principal accountants during the fiscal year in which the non-audit services are provided, and (iii) such services are promptly brought to the attention of the audit committee by management and the audit committee approves them prior to the completion of the audit.

The audit committee shall pre-approve all non-audit services to be provided by the principal accountants to the investment adviser or any entity controlling, controlled by or under common control with the adviser that provides ongoing services to the registrant if the engagement relates directly to the operations or financial reporting of the registrant, including the fees and other compensation to be paid to the principal accountants; provided that pre-approval of non-audit services to the adviser or an affiliate of the adviser is not required if (i) the services were not recognized by management at the time of the engagement as non-audit services, (ii) the aggregate fees for all non-audit services provided to the adviser and all entities controlling, controlled by or under common control with the adviser are less than 5% of the total fees for non-audit services requiring pre-approval under paragraph (e)(1) of this Item 4 paid by the registrant, the adviser or its affiliates to the registrant's principal accountants during the fiscal year in which the non-audit services are provided, and (iii) such services are promptly brought to the attention of the audit committee by management and the audit committee approves them prior to the completion of the audit.

(2) 100% of the services provided to the registrant described in paragraphs (b)-(d) of this Item 4 were pre-approved by the audit committee pursuant to paragraphs (e)(1) of this Item 4. There were no services provided to the

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investment adviser or any entity controlling, controlled by or under common control with the adviser described in paragraphs (b)-(d) of this Item 4 that were required pre-approved by the audit committee.

(f) No disclosures are required by this Item 4(f).

(g) \$18,925 and \$13,579 are the aggregate non-audit fees billed in each of the last two fiscal years for services rendered by the principal accountant to the registrant. \$75,500 and \$58,000 are the aggregate non-audit fees billed in each of the last two fiscal years for services rendered by the principal accountant to the investment adviser or any entity controlling, controlled by or under common control with the adviser. All of the aggregate fees billed by the principal accountant for non-audit services to the registrant's investment adviser relate to services that began prior to the adoption of rules requiring audit committee pre-approval. However, the registrant's audit committee did approve such non-audit services.

(h) No disclosures are required by this Item 4(h).

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The registrant has a separately-designated standing audit committee. The members of the registrant's audit committee are John E. Neal, Joe F. Hanauer, Weston W. Marsh, William R. Rybak and Stephen B. Timbers.

### ITEM 6. SCHEDULE OF INVESTMENTS

Included in the Report to Shareholders in Item 1.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

The registrant has delegated the voting of proxies relating to its voting securities to its investment adviser, Calamos Advisors, LLC ("Calamos"). A description of Proxy Voting Policies and Procedures of ("Calamos") are included as an Exhibit hereto.

### ITEM 8. PURCHASES OF EQUITY SECURITIES

#### REGISTRANT PURCHASES OF EQUITY SECURITIES

PERIOD	(A) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED	(B) AVERAGE PRICE PAID PER SHARE (OR UNIT)	(C) TOTAL NUMBER OF SHARES (OR UNITS) PURCHASED AS PART OF PUBLICLY ANNOUNCED PLANS OR PROGRAMS	(D) MAXIMUM DOLLAR VALUE OF SHARES (OR UNITS) PURCHASED UNDER THE PLAN PROGRAMS



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MAY 1-MAY 30, 2004                      5000\*                      \$14.00                      N/A                      N/A

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\* Shares acquired on the open market.

ITEM 9. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No material changes.

ITEM 10. CONTROLS AND PROCEDURES.

a) The registrant's principal executive officer and principal financial officer have evaluated the registrant's disclosure controls and procedures within 90 days of this filing and have concluded that the registrant's disclosure controls and procedures were effective, as of that date, in ensuring that information required to be disclosed by the registrant in this Form N-CSR was recorded, processed, summarized, and reported timely.

b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) that occurred during the registrant's last fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 11. EXHIBITS.

- (a) (1) Code of Ethics
- (a) (2) (i) Certification of Principal Executive Officer.
- (a) (2) (ii) Certification of Principal Financial Officer.
- (b) Description of Proxy Voting Policies and Procedures

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Calamos Convertible and High Income Fund

By:     /s/ John P. Calamos, Sr.

-----  
Name:   John P. Calamos, Sr.  
Title:   Principal Executive Officer  
Date:

By:     /s/ Patrick H. Dudasik

-----  
Name:   Patrick H. Dudasik  
Title:   Principal Financial Officer  
Date:

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates

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indicated.

Calamos Convertible and High Income Fund

By: /s/ John P. Calamos, Sr.

-----  
Name: John P. Calamos, Sr.  
Title: Principal Executive Officer  
Date:

By: /s/ Patrick H. Dudasik

-----  
Name: Patrick H. Dudasik  
Title: Principal Financial Officer  
Date: