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ELLSWORTH FUND LTD
Form N-PX
July 12, 2012

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04656

ELLSWORTH FUND LTD.

(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308

(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore
Ellsworth Fund Ltd.
65 Madison Avenue
Morristown, New Jersey 07960-7308
(Name and address of agent for service)

Copy to:
Steven B. King, Esq.
Ballard Spahr LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: September 30, 2012

Date of reporting period: June 30, 2012

Item 1. Proxy Voting Record

Issuer: AT&T Inc.
Ticker symbol: T
CUSIP: 00206R102
Meeting date: 04/27/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/ Against Mgmt. |
|---|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Randall L. Stephenson | Management | YES | FOR | FOR |
| 1-02. Election of Director: Gilbert F. Amelio | Management | YES | FOR | FOR |

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|-------|---|-------------|-----|---------|-----|
| 1-03. | Election of Director: Reuben V. Anderson | Management | YES | FOR | FOR |
| 1-04. | Election of Director: James H. Blanchard | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Jaime Chico Pardo | Management | YES | FOR | FOR |
| 1-06. | Election of Director: James P. Kelly | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Jon C. Madonna | Management | YES | FOR | FOR |
| 1-08. | Election of Director: John B. McCoy | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Joyce M. Roche | Management | YES | FOR | FOR |
| 1-10. | Election of Director: Matthew K. Rose | Management | YES | FOR | FOR |
| 1-11. | Election of Director: Laura D'Andrea Tyson | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. | Amend certificate of incorporation | Management | YES | ABSTAIN | N/A |
| 5. | Political contributions report | Shareholder | YES | ABSTAIN | N/A |
| 6. | Limit wireless network management | Shareholder | YES | ABSTAIN | N/A |
| 7. | Independent board chairman | Shareholder | YES | ABSTAIN | N/A |

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 Issuer: Abbott Laboratories
 Ticker symbol: ABT
 CUSIP: 002824100
 Meeting date: 04/27/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. | |
|-----------------|--|-------------------|-----------|-------------------|-----|
| 1-01. | Election of Director: Robert J. Alpern, M.D. | Management | YES | FOR | FOR |
| 1-02. | Election of Director: Roxanne S. Austin | Management | YES | FOR | FOR |
| 1-03. | Election of Director: Sally E. Blount | Management | YES | FOR | FOR |
| 1-04. | Election of Director: W. James Farrell | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Edward M. Liddy | Management | YES | FOR | FOR |
| 1-06. | Election of Director: Nancy McKinstry | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Phebe N. Novakovic | Management | YES | FOR | FOR |
| 1-08. | Election of Director: William A. Osborn | Management | YES | FOR | FOR |

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|---|-------------|-----|---------|-----|
| 1-09. Election of Director: Samuel C. Scott, III | Management | YES | FOR | FOR |
| 1-10. Election of Director: Glenn F. Tilton | Management | YES | FOR | FOR |
| 1-11. Election of Director: Miles D. White | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Say on pay - advisory vote to approve executive compensation | Management | YES | FOR | FOR |
| 4. Transparency in animal research | Shareholder | YES | AGAINST | FOR |
| 5. Lobbying disclosure | Shareholder | YES | AGAINST | FOR |
| 6. Independent board chair | Shareholder | YES | AGAINST | FOR |
| 7. Tax gross-ups | Shareholder | YES | AGAINST | FOR |
| 8. Equity retention and hedging | Shareholder | YES | AGAINST | FOR |
| 9. Incentive compensation | Shareholder | YES | AGAINST | FOR |
| 10. Ban accelerated vesting of awards upon a change in control | Shareholder | YES | AGAINST | FOR |

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 Issuer: Bristol-Myers Squibb Company
 Ticker symbol: BMY
 CUSIP: 110122108
 Meeting date: 03/09/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Lamberto Andreotti | Management | YES | FOR | FOR |
| 1-02. Election of Director: Lewis B. Campbell | Management | YES | FOR | FOR |
| 1-03. Election of Director: James M. Cornelius | Management | YES | FOR | FOR |
| 1-04. Election of Director: Louis J. Freeh | Management | YES | FOR | FOR |
| 1-05. Election of Director: Laurie H. Glimcher, M.D. | Management | YES | FOR | FOR |
| 1-06. Election of Director: Michael Grobstein | Management | YES | FOR | FOR |
| 1-07. Election of Director: Alan J. Lacy | Management | YES | FOR | FOR |
| 1-08. Election of Director: Vicki L. Sato, Ph.D. | Management | YES | FOR | FOR |
| 1-09. Election of Director: Elliott Sigal, M.D. | Management | YES | FOR | FOR |
| 1-10. Election of Director: Gerald L. Storch | Management | YES | FOR | FOR |

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|--|-------------|-----|---------|-----|
| 1-11. Election of Director: Togo D. West, Jr. | Management | YES | FOR | FOR |
| 1-12. Election of Director: R. Sanders Williams | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Advisory vote on executive compensation | Management | YES | FOR | FOR |
| 4. Approval of the 2012 stock award and incentive plan | Management | YES | FOR | FOR |
| 5. Cumulative voting | Shareholder | YES | AGAINST | FOR |
| 6. Transparency in animal research | Shareholder | YES | AGAINST | FOR |
| 7. Shareholder action by written consent | Shareholder | YES | AGAINST | FOR |

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 Issuer: ConocoPhillips
 Ticker symbol: COP
 CUSIP: 20825C104
 Meeting date: 05/09/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Richard L. Armitage | Management | YES | FOR | FOR |
| 1-02. Election Of Director: Richard H. Auchinleck | Management | YES | FOR | FOR |
| 1-03. Election Of Director: James E. Copeland, Jr. | Management | YES | FOR | FOR |
| 1-04. Election Of Director: Kenneth M. Duberstein | Management | YES | FOR | FOR |
| 1-05. Election Of Director: Ruth R. Harkin | Management | YES | FOR | FOR |
| 1-06. Election Of Director: Ryan M. Lance | Management | YES | FOR | FOR |
| 1-07. Election Of Director: Mohd H. Marican | Management | YES | FOR | FOR |
| 1-08. Election Of Director: Harold W. McGraw, III | Management | YES | FOR | FOR |
| 1-09. Election Of Director: James J. Mulva | Management | YES | FOR | FOR |
| 1-10. Election Of Director: Robert A. Niblock | Management | YES | FOR | FOR |
| 1-11. Election Of Director: Harald J. Norvik | Management | YES | FOR | FOR |
| 1-12. Election Of Director: William K. Reilly | Management | YES | FOR | FOR |
| 1-13. Election Of Director: Victoria J. Tschinkel | Management | YES | FOR | FOR |
| 1-14. Election Of Director: Kathryn C. Turner | Management | YES | FOR | FOR |
| 1-15. Election Of Director: William E. Wade, Jr. | Management | YES | FOR | FOR |

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|----|---|-------------|-----|---------|-----|
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. | Company environmental policy | Shareholder | YES | AGAINST | FOR |
| 5. | Accident risk mitigation | Shareholder | YES | AGAINST | FOR |
| 6. | Report on grassroots lobbying expenditures | Shareholder | YES | AGAINST | FOR |
| 7. | Greenhouse gas reduction targets | Shareholder | YES | AGAINST | FOR |
| 8. | Gender expression non-discrimination | Shareholder | YES | AGAINST | FOR |

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Issuer: The Walt Disney Company
 Ticker symbol: DIS
 CUSIP: 254687106
 Meeting date: 03/13/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Susan E. Arnold | Management | YES | FOR | FOR |
| 1-02. Election of Director: John S. Chen | Management | YES | FOR | FOR |
| 1-03. Election of Director: Judith L. Estrin | Management | YES | FOR | FOR |
| 1-04. Election of Director: Robert A. Iger | Management | YES | FOR | FOR |
| 1-05. Election of Director: Fred H. Langhammer | Management | YES | FOR | FOR |
| 1-06. Election of Director: Aylwin B. Lewis | Management | YES | FOR | FOR |
| 1-07. Election of Director: Monica C. Lozano | Management | YES | FOR | FOR |
| 1-08. Election of Director: Robert W. Matschullat | Management | YES | FOR | FOR |
| 1-09. Election of Director: Sheryl Sandberg | Management | YES | FOR | FOR |
| 1-10. Election of Director: Orin C. Smith | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Amendment to the 2011 stock incentive plan | Management | YES | FOR | FOR |
| 4. Advisory resolution on executive compensation | Management | YES | FOR | FOR |

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Issuer: Fifth Third Bancorp
 Ticker symbol: FITBP

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CUSIP: 316773209
Meeting date: 04/17/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|---|-------------|-------------------|-----------|-------------------|
| 3. Amend the Articles of Incorporation and Code of Regulations to provide for a majority voting standard for uncontested elections of directors unless cumulative voting is in effect | Management | YES | FOR | FOR |

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Issuer: Merck & Company, Inc.
Ticker symbol: MRK
CUSIP: 58933Y105
Meeting date: 05/22/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election of Director: Leslie A. Brun | Management | YES | FOR | FOR |
| 1-02. Election of Director: Thomas R. Cech | Management | YES | FOR | FOR |
| 1-03. Election of Director: Kenneth C. Frazier | Management | YES | FOR | FOR |
| 1-04. Election of Director: Thomas H. Glocer | Management | YES | FOR | FOR |
| 1-05. Election of Director: William B. Harrison, Jr. | Management | YES | FOR | FOR |
| 1-06. Election of Director: C. Robert Kidder | Management | YES | FOR | FOR |
| 1-07. Election of Director: Rochelle B. Lazarus | Management | YES | FOR | FOR |
| 1-08. Election of Director: Carlos E. Represas | Management | YES | FOR | FOR |
| 1-09. Election of Director: Patricia F. Russo | Management | YES | FOR | FOR |
| 1-10. Election of Director: Craig B. Thompson | Management | YES | FOR | FOR |
| 1-11. Election of Director: Wendell P. Weeks | Management | YES | FOR | FOR |
| 1-12. Election of Director: Peter C. Wendell | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. Shareholder action by written consent | Shareholder | YES | AGAINST | FOR |
| 5. Special shareholder meetings | Shareholder | YES | AGAINST | FOR |

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6. Report on charitable and political contributions Shareholder YES AGAINST FOR

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Issuer: Pfizer Inc.
 Ticker symbol: PFE
 CUSIP: 717081103
 Meeting date: 04/26/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|--|-------------|-------------------|-----------|-------------------|
| 1-01. Election Of Director: Dennis A. Ausiello | Management | YES | FOR | FOR |
| 1-02. Election Of Director: M. Anthony Burns | Management | YES | FOR | FOR |
| 1-03. Election Of Director: W. Don Cornwell | Management | YES | FOR | FOR |
| 1-04. Election Of Director: Frances D. Fergusson | Management | YES | FOR | FOR |
| 1-05. Election Of Director: William H. Gray, III | Management | YES | FOR | FOR |
| 1-06. Election Of Director: Helen H. Hobbs | Management | YES | FOR | FOR |
| 1-07. Election Of Director: Constance J. Horner | Management | YES | FOR | FOR |
| 1-08. Election Of Director: James M. Kilts | Management | YES | FOR | FOR |
| 1-09. Election Of Director: George A. Lorch | Management | YES | FOR | FOR |
| 1-10. Election Of Director: John P. Mascotte | Management | YES | FOR | FOR |
| 1-11. Election Of Director: Suzanne Nora Johnson | Management | YES | FOR | FOR |
| 1-12. Election Of Director: Ian C. Read | Management | YES | FOR | FOR |
| 1-13. Election Of Director: Stephen W. Sanger | Management | YES | FOR | FOR |
| 1-14. Election Of Director: Marc Tessier-Lavigne | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Advisory approval of executive compensation | Management | YES | FOR | FOR |
| 4. Publication of political contributions | Shareholder | YES | AGAINST | FOR |
| 5. Shareholder action by written consent | Shareholder | YES | AGAINST | FOR |
| 6. Special shareholder meetings | Shareholder | YES | AGAINST | FOR |
| 7. Advisory vote on director pay | Shareholder | YES | AGAINST | FOR |

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 Issuer: Verizon Communications Inc.
 Ticker symbol: VZ
 CUSIP: 92343V104
 Meeting date: 05/03/2012

| Matter Voted On | Proposed By | Voted (Yes or No) | For/ Vote Cast | Against Mgmt. |
|--|-------------|-------------------|----------------|---------------|
| 1-01. Election of Director: Richard L. Carrion | Management | YES | FOR | FOR |
| 1-02. Election of Director: Melanie L. Healey | Management | YES | FOR | FOR |
| 1-03. Election of Director: M. Frances Keeth | Management | YES | FOR | FOR |
| 1-04. Election of Director: Robert W. Lane | Management | YES | FOR | FOR |
| 1-05. Election of Director: Lowell C. McAdam | Management | YES | FOR | FOR |
| 1-06. Election of Director: Sandra O. Moose | Management | YES | FOR | FOR |
| 1-07. Election of Director: Joseph Neubauer | Management | YES | FOR | FOR |
| 1-08. Election of Director: Donald T. Nicolaisen | Management | YES | FOR | FOR |
| 1-09. Election of Director: Clarence Otis, Jr. | Management | YES | FOR | FOR |
| 1-10. Election of Director: Hugh B. Price | Management | YES | FOR | FOR |
| 1-11. Election of Director: Rodney E. Slater | Management | YES | FOR | FOR |
| 2. Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. Advisory vote on executive compensation | Management | YES | FOR | FOR |
| 4. Disclose prior government service | Shareholder | YES | AGAINST | FOR |
| 5. Disclosure of lobbying activities | Shareholder | YES | AGAINST | FOR |
| 6. Vesting of performance stock units | Shareholder | YES | AGAINST | FOR |
| 7. Shareholder right to call a special meeting | Shareholder | YES | AGAINST | FOR |
| 8. Shareholder action by written consent | Shareholder | YES | AGAINST | FOR |
| 9. Network neutrality for wireless broadband | Shareholder | YES | AGAINST | FOR |

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 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.

Ellsworth Fund Ltd.
 By /s/Thomas H. Dinsmore
 Thomas H. Dinsmore

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Principal Executive Officer
Date: July 12, 2012