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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

=====
 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