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ELLSWORTH FUND LTD
Form N-PX
August 02, 2013

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, 2013

Date of reporting period: June 30, 2013

Item 1. Proxy Voting Record

Issuer: AT&T Inc.
Ticker symbol: T
CUSIP: 00206R102
Meeting date: 04/26/2013

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: Scott T. Ford	Management	YES	FOR	FOR
1-07.	Election of Director: James P. Kelly	Management	YES	FOR	FOR
1-08.	Election of Director: Jon C. Madonna	Management	YES	FOR	FOR
1-09.	Election of Director: Michael B. McCallister	Management	YES	FOR	FOR
1-10.	Election of Director: John B. McCoy	Management	YES	FOR	FOR
1-11.	Election of Director: Joyce M. Roche	Management	YES	FOR	FOR
1-12.	Election of Director: Matthew K. Rose	Management	YES	FOR	FOR
1-13.	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.	Approve stock purchase and deferral plan	Management	YES	FOR	FOR
5.	Political contributions report	Shareholder	YES	ABSTAIN	N/A
6.	Lead batteries report	Shareholder	YES	ABSTAIN	N/A
7.	Compensation packages	Shareholder	YES	ABSTAIN	N/A
8.	Independent board chairman	Shareholder	YES	ABSTAIN	N/A

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 Issuer: Abbott Laboratories
 Ticker symbol: ABT
 CUSIP: 002824100
 Meeting date: 04/26/2013

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

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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
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.	Genetically modified ingredients	Shareholder	YES	AGAINST	FOR
5.	Lobbying disclosure	Shareholder	YES	AGAINST	FOR
6.	Independent board chair	Shareholder	YES	AGAINST	FOR
7.	Equity retention and hedging	Shareholder	YES	AGAINST	FOR
8.	Incentive compensation	Shareholder	YES	AGAINST	FOR
10.	Accelerated vesting of awards upon a change in control	Shareholder	YES	AGAINST	FOR

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Issuer: AbbVie Inc.
 Ticker symbol: ABBV
 CUSIP: 00287Y109
 Meeting date: 05/06/2013

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: William H.L. Burnside	Management	YES	FOR	FOR
1-02. Election of Director: Edward J. Rapp	Management	YES	FOR	FOR
1-03. Election of Director: Roy S. Roberts	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. Advisory vote on frequency of stockholder vote to approve executive compensation	Management	YES	1 YEAR	FOR
5. Incentive stock program	Management	YES	FOR	FOR

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 Issuer: Bristol-Myers Squibb Company
 Ticker symbol: BMY
 CUSIP: 110122108
 Meeting date: 05/07/2013

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: Laurie H. Glimcher, M.D.	Management	YES	FOR	FOR
1-05. Election of Director: Michael Grobstein	Management	YES	FOR	FOR
1-06. Election of Director: Alan J. Lacy	Management	YES	FOR	FOR
1-07. Election of Director: Vicki L. Sato, Ph.D.	Management	YES	FOR	FOR
1-08. Election of Director: Elliott Sigal, M.D.	Management	YES	FOR	FOR
1-09. Election of Director: Gerald L. Storch	Management	YES	FOR	FOR
1-10. Election of Director: Togo D. West, Jr.	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

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 Issuer: Citigroup Inc.
 Ticker symbol: C
 CUSIP: 172967424
 Meeting date: 04/24/2013

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Michael L. Corbat	Management	YES	FOR	FOR
1-02. Election of Director: Franz B. Humer	Management	YES	FOR	FOR
1-03. Election of Director: Robert L. Joss	Management	YES	FOR	FOR
1-04. Election of Director: Michael E. O'Neill	Management	YES	FOR	FOR
1-05. Election of Director: Judith Rodin	Management	YES	FOR	FOR

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1-06.	Election of Director: Robert L. Ryan	Management	YES	FOR	FOR
1-07.	Election of Director: Anthony M. Santomero	Management	YES	FOR	FOR
1-08.	Election of Director: Joan E. Spero	Management	YES	FOR	FOR
1-09.	Election of Director: Diana L. Taylor	Management	YES	FOR	FOR
1-10.	Election of Director: William S. Thompson, Jr.	Management	YES	FOR	FOR
1-11.	Election of Director: Ernesto Zedillo Ponce De Leon	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors	Management	YES	FOR	FOR
3.	Approve executive compensation plan	Management	YES	FOR	FOR
4.	Amend stock incentive plan	Management	YES	FOR	FOR
5.	Executives to retain stock	Shareholder	YES	AGAINST	FOR
6.	Lobbying and lobbying contributions	Shareholder	YES	ABSTAIN	N/A
7.	Policy to deny indemnification for directors	Shareholder	YES	AGAINST	FOR

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 Issuer: ConocoPhillips
 Ticker symbol: COP
 CUSIP: 20825C104
 Meeting date: 05/14/2013

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: Jody L. Freeman	Management	YES	FOR	FOR
1-05.	Election Of Director: Gay Huey Evans	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: Robert A. Niblock	Management	YES	FOR	FOR
1-09.	Election Of Director: Harald J. Norvik	Management	YES	FOR	FOR
1-10.	Election Of Director: William E. Wade, Jr.	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors	Management	YES	FOR	FOR

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3.	Advisory approval of executive compensation	Management	YES	FOR	FOR
4.	Report on grassroots lobbying expenditures	Shareholder	YES	AGAINST	FOR
5.	Greenhouse gas reduction targets	Shareholder	YES	AGAINST	FOR
6.	Gender expression non-discrimination	Shareholder	YES	ABSTAIN	N/A

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Issuer: The Walt Disney Company
 Ticker symbol: DIS
 CUSIP: 254687106
 Meeting date: 03/06/2013

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 2002 executive performance plan	Management	YES	FOR	FOR
4. Advisory resolution on executive compensation	Management	YES	FOR	FOR
5. Proxy access	Shareholder	YES	ABSTAIN	N/A
6. Separation of Chairman and Chief Executive Officer	Shareholder	YES	ABSTAIN	N/A

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Issuer: Eli Lilly & Co.
 Ticker symbol: LLY
 CUSIP: 532457108

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Meeting date: 05/06/2013

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: Ralph Alvarez	Management	YES	FOR	FOR
1-02. Election of Director: Sir Winfried Bischoff	Management	YES	FOR	FOR
1-03. Election of Director: R. David Hoover	Management	YES	FOR	FOR
1-04. Election of Director: Franklyn G.Prendergast, M.D., Ph.D.	Management	YES	FOR	FOR
1-05. Election of Director: Kathi P. Seifert	Management	YES	FOR	FOR
2. Ratification of the appointment of independent auditors	Management	YES	FOR	FOR
3. Vote on executive compensation	Management	YES	FOR	FOR
4. Reapprove material terms of performance goals for the 2002 Lilly stock plan	Management	YES	FOR	FOR

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 Issuer: Intel Corp.
 Ticker symbol: INTC
 CUSIP: 458140100
 Meeting date: 05/16/2013

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: Charlene Barshefsky	Management	YES	FOR	FOR
1-02. Election of Director: Andy D. Bryant	Management	YES	FOR	FOR
1-03. Election of Director: Susan L. Decker	Management	YES	FOR	FOR
1-04. Election of Director: John J. Donahoe	Management	YES	FOR	FOR
1-05. Election of Director: Reed E. Hundt	Management	YES	FOR	FOR
1-06. Election of Director: James D. Plummer	Management	YES	FOR	FOR
1-07. Election of Director: David S. Pottruck	Management	YES	FOR	FOR
1-08. Election of Director: Frank D. Yeary	Management	YES	FOR	FOR
1-09. Election of Director: David B. Yoffie	Management	YES	FOR	FOR
2. Ratification of the appointment of independent auditors	Management	YES	FOR	FOR

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3.	Advisory vote to approve executive compensation	Management	YES	FOR	FOR
4.	Approval of amendment and extension of the 2006 equity incentive plan	Management	YES	FOR	FOR
5.	Executives to retain significant stock	Shareholder	YES	AGAINST	FOR

=====
 Issuer: Merck & Company, Inc.
 Ticker symbol: MRK
 CUSIP: 58933Y105
 Meeting date: 05/28/2013

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

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 Issuer: Microsoft Corp.
 Ticker symbol: MSFT
 CUSIP: 594918104
 Meeting date: 11/28/12

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: Steven A. Ballmer	Management	YES	FOR	FOR
1-02. Election of Director: Dina Dublon	Management	YES	FOR	FOR
1-03. Election of Director: William H. Gates III	Management	YES	FOR	FOR
1-04. Election of Director: Maria M. Klawe	Management	YES	FOR	FOR
1-05. Election of Director: Stephen J. Luczo	Management	YES	FOR	FOR
1-06. Election of Director: David F. Marquardt	Management	YES	FOR	FOR
1-07. Election of Director: Charles H. Noski	Management	YES	FOR	FOR
1-08. Election of Director: Helmut Panke	Management	YES	FOR	FOR
1-09. Election of Director: John W. Thompson	Management	YES	FOR	FOR
2. Advisory vote on executive compensation	Management	YES	FOR	FOR
3. Approval of employee stock purchase plan	Management	YES	FOR	FOR
4. Ratification of the appointment of independent auditors	Management	YES	FOR	FOR
5. Adopt cumulative voting	Shareholder	YES	AGAINST	FOR

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 Issuer: Newmont Mining Corp.
 Ticker symbol: NEM
 CUSIP: 651639106
 Meeting date: 04/24/13

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: Bruce R. Brook	Management	YES	FOR	FOR
1-02. Election of Director: J. Kofi Bucknor	Management	YES	FOR	FOR
1-03. Election of Director: Vincent A. Calarco	Management	YES	FOR	FOR

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1-04.	Election of Director: Joseph A. Carrabba	Management	YES	FOR	FOR
1-05.	Election of Director: Noreen Doyle	Management	YES	FOR	FOR
1-06.	Election of Director: Gary J. Goldberg	Management	YES	FOR	FOR
1-07.	Election of Director: Veronica M. Hagen	Management	YES	FOR	FOR
1-08.	Election of Director: Jane Nelson	Management	YES	FOR	FOR
1-09.	Election of Director: Donald C. Roth	Management	YES	FOR	FOR
1-10.	Election of Director: Simon R. Thompson	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors	Management	YES	FOR	FOR
3.	Approval of executive compensation	Management	YES	FOR	FOR
4.	Approval of stock incentive plan	Management	YES	FOR	FOR
5.	Approval of performance pay plan	Management	YES	FOR	FOR

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Issuer: Pfizer Inc.
Ticker symbol: PFE
CUSIP: 717081103
Meeting date: 04/25/2013

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: Suzanne Nora Johnson	Management	YES	FOR	FOR
1-11.	Election Of Director: Ian C. Read	Management	YES	FOR	FOR
1-12.	Election Of Director: Stephen W. Sanger	Management	YES	FOR	FOR

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1-13.	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.	Executive equity retention	Shareholder	YES	AGAINST	FOR
5.	Action by written consent	Shareholder	YES	AGAINST	FOR

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Issuer: Verizon Communications Inc.
 Ticker symbol: VZ
 CUSIP: 92343V104
 Meeting date: 05/02/2013

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
1-12.	Election of Director: Kathryn A. Tesija	Management	YES	FOR	FOR
1-13.	Election of Director: Gregory D. Wasson	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 long-term incentive plan	Management	YES	FOR	FOR
5.	Network neutrality for wireless broadband	Shareholder	YES	ABSTAIN	N/A
6.	Disclosure of lobbying activities	Shareholder	YES	ABSTAIN	N/A
7.	Proxy access bylaws	Shareholder	YES	ABSTAIN	N/A

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8.	Severance approval policy	Shareholder	YES	ABSTAIN	N/A
9.	Shareholder right to call special meeting	Shareholder	YES	ABSTAIN	N/A
10.	Shareholder action by written consent	Shareholder	YES	ABSTAIN	N/A

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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
Principal Executive Officer
Date: August 2, 2013