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ELLSWORTH FUND LTD  
Form N-PX  
July 15, 2009

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  
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ELLSWORTH FUND LTD.  
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(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308  
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(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 Andrews & Ingersoll, 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, 2009

Date of reporting period: June 30, 2009

Item 1. Proxy Voting Record

Issuer: AT&T Inc.  
Ticker symbol: T  
CUSIP: 00206R102  
Meeting date: 04/24/2009

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

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|       |  |            |     |         |         |
|-------|--|------------|-----|---------|---------|
| 1-03. | Election of Director: Gilbert F. Amelio                          | Management | YES | FOR     | FOR     |
| 1-04. | Election of Director: Reuben V. Anderson                         | Management | YES | FOR     | FOR     |
| 1-05. | Election of Director: James H. Blanchard                         | Management | YES | FOR     | FOR     |
| 1-06. | Election of Director: August A. Busch III                        | Management | YES | FOR     | FOR     |
| 1-07. | Election of Director: Jaime Chico Pardo                          | Management | YES | FOR     | FOR     |
| 1-08. | Election of Director: James P. Kelly                             | Management | YES | FOR     | FOR     |
| 1-09. | Election of Director: Jon C. Madonna                             | Management | YES | FOR     | FOR     |
| 1-10. | Election of Director: Lynn M. Martin                             | Management | YES | FOR     | FOR     |
| 1-11. | Election of Director: John B. McCoy                              | Management | YES | FOR     | FOR     |
| 1-12. | Election of Director: Mary S. Metz                               | Management | YES | FOR     | FOR     |
| 1-13. | Election of Director: Joyce M. Roche                             | Management | YES | FOR     | FOR     |
| 1-14. | Election of Director: Laura D'Andrea Tyson                       | Management | YES | FOR     | FOR     |
| 1-15. | Election of Director: Patricia P. Upton                          | Management | YES | FOR     | FOR     |
| 2.    | Ratification of the appointment of independent auditors for 2009 | Management | YES | FOR     | FOR     |
| 3.    | Amendment To Increase Authorized Shares                          | Management | YES | FOR     | FOR     |
| 4.    | Report On Political Contributions                                | Management | YES | ABSTAIN | N/A     |
| 5.    | Special Stockholder Meetings                                     | Management | YES | ABSTAIN | N/A     |
| 6.    | Cumulative Voting  | Management | YES | ABSTAIN | N/A     |
| 7.    | Bylaw Requiring Independent Chairman                             | Management | YES | AGAINST | FOR     |
| 8.    | Advisory Vote On Compensation                                    | Management | YES | FOR     | AGAINST |
| 9.    | Pension Credit Policy  | Management | YES | ABSTAIN | N/A     |

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Issuer: Fifth Third Bancorp  
 Ticker symbol: FITB  
 CUSIP: 316773209  
 Meeting date: 04/21/2009

| Matter Voted On   | Proposed By | Voted (Yes or No) | Vote Cast | For/Against Mgmt. |
|---|-------------|-------------------|-----------|-------------------|
| 2. To Amend Article Fourth, Section (A) (2) (D) of The Second Amended Articles of Incorporation, As Amended, To Revise The Terms of the Authorized, | Management  | YES               | FOR       | FOR               |

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Unissued Shares of Preferred Stock,  
Without Par Value.

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Issuer: Johnson & Johnson  
Ticker symbol: JNJ  
CUSIP: 478160104  
Meeting date: 04/23/2009

| Matter Voted On   | Proposed<br>By | Voted<br>(Yes or No) | Vote<br>Cast | For/<br>Against<br>Mgmt. |
|---|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Mary Sue Coleman                        | Management     | YES                  | FOR          | FOR                      |
| 1-02. Election of Director: James G. Cullen                         | Management     | YES                  | FOR          | FOR                      |
| 1-03. Election of Director: Michael M.E. Johns                      | Management     | YES                  | FOR          | FOR                      |
| 1-04. Election of Director: Arnold G. Langbo                        | Management     | YES                  | FOR          | FOR                      |
| 1-05. Election of Director: Susan L. Lindquist                      | Management     | YES                  | FOR          | FOR                      |
| 1-06. Election of Director: Leo F. Mullin                           | Management     | YES                  | FOR          | FOR                      |
| 1-07. Election of Director: William D. Perez                        | Management     | YES                  | FOR          | FOR                      |
| 1-08. Election of Director: Charles Prince                          | Management     | YES                  | FOR          | FOR                      |
| 1-09. Election of Director: David Satcher                           | Management     | YES                  | FOR          | FOR                      |
| 1-10. Election of Director: William C. Weldon                       | Management     | YES                  | FOR          | FOR                      |
| 2. Ratification of the appointment of independent auditors for 2009 | Management     | YES                  | FOR          | FOR                      |
| 3. Advisory Vote On Executive Compensation Policies and Disclosure  | Management     | YES                  | FOR          | AGAINST                  |

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Issuer: XL Capital  
Ticker symbol: XL  
CUSIP: G98255105  
Meeting date: 04/24/2009

(Voted Abstained because we no longer owned the security as of the meeting date)

| Matter Voted On                           | Proposed<br>By | Voted<br>(Yes or No) | Vote<br>Cast | For/<br>Against<br>Mgmt. |
|---|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Dale R. Comey | Management     | YES                  | ABSTAIN      | N/A                      |

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|       |  |            |     |         |     |
|-------|--|------------|-----|---------|-----|
| 1-02. | Election of Director: Robert R. Glauber  | Management | YES | ABSTAIN | N/A |
| 1-03. | Election of Director: G. Thompson Hutton   | Management | YES | ABSTAIN | N/A |
| 2.    | To approve the amendment and restatement of the Company's 1991 Performance Incentive Program | Management | YES | ABSTAIN | N/A |
| 3.    | To approve the amendment and restatement of the Company's Directors Stock & Option Plan      | Management | YES | ABSTAIN | N/A |
| 4.    | Ratification of the appointment of independent auditors for 2009                             | Management | 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: July 15, 2009