

ELLSWORTH GROWTH & INCOME FUND LTD

Form 4

September 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DINSMORE THOMAS H

2. Issuer Name and Ticker or Trading Symbol
ELLSWORTH GROWTH & INCOME FUND LTD [ECF]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Last) (First) (Middle)
C/O DINSMORE CAPITAL MANAGEMENT, 65 MADISON AVE

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2015

MORRISTOWN, NJ 07960

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount		
Shares of Beneficial Interest	09/25/2015		J ⁽¹⁾		1,661.93 ⁽²⁾	D	\$ 0
Shares of Beneficial Interest	09/28/2015		P ⁽⁵⁾		1,256	A	\$ 7.96
							70,393.92 ⁽³⁾
							D ⁽⁴⁾
							D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DINSMORE THOMAS H C/O DINSMORE CAPITAL MANAGEMENT 65 MADISON AVE MORRISTOWN, NJ 07960	X		Chairman and CEO	

Signatures

/s/ Gary I. Levine,
attorney-in-fact

09/29/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This report is filed, in part, to report the disposition of 1,661.93 shares to the reporting person's daughter. The shares were previously held in a New Jersey Uniform Transfer to Minors Act (UTMA) trust for the benefit of the reporting person's daughter, who is now considered to be the sole beneficiary of the shares.

(2) Includes 1,041.05 shares acquired on various dates in fiscal years 2009 through 2015 under the ECF dividend reinvestment plan.

(3) Includes 22,983.03 shares acquired on various dates in fiscal years 2009 through 2015 under the ECF dividend reinvestment plan.

(4) In addition, the reporting person is the indirect beneficial owner of 5,780.64 shares owned by his wife, which the reporting person disclaims beneficial ownership of. This report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose. Includes 1,586.06 shares acquired on various dates in fiscal years 2009 through 2015 under the ECF dividend reinvestment plan.

(5) This form is being filed, in part, to record a private transaction between the reporting person and Dinsmore Capital Management Co., the Issuer's investment adviser.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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