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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 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: 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 By	Voted (Yes or No)	Vote Cast	For/ Against 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 By	Voted (Yes or No)	Vote Cast	For/ Against 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