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ELLSWORTH FUND LTD
Form N-PX
August 08, 2007

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 King, Esq.
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market Street
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: September 30

Date of reporting period: June 30, 2007

Item 1. Proxy Voting Record

Issuer: Cendant Corporation
Ticker symbol: CD
151313103
Meeting date: 08/29/2006

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Henry R. Silverman	Management	YES	FOR	FOR
1-02. Election of Director: Myra J. Biblowit	Management	YES	FOR	FOR

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1-03.	Election of Director: James E. Buckman	Management	YES	FOR	FOR
1-04.	Election of Director: Leonard S. Coleman	Management	YES	FOR	FOR
1-05.	Election of Director: Martin L. Edelman	Management	YES	FOR	FOR
1-06.	Election of Director: George Herrera	Management	YES	FOR	FOR
1-07.	Election of Director: Stephen P. Holmes	Management	YES	FOR	FOR
1-08.	Election of Director: Louise T. Blouin MacBain	Management	YES	FOR	FOR
1-09.	Election of Director: Cheryl D. Mills	Management	YES	FOR	FOR
1-10.	Election of Director: Brian Mulrone	Management	YES	FOR	FOR
1-11.	Election of Director: Robert E. Nederlander	Management	YES	FOR	FOR
1-12.	Election of Director: Ronald L. Nelson	Management	YES	FOR	FOR
1-13.	Election of Director: Robert W. Pittman	Management	YES	FOR	FOR
1-14.	Election of Director: Pauline D.E. Richards	Management	YES	FOR	FOR
1-15.	Election of Director: Sheli Z. Rosenberg	Management	YES	FOR	FOR
1-16.	Election of Director: Robert F. Smith	Management	YES	FOR	FOR

Set forth below are the nominees who will serve following completion of the Company's Separation Plan:

1-17.	Election of Director: Ronald L. Nelson	Management	YES	FOR	FOR
1-18.	Election of Director: Leonard S. Coleman	Management	YES	FOR	FOR
1-19.	Election of Director: Martin L. Edelman	Management	YES	FOR	FOR
1-20.	Election of Director: Sheli Z. Rosenberg	Management	YES	FOR	FOR
1-21.	Election of Director: F. Robert Salerno	Management	YES	FOR	FOR
1-22.	Election of Director: Stender E. Sweeney	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors for 2007	Management	YES	FOR	FOR
3.	Amend the Company's certificate of incorporation to effect a one-for-ten reverse stock split of its common stock	Management	YES	FOR	FOR
4.	Amend the Company's certificate of incorporation to change the name of the Company to "Avis Budget Group, Inc."	Management	YES	FOR	FOR
5.	Amend the Company's certificate of incorporation to redesignate the Company's series of common stock presently designated as "Cendant Corporation-CD Common Stock" to "Common Stock" and to remove references to the series of common stock defined as "Move.com Stock"	Management	YES	FOR	FOR

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6.	Amend the Company's amended and restated certificate of incorporation to decrease the number of authorized shares of the Company's common stock to 250 million shares	Management	YES	FOR	FOR
7.	Stockholder proposal regarding non-employee director compensation	Shareholder	YES	AGAINST	FOR
8.	Stockholder proposal regarding severance agreements	Shareholder	YES	AGAINST	FOR

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Issuer: Johnson & Johnson
 Ticker symbol: JNJ
 CUSIP: 478160104
 Meeting date: 04/26/2007

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.
1-01. Election of Director: Mary S. 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: Christine A. Poon	Management	YES	FOR	FOR
1-08. Election of Director: Charles Prince	Management	YES	FOR	FOR
1-09. Election of Director: Steven S. Reinemund	Management	YES	FOR	FOR
1-10. Election of Director: David Satcher	Management	YES	FOR	FOR
1-11. Election of Director: William C. Weldon	Management	YES	FOR	FOR
2. Ratification of the appointment of independent auditors for 2007	Management	YES	FOR	FOR
3. Majority voting requirements for director noiminees	Shareholder	YES	ABSTAIN	N/A
4. Supplemental retirement plan	Shareholder	YES	ABSTAIN	N/A

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Issuer: LSB Industries, Inc.
 Ticker symbol: LXU
 CUSIP: 502160104
 Meeting date: 06/14/2007

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Charles A. Burtch	Management	YES	FOR	FOR
1-02. Election of Director: Jack E. Golsen	Management	YES	FOR	FOR
1-03. Election of Director: Horace G. Rhodes	Management	YES	FOR	FOR
2. Ratification of the appointment of independent auditors for 2007	Management	YES	FOR	FOR
3. Approval of the non-qualified stock options granted to two Climate Control Business employees	Management	YES	FOR	FOR

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 08, 2007