

OKEEFFE JANE D  
Form 4  
January 15, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
OKEEFFE JANE D

(Last) (First) (Middle)

C/O DINSMORE CAPITAL  
MANAGEMENT CO., 65  
MADISON AVE

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

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

**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 (A) or (D) Price   |  |                                    |
| Shares of Beneficial Interest   | 01/11/2013                           |  | G                              |   | 1,000 <sup>(1)</sup> A \$ 0 1,087.58 <sup>(2)</sup>   | I  | By daughter's trust <sup>(3)</sup> |
| Shares of Beneficial Interest   | 01/11/2013                           |  | G                              |   | 1,000 <sup>(1)</sup> A \$ 0 2,087.58 <sup>(4)</sup>   | I  | By son's trust <sup>(3)</sup>      |

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

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SEC 1474 (9-02)

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| OKEEFFE JANE D<br>C/O DINSMORE CAPITAL MANAGEMENT CO.<br>65 MADISON AVE<br>MORRISTOWN, NJ 07960 | X             |           | President |       |

## Signatures

/s/ Gary I. Levine,  
attorney-in-fact  
Date: 01/15/2013

     \*\*Signature of Reporting Person

## 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 to report gifts to the reporting person's son and daughter.
- (2) Includes 171.58 shares acquired on various dates in fiscal years 2008 through 2012 under the ECF dividend reinvestment plan.
- (3) New Jersey Uniform Transfers to Minors Act.  
Includes 171.58 shares acquired on various dates in fiscal years 2008 through 2012 under the ECF dividend reinvestment plan. In
- (4) addition, the reporting person is the direct beneficial owner of 14,528.30 additional shares, which shares include 862.30 shares acquired on various dates in fiscal years 2008 through 2012 under the ECF dividend reinvestment plan.

### Remarks:

Exhibit List: Exhibit 24 (Power of Attorney)

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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