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ELLSWORTH FUND LTD  
Form N-PX  
July 31, 2014

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  
NAME OF REGISTRANT: Ellsworth Fund Ltd.  
ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 65 Madison Avenue  
Suite 550  
Morristown, NJ 07960  
NAME AND ADDRESS OF AGENT FOR SERVICE: Gary I. Levine  
Executive Vice President  
65 Madison Avenue  
Suite 550  
Morristown, NJ 07960  
REGISTRANT'S TELEPHONE NUMBER: 9736311177  
DATE OF FISCAL YEAR END: 09/30  
DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

Ellsworth Fund Ltd.

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ABBVIE INC.

Agent

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Security: 00287Y109  
Meeting Type: Annual  
Meeting Date: 09-May-2014  
Ticker: ABBV  
ISIN: US00287Y1091  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. ALPERN EDWARD M. LIDDY FREDERICK H. WADDELL	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF ERNST & YOUNG LLP AS ABBVIE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For

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3. SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION. Mgmt For

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 AT&T INC.

Agem

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2014  
 Ticker: T  
 ISIN: US00206R1023  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1D.	ELECTION OF DIRECTOR: SCOTT T. FORD	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1F.	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1I.	ELECTION OF DIRECTOR: BETH E. MOONEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1K.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR	Mgmt	For
1M.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE SEVERANCE POLICY.	Mgmt	For
5.	POLITICAL REPORT.	Shr	Abstain
6.	LOBBYING REPORT.	Shr	Abstain
7.	WRITTEN CONSENT.	Shr	Abstain

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BLACKROCK KELSO CAPITAL CORP.

Agen

Security: 092533108  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: BKCC  
 ISIN: US0925331086

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN R. BARON JERROLD B. HARRIS MICHAEL B. LAZAR	Mgmt Mgmt Mgmt	For For For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

BLACKROCK KELSO CAPITAL CORP.

Agen

Security: 092533108  
 Meeting Type: Special  
 Meeting Date: 09-May-2014  
 Ticker: BKCC  
 ISIN: US0925331086

Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO AUTHORIZE FLEXIBILITY FOR THE COMPANY, WITH APPROVAL OF ITS BOARD OF DIRECTORS, TO SELL OR OTHERWISE ISSUE SHARES OF ITS COMMON STOCK (DURING THE NEXT 12 MONTHS) AT A PRICE BELOW THE COMPANY'S THEN CURRENT NET ASSET VALUE PER SHARE IN ONE OR MORE OFFERINGS, SUBJECT TO CERTAIN LIMITATIONS SET FORTH IN THE PROXY STATEMENT.	Mgmt	Abstain

BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: BMY  
 ISIN: US1101221083

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B.	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D.	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1G.	ELECTION OF DIRECTOR: T.J. LYNCH, JR., M.D.	Mgmt	For
1H.	ELECTION OF DIRECTOR: D.C. PALIWAL	Mgmt	For
1I.	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: G.L. STORCH	Mgmt	For
1K.	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	SIMPLE MAJORITY VOTE.	Shr	For

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 CHURCH & DWIGHT CO., INC.

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 Agen

Security: 171340102  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: CHD  
 ISIN: US1713401024  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES R. CRAIGIE	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT D. LEBLANC	Mgmt	For
1C.	ELECTION OF DIRECTOR: JANET S. VERGIS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED	Mgmt	For

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PUBLIC ACCOUNTING FIRM FOR 2014.

CITIGROUP INC.

Agen

Security: 172967424  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: C  
 ISIN: US1729674242

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MICHAEL L. CORBAT	Mgmt	For
1B.	ELECTION OF DIRECTOR: DUNCAN P. HENNES	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANZ B. HUMER	Mgmt	For
1D.	ELECTION OF DIRECTOR: EUGENE M. MCQUADE	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Mgmt	For
1F.	ELECTION OF DIRECTOR: GARY M. REINER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JUDITH RODIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOAN E. SPERO	Mgmt	For
1K.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Mgmt	For
1M.	ELECTION OF DIRECTOR: JAMES S. TURLEY	Mgmt	For
1N.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	Mgmt	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF CITI'S 2013 EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF THE CITIGROUP 2014 STOCK INCENTIVE PLAN.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE.	Shr	Abstain

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6.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.	Shr	Abstain
7.	STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS.	Shr	Abstain
8.	STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS.	Shr	Abstain

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 CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: COP  
 ISIN: US20825C1045  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: JODY L. FREEMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: GAY HUEY EVANS	Mgmt	For
1G.	ELECTION OF DIRECTOR: RYAN M. LANCE	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1I.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
2.	RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF 2014 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN OF CONOCOPHILLIPS.	Mgmt	For
5.	REPORT ON LOBBYING EXPENDITURES.	Shr	Abstain

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6. GREENHOUSE GAS REDUCTION TARGETS. Shr Abstain

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 ELI LILLY AND COMPANY

Agen

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 Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2014  
 Ticker: LLY  
 ISIN: US5324571083  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: M. L. ESKEW	Mgmt	For
1B.	ELECTION OF DIRECTOR: K. N. HORN	Mgmt	For
1C.	ELECTION OF DIRECTOR: W. G. KAE LIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: J. C. LECHLEITER	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. S. RUNGE	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2014.	Mgmt	For
3.	APPROVE, BY NON-BINDING VOTE, COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

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 EMC CORPORATION

Agen

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 Security: 268648102  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2014  
 Ticker: EMC  
 ISIN: US2686481027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MICHAEL W. BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RANDOLPH L. COWEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: GAIL DEEGAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES S. DISTASIO	Mgmt	For

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1E.	ELECTION OF DIRECTOR: JOHN R. EGAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM D. GREEN	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDMUND F. KELLY	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMI MISCIK	Mgmt	For
1I.	ELECTION OF DIRECTOR: PAUL SAGAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID N. STROHM	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOSEPH M. TUCCI	Mgmt	For
2.	RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS EMC'S INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Mgmt	For
4.	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO AN INDEPENDENT BOARD CHAIRMAN, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Shr	Abstain
5.	TO ACT UPON A SHAREHOLDER PROPOSAL RELATING TO POLITICAL CONTRIBUTIONS, AS DESCRIBED IN EMC'S PROXY STATEMENT.	Shr	Abstain

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 FORD MOTOR COMPANY

Agem

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 Security: 345370860  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: F  
 ISIN: US3453708600  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN G. BUTLER	Mgmt	For
1B.	ELECTION OF DIRECTOR: KIMBERLY A. CASIANO	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANTHONY F. EARLEY, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: EDSEL B. FORD II	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM CLAY FORD, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: RICHARD A. GEPHARDT	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES P. HACKETT	Mgmt	For



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1H.	ELECTION OF DIRECTOR: JAMES H. HANCE, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM W. HELMAN IV	Mgmt	For
1J.	ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOHN C. LECHLEITER	Mgmt	For
1L.	ELECTION OF DIRECTOR: ELLEN R. MARRAM	Mgmt	For
1M.	ELECTION OF DIRECTOR: ALAN MULALLY	Mgmt	For
1N.	ELECTION OF DIRECTOR: HOMER A. NEAL	Mgmt	For
1O.	ELECTION OF DIRECTOR: GERALD L. SHAHEEN	Mgmt	For
1P.	ELECTION OF DIRECTOR: JOHN L. THORNTON	Mgmt	For
2.	RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVES.	Mgmt	For
4.	APPROVAL OF THE 2014 STOCK PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
5.	RELATING TO CONSIDERATION OF A RECAPITALIZATION PLAN TO PROVIDE THAT ALL OF THE COMPANY'S OUTSTANDING STOCK HAVE ONE VOTE PER SHARE.	Shr	Abstain
6.	RELATING TO ALLOWING HOLDERS OF 10% OF OUTSTANDING COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Shr	Against

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GENERAL ELECTRIC COMPANY

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Agen

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Security: 369604103  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: GE  
ISIN: US3696041033  
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Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A2	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Mgmt	For
A3	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Mgmt	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Mgmt	For

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A6	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A7	ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD	Mgmt	For
A8	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A9	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A10	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A12	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A13	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
A14	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Mgmt	For
A15	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A16	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
A17	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Mgmt	For
B2	RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR FOR 2014	Mgmt	For
C1	CUMULATIVE VOTING	Shr	Abstain
C2	SENIOR EXECUTIVES HOLD OPTION SHARES FOR LIFE	Shr	Abstain
C3	MULTIPLE CANDIDATE ELECTIONS	Shr	Abstain
C4	RIGHT TO ACT BY WRITTEN CONSENT	Shr	Abstain
C5	CESSATION OF ALL STOCK OPTIONS AND BONUSES	Shr	Against
C6	SELL THE COMPANY	Shr	Against

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 HALCON RESOURCES CORPORATION

Agen

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 Security: 40537Q209  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: HK  
 ISIN: US40537Q2093  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JAMES W. CHRISTMAS THOMAS R. FULLER	Mgmt Mgmt	For For

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	DAVID B. MILLER	Mgmt	For
	MICHAEL A. VLASIC	Mgmt	For
2.	TO APPROVE AN AMENDMENT TO ARTICLE FOUR OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE OUR AUTHORIZED COMMON STOCK BY 670,000,000 SHARES TO A TOTAL OF 1,340,000,000 SHARES.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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INTEL CORPORATION

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Agen

Security: 458140100  
Meeting Type: Annual  
Meeting Date: 22-May-2014  
Ticker: INTC  
ISIN: US4581401001  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Mgmt	For
1C.	ELECTION OF DIRECTOR: SUSAN L. DECKER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1E.	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRIAN M. KRZANICH	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I.	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For

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KINDER MORGAN, INC.

Agen

Security: 49456B101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2014  
 Ticker: KMI  
 ISIN: US49456B1017

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICHARD D. KINDER STEVEN J. KEAN ANTHONY W. HALL, JR. DEBORAH A. MACDONALD MICHAEL J. MILLER MICHAEL C. MORGAN FAYEZ SAROFIM C. PARK SHAPER JOEL V. STAFF JOHN M. STOKES ROBERT F. VAGT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON OUR COMPANY'S RESPONSE TO CLIMATE CHANGE.	Shr	Abstain
4.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON METHANE EMISSIONS AND PIPELINE MAINTENANCE.	Shr	Abstain
5.	STOCKHOLDER PROPOSAL RELATING TO AN ANNUAL SUSTAINABILITY REPORT.	Shr	Abstain

MERCK & CO., INC.

Agen

Security: 58933Y105  
 Meeting Type: Annual  
 Meeting Date: 27-May-2014  
 Ticker: MRK  
 ISIN: US58933Y1055

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LESLIE A. BRUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: THOMAS R. CECH	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Mgmt	For

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1D.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Mgmt	For
1J.	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1L.	ELECTION OF DIRECTOR: PETER C. WENDELL	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
4.	SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT.	Shr	Against
5.	SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS.	Shr	Against

METLIFE, INC.

Agen

Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: MET  
 ISIN: US59156R1086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHERYL W. GRISE	Mgmt	For
1B.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1C.	ELECTION OF DIRECTOR: R. GLENN HUBBARD	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEVEN A. KANDARIAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN M. KEANE	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For

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1G.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1I.	ELECTION OF DIRECTOR: CATHERINE R. KINNEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: DENISE M. MORRISON	Mgmt	For
1K.	ELECTION OF DIRECTOR: KENTON J. SICCHITANO	Mgmt	For
1L.	ELECTION OF DIRECTOR: LULU C. WANG	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	APPROVAL OF THE METLIFE, INC. 2015 STOCK AND INCENTIVE COMPENSATION PLAN.	Mgmt	For
5.	APPROVAL OF THE METLIFE, INC. 2015 NON-MANAGEMENT DIRECTOR STOCK COMPENSATION PLAN.	Mgmt	For

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MICROSOFT CORPORATION

Agem

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Security: 594918104  
Meeting Type: Annual  
Meeting Date: 19-Nov-2013  
Ticker: MSFT  
ISIN: US5949181045  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
5.	ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Mgmt	For
6.	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
7.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
8.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
9.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
10.	APPROVE MATERIAL TERMS OF THE PERFORMANCE	Mgmt	For

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### CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN

11.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
12.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014	Mgmt	For

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 PFIZER INC.  
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Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: PFE  
 ISIN: US7170811035

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B.	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCES D. FERGUSSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1E.	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1G.	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1H.	ELECTION OF DIRECTOR: SHANTANU NARAYEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1L.	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Mgmt	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF PFIZER INC. 2014 STOCK PLAN	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING APPROVAL OF POLITICAL CONTRIBUTIONS POLICY	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES	Shr	Abstain

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7. SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT Shr Against

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 THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2014  
 Ticker: DIS  
 ISIN: US2546871060  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACK DORSEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1F.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1J.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.	Shr	Abstain
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EQUITY AWARDS.	Shr	Abstain

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 VERIZON COMMUNICATIONS INC.

Agen



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Security: 92343V104  
 Meeting Type: Special  
 Meeting Date: 28-Jan-2014  
 Ticker: VZ  
 ISIN: US92343V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS	Mgmt	For
2.	APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK	Mgmt	For
3.	APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS	Mgmt	For

VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: VZ  
 ISIN: US92343V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1C.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1F.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1G.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For

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1I.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1J.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1K.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	PROPOSAL TO IMPLEMENT PROXY ACCESS	Mgmt	For
5.	NETWORK NEUTRALITY	Shr	Abstain
6.	LOBBYING ACTIVITIES	Shr	Abstain
7.	SEVERANCE APPROVAL POLICY	Shr	Abstain
8.	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	Abstain
9.	SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shr	Abstain
10.	PROXY VOTING AUTHORITY	Shr	Abstain

### 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.

(Registrant)	Ellsworth Fund Ltd.
By (Signature)	/s/ Jane D. O'Keefe
Name	Jane D. O'Keefe
Title	President
Date	07/31/2014