

ELLSWORTH FUND LTD
Form 4
June 25, 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 *
DINSMORE THOMAS H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO / Director of Investment Adviser

(Street)
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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Shares of Beneficial Interest | 06/24/2013 | | P | 800 | A | \$ 7.472 | 64,062.5787 (1) D |
| Shares of Beneficial Interest | 06/24/2013 | | P | 400 | A | \$ 7.479 | 64,462.5787 D |

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

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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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | Director of Investment Adviser |

Signatures

/s/ Gary I. Levine,
attorney-in-fact
Date 06/25/2013

**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).
Includes 809.0197 shares acquired on various dates in fiscal year 2013 under the ECF dividend reinvestment plan. In addition, the reporting person is the indirect beneficial owner of 6,823.7018 additional shares. These additional shares consist of: (i) 5,161.7701 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 82.0151 shares acquired on various dates in fiscal year 2013 under the ECF dividend reinvestment plan, and (ii) 1,661.9317 shares held by a New Jersey Uniform Transfers to Minors Act trust for his daughter's benefit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.