

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)
 09/26/2008

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 / Director of Investment Adviser

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Shares of Beneficial Interest | 09/26/2008 | | P | 100 | A \$ 5.977 | 11,766.05 ⁽¹⁾ ₍₂₎ | D ⁽³⁾ |
| Shares of Beneficial Interest | 09/26/2008 | | P | 1,000 | A \$ 6.05 | 12,766 ⁽¹⁾ | D |
| Shares of Beneficial Interest | 09/26/2008 | | P | 900 | A \$ 6.04 | 13,766 ⁽¹⁾ | D |

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

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(9-02)

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 (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|-----------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| OKEEFFE JANE D C/O DINSMORE CAPITAL MANAGEMENT CO. 65 MADISON AVE MORRISTOWN, NJ 07960 | X | | President | Director of Investment Adviser |

Signatures

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

Signature of Reporting Person

Date

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) These share amounts have been corrected to exclude 1,832 shares indirectly owned by the reporting person, and which were inadvertently included in Column 5 of Table I of Ms. O'Keeffe's Form 4 filed on 9/26/2008
- (2) Includes 1,322 shares acquired on various dates in fiscal year 2008 under the ECF dividend reinvestment plan.
- (3) In addition, the reporting person is the indirect beneficial owner of 1,832 additional shares. These additional shares consist of: (i) 916 shares held by an UTMA trust for her daughter's benefit. Includes 118 shares acquired on various dates in fiscal year 2008 under the ECF dividend reinvestment plan, and (ii) 916 shares held by an UTMA trust for her son's benefit. Includes 118 shares acquired on various dates in fiscal year 2008 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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