

ELLSWORTH CONVERTIBLE GROWTH & INCOME FUND INC

Form N-PX/A

August 11, 2004

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: 811-4656  
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ELLSWORTH CONVERTIBLE GROWTH AND INCOME FUND, INC.

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(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308  
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(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore  
Ellsworth Convertible Growth and Income Fund, Inc.  
65 Madison Avenue  
Morristown, New Jersey 07960-7308  
(Name and address of agent for service)

Copy to:  
Martha J. Hays, 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, 2004

Item 1. Proxy Voting Record.

- (a) Name of the issuer: Johnson & Johnson
- (b) Exchange ticker symbol: JNJ
- (c) CUSIP number: 478160104
- (d) Shareholder meeting date: April 22, 2004
  
- (e) Matter voted on: Election of Directors
- (f) The matter was proposed by the issuer
- (g) The registrant cast its vote on the matter
- (h) The registrant cast its vote for election of all directors
- (i) The registrant cast its vote for management
  
- (e) Matter voted on: Ratification of the appointment of  
PricewaterhouseCoopers LLP as independent auditors,

for the 2004 fiscal year

- (f) The matter was proposed by the issuer
  - (g) The registrant cast its vote on the matter
  - (h) The registrant cast its vote for the proposal
  - (i) The registrant cast its vote for management
- (e) Matter voted on: Cessation of charitable contributions made by the issuer
- (f) The matter was proposed by a security holder
  - (g) The registrant cast its vote on the matter
  - (h) The registrant cast its vote against the proposal
  - (i) The registrant cast its vote for management

- (a) Name of the issuer: SBC Communications
- (b) Exchange ticker symbol: SBC
- (c) CUSIP number: 78387G10
- (d) Shareholder meeting date: April 30, 2004

- (e) Matter voted on: Election of Directors
- (f) The matter was proposed by the issuer
- (g) The registrant cast its vote on the matter
- (h) The registrant cast its vote for election of all directors
- (i) The registrant cast its vote for management

- (e) Matter voted on: Ratification of the appointment of Ernst & Young LLP as independent auditors, for the 2004 fiscal year
- (f) The matter was proposed by the issuer
  - (g) The registrant cast its vote on the matter
  - (h) The registrant cast its vote for the proposal
  - (i) The registrant cast its vote for management

- (e) Matter voted on: Amendment to bylaws to eliminate the classified board structure
- (f) The matter was proposed by a security holder
  - (g) The registrant cast its vote on the matter
  - (h) The registrant cast its vote against the proposal
  - (i) The registrant cast its vote for management

- (e) Matter voted on: Disclosure of political contribution policies
- (f) The matter was proposed by a security holder
  - (g) The registrant cast its vote on the matter
  - (h) The registrant cast its vote against the proposal
  - (i) The registrant cast its vote for management

- (e) Matter voted on: Board size reduction, from 21 directors to 14 directors
- (f) The matter was proposed by a security holder
  - (g) The registrant cast its vote on the matter
  - (h) The registrant cast its vote against the proposal
  - (i) The registrant cast its vote for management

- (a) Name of the issuer: UTStarcom
- (b) Exchange ticker symbol: UTSI
- (c) CUSIP number: 918076100
- (d) Shareholder meeting date: May 14, 2004

- (e) Matter voted on: Election of Directors
- (f) The matter was proposed by the issuer
- (g) The registrant cast its vote on the matter

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- (h) The registrant cast its vote for election of all directors
- (i) The registrant cast its vote for management

(e) Matter voted on: Ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors, for the 2004 fiscal year

- (f) The matter was proposed by the issuer
- (g) The registrant cast its vote on the matter
- (h) The registrant cast its vote for the proposal
- (i) The registrant cast its vote for management

(a) Name of the issuer: Covad Communications

(b) Exchange ticker symbol: COVD

(c) CUSIP number: 222814204

(d) Shareholder meeting date: May 14, 2004

(e) Matter voted on: Election of Directors

- (f) The matter was proposed by the issuer
- (g) The registrant cast its vote on the matter
- (h) The registrant cast its vote for election of all directors
- (i) The registrant cast its vote for management

(e) Matter voted on: Ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors, for the 2004 fiscal year

- (f) The matter was proposed by the issuer
- (g) The registrant cast its vote on the matter
- (h) The registrant cast its vote for the proposal
- (i) The registrant cast its vote for management

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 Convertible Growth and Income Fund, Inc.

By /s/Thomas H. Dinsmore

Principal Executive Officer

Date: August 11, 2004