

ELLSWORTH CONVERTIBLE GROWTH & INCOME FUND INC

Form N-PX

July 27, 2005

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

ELLSWORTH CONVERTIBLE GROWTH AND INCOME FUND, INC.

(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308

(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, 2005

Item 1. Proxy Voting Record

Description	Proposal Type	Voted	Vote	For/ Agnst Mgmt
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Issuer: Johnson & Johnson
Ticker symbol: JNJ
CUSIP: 478160104
Meeting date: 4/28/2005

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Election of Directors	MGMT	YES	FOR ALL	FOR
Approval of 2005 Long-Term Incentive Plan	MGMT	YES	FOR	FOR
Ratification of the appointment of independent auditors	MGMT	YES	FOR	FOR

Issuer: Valero Energy Corp.
 Ticker symbol: VLO
 CUSIP: 91913Y407
 Meeting date: 4/28/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of the appointment of independent auditors for 2005	MGMT	YES	FOR	FOR
Approval of the 2005 Omnibus Stock Incentive Plan	MGMT	YES	FOR	FOR

Issuer: SBC Communications, Inc.
 Ticker symbol: SBC
 CUSIP: 78387G103
 Meeting date: 4/29/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of the appointment of independent auditors for 2005	MGMT	YES	FOR	FOR
Approval of stock purchase and deferral plan	MGMT	YES	FOR	FOR
Shareholder proposal to adopt program of political contributions disclosure	SHLDR	YES	AGNST	FOR
Shareholder proposal to adopt compensation review committee	SHLDR	YES	AGNST	FOR
Shareholder proposal to adopt restricted stock program	SHLDR	YES	AGNST	FOR
Shareholder proposal to adopt simple majority vote policy	SHLDR	YES	AGNST	FOR

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Issuer: Kerr-McGee Corp.
Ticker symbol: KMG
CUSIP: 492386107
Meeting date: 5/10/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Ratification of the appointment of independent auditors for 2005	MGMT	YES	FOR	FOR
Approval of 2005 Long Term Incentive Plan	MGMT	YES	FOR	FOR
Approval to amend the Certificate of Incorporation to increase the authorized number of Shares of Common Stock	MGMT	YES	FOR	FOR
Shareholder proposal to establish an Office of the Board of Directors	SHLDR	YES	ABSTAIN	AGNST

Issuer: UTStarcom
Ticker symbol: UTSI
CUSIP: 918076100
Meeting date: 5/13/2005

Election of Directors	MGMT	YES	FOR ALL	FOR
Adoption of the 2005 Equity Incentive Plan	MGMT	YES	FOR	FOR
Ratification of the appointment of independent registered public accounting firm	MGMT	YES	FOR	FOR

Issuer: Emmis Communications Corp.
Ticker symbol: EMMS
CUSIP: 291525202
Meeting date: 6/13/2005

Approval of amendment to the Articles of Incorporation	MGMT	YES	FOR	FOR
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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

Thomas H. Dinsmore

Principal Executive Officer

Date: July 26, 2005