

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD
OF REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number 811-3627

Greenspring Fund, Incorporated
(Exact Name of Registrant as Specified in Charter)

2330 West Joppa Road, Suite 110
Lutherville, Maryland 21093-4641
(Address of Principal Executive Offices)(Zip Code)

Registrant's Telephone Number, including Area Code: (410)823-5353

Mr. Charles vK. Carlson, President
2330 West Joppa Road, Suite 110
Lutherville, Maryland 21093-4641
(Name and address of Agent for Service)

Date of fiscal year end: December 31, 2016

Date of reporting period: June 30, 2016

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under

the clearance requirements of 44 U.S.C. 3507.

Item 1. Proxy Voting Record 07/01/15-06/30/16

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<C> ISSUER	<C> TICKER	<C> CUSIP	<C> MEETING DATE	<C> MATTER VOTED ON	<C> PROPOSED BY	<C> VOTE CAST	<C> FOR/AGAINST ABSTAIN	<C> FOR/AGAINST MANAGEMENT
CA, Inc.	CA	12673P105	08/05/15	1) Election of Directors 2) Ratify KPMG as IA 3) Advisory vote on executive compensation	Management Management Management	7/23/15 7/23/15 7/23/15	For For For	For For For
Clifton Bancorp, Inc.	CBSK	186873105	08/06/15	1) Election of Directors 2) Approval of 2015 Equity Plan 3) Ratify BDO as IA 4) Advisory vote on executive compensation	Management Management Management Management	08/03/15 08/03/15 08/03/15 08/03/15	For For For For	For For For For
Blue Hills Bancorp, Inc.	BHBK	095573101	09/03/15	1) Election of Directors 2) Approval of 2015 Equity Plan 3) Ratify IA	Management Management Management	08/13/15 08/13/15 08/13/15	For For For	For For For
Mastec, Inc.	MTZ	576323109	10/15/15	1) Election of Directors 2) Ratify IA 3) Approval of amended and restated Employee Stock Purchase Plan	Management Management Management	10/12/15 10/12/15 10/12/15	For For For	For For For
Dycom Industries, Inc.	DY	267475101	11/24/15	1) Election of Directors 2) Ratify PwC as IA 3) Advisory vote on executive compensation	Management Management Management	11/16/15 11/16/15 11/16/15	For For For	For For For
Silicon Graphics International Corp.	SGI	82706L108	12/08/15	1) Election of Directors 2) Amendment to 2014 Omnibus Incentive Plan 3) Ratify DT as IA 4) Advisory vote on executive compensation	Management Management Management Management	11/23/15 11/23/15 11/23/15 11/23/15	For/Ag For For Against	For/Ag For For Against
Gramercy Property Trust, Inc.	GPT	38489R605	12/15/15	1) Approval of merger 2) Advisory vote on executive compensation 3) Adjournment to solicit additional proxies	Management Management Management	12/07/15 12/07/15 12/07/15	For For For	For For For

Emerson Electric Co.	EMR	291011104	02/02/16	1) Election of Directors	Management	02/01/16	For	For
				2) Advisory vote on executive compensation	Management	02/01/16	For	For
				3) Ratify KPMG as IA	Management	02/01/16	For	For
				4) Sustainability Report	Shareholder	02/01/16	Against	For
				5) Political Contributions Report	Shareholder	02/01/16	Against	For
				6) Lobbying Report	Shareholder	02/01/16	Against	For
				7) Greenhouse Gas Emissions	Shareholder	02/01/16	Against	For
Amdocs Limited	DOX	G02602103	02/03/16	1) Election of Directors	Management	01/28/16	For	For
				2) To approve increase in quarterly dividend rate	Management	01/28/16	For	For
				3) To approve consolidated financial statements for fiscal year 9/30/15	Management	01/28/16	For	For
				4) To ratify E&Y as IA	Management	01/28/16	For	For
Westbury Bancorp, Inc.	WBB	95727P106	02/17/16	1) Election of Directors	Management	02/11/16	For	For
				2) Ratify IA	Management	02/11/16	For	For
Essa Bancorp, Inc.	ESSA	29667D104	03/03/16	1) Election of Directors	Management	03/02/16	For	For
				2) Approval of 2016 Equity Incentive Plan	Management	03/02/16	For	For
				3) Ratify IA	Management	03/02/16	For	For
				4) Advisory vote on executive compensation	Management	03/02/16	For	For
Beneficial Bancorp, Inc.	BNCL	08171T102	04/21/16	1) Election of Directors	Management	04/11/16	For	For
				2) 2016 Omnibus Incentive Pl.	Management	04/11/16	For	For
				3) Ratify KPMG as IA	Management	04/11/16	For	For
				4) Advisory vote on executive compensation	Management	04/11/16	For	For
AMN Healthcare Services, Inc.	AHS	007144101	04/20/16	1) Election of Directors	Management	03/21/16	For	For
				2) Advisory vote on executive compensation	Management	03/21/16	For	For
				3) Ratify KPMG as AI	Management	03/21/16	For	For
The AES Corporation	AES	00130H105	04/21/16	1) Election of Directors	Management	04/14/16	For	For
				2) Ratify E&Y as IA	Management	04/14/16	For	For
				3) Advisory vote on executive compensation	Management	04/14/16	For	For
				4) Report on Company Policies and Technological Advances	Shareholder	04/14/16	Against	For
Hanesbrands, Inc.	HBI	410345102	04/25/16	1) Election of Directors	Management	04/11/16	For	For
				2) Ratify PwC as IA	Management	04/11/16	For	For
				3) Advisory vote on executive compensation	Management	04/11/16	For	For

United Parcel Services, Inc.	UPS	911312106	05/05/16	1) Election of Directors	Management	04/26/16	For	For
				2) Ratify DT as IA	Management	04/26/16	For	For
				3) Lobbying Activities	Shareholder	04/26/16	Against	For
				4) Reduce Voting Power of Class A shares	Shareholder	04/26/16	For	Against
				5) Adoption of Holy Land Principles	Shareholder	04/26/16	Against	For
Shore Bancshares, Inc.	SHBI	825107105	04/27/16	1) Election of Directors	Management	04/11/16	For	For
				2) Ratify IA	Management	04/11/16	For	For
				3) Advisory vote on executive compensation	Management	04/11/16	For	For
				4) Approval of 2016 Stock and Incentive Comp. Plan	Management	04/11/16	For	For
Suncor Energy, Inc.	SU	867224107	04/28/16	1) Election of Directors	Management	04/18/16	For	For
				2) Appointment of PwC as IA	Management	04/18/16	For	For
				3) Advisory vote on executive compensation	Management	04/18/16	For	For
				4) Climate Change	Shareholder	04/18/16	For	For
				5) Lobbying Matters	Shareholder	04/18/16	Against	For
Oceanfirst Financial Corp.	OCFC	675234108	04/25/16	1) Issuance of shares in connection with merger	Management	04/18/16	For	For
				2) Adjournment to solicit additional shares	Management	04/18/16	For	For
Lumos Networks Corp.	LMOS	550283105	05/04/16	1) Election of Directors	Management	04/20/16	For	For
				2) Advisory vote on executive compensation	Management	04/20/16	For	For
				3) Ratify KPMG as IA	Management	04/20/16	For	For
Southern National Bancorp of VA	SONA	843395104	04/28/16	1) Election of Directors	Management	04/14/16	For	For
				2) Ratify IA	Management	04/14/16	For	For
				3) Advisory vote on executive compensation	Management	04/14/16	For	For
Six Flags Entertainment Corp.	SIX	83001A102	05/04/16	1) Election of Directors	Management	04/20/16	For	For
				2) Ratify KPMG as IA	Management	04/20/16	For	For
Energen Corporation	EGN	29265N108	05/03/16	1) Election of Directors	Management	05/02/16	For/Ag	For/Ag
				2) Ratify IA	Management	05/02/16	For	For
				3) Amendment and Restatement of Performance Goals under Stock Incentive Plan	Management	05/02/16	For	For
				4) Advisory vote on executive compensation	Management	05/02/16	Against	Against
				5) Methane Gas Emissions	Management	05/02/16	Against	For
EOG Resources, Inc.	EOG	26875P101	04/26/16	1) Election of Directors	Management	04/14/16	For	For
				2) Ratify IA	Management	04/14/16	For	For
				3) Advisory vote on executive compensation	Management	04/14/16	For	For

AMC Entertainment Holdings, Inc.	AMC	00165C104	04/26/16	1) Election of Directors	Management	04/11/16	For	For
				2) Ratify IA	Management	04/11/16	For	For
				3) Advisory vote on executive compensation	Management	04/11/16	For	For
Discover Financial Services	DFS	254709108	05/12/16	1) Election of Directors	Management	05/11/16	For	For
				2) Advisory vote on executive compensation	Management	05/11/16	For	For
				3) Ratify DT as IA	Management	05/11/16	For	For
J2 Global, Inc.	JCOM	48123V102	05/04/16	1) Election of Directors	Management	04/14/16	For	For
				2) Ratify IA	Management	04/14/16	For	For
				3) Advisory vote on executive compensation	Management	04/14/16	For	For
MYR Group, Inc.	MYRG	55405W104	04/28/16	1) Election of Directors	Management	04/20/16	For	For
				2) Advisory vote on executive compensation	Management	04/20/16	For	For
				3) Ratify E&Y as IA	Management	04/20/16	For	For
Republic Services, Inc.	RSG	760759100	05/06/16	1) Election of Directors	Management	04/14/16	For	For
				2) Advisory vote on executive compensation	Management	04/14/16	For	For
				3) Ratify E&Y as IA	Management	04/14/16	For	For
				4) Proxy Access Bylaw	Management	04/14/16	For	For
				5) Excusion Forum Bylaw	Management	04/14/16	For	For
HD Supply Holdings, Inc.	HDS	40416M105	05/18/16	1) Election of Directors	Management	04/20/16	For	For
				2) Ratify PwC as IA	Management	04/20/16	For	For
				3) Greenshouse Gas Emissions	Shareholder	04/20/16	Against	For
KBR, Inc.	KBR	48242W106	05/12/16	1) Election of Directors	Management	04/20/16	For	For
				2) Ratify KPMG as IA	Management	04/20/16	For	For
				3) Advisory vote on executive compensation	Management	04/20/16	For	For
				4) Amendment to 2006 Stock and Incentive Plan	Management	04/20/16	For	For
Mohawk Industries, Inc.	MHK	608190104	05/19/16	1) Election of Directors	Management	05/18/16	For	For
				2) Ratify KPMG as IA	Management	05/18/16	For	For
				3) Advisory vote on executive compensation	Management	05/18/16	For	For
CF Industries Holdings, Inc.	CF	125269100	05/12/16	1) Election of Directors	Management	04/20/16	For	For
				2) Advisory vote on executive compensation	Management	04/20/16	For	For
				3) Ratify KPMG as IA	Management	04/20/16	For	For
				4) Act by Written Consent	Shareholder	04/20/16	Against	For
Philips 66	PSX	718546104	05/04/16	1) Election of Directors	Management	04/26/16	For	For
				2) Ratify E&Y as IA	Management	04/26/16	For	For
				3) Advisory vote on	Management	04/26/16	For	For

				4) executive compensation Declassify Board of Directors	Management	04/26/16	For	For
CVS Health Corporation	CVS	126650100	05/19/16	1) Election of Directors	Management	05/18/16	For	For
				2) Ratify IA	Management	05/18/16	For	For
				3) Advisory vote on executive pay	Management	05/18/16	For	For
				4) Alignment of Corporate Values and Political Contributions	Shareholder	05/18/16	Against	For
				5) Executive Pay	Shareholder	05/18/16	Against	For
Middleburg Financial Corporation	MBRG	596094102	05/04/16	1) Election of Directors	Management	04/26/16	Against	Against
				2) Ratify IA	Management	04/26/16	For	For
International Paper Company	IP	460146103	05/09/16	1) Election of Directors	Management	04/20/16	For	For
				2) Ratify DT as IA	Management	04/20/16	For	For
				3) Advisory vote on executive compensation	Management	04/20/16	For	For
Pentair PLC	PNR	GTS00T104	05/10/16	1) Election of Directors	Management	05/04/16	For	For
				2) Advisory vote on executive compensation	Management	05/04/16	For	For
				3) Ratify appointment of IA	Management	05/04/16	For	For
				4) To authorize the price range at which it can re-allot shares it holds as treasury shares	Management	05/04/16	For	For
				5) To amend Articles of Association to increase maximum number of directors from eleven to twelve	Management	05/04/16	For	For
				6a) To amend Articles of Association to make certain administrative amendments	Management	05/04/16	For	For
				6b) To amend Memorandum of Association to make certain administrative amendments	Management	05/04/16	For	For
Rush Enterprises, Inc.	RUSHA RUSHB	781846209	05/17/16	1) Election of Directors	Management	05/16/16	For	For
				2) Amendment and Restatement of 2004 Employee Stock Purchase Plan	Management	05/16/16	For	For
				3) Ratify E&Y as IA	Management	05/16/16	For	For
First Connecticut Bancorp, Inc.	FBNK	319850103	05/18/16	1) Election of Directors	Management	05/16/16	For	For
				2) Advisory vote on executive compensation	Management	05/16/16	For	For
				3) Approval of 2016 Stock Incentive Plan	Management	05/16/16	For	For

				4) Ratify PwC as IA	Mangaement	05/16/16	For	For
MasTec, Inc.	MTZ	576323109	05/26/16	1) Election of Directors	Management	05/23/16	For	For
				2) To Ratify IA	Management	05/23/16	For	For
Polonia Bancorp, Inc.	PBCP	73158Q109	05/17/16	1) Election of Directors	Management	05/11/16	For	For
				2) Ratify IA	Management	05/11/16	For	For
				3) Advisory vote on executive compensation	Management	05/11/16	For	For
Talen Energy Corporation	TLN	87422J105	05/24/16	1) Election of Directors	Management	05/23/16	For	For
				2) Ratify E&Y as IA	Management	05/23/16	For	For
				3) Advisory vote on executive compensation	Management	05/23/16	For	For
				4) Advisory vote on frequency of vote on executive compensation	Management	05/23/16	For	For
PPL Corporation	PPL	69351T106	05/25/16	1) Election of Directors	Management	05/23/16	For	For
				2) Advisory vote on executive compensation	Management	05/23/16	For	For
				3) Approval of 2016 Short-Term Incentive Plan	Management	05/23/16	For	For
				4) Amendment to Articles of Incorporation to increase number of authorized shares of common stock	Management	05/23/16	For	For
				5) Ratify IA	Management	05/23/16	For	For
				6) Independent Chairman	Shareholder	05/23/16	Against	For
				7) Assess and report on distributed resources deployment	Shareholder	05/23/16	Against	For
American National Bankshares, Inc.	AMNB	027745108	05/17/16	1) Election of Directors	Management	05/11/16	For	For
				2) Ratify IA	Management	05/11/16	For	For
				3) Advisory vote on executive compensation	Management	05/11/16	For	For
GSI Group, Inc.	GSIG	36191C205	05/10/16	1) Election of Directors	Management	05/04/16	For	For
				2) Advisory vote on executive compensation	Management	05/04/16	For	For
				3) Appoint PwC as IA	Management	05/04/16	For	For
				4) Change name of Company to Novanta Inc.	Management	05/04/16	For	For
Emcor Group, Inc.	EME	29084Q100	06/2/16	1) Election of Directors	Management	06/01/16	For	For
				2) Advisory vote on executive compensation	Management	06/01/16	For	For
				3) Ratify IA	Management	06/01/16	For	For
				4) Shareholder Proxy Access	Shareholder	06/01/16	For	Against
FTI Consulting, Inc.	FCN	302941109	06/01/16	1) Election of Directors	Management	05/23/16	For	For
				2) Approve Performance Measures and Monetary	Management	05/23/16	For	For

				Limit under Incentive Compensation Plan				
				3) Ratify KPMG as IA	Management	05/23/16	For	For
				4) Advisory vote on executive compensation	Management	05/23/16	For	For
OceanFirst Financial Corp.	OCFC	675234108	06/02/16	1) Election of Directors	Management	06/01/16	For	For
				2) Approval of Performance Goals Under 2011 Cash Incentive Comp. Plan	Management	06/01/16	For	For
				3) Advisory vote on executive compensation	Management	06/01/16	For	For
				4) Ratify KPMG as IA	Management	06/01/16	For	For
PGT, Inc.	PGTI	69336V101	05/19/16	1) Election of Directors	Management	05/18/16	For	For
				2) Ratify IA	Management	05/18/16	For	For
				3) Advisory vote on executive compensation	Management	05/18/16	For	For
Party City Holdco Inc.	PARTY	702149105	06/15/16	1) Election of Directors	Management	06/06/16	For	For
				2) Advisory vote on executive compensation	Management	06/06/16	For	For
				3) Advisory vote on frequency of vote on executive compensation	Management	06/06/16	For	For
				4) Ratify E&Y as IA	Management	06/06/16	For	For
Harmonic, Inc.	HLIT	413160102	06/09/16	1) Election of Directors	Management	06/06/16	Against	Against
				2) Advisory vote on executive compensation	Management	06/06/16	For	For
				3) To approve amendment to 2002 Employee Stock Purchase Plan to increase number of shares of common stock reserved for issuance by 1,500,000 sh	Management	06/06/16	For	For
				4) To approve amendment to 1995 Stock Plan to increase the number of common stock reserved for issuance by 2,000,000 sh	Management	06/06/16	Against	Against
				5) Ratify PwC as IA	Management	06/06/16	For	For
The Kroger Co.	KR	501044101	06/23/16	1) Election of Directors	Management	06/09/16	For	For
				2) Advisory vote on executive compensation	Management	06/09/16	For	For
				3) Ratify PwC as IA	Management	06/09/16	For	For
				4) Report on Human Rights	Shareholder	06/09/16	Against	For
				5) Report assessing environmental impact of using unrecyclable packaging	Shareholder	06/09/16	Against	For
				6) Report assessing climate	Shareholder	06/09/16	Against	For

				benefits and targets for increasing renewable energy sourcing				
			7)	Payout Policy	Shareholder	06/09/16	Against	For
Gramercy Property Trust GPT	385002100	06/23/16	1)	Election of Directors	Management	06/20/16	For	For
			2)	Approval of 2016 Equity Incentive Plan	Management	06/20/16	For	For
			3)	Ratify E&Y as IA	Management	06/20/16	For	For
			4)	Advisory vote on executive compensation	Management	06/20/16	For	For

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