

SECURITIES AND EXCHANGE COMMISSION

FORM N-PX

Annual report of proxy voting record of registered management investment companies filed on Form N-PX

Filing Date: **2008-08-29** | Period of Report: **2008-06-30**  
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FILER

**BOULDER GROWTH & INCOME FUND**

CIK: **102426** | IRS No.: **132729672** | State of Incorpor.: **MD** | Fiscal Year End: **1130**  
Type: **N-PX** | Act: **40** | File No.: **811-02328** | Film No.: **081048399**

Mailing Address  
*2344 SPRUCE STREET  
SUITE A  
BOULDER CO 80302*

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3034445483*

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-02328

Boulder Growth & Income Fund, Inc.

-----  
(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A  
Boulder, CO 80302

-----  
(Address of principal executive offices) (Zip code)

Stephen C. Miller  
2344 Spruce Street, Suite A  
Boulder, CO 80302

-----  
(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 444-5483  
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Date of fiscal year end: November 30  
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Date of reporting period: July 1, 2007 - June 30, 2008  
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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 (ss.ss. 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. ss. 3507.

PROXY VOTING RECORD  
FOR PERIOD JULY 1, 2007 TO JUNE 30, 2008

<TABLE>  
<CAPTION>

Name of Issuer	Ticker Symbol	CUSIP	Shareholder		Meeting Type	Description of Matter to be Voted On	Matter Proposed by Issuer or Holder	Vote Cast (Yes or No)	Vote (For or Against)	For or Against Mngmnt
			Meeting Date	Record Date						
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Walgreen Co.	WAG	931422109	1/9/08	11/12/07	Annual	1 Election of ten (10) Directors	Issuer	Yes	For	For
						2 Ratification of Deloitte & Touche, LLP	Issuer	Yes	For	For
						3 Disclose charitable contributions	Holder	Yes	Against	For
						4 Adoption of poison pill	Holder	Yes	For	Against
						Chairman of the board				

Company	SEC Form	File No.	Effective Date	Termination Date	Meeting Type	Item No.	Description	Holder	Yes	Against	For
						5	must not have previously served as an executive officer	Holder	Yes	Against	For
Neuberger Berman R/E Sec Income-PFD		64190A202	1/25/08	11/29/07	Special	1	Approve agreement and plan of reorganization pursuant to which NRO would transfer its assets to NRI in exchange for shares of stock and assumption by NRO of NRI's liabilities and NRI would dissolve	Issuer	Yes	For	For
D. R. Horton, Inc.	DHI	23331A109	1/31/08	12/3/07	Annual	1	Election of eight (8) Directors	Issuer	Yes	For	For
						2	Approve amended and restated 200 incentive bonus plan	Issuer	Yes	Against	For
						3	Approve 2008 performance plan	Issuer	Yes	Against	For
						4	Pay-for-superior-performance standard for executive compensation	Holder	Yes	For	For
						5	To conduct other business brought before meeting	Issuer	Abstain	Abstain	Abstain
Cohen & Steers REIT & PFD Inc.- Ser W7 (pfd)		19247X407	2/25/08	4/17/08	Annual	1	Election of three (3) Directors	Issuer	Yes	For	For
Scotiabank	BNS-CA	064149107	3/4/08	1/14/08	Annual	1	Election of fourteen (14) Directors	Issuer	Yes	For	For
						2	Appointment of KPMG, LLP as auditors	Issuer	Yes	For	For
						3	Shareholder proposal 1	Holder	Yes	For	Against
						4	Shareholder proposal 2	Holder	Yes	Against	For
						5	Shareholder proposal 3	Holder	Yes	Against	For
						6	Shareholder proposal 4	Holder	Yes	Against	For
						7	Shareholder proposal 5	Holder	Yes	Against	For
						8	Shareholder proposal 6	Holder	Yes	Against	For
						9	Shareholder proposal 7	Holder	Yes	For	Against
						10	Shareholder proposal 8	Holder	Yes	Against	For
						11	Shareholder proposal 9	Holder	Yes	For	Against
						12	Shareholder proposal 10	Holder	Yes	For	Against
						13	Shareholder proposal 11	Holder	Yes	For	Against
						14	Shareholder proposal 12	Holder	Yes	For	Against
						15	Shareholder proposal 13	Holder	Yes	Against	For
						16	Shareholder proposal 14	Holder	Yes	Against	For
Toll Brothers, Inc.	TOL	889478103	3/12/08	1/15/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Approval of CEO cash bonus plan	Issuer	Yes	Against	Against
						3	Approval of stock incentive for employees	Issuer	Yes	Against	Against
						4	Approval of stock incentive for non-employee directors	Issuer	Yes	Against	Against
						5	Authorize a stock option exchange program for employees other than executive officers and directors	Issuer	Yes	Against	Against
						6	Ratify appointment of Ernst & Young LLP as public accounting firm for 2008 fiscal year	Issuer	Yes	For	For
Neuberger Berman R/E Sec Income-PFD		64190A202	5/28/08	3/27/08	Annual	1	Election of six (6) directors	Issuer	Yes	For	For
						2	Find suitable alternatives to current manager	Holder	Yes	Against	For
Cohen & Steers Select Utility Fund, Inc. (pfd)		19248A208	4/1/08		Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Adjournment of meeting, if proposed	Issuer	Yes	For	For
F & C Claymore Total Return Fund-Common	FLC	338479108	4/18/08	1/25/08	Annual	1	Election of one (1) director	Issuer	Yes	For	For

Cohen & Steers REIT & Util Inc. SR T7-2 (pfd)		19247Y850	4/1/08	2/8/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Adjournment, in the discretion of the proxy holder	Issuer	Abstain	Abstain	Abstain
Cohen & Steers SEL Utility Inc-SER M7 (pfd)		19248A208	4/1/08	2/8/08	Annual	1	Election of three (3) directors	Issuer	Yes	For	For
						2	Adjournment, in the discretion of the proxy holder	Issuer	Abstain	Abstain	Abstain
Ryland Group, Inc.	RYL	783764103	4/23/08	2/12/08	Annual	1	Election of seven (7) directors	Issuer	Yes	For	For
						2	Approval of the equity incentive plan	Issuer	Yes	Against	Against
						3	Re-approve senior executive performance plan to comply with the Internal Revenue Code	Issuer	Yes	For	For
						4	Re-approve TRG incentive plan to comply with the Internal Revenue Code	Issuer	Yes	For	For
						5	Re-approve performance award program to comply with the Internal Revenue Code	Issuer	Yes	For	For
						6	Consideration of a proposal from the Nathan Cummings Foundation	Holder	Yes	Against	For
						7	Appointment of Ernst & Young, LLP as independent registered public accounting firm for 2008	Issuer	Yes	For	For
KB Home	KBH	48666K109	4/3/08	2/14/08	Annual	1	Election of three (3) Directors	Issuer	Yes	For	For
						2	Appointment of Ernst & Young, LLP as independent registered public accounting firm for 2008	Issuer	Yes	For	For
						3	Executive Compensation proposal	Holder	Yes	For	Against
						4	Severance Agreement proposal	Holder	Yes	For	Against
Eaton Corporation	ETN	278058102	4/23/08	2/25/08	Annual	1	Election of four (4) Directors	Issuer	Yes	For	For
						2	Increase number of common shares	Issuer	Yes	For	For
						3	Adopt majority voting in director elections	Issuer	Yes	For	For
						4	Proposal to authorize board of directors to amend regulations	Issuer	Yes	For	For
						5	Approve stock plan	Issuer	Yes	For	For
						6	Approve senior executive compensation plan	Issuer	Yes	For	For
						7	Approve executive strategic incentive plan	Issuer	Yes	For	For
						8	Appointment of Ernst & Young, LLP as independent auditor for 2008	Issuer	Yes	For	For
Johnson & Johnson	JNJ	47860104	4/24/08	2/26/08	Annual	1	Election of twelve (12) Directors	Issuer	Yes	For	For
						2	Appointment of PWC, LLP as independent registered public accounting firm	Issuer	Yes	For	For
						3	Executive compensation policies and disclosure	Holder	Yes	For	Against
Regency Centers Corporation	REG	758849103	5/6/08	2/26/08	Annual	1	Election of eleven (11) Directors	Issuer	Yes	For	For
						2	reapproval of performance goals under long term omnibus plan	Issuer	Yes	For	For
						3	Appointment of KPMG, LLP as independent registered public accounting firm	Issuer	Yes	For	For
Anheuser-Busch							Election of nine (9)				

Companies, Inc.	BUD	035229103	4/23/08	2/29/08	Annual	1	Directors Approve long term incentive plan for	Issuer	Yes	For	For
						2	non-employee directors Appointment of independent accounting	Issuer	Yes	Against	Against
						3	firm Request report on	Issuer	Yes	For	For
						4	charitable contributions Proposal concerning special shareholder	Holder	Abstain	Abstain	Abstain
						5	meetings Proposal concerning	Holder	Yes	For	Against
						6	executive compensation	Holder	Yes	For	Against
Berkshire Hathaway, Inc.	BRK	084670207	5/3/08	3/5/08	Annual	1	Election of eleven (11) Directors	Issuer	Yes	For	For
American Express Company	AXP	25816109	4/28/08	2/29/08	Annual	1	Election of twelve (12) Directors	Issuer	Yes	For	For
						2	Appointment of PWC, LLP as independent registered public accounting firm	Issuer	Yes	For	For
						3	Require majority vote for election of directors in noncontested elections	Issuer	Yes	For	For
						4a	Eliminate statutory supermajority voting: merger of consolidation	Issuer	Yes	For	For
						4b	Eliminate statutory supermajority voting: sale, lease, exchange or other disposition	Issuer	Yes	For	For
						4c	Eliminate statutory supermajority voting: exchange of shares	Issuer	Yes	For	For
						4d	Eliminate statutory supermajority voting: authorization of dissolution	Issuer	Yes	For	For
						5	Cumulative voting for directors	Holder	Yes	For	Against
Nationwide Health Properties, Inc.	NHP	638620104	5/2/08	2/29/08	Annual	1	Election of two (2) Directors	Issuer	Yes	For	For
						2	Appointment of Ernst & Young, LLP as independent accountants	Issuer	Yes	For	For
Moody's Corporation	MCO	615369105	4/22/08	3/3/08	Annual	1	Election of three (3) Directors	Issuer	Yes	For	For
						2	Appointment of independent registered public accounting firm	Issuer	Yes	For	For
						3	Majority vote requirements	Holder	Yes	For	Against
Brookfield Asset Management, Inc.	BAMA	112585104	4/30/08	3/12/08	Annual	1	Election of two (2) Directors	Issuer	Yes	For	For
						2	Appoint auditors and directors to fix remuneration to be paid to auditors	Issuer	Yes	For	For
Gabelli Dividend & Income Trust-PFD B		36242H302	5/19/08	3/17/08	Annual	1	Election of four (4) Directors	Issuer	Yes	For	For
Washington Mutual, Inc.	WM	939322103	6/24/08	4/15/08	Special	1	Increase number of shares Approve the conversion of series S and T preferred stock into common stock and the exercise of warrants to purchase	Issuer	Yes	For	For
						2	common stock	Issuer	Yes	For	For
Legg Mason, Inc.	LM	524901105	7/22/08	5/23/08	Annual	1	Election of six (6) Directors	Issuer	Yes	For	For
						2	Appointment of PWC, LLP as independent accountants	Issuer	Yes	For	For
						3	Independent Director serving as chairman of the board	Holder	Yes	For	Against
						4	Advisory vote on executive compensation	Holder	Yes	For	Against

</TABLE>

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.

Registrant                    Boulder Growth & Income Fund, Inc.  
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By (Signature and Title)\*     /s/ Stepheh C. Miller  
-----

Stephen C. Miller, President  
(Principal Executive Officer)

\*Print the name and title of each signing officer under his or her signature.