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BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 29, 2008

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.

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(Exact name of registrant as specified in charter)

2344 Spruce Street, Suite A  
Boulder, CO 80302

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(Address of principal executive offices) (Zip code)

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

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(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.

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

| Name of Issuer                                     | Ticker Symbol | CUSIP     | Shareholder  |             | Meeting Type | Meeting Voted On | Description of Matter to be   |
|--|---------------|-----------|--------------|-------------|--------------|------------------|---|
|  |               |           | Meeting Date | Record Date |              |                  |   |
| Walgreen Co.                                       | WAG           | 931422109 | 1/9/08       | 11/12/07    | Annual       | 1                | Election of ten (10) Directors  |
|  |               |           |              |             |              | 2                | Ratification of Deloitte & Touche, LLP  |
|  |               |           |              |             |              | 3                | Disclose charitable contributions   |
|  |               |           |              |             |              | 4                | Adoption of poison pill   |
|  |               |           |              |             |              | 5                | Chairman of the board must not have previously served as an executive officer   |
| Neuberger Berman<br>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 |
| D. R. Horton, Inc.                                 | DHI           | 23331A109 | 1/31/08      | 12/3/07     | Annual       | 1                | Election of eight (8) Directors   |
|  |               |           |              |             |              | 2                | Approve amended and restated 200 incentive bonus plan   |
|  |               |           |              |             |              | 3                | Approve 2008 performance plan   |
|  |               |           |              |             |              | 4                | Pay-for-superior-performance standard for executive compensation  |
|  |               |           |              |             |              | 5                | To conduct other business brought before meeting  |
| Cohen & Steers<br>REIT & PFD Inc.-<br>Ser W7 (pfd) |               | 19247X407 | 2/25/08      | 4/17/08     | Annual       | 1                | Election of three (3) Directors   |
| Scotiabank   | BNS-CA        | 064149107 | 3/4/08       | 1/14/08     | Annual       | 1                | Election of fourteen (14) Directors   |
|  |               |           |              |             |              | 2                | Appointment of KPMG, LLP as auditors  |
|  |               |           |              |             |              | 3                | Shareholder proposal 1  |
|  |               |           |              |             |              | 4                | Shareholder proposal 2  |

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|  |     |           |         |         |        |   |    |   |
|--|-----|-----------|---------|---------|--------|---|----|---|
|  |     |           |         |         |        |   | 5  | Shareholder proposal 3  |
|  |     |           |         |         |        |   | 6  | Shareholder proposal 4  |
|  |     |           |         |         |        |   | 7  | Shareholder proposal 5  |
|  |     |           |         |         |        |   | 8  | Shareholder proposal 6  |
|  |     |           |         |         |        |   | 9  | Shareholder proposal 7  |
|  |     |           |         |         |        |   | 10 | Shareholder proposal 8  |
|  |     |           |         |         |        |   | 11 | Shareholder proposal 9  |
|  |     |           |         |         |        |   | 12 | Shareholder proposal 10   |
|  |     |           |         |         |        |   | 13 | Shareholder proposal 11   |
|  |     |           |         |         |        |   | 14 | Shareholder proposal 12   |
|  |     |           |         |         |        |   | 15 | Shareholder proposal 13   |
|  |     |           |         |         |        |   | 16 | Shareholder proposal 14   |
| Toll Brothers, Inc.                            | TOL | 889478103 | 3/12/08 | 1/15/08 | Annual | 1 |    | Election of three (3) directors   |
|  |     |           |         |         |        | 2 |    | Approval of CEO cash bonus plan   |
|  |     |           |         |         |        | 3 |    | Approval of stock incentive for employees   |
|  |     |           |         |         |        | 4 |    | Approval of stock incentive for non-employee directors  |
|  |     |           |         |         |        | 5 |    | Authorize a stock option exchange program for employees other than executive officers and directors |
|  |     |           |         |         |        | 6 |    | Ratify appointment of Ernst & Young LLP as public accounting firm for 2008 fiscal year              |
| Neuberger Berman R/E Sec Income-PFD            |     | 64190A202 | 5/28/08 | 3/27/08 | Annual | 1 |    | Election of six (6) directors   |
|  |     |           |         |         |        | 2 |    | Find suitable alternatives to current manager   |
| Cohen & Steers Select Utility Fund, Inc. (pfd) |     | 19248A208 | 4/1/08  |         | Annual | 1 |    | Election of three (3) directors   |
|  |     |           |         |         |        | 2 |    | Adjournment of meeting, if proposed   |
| F & C Claymore Total Return Fund-Common        | FLC | 338479108 | 4/18/08 | 1/25/08 | Annual | 1 |    | Election of one (1) director  |
| Cohen & Steers REIT & Util Inc. SR T7-2 (pfd)  |     | 19247Y850 | 4/1/08  | 2/8/08  | Annual | 1 |    | Election of three (3) directors   |
|  |     |           |         |         |        | 2 |    | Adjournment, in the discretion of the proxy holder  |
| Cohen & Steers SEL Utility Inc-SER M7 (pfd)    |     | 19248A208 | 4/1/08  | 2/8/08  | Annual | 1 |    | Election of three (3) directors   |
|  |     |           |         |         |        | 2 |    | Adjournment, in the discretion of the proxy holder  |

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|-----------------------------|-----|-----------|---------|---------|--------|---|---|
| Ryland Group, Inc.          | RYL | 783764103 | 4/23/08 | 2/12/08 | Annual | 1 | Election of seven (7) directors   |
|                             |     |           |         |         |        | 2 | Approval of the equity incentive plan   |
|                             |     |           |         |         |        | 3 | Re-approve senior executive performance plan to comply with the Internal Revenue Code       |
|                             |     |           |         |         |        | 4 | Re-approve TRG incentive plan to comply with the Internal Revenue Code                      |
|                             |     |           |         |         |        | 5 | Re-approve performance award program to comply with the Internal Revenue Code               |
|                             |     |           |         |         |        | 6 | Consideration of a proposal from the Nathan Cummings Foundation                             |
|                             |     |           |         |         |        | 7 | Appointment of Ernst & Young, LLP as independent registered public accounting firm for 2008 |
| KB Home                     | KBH | 48666K109 | 4/3/08  | 2/14/08 | Annual | 1 | Election of three (3) Directors   |
|                             |     |           |         |         |        | 2 | Appointment of Ernst & Young, LLP as independent registered public accounting firm for 2008 |
|                             |     |           |         |         |        | 3 | Executive Compensation proposal   |
|                             |     |           |         |         |        | 4 | Severance Agreement proposal  |
| Eaton Corporation           | ETN | 278058102 | 4/23/08 | 2/25/08 | Annual | 1 | Election of four (4) Directors  |
|                             |     |           |         |         |        | 2 | Increase number of common shares  |
|                             |     |           |         |         |        | 3 | Adopt majority voting in director elections   |
|                             |     |           |         |         |        | 4 | Proposal to authorize board of directors to amend regulations                               |
|                             |     |           |         |         |        | 5 | Approve stock plan  |
|                             |     |           |         |         |        | 6 | Approve senior executive compensation plan  |
|                             |     |           |         |         |        | 7 | Approve executive strategic incentive plan  |
|                             |     |           |         |         |        | 8 | Appointment of Ernst & Young, LLP as independent auditor for 2008                           |
| Johnson & Johnson           | JNJ | 47860104  | 4/24/08 | 2/26/08 | Annual | 1 | Election of twelve (12) Directors   |
|                             |     |           |         |         |        | 2 | Appointment of PWC, LLP as independent registered public accounting firm                    |
|                             |     |           |         |         |        | 3 | Executive compensation policies and disclosure  |
| Regency Centers Corporation | REG | 758849103 | 5/6/08  | 2/26/08 | Annual | 1 | Election of eleven (11) Directors   |

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|                                    |     |           |         |         |        |  |    |  |
|------------------------------------|-----|-----------|---------|---------|--------|--|----|--|
|                                    |     |           |         |         |        |  |    | reapproval of performance goals under long term                                      |
|                                    |     |           |         |         |        |  | 2  | omnibus plan   |
|                                    |     |           |         |         |        |  |    | Appointment of KPMG, LLP as independent registered                                   |
|                                    |     |           |         |         |        |  | 3  | public accounting firm   |
| Anheuser-Busch Companies, Inc.     | BUD | 035229103 | 4/23/08 | 2/29/08 | Annual |  | 1  | Election of nine (9) Directors   |
|                                    |     |           |         |         |        |  | 2  | Approve long term incentive plan for non-employee directors                          |
|                                    |     |           |         |         |        |  | 3  | Appointment of independent accounting firm   |
|                                    |     |           |         |         |        |  | 4  | Request report on charitable contributions   |
|                                    |     |           |         |         |        |  | 5  | Proposal concerning special shareholder meetings                                     |
|                                    |     |           |         |         |        |  | 6  | Proposal concerning executive compensation   |
| Berkshire Hathaway, Inc.           | BRK | 084670207 | 5/3/08  | 3/5/08  | Annual |  | 1  | Election of eleven (11) Directors  |
| American Express Company           | AXP | 25816109  | 4/28/08 | 2/29/08 | Annual |  | 1  | Election of twelve (12) Directors  |
|                                    |     |           |         |         |        |  | 2  | Appointment of PWC, LLP as independent registered public accounting firm             |
|                                    |     |           |         |         |        |  | 3  | Require majority vote for election of directors in noncontested elections            |
|                                    |     |           |         |         |        |  | 4a | Eliminate statutory supermajority voting: merger of consolidation                    |
|                                    |     |           |         |         |        |  | 4b | Eliminate statutory supermajority voting: sale, lease, exchange or other disposition |
|                                    |     |           |         |         |        |  | 4c | Eliminate statutory supermajority voting: exchange of shares                         |
|                                    |     |           |         |         |        |  | 4d | Eliminate statutory supermajority voting: authorization of dissolution               |
|                                    |     |           |         |         |        |  | 5  | Cumulative voting for directors  |
| Nationwide Health Properties, Inc. | NHP | 638620104 | 5/2/08  | 2/29/08 | Annual |  | 1  | Election of two (2) Directors  |
|                                    |     |           |         |         |        |  | 2  | Appointment of Ernst & Young, LLP as independent accountants                         |
| Moody's Corporation                | MCO | 615369105 | 4/22/08 | 3/3/08  | Annual |  | 1  | Election of three (3) Directors  |
|                                    |     |           |         |         |        |  | 2  | Appointment of independent registered public accounting firm                         |

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|---------------------------------------|------|-----------|---------|---------|---------|---|---|--|
|                                       |      |           |         |         |         |   | 3 | Majority vote requirements   |
| Brookfield Asset Management, Inc.     | BAMA | 112585104 | 4/30/08 | 3/12/08 | Annual  | 1 | 1 | Election of two (2) Directors  |
|                                       |      |           |         |         |         |   | 2 | Appoint auditors and directors to fix remuneration to be paid to auditors  |
| Gabelli Dividend & Income Trust-PFD B |      | 36242H302 | 5/19/08 | 3/17/08 | Annual  | 1 | 1 | Election of four (4) Directors   |
| Washington Mutual, Inc.               | WM   | 939322103 | 6/24/08 | 4/15/08 | Special | 1 | 1 | Increase number of shares  |
|                                       |      |           |         |         |         |   | 2 | Approve the conversion of series S and T preferred stock into common stock and the exercise of warrants to purchase common stock |
| Legg Mason, Inc.                      | LM   | 524901105 | 7/22/08 | 5/23/08 | Annual  | 1 | 1 | Election of six (6) Directors  |
|                                       |      |           |         |         |         |   | 2 | Appointment of PWC, LLP as independent accountants   |
|                                       |      |           |         |         |         |   | 3 | Independent Director serving as chairman of the board  |
|                                       |      |           |         |         |         |   | 4 | Advisory vote on executive compensation  |

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.

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.