

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 28, 2007

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

Date of fiscal year end: November 30

Date of reporting period: July 1, 2006 - June 30, 2007

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, 2006 TO JUNE 30, 2007

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

| Name of Issuer                         | Ticker Symbol | CUSIP     | Shareholder Meeting Date | Record Date | Meeting Type | Description of Matter to be Voted On                       |
|--|---------------|-----------|--------------------------|-------------|--------------|--|
| Eaton Vance Senior Income Trust-Common | EVF           | 27826S103 | 10/13/06                 | 8/17/06     | Annual       | 1 Election of two (2) directors                            |
| Diageo Plc                             | DEO           | 25243Q205 | 10/17/06                 | 8/31/06     | Annual       | 1 Reports & Accounts 2006                                  |
|  |               |           |                          |             |              | 2 Director's Remuneration Report 2006                      |
|  |               |           |                          |             |              | 3 Declaration of Final Dividend                            |
|  |               |           |                          |             |              | 4 Re-election of Lord Hollick                              |
|  |               |           |                          |             |              | 5 Re-election of Mr. PS Walsh                              |
|  |               |           |                          |             |              | 6 Election of Ms PS Walsh                                  |
|  |               |           |                          |             |              | 7 Election of Ms LM Danon                                  |
|  |               |           |                          |             |              | 8 Re-appointment and remuneration of auditor               |
|  |               |           |                          |             |              | 9 Authority to allot securities                            |
|  |               |           |                          |             |              | 10 Disapplication of pre-emption rights                    |
|  |               |           |                          |             |              | 11 Authority to purchase own shares                        |
|  |               |           |                          |             |              | 12 Authority to make EU political donations/expenditu      |
|  |               |           |                          |             |              | 13 Adoption of Diageo PLC 2006 Irish profit sharing scheme |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|                                       |     |           |          |         |        |   |    |  |
|---------------------------------------|-----|-----------|----------|---------|--------|---|----|--|
|                                       |     |           |          |         |        |   | 14 | Amendments to Diego Executive share option plan  |
| Fidelity National Financial, Inc.     | FNF | 316326107 | 10/23/06 | 9/11/06 | Annual | 1 | 1  | Approval of agreement and plan of merger dated 6/25/06   |
|                                       |     |           |          |         |        |   | 2  | Election of 2 (two) directors  |
|                                       |     |           |          |         |        |   | 3  | Ratify appointment of KPMG, LLP as independent auditor for 2006  |
| Doral Financial Corporation           | DRL | 25811P100 | 10/24/06 | 9/15/06 | Annual | 1 | 1  | Election of 11 (eleven) Directors  |
|                                       |     |           |          |         |        |   | 2  | Appointment of PWC, LLP as Independent registered public accounting firm   |
| Nuveen Floating Rate Income FD-Common | JFR | 67072T108 | 11/14/06 | 9/18/06 | Annual | 1 | 1  | Election of 7 (seven) Directors  |
| Wm. Wrigley Jr. Company               | WWY | 982526105 | 3/14/07  | 1/12/07 | Annual | 1 | 1  | Election of 4 (four) Directors   |
|                                       |     |           |          |         |        |   | 2  | Amendment to the 2nd restated certificate of Incorporation to permit amendment of the bylaws of the company to adopt majority voting for the election of directors |
|                                       |     |           |          |         |        |   | 3  | Ratify appointment of accounting firm for the YE 2007  |
| Lennar Corporation                    | LEN | 526057104 | 3/28/07  | 2/9/07  | Annual | 1 | 1  | Election of 3 (three) Directors  |
|                                       |     |           |          |         |        |   | 2  | Approval of the Lennar Corp 2007 Incentive Plan.   |
|                                       |     |           |          |         |        |   |    | Approval of the Lennar Corp 2007   |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|   |     |           |         |         |        |  |   |   |
|---|-----|-----------|---------|---------|--------|--|---|---|
|   |     |           |         |         |        |  | 3 | Incentive Compensation Plan.  |
|   |     |           |         |         |        |  | 4 | Stockholder Proposal Regarding Sustainability Report  |
|   |     |           |         |         |        |  | 5 | Stockholder Proposal Regarding Executive Compensation.  |
| Washington Mutual, Inc.                 | WM  | 939322103 | 4/17/07 | 2/28/07 | Annual |  | 1 | Election of 13 (thirteen) Directors   |
|   |     |           |         |         |        |  | 2 | Ratify appointment of Deloitte & Touche LLP as Auditor for 2007   |
|   |     |           |         |         |        |  | 3 | Proposal relating to the executive retirement plan policies   |
|   |     |           |         |         |        |  | 4 | Proposal relating to the director election process  |
|   |     |           |         |         |        |  | 5 | Proposal relating to the director nominee qualification requirements  |
| F&C Claymore PFD Sec Income FD - Common | FFC | 338478100 | 4/20/07 | 1/26/07 | Annual |  | 1 | Election of 1 (one) Director  |
| F&C Claymore Total Return Fund - Common | FLC | 338479108 | 4/20/07 | 1/26/07 | Annual |  | 1 | Election of 1 (one) Director  |
| Nationwide Health Properties, Inc.      | NHP | 638620104 | 4/24/07 | 3/2/07  | Annual |  | 1 | Election of 3 (three) Directors   |
|   |     |           |         |         |        |  | 2 | Approve the share increase amendment to amend the charter to increase the number of authorized shares of common stock |
|   |     |           |         |         |        |  |   | Approve the REIT protection   |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|                                |     |           |         |         |        |  |   |  |
|--------------------------------|-----|-----------|---------|---------|--------|--|---|--|
|                                |     |           |         |         |        |  | 3 | amendment to amend the charter to augment, enhance and clarify stock ownership restrictions to protect status as a real estate investment trust for tax purposes |
|                                |     |           |         |         |        |  | 4 | Ratify the appointment of Ernst & Young LLP as accountant for YE 12/07   |
| Eaton Corporation              | ETN | 278058102 | 4/25/07 | 2/26/07 | Annual |  | 1 | Election of four (4) Directors   |
|                                |     |           |         |         |        |  | 2 | Ratify appointment of Ernst & Young LLP as independent auditor for 2007  |
| Anheuser-Busch Companies, Inc. | BUD | 035229103 | 4/25/07 | 2/28/07 | Annual |  | 1 | Election of 6 (six) Directors  |
|                                |     |           |         |         |        |  | 2 | Approval of 2007 Equity and Incentive Plan   |
|                                |     |           |         |         |        |  | 3 | Approval of Global Employee Stock Purchase Plan  |
|                                |     |           |         |         |        |  | 4 | Approval of accounting firm  |
|                                |     |           |         |         |        |  | 5 | Proposal concerning report on charitable contributions plan  |
| Johnson & Johnson              | JNJ | 478160104 | 4/26/07 | 2/27/07 | Annual |  | 1 | Election of 11 (eleven) Directors  |
|                                |     |           |         |         |        |  | 2 | Ratify PWC LLP as accounting firm  |
|                                |     |           |         |         |        |  | 3 | Proposal on majority voting requirements for director nominees   |
|                                |     |           |         |         |        |  | 4 | Proposal on supplemental retirement plan   |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|                             |      |           |         |         |        |   |   |
|-----------------------------|------|-----------|---------|---------|--------|---|---|
| Pfizer Inc.                 | PFE  | 717081103 | 4/26/07 | 3/1/07  | Annual | 1 | Election of 12 (twelve) Directors   |
|                             |      |           |         |         |        | 2 | Ratify KPMG LLP as accounting firm for 2007   |
|                             |      |           |         |         |        | 3 | Proposal relating to cumulative votin   |
|                             |      |           |         |         |        | 4 | Proposal requesting report on exporting animal experimentation                                |
|                             |      |           |         |         |        | 5 | Request report on feasibility of amending Pfizer's policy on laboratory animal care and use   |
|                             |      |           |         |         |        | 6 | Proposal relating to qualification for director nominees                                      |
| Regency Centers Corporation | REG  | 758849103 | 5/1/07  | 3/7/07  |        | 1 | Election of 11 (eleven) Directors   |
|                             |      |           |         |         |        | 2 | Ratify KPMG LLP as accounting firm for 2007   |
| Public Storage, Inc.        | PSAV | 74460D588 | 5/3/07  | 3/23/07 | Annual | 1 | Approval of proposal to reorganize from a CA Corporation to a MD real estate investment trust |
|                             |      |           |         |         |        | 2 | Approval of adjournments or postponements of the meeting if necessary                         |
| Standard Pacific Corp.      | SPF  | 85375C101 | 5/9/07  | 3/12/07 | Annual | 1 | Election of 3 (three) Directors   |
|                             |      |           |         |         |        | 2 | Ratify appointment of Ernst & Young LLP as accounting firm for 2007                           |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|                                    |     |           |         |         |        |   |   |
|------------------------------------|-----|-----------|---------|---------|--------|---|---|
| Pulte Homes, Inc.                  | PHM | 745867101 | 5/10/07 | 3/13/07 | Annual | 1 | Election of 4 (four) Directors                                      |
|                                    |     |           |         |         |        | 2 | Ratify appointment of Ernst & Young LLP as accounting firm for 2007 |
|                                    |     |           |         |         |        | 3 | Request election of Directors by a majority rather than a plurality |
|                                    |     |           |         |         |        | 4 | Declassification of the board of directors                          |
|                                    |     |           |         |         |        | 5 | Request the formation of a majority vote shareholder committee      |
|                                    |     |           |         |         |        | 6 | Proposal regarding the use of performance-based options             |
| General Growth Properties, Inc.    | GGP | 370021107 | 5/15/07 | 3/16/07 | Annual | 1 | Election of 3 (three) Directors                                     |
|                                    |     |           |         |         |        | 2 | Amendment & Restatement of the employee stock purchase plan         |
|                                    |     |           |         |         |        | 3 | Ratify the selection of independent public accountants              |
|                                    |     |           |         |         |        | 4 | Proposal to declassify the board of directors                       |
| Health Management Associates, Inc. | HMA | 421933102 | 5/15/07 | 3/23/07 | Annual | 1 | Election of 9 (nine) Directors                                      |
|                                    |     |           |         |         |        | 2 | Ratify appointment of Ernst & Young LLP as accounting firm for 2007 |
| Avalon bay Communities, Inc.       | AVB | 053484101 | 5/16/07 | 2/28/07 | Annual | 1 | Election of 9 (nine) Directors                                      |
|                                    |     |           |         |         |        |   | Ratify appointment of Ernst & Young                                 |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|   |     |           |         |         |        |  |    |   |
|---|-----|-----------|---------|---------|--------|--|----|---|
|   |     |           |         |         |        |  | 2  | LLP as accounting firm for 2007   |
| Marsh & McLennan Companies, Inc.        | MMC | 571748102 | 5/17/07 | 3/20/07 | Annual |  | 1a | Election of Director Z. Carter  |
|   |     |           |         |         |        |  | 1b | Election of Director O. Fanjul  |
|   |     |           |         |         |        |  | 2  | Ratification of selection of independent registered public accounting firm                  |
|   |     |           |         |         |        |  | 3  | Approval of amendment of stock purchase plan for international employees                    |
|   |     |           |         |         |        |  | 4  | Political contributions   |
| Redwood Trust, Inc.                     | RWT | 758075402 | 5/18/07 | 3/30/07 | Annual |  | 1  | Election of 3 (three) Directors   |
| Sun Communities, Inc.                   | SUI | 866674104 | 5/23/07 | 4/13/07 | Annual |  | 1  | Election of 2 (two) Directors   |
| Fidelity National Financial, Inc.       | FNF | 31620R105 | 5/23/07 | 4/16/07 | Annual |  | 1  | Election of 4 (four) Directors  |
|   |     |           |         |         |        |  | 2  | Ratify appointment of KPMG LLP as independent registered public accounting firm for YE 2007 |
| Fidelity Nat'l Information Services Inc | FIS | 31620M106 | 5/23/07 | 4/16/07 | Annual |  | 1  | Election of 4 (four) Directors  |
|   |     |           |         |         |        |  | 2  | Ratify appointment of KPMG LLP as independent registered public accounting firm for YE 2007 |
| Home Depot, Inc.                        | HD  | 437076102 | 5/24/07 | 3/26/07 | Annual |  | 1a | Election of Director: D. Batchelder   |



Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|    |  |
|----|--|
| 1b | Election of<br>Director: F. Blake  |
| 1c | Election of<br>Director: G.<br>Brenneman   |
| 1d | Election of<br>Director: J.<br>Clendenin   |
| 1e | Election of<br>Director: C.<br>Gonzales  |
| 1f | Election of<br>Director: M. Hart   |
| 1g | Election of<br>Director: B. Hill   |
| 1h | Election of<br>Director: L.<br>Jackson, Jr.  |
| 1i | Election of<br>Director: H.<br>Johnson-Leipold   |
| 1j | Election of<br>Director: L.<br>Johnston  |
| 1k | Election of<br>Director: K. Langon   |
| 2  | Ratify appointment<br>of KPMG LLP as<br>accounting firm for<br>2007                              |
| 3  | Proposal regarding<br>poison pill<br>implementation  |
| 4  | Proposal regarding<br>employment<br>diversity report<br>disclosure poison<br>pill implementation |
| 5  | Proposal regarding<br>executive officer<br>compensation  |
| 6  | Proposal regarding<br>management bonuses   |
| 7  | Proposal regarding<br>retirement benefits  |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|                            |     |           |         |         |        |    |   |
|----------------------------|-----|-----------|---------|---------|--------|----|---|
|                            |     |           |         |         |        | 8  | Proposal regarding equity compensation                        |
|                            |     |           |         |         |        | 9  | Proposal regarding pay-for-superior performance               |
|                            |     |           |         |         |        | 10 | Proposal regarding political nonpartisanship                  |
|                            |     |           |         |         |        | 11 | Proposal regarding chairman and CEO                           |
| First American Corporation | FAF | 318522307 | 5/24/07 | 3/30/07 | Annual | 1  | Election of fourteen (14) Directors                           |
|                            |     |           |         |         |        | 2  | Ratify selection of PWC LLP as accounting firm for 2007       |
| Wal-Mart                   | WMT | 931142103 | 6/1/07  | 4/5/07  | Annual | 1  | Election of fifteen (15) Directors                            |
|                            |     |           |         |         |        | 2  | Ratification of Ernst & Young, LLP as independent accountants |
|                            |     |           |         |         |        | 3  | Charitable contributions report                               |
|                            |     |           |         |         |        | 4  | Universal Health Care Policy                                  |
|                            |     |           |         |         |        | 5  | Pay-for-Superior Performance                                  |
|                            |     |           |         |         |        | 6  | Equity Compensation Glass Ceiling                             |
|                            |     |           |         |         |        | 7  | Compensation Disparity  |
|                            |     |           |         |         |        | 8  | Business Social Responsibility Report                         |
|                            |     |           |         |         |        | 9  | Executive Compensation Vote                                   |
|                            |     |           |         |         |        | 10 | Political Contributions Report                                |
|                            |     |           |         |         |        | 11 | Social & Reputation Impact Report                             |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

|                             |     |           |         |         |        |    |  |
|-----------------------------|-----|-----------|---------|---------|--------|----|--|
|                             |     |           |         |         |        | 12 | Cumulative Voting  |
|                             |     |           |         |         |        | 13 | Qualification for Director Nominees  |
| Caterpillar, Inc.           | CAT | 149123101 | 6/13/07 | 4/16/07 | Annual | 1  | Election of four (4) Directors   |
|                             |     |           |         |         |        | 2  | Ratify Auditors  |
|                             |     |           |         |         |        | 3  | Separate CEO & Chair   |
|                             |     |           |         |         |        | 4  | Majority vote standard   |
| MDC Holdings, Inc.          | MDC | 552676108 | 6/25/07 | 4/27/07 | Annual | 1  | Election of one (1) Director   |
| Doral Financial Corporation | DRL | 25811P100 | 7/17/07 | 6/11/07 | Annual | 1  | Issuance of shares of common stock   |
|                             |     |           |         |         |        | 2  | Amendment to restated certificate of incorporation to increase the number of authorized shares of our capital stock and common stock   |
|                             |     |           |         |         |        | 3  | Amendment to our restated certificate of incorporation to decrease the par value of our common shares.   |
|                             |     |           |         |         |        | 4  | Amendment to our restated certificate of incorporation to effect a 1 for 20 reverse stock split together with a corresponding reduction in the number of authorized shares of our common stock and capital stock |
|                             |     |           |         |         |        | 5  | Election of ten (10) Directors   |
|                             |     |           |         |         |        |    | Appointment of PWC, LLP as independent registered public   |

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form N-PX

6 accounting firm for  
2007

7 Adjournment of  
postponement of  
meeting to permit  
further  
solicitation of  
proxies

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/ Stephen C. Miller  
-----

Stephen C. Miller, President  
(Principal Executive Officer)

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