

BOULDER GROWTH & INCOME FUND

Form 4

November 24, 2008

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNS CARL D

2. Issuer Name **and** Ticker or Trading
Symbol

BOULDER GROWTH & INCOME
FUND [BIF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2344 SPRUCE STREET, SUITE A

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)

11/21/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Vice President and Treasurer

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BOULDER, CO 80302

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/21/2008		P	V Amount (A) or (D) Price 2,000 A \$ 3.57	8,000	D	
Common Stock	11/21/2008		P	2,000 A \$ 3.33	10,000	D	
Common Stock	11/21/2008		P	2,000 A \$ 3.5	12,000	D	
Common Stock	11/21/2008		P	2,000 A \$ 3.44	14,000	D	
Common Stock	11/21/2008		P	3,000 A \$ 3.41	17,000	D	

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Common Stock	11/21/2008	P	3,000	A	\$ 3.41	20,000	D
Common Stock	11/21/2008	P	2,000	A	\$ 3.42	22,000	D
Common Stock	11/21/2008	P	2,000	A	\$ 3.45	24,000	D
Common Stock	11/21/2008	P	2,000	A	\$ 3.43	26,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JOHNS CARL D
2344 SPRUCE STREET
SUITE A
BOULDER, CO 80302

Vice President and Treasurer

Signatures

Carl D. Johns 11/24/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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