

BOULDER GROWTH & INCOME FUND

Form 4

June 24, 2008

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER ELLEN O2. Issuer Name and Ticker or Trading
SymbolBOULDER GROWTH & INCOME
FUND [BIF]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

200 SOUTH SANTA FE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2008

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

Covered Person

SALINA, KS 67401

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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 Ownership (Instr. 4)
Common Stock	06/20/2008		X ⁽¹⁾	V Amount (A) or (D) Price 3,000 A \$ 7.48	33,379	D	
Common Stock	06/20/2008		X ⁽²⁾	1,200 A \$ 7.48	34,579	D	

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

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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Subscription Rights (right to buy)	\$ 7.48	06/20/2008		X		9,000		05/23/2008	06/20/2008	Common Stock	3,000
Subscription Rights (right to buy)	\$ 7.48	06/20/2008		X		3,600		05/23/2008	06/20/2008	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER ELLEN O 200 SOUTH SANTA FE SALINA, KS 67401				Covered Person
HOREJSI STEWART R 200 SOUTH SANTA FE SALINA, KS 67401		X		

Signatures

Ellen O. Horejsi
(Cooper) 06/24/2008

__Signature of Reporting
Person Date

Stewart R. Horejsi 06/24/2008

__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).

(1) The shares listed under Item 4 were acquired through subscription in the Boulder Growth & Income Fund, Inc.'s 1-for-3 rights offering which expired on Friday, June 20, 2008. Shares of common stock issued pursuant to the exercise of 9,000 rights.

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- (2) The shares listed under Item 4 were acquired through subscription in the Boulder Growth & Income Fund, Inc.'s 1-for-3 rights offering which expired on Friday, June 20, 2008. Shares of common stock issued pursuant to the exercise of 3,600 rights.

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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