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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

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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

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							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

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							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

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							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

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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

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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

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							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



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

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						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

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						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

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.