

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER STEPHEN C

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)
President

BOULDER, CO 80302

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

(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/21/2008		P		700	A	\$ 3.52	10,834	I <u>(1)</u>	By Self as Member of Erma Miller LLC
Common Stock	11/21/2008		P		1,400	A	\$ 3.53	12,234	I <u>(1)</u>	By Self as Member of Erma Miller LLC
Common Stock	11/21/2008		P		400	A	\$ 3.58	12,634	I <u>(1)</u>	By Self as Member of

Edgar Filing: BOULDER GROWTH & INCOME FUND - Form 4

Common Stock	11/21/2008	P	306	A	\$ 3.6	12,940	I ⁽¹⁾	Erma Miller LLC By Self as Member of Erma Miller LLC
Common Stock	11/21/2008	P	1,000	A	\$ 3.64	13,940	I ⁽¹⁾	By Self as Member of Erma Miller LLC
Common Stock	11/21/2008	P	1,400	A	\$ 3.66	15,340	I ⁽¹⁾	By Self as Member of Erma Miller LLC
Common Stock	11/21/2008	P	300	A	\$ 3.65	15,640	I ⁽¹⁾	By Self as Member of Erma Miller LLC
Common Stock	11/21/2008	P	4,494	A	\$ 3.66	20,134	I ⁽¹⁾	By Self as Member of Erma Miller LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Owned Following Transaction (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER STEPHEN C 2344 SPRUCE STREET SUITE A BOULDER, CO 80302			President	

Signatures

Stephen C. Miller 11/24/2008

__Signature of Date
Reporting Person

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).

The members of Erma Miller, LLC ("EMLLC") are Erma Miller, Stephen C. Miller, William Miller, Susan Roof, and Cynthia Ziegler.

- (1) Such members may be deemed to control EMLLC and may be deemed to possess indirect beneficial ownership of the Shares held by EMLLC. Stephen C. Miller and Erma Miller, acting alone, can vote or exercise dispositive authority over Shares held by EMLLC.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.