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BOULDER GROWTH & INCOME FUND  
Form N-PX/A  
October 23, 2009

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

FORM N-PX  
(Amendment No. 1)

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

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, 2008 - June 30, 2009

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, 2008 to June 30, 2009

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| Name of Issuer  | Ticker Symbol | CUSIP     | Shareholder  |             |              | Meeting Type   | Description of Matter to be Voted On   | Prop b Iss o Hol |
|---|---------------|-----------|--------------|-------------|--------------|--|--|------------------|
|   |               |           | Meeting Date | Record Date | Meeting Date |  |  |                  |
| Diageo PLC  | DEO           | 25243Q205 | 10/15/2008   | 9/8/2008    | Annual       | 1 Report and accounts<br>2 Director's remuneration report 2008<br>3 Declaration of final dividend<br>4 Re-elect Dr. FB Humer as Director<br>5 Re-elect M. Lilja as Director<br>6 Re-elect WS Shanahan as Director<br>7 Re-elect HT Stitzer as Director<br>8 Election of PG Scott as Director<br>9 Re-appointment and remuneration of auditor<br>10 Authority to allot relevant securities<br>11 Disapplication of pre-emption rights<br>12 Authority to purchase own ordinary shares<br>13 Authority to make political donations and or incur political expenditure<br>14 Adoption of the Diageo plc 2008 Performance Share Plan<br>15 Adoption of the Diageo plc 2008 Senior Executive Share Option Plan<br>16 Authority to establish international share plans<br>17 Amendments to the articles of association | Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu<br>Issu |                  |
| Advent Claymore Global Conv Sec & In W7 - AMPS Shares | AGC-W         | 007639305 | 9/23/2008    | 8/18/2008   | Annual       | 1 Such other business as may properly come before the meeting or any adjournment thereof   | Issu   |                  |
| Anheuser-Busch Companies Inc.                         | BUD           | 035229103 | 11/12/2008   | 10/3/2008   | Special      | 1 Adopt agreement and plan of merger.  | Issu   |                  |

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|                                       |     |           |            |            |        |   |  |      |
|---------------------------------------|-----|-----------|------------|------------|--------|---|--|------|
|                                       |     |           |            |            |        | 2 | Adjourn special meeting to a later date to solicit additional proxies if there are insufficient votes to approve proposal number 1 | Issu |
| Walgreen Co.                          | WAG | 931422109 | 1/14/2008  | 11/17/2008 | Annual | 1 | Election of ten (10) Directors   | Issu |
|                                       |     |           |            |            |        | 2 | Ratify appointment of Deloitte & Touche, LLP & Young LLP as public accounting firm.  | Issu |
|                                       |     |           |            |            |        | 3 | Increase number of common shares   | Issu |
|                                       |     |           |            |            |        | 4 | Chairman be an independent director who has not served as an executive officer   | Hold |
|                                       |     |           |            |            |        | 5 | Ratify compensation of named executive officers  | Hold |
| First American Corporation            | FAF | 318522307 | 12/10/2008 | 10/13/2008 | Annual | 1 | Election of seventeen (17) Directors   | Issu |
|                                       |     |           |            |            |        | 2 | Increase range in the number of directors to 10 of 18  | Issu |
|                                       |     |           |            |            |        | 3 | Ratify appointment of PWC, LLP & Young LLP as public accounting firm.  | Issu |
| D.R. Horton, Inc.                     | DHI | 23331A109 | 1/29/2009  | 12/2/2008  | Annual | 1 | Election of seven (7) Directors  | Issu |
|                                       |     |           |            |            |        | 2 | Amend EEO Policy   | Hold |
|                                       |     |           |            |            |        | 3 | Majority vote standard for election of directors   | Hold |
|                                       |     |           |            |            |        | 4 | Conduct other business properly brought before meeting   | Issu |
| F&C/Claymore PFD SEC Income FD-common | FFC | 338478100 | 4/21/2009  | 1/21/2009  | Annual | 1 | Election of one (1) director   | Issu |
| F&C/Claymore Total Return Fund-common | FLC | 338479108 | 4/21/2009  | 1/21/2009  | Annual | 1 | Election of one (1) director   | Issu |
| Eaton                                 | ETN | 278058102 | 4/22/2009  | 2/23/2009  | Annual | 1 | Election of four (4)   | Issu |

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| Corporation                      |       |           |           |           |        |   |    | Directors   |      |
|----------------------------------|-------|-----------|-----------|-----------|--------|---|----|---|------|
|                                  |       |           |           |           |        |   | 2  | 2009 Stock Plan   | Issu |
|                                  |       |           |           |           |        |   | 3  | Ernst & Young as auditor                                  | Issu |
| General Electric Company         | GE    | 369604103 | 4/22/2009 | 2/23/2009 | Annual | A |    | Election of four (4) Directors                            | Issu |
|                                  |       |           |           |           |        |   | B  | Ratify KPMG   | Issu |
|                                  |       |           |           |           |        |   | C1 | Cumulative Voting   | Hold |
|                                  |       |           |           |           |        |   | C2 | Executive Compensation                                    | Hold |
|                                  |       |           |           |           |        |   | C3 | Study re Breaking up GE                                   | Hold |
|                                  |       |           |           |           |        |   | C4 | Dividend policy   | Hold |
|                                  |       |           |           |           |        |   | C5 | Golden parachutes   | Hold |
| Johnson & Johnson                | JNJ   | 478160104 | 4/23/2009 | 2/24/2009 | Annual | 1 |    | Election of ten (10) Directors                            | Issu |
|                                  |       |           |           |           |        |   | 2  | Ratify PWC  | Issu |
|                                  |       |           |           |           |        |   | 3  | Executive Compensation                                    | Hold |
| Great Planes Energy Incorporated | GXP   | 391164100 | 5/5/2009  | 2/24/2009 | Annual | 1 |    | Election of nine (9) Directors                            | Issu |
|                                  |       |           |           |           |        |   | 2  | D&T as auditors   | Issu |
|                                  |       |           |           |           |        |   | 3  | Increase authorized shares of common stock                | Issu |
| American Express Company         | AXP   | 025816109 | 4/27/2009 | 2/27/2009 | Annual | 1 |    | Election of twelve (12) Directors                         | Issu |
|                                  |       |           |           |           |        |   | 2  | Ratify appointment of PWC, LLP as public accounting firm. | Issu |
|                                  |       |           |           |           |        |   | 3  | Executive compensation                                    | Issu |
|                                  |       |           |           |           |        |   | 4  | Cumulative voting for directors                           | Hold |
|                                  |       |           |           |           |        |   | 5  | Calling of special shareholder meetings                   | Hold |
| Neuberger Bermen R/E SEC Incom   | NRO-M | 64190A202 | 5/13/2009 | 2/27/2009 | Annual | 1 |    | Approve new management agreement                          | Issu |
|                                  |       |           |           |           |        |   | 2  | Approve new sub-advisory agreement                        | Issu |
|                                  |       |           |           |           |        |   | 3  | Election of five (5) Directors                            | Issu |
| Berkshire Hathaway, Inc.         | BRK/B | 084670207 | 5/2/2009  | 3/4/2009  | Annual | 1 |    | Election of eleven (11) Directors                         | Issu |
|                                  |       |           |           |           |        |   | 2  | Sustainability report                                     | Hold |
| Berkshire Hathaway, Inc.         | BRK/A | 084670108 | 5/2/2009  | 3/4/2009  | Annual | 1 |    | Election of eleven (11) Directors                         | Issu |
|                                  |       |           |           |           |        |   | 2  | Sustainability report                                     | Hold |
| Cohen &                          | RLF   | 19247W102 | 4/30/2009 | 3/5/2009  | Annual | 1 |    | Election of three (3)                                     | Issu |

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|                                     |       |           |           |           |        |   | Directors                           |      |  |
|-------------------------------------|-------|-----------|-----------|-----------|--------|---|-------------------------------------|------|--|
| Steers Advantage Income             |       |           |           |           |        |   |                                     |      |  |
| Cohen & Steers Prem Inc Rlty-Com    | RPF   | 19247V104 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Cohen & Steers Quality Inc RLTY -   | RQI   | 19247L106 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Cohen & Steers REIT & PDF Inc-S     | RNP-W | 19247X407 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Cohen & Steers REIT & PDF Inc-C     | RNP   | 19247X100 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Cohen & Steers REIT & Utility In Sr | RTU   | 19247Y108 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Cohen & Steers SEL Utility FD-SER   | UTF-M | 19248A208 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Cohen & Steers Worldwide Realty I   | RWF   | 19248J100 | 4/30/2009 | 3/5/2009  | Annual | 1 | Election of three (3) Directors     | Issu |  |
| 3M Company                          | MMM   | 88579Y101 | 5/12/2009 | 3/13/2009 | Annual | 1 | Election of nine (9) Directors      | Issu |  |
|                                     |       |           |           |           |        | 2 | PWC as accountant                   | Issu |  |
|                                     |       |           |           |           |        | 3 | Special meetings                    | Hold |  |
|                                     |       |           |           |           |        | 4 | Vesting of stock options and awards | Hold |  |
| Gabelli Dividend & Income Trust PF  | GDV-T | 36242H302 | 5/18/2009 | 3/16/2009 | Annual | 1 | Election of three (3) Directors     | Issu |  |
| Constellation Energy Group, Inc.    | CEG   | 21037110  | 5/29/2009 | 3/27/2009 | Annual | 1 | Election of eleven (11) Directors   | Issu |  |
|                                     |       |           |           |           |        | 2 | PWC, LLP as accountant              | Issu |  |
| Fidelity National Financial, Inc.   | FNF   | 31620R105 | 5/28/2009 | 3/30/2009 | Annual | 1 | Election of two (2) Directors       | Issu |  |
|                                     |       |           |           |           |        | 2 | KPMG LLP as accountants             | Issu |  |
| The Home Depot, Inc.                | HD    | 437076102 | 5/28/2009 | 3/30/2009 | Annual | 1 | Election of nine (9) Directors      | Issu |  |

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|                          |     |           |           |           |        |   |   |      |
|--------------------------|-----|-----------|-----------|-----------|--------|---|---|------|
|                          |     |           |           |           |        | 2 | KPMG, LLP as<br>accounting firm                             | Issu |
|                          |     |           |           |           |        | 3 | Allow holders of 25%<br>shares to call a<br>special meeting | Issu |
|                          |     |           |           |           |        | 4 | Cumulative voting   | Hold |
|                          |     |           |           |           |        | 5 | Special shareholder<br>meetings                             | Hold |
|                          |     |           |           |           |        | 6 | Employment diversity<br>report                              | Hold |
|                          |     |           |           |           |        | 7 | Executive officer<br>compensation                           | Hold |
|                          |     |           |           |           |        | 8 | Energy use  | Hold |
| Wal-Mart<br>Stores, Inc. | WMT | 931142103 | 6/5/2009  | 4/9/2009  | Annual | 1 | Election of fifteen<br>(15) Directors                       | Issu |
|                          |     |           |           |           |        | 2 | Ernst & Young LLP as<br>accountant                          | Issu |
|                          |     |           |           |           |        | 3 | Gender identity<br>non-discrimination<br>policy             | Hold |
|                          |     |           |           |           |        | 4 | Pay for superior<br>performance                             | Hold |
|                          |     |           |           |           |        | 5 | Advisory vote on<br>executive compensation                  | Hold |
|                          |     |           |           |           |        | 6 | Political<br>contributions report                           | Hold |
|                          |     |           |           |           |        | 7 | Special shareowner<br>meetings                              | Hold |
|                          |     |           |           |           |        | 8 | Incentive<br>compensation to be<br>stock options            | Hold |
| Caterpillar,<br>Inc      | CAT | 149123101 | 6/10/2009 | 4/13/2009 | Annual | 1 | Election of five (5)<br>Directors                           | Issu |
|                          |     |           |           |           |        | 2 | Ratify Auditors   | Issu |
|                          |     |           |           |           |        | 3 | Annual election of<br>directors                             | Hold |
|                          |     |           |           |           |        | 4 | Majority vote for<br>directors                              | Hold |
|                          |     |           |           |           |        | 5 | Foreign military sales                                      | Hold |
|                          |     |           |           |           |        | 6 | Majority vote   | Hold |
|                          |     |           |           |           |        | 7 | Independent<br>compensation<br>consultant                   | Hold |
|                          |     |           |           |           |        | 8 | Independent Chairman<br>of the Board                        | Hold |
|                          |     |           |           |           |        | 9 | Lobbying priorities   | Hold |

SIGNATURE

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.

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(Registrant) Boulder Growth & Income Fund, Inc.

By: /s/ Stephen C. Miller  
-----  
Stephen C. Miller  
President (Principal Executive Officer)

Date: October 23, 2009