

BOULDER GROWTH & INCOME FUND
 Form 4
 November 24, 2008

FORM 4

UNITED 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 *
 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
 Officer (give title below) _____ Other (specify below)
 President

BOULDER, CO 80302
 (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
 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|------------------|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/21/2008 | | P | | 700 | A | \$ 3.52 | 10,834 | I ⁽¹⁾ | By Self as Member of Erma Miller LLC |
| Common Stock | 11/21/2008 | | P | | 1,400 | A | \$ 3.53 | 12,234 | I ⁽¹⁾ | By Self as Member of Erma Miller LLC |
| Common Stock | 11/21/2008 | | P | | 400 | A | \$ 3.58 | 12,634 | I ⁽¹⁾ | By Self as Member of |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|--------|------------------|---|
| 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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | |
|------|---------------------|--------------------|-------|--|
| | 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
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).

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.