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BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 28, 2006

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, 2005 - June 30, 2006

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

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FOR PERIOD JULY 1, 2005 TO JUNE 30, 2006

| Name of Issuer            | Ticker Symbol | CUSIP     | Shldr Meeting Date | Record Date | Mtg Type | Description of Matter to be Voted On   |
|---------------------------|---------------|-----------|--------------------|-------------|----------|--|
| H&R Block, Inc.           | HRB           | 093671105 | 9/7/05             | 7/5/05      | Annual   | 1 Election of four (4) directors   |
|                           |               |           |                    |             |          | 2 Approval of the H&R Block executive performance plan, as amended                           |
|                           |               |           |                    |             |          | 3 Ratification of appointment of KPMG LLP as independent accountants                         |
| Sara Lee Corporation      | SLE           | 803111103 | 10/27/05           | 9/1/05      | Annual   | 1 Election of eleven (11) directors  |
|                           |               |           |                    |             |          | 2 Ratification of appointment of PricewaterhouseCoopers LLP as registered public accountants |
|                           |               |           |                    |             |          | 3 Approval of the 2005 international employee stock purchase plan                            |
|                           |               |           |                    |             |          | 4 Stockholder proposal regarding code of conduct   |
|                           |               |           |                    |             |          | 5 Stockholder proposal regarding severance arrangements                                      |
|                           |               |           |                    |             |          | 6 Stockholder proposal regarding rights agreement  |
| Prentiss Properties Trust | PP            | 740706106 | 12/21/05           | 11/15/05    | Special  | 1 Approval of the agreement and plan of merger   |
| Washington Mutual         | WM            | 478160104 | 4/18/06            | 2/24/06     | Annual   | 1 Election of six (6) directors  |
|                           |               |           |                    |             |          | Proposal to ratify the appointment of Deloitte & Touche LLP as the                           |

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|   |     |           |         |         |        |  |   |   |
|---|-----|-----------|---------|---------|--------|--|---|---|
|   |     |           |         |         |        |  | 2 | company's independent auditors for 2006   |
|   |     |           |         |         |        |  | 3 | To approve the amended and restated 2003 equity incentive plan, including an increase in the number of shares that may be subject to awards made thereunder   |
|   |     |           |         |         |        |  | 4 | To approve the executive incentive compensation plan  |
|   |     |           |         |         |        |  | 5 | To approve the company proposal to amend the articles of incorporation (as amended) to declassify the board of directors and establish annual elections for all company directors commencing with the 2007 annual meeting, rather than the current staggered three-year terms |
|   |     |           |         |         |        |  | 6 | Proposal relating to the disclosure of the company's political contributions  |
| F&C/Claymore<br>Total Return<br>Fund Common | FLC | 338479108 | 4/21/06 | 1/30/06 | Annual |  | 1 | Vote for the election on Morgan Gust  |
| F&C/Claymore<br>PFD SEC Income<br>FD-Common | FFC | 338478100 | 4/21/06 | 1/30/06 | Annual |  | 1 | Vote for the election on Morgan Gust  |
| Merck & Co.,<br>Inc.                        | MRK | 589331107 | 4/25/06 | 2/24/06 | Annual |  | 1 | Election of twelve (12) directors   |
|   |     |           |         |         |        |  | 2 | Ratification of the appointment of the company's independent registered public accounting firm for 2006   |
|   |     |           |         |         |        |  | 3 | Proposal to adopt the 2007 incentive plan   |
|   |     |           |         |         |        |  |   | Proposal to adopt the 2006 non-employee directors stock option  |

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|                                   |     |           |         |         |        |   |  |
|-----------------------------------|-----|-----------|---------|---------|--------|---|--|
|                                   |     |           |         |         |        | 4 | plan   |
|                                   |     |           |         |         |        | 5 | Proposal concerning<br>stock option awards   |
|                                   |     |           |         |         |        | 6 | Stockholder proposal<br>concerning non-director<br>shareholder votes                             |
|                                   |     |           |         |         |        | 7 | Proposal concerning an<br>animal welfare policy<br>report  |
| Anheuser-Busch<br>Companies, Inc. | BUD | 035229103 | 4/26/06 | 2/28/06 | Annual | 1 | Election of five (5)<br>directors  |
|                                   |     |           |         |         |        | 2 | Amendment of the<br>restated certificate of<br>incorporation                                     |
|                                   |     |           |         |         |        | 3 | Approval of 2006<br>restricted stock plan<br>for non-employee<br>directors                       |
|                                   |     |           |         |         |        | 4 | Approval of independent<br>registered public<br>accounting firm                                  |
| Eaton                             | ETN | 278058102 | 4/26/06 | 2/27/06 | Annual | 1 | Election of four (4)<br>directors  |
|                                   |     |           |         |         |        | 2 | Ratification of the<br>appointment of Ernst &<br>Young LLP as<br>independent auditor for<br>2006 |
| Johnson &<br>Johnson              | JNJ | 478160104 | 4/27/06 | 2/28/06 | Annual | 1 | Election of thirteen<br>(13) directors   |
|                                   |     |           |         |         |        | 2 | Approval of amendments<br>to the restated<br>certificate of<br>incorporation                     |
|                                   |     |           |         |         |        | 3 | Ratification of<br>appointment of PWC as<br>independent registered<br>public accounting firm     |
|                                   |     |           |         |         |        | 4 | Proposal on charitable<br>contributions  |
|                                   |     |           |         |         |        | 5 | Proposal on majority<br>voting requirements for<br>director nominees                             |

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|                              |     |           |         |         |        |    |   |
|------------------------------|-----|-----------|---------|---------|--------|----|---|
| Pfizer Inc.                  | PFE | 717081103 | 4/27/06 | 3/1/06  | Annual | 1  | Election of thirteen (13) directors   |
|                              |     |           |         |         |        | 2  | Appointment of KPMG as independent registered accounting firm   |
|                              |     |           |         |         |        | 3  | Proposal to amend company's restated certificate of incorporation to eliminate supermajority vote requirements and fair price provision |
|                              |     |           |         |         |        | 4  | Proposal relating to term limits for directors  |
|                              |     |           |         |         |        | 5  | Proposal requesting reporting on pharmaceutical price restraint   |
|                              |     |           |         |         |        | 6  | Proposal relating to cumulative voting  |
|                              |     |           |         |         |        | 7  | Proposal requesting separation of roles of chairman and CEO   |
|                              |     |           |         |         |        | 8  | Proposal requesting a report on political contributions   |
|                              |     |           |         |         |        | 9  | Proposal requesting a report on feasibility of amending corporate policy on laboratory animal care and use                              |
|                              |     |           |         |         |        | 10 | Proposal requesting justification for financial contributions which advance animal-based testing methodologies                          |
| Pan Pacific Properties, Inc. | PNP | 69806L104 | 4/28/06 | 2/16/06 | Annual | 1  | Election of four (4) directors  |
| Brandywine Realty Trust      | BDN | 105368203 | 5/2/06  | 3/23/06 | Annual | 1  | Election of ten (10) directors  |
|                              |     |           |         |         |        |    | Ratification of the audit committee's appointment of Pricewaterhousecoopers   |

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|                                     |       |           |         |         |        |   |   |
|-------------------------------------|-------|-----------|---------|---------|--------|---|---|
|                                     |       |           |         |         |        |   | LLP as independent registered public accounting firm  |
|                                     |       |           |         |         |        | 2 |   |
| Bristol-Myers Squibb Company        | BMY   | 110122108 | 5/2/06  | 3/6/06  | Annual | 1 | Election of nine (9) directors  |
|                                     |       |           |         |         |        | 2 | Ratification of independent registered public accounting firm                                   |
|                                     |       |           |         |         |        | 3 | Executive compensation disclosure   |
|                                     |       |           |         |         |        | 4 | Cumulative voting   |
|                                     |       |           |         |         |        | 5 | Recoupment  |
|                                     |       |           |         |         |        | 6 | Animal Treatment  |
|                                     |       |           |         |         |        | 7 | Term Limits   |
| Berkshire Hathaway Inc.             | BRK/A | 084670108 | 5/6/06  | 3/8/06  | Annual | 1 | Election of eleven (11) directors   |
| Berkshire Hathaway Inc., Class B    | BRK/B | 084670207 | 5/6/06  | 3/8/06  | Annual | 1 | Election of eleven (11) directors   |
| Avalon Bay Communities, Inc.        | AVB   | 053484101 | 5/17/06 | 3/8/06  | Annual | 1 | Election of nine (9) directors  |
|                                     |       |           |         |         |        | 2 | Ratify the selection of Ernst & Young LLP as the company's independent auditors for the YE 2006 |
| Archstone-Smith Trust               | ASN   | 039583109 | 5/17/06 | 3/27/06 | Annual | 1 | Election of ten (10) directors  |
|                                     |       |           |         |         |        | 2 | appointment of KPMG LLP as auditors for the current fiscal year                                 |
| First Industrial Realty Trust, Inc. | FR    | 32054K103 | 5/17/06 | 3/21/06 | Annual | 1 | Election of four (4) directors  |
|                                     |       |           |         |         |        | 2 | Approval of amendment 1 (one) to the 2001 stock incentive plan                                  |

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|                                 |     |           |         |         |        |  |   |  |
|---------------------------------|-----|-----------|---------|---------|--------|--|---|--|
|                                 |     |           |         |         |        |  | 3 | Ratification of the appointment of Pricewaterhousecoopers LLP as independent registered public accounting firm   |
| The First American Corporation  | FAF | 318522307 | 5/18/06 | 3/21/06 | Annual |  | 1 | Election of fourteen (14) directors  |
|                                 |     |           |         |         |        |  | 2 | Approval of the 2006 incentive compensation plan   |
| Marsh & McLennan Companies, Inc | MMC | 571748102 | 5/18/06 | 3/20/06 | Annual |  | 1 | Election of three (3) directors  |
|                                 |     |           |         |         |        |  | 2 | Ratification of selection of independent registered public accounting firm   |
|                                 |     |           |         |         |        |  | 3 | Director election voting standard  |
|                                 |     |           |         |         |        |  | 4 | Political contribution disclosure  |
| HRPT Properties Trust           | HRP | 40426W101 | 5/23/06 | 3/24/06 | Annual |  | 1 | Election of two (2) directors  |
|                                 |     |           |         |         |        |  | 2 | Approve amendments to our declaration of trust that increase certain beneficial ownership limitations from 8.5% - 9.8% of the value of our total shares outstanding. |
|                                 |     |           |         |         |        |  | 3 | Approve an amendment to our declaration of trust that will provide the board of trustees w/ the power to amend to change name.                                       |
|                                 |     |           |         |         |        |  | 4 | Approve an amendment to our declaration of trust that permits us to issue shares w/o certificates  |
|                                 |     |           |         |         |        |  |   | Approve an amendment to our declaration of trust to remove our   |

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|                       |     |           |         |         |        |   |   |
|-----------------------|-----|-----------|---------|---------|--------|---|---|
|                       |     |           |         |         |        | 5 | obligation to deliver certain reports to our shareholders   |
|                       |     |           |         |         |        | 6 | Approve the adjournment or postponement of the meeting, if necessary to solicit additional proxies if there are insufficient votes to approve items 2 - 5 |
| Sun Communities, Inc. | SUI | 866674104 | 5/25/06 | 4/12/06 | Annual | 1 | Election of two (2) directors   |
| Wal-mart Stores, Inc. | WMT | 931142103 | 6/2/06  | 4/5/06  | Annual | 1 | Election of thirteen (13) directors   |
|                       |     |           |         |         |        | 2 | Ratification of independent accountants   |
|                       |     |           |         |         |        | 3 | Proposal regarding humane poultry slaughter   |
|                       |     |           |         |         |        | 4 | Proposal regarding a political contributions report   |
|                       |     |           |         |         |        | 5 | Proposal regarding a director election majority vote standard   |
|                       |     |           |         |         |        | 6 | Proposal regarding a sustainability report  |
|                       |     |           |         |         |        | 7 | Proposal regarding compensation disparity   |
|                       |     |           |         |         |        | 8 | Proposal regarding an equity compensation glass ceiling report  |
| Caterpillar Inc.      | CAT | 149123101 | 6/14/06 | 4/17/06 | Annual | 1 | Election of four (4) directors  |
|                       |     |           |         |         |        | 2 | Amend Articles of Incorporation   |
|                       |     |           |         |         |        | 3 | Approve long-term incentive plan  |
|                       |     |           |         |         |        | 4 | Approve short-term incentive plan   |
|                       |     |           |         |         |        | 5 | Ratify auditors   |



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|   |     |           |         |         |         |   |   |
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|   |     |           |         |         |         | 6 | Declassify board  |
|   |     |           |         |         |         | 7 | Separate CEO & Chair  |
|   |     |           |         |         |         | 8 | Majority vote standard  |
| Regency<br>Centers<br>Corporation               | REG | 758849103 | 5/2/06  | 3/17/06 | Annual  | 1 | Election of eleven (11) directors   |
|   |     |           |         |         |         | 2 | Ratification of appointment of KPMG LLP as independent registered public accounting company |
| Floating Rate,<br>Inc. Strat Fd<br>II, Inc.     | FRB | 339736100 | 8/15/06 | 6/2/06  | Special | 1 | Election of seven (7) directors   |
|   |     |           |         |         |         | 2 | To approve a new investment advisory agreement with Black rock Advisors, Inc.               |
|   |     |           |         |         |         | 3 | To approve a contingent subadvisory with Blackrock Advisors, Inc                            |
| Floating Rate<br>Income<br>Stratagies<br>FD-Com | FRA | 339735102 | 8/15/06 | 6/2/06  | Special | 1 | Election of seven (7) directors   |
|   |     |           |         |         |         | 2 | Approve a new investment advisory agreement w/ Blackrock Advisors, Inc.                     |
|   |     |           |         |         |         | 3 | Approve a contingent subadvisory agreement w/ Blackrock Advisors, Inc.                      |

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.

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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.