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2. CHECK THE BOX IF MEMBER OF A GROUP a[X]  
b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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7. SOLE VOTING POWER

4,600

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

4,600

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

4,600

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES []

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

.04%

14. TYPE OF REPORTING PERSON

IA

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Item 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of Boulder Growth and Income Fund, Inc. ("BIF"). The principal executive offices of BIF are located at 1680 38th Street, Suite 800, Boulder, CO 80301.

Item 2. IDENTITY AND BACKGROUND

This statement is filed on behalf of Phillip Goldstein, 60 Heritage Drive, Pleasantville, NY 10570 and Andrew Dakos, 43 Waterford Drive, Montville, NJ 07045.

Phillip Goldstein is a self-employed investment advisor. He is also President of Kimball and Winthrop, Inc., an investment advisory firm. Andrew Dakos is President of Elmhurst Capital,

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Inc., an investment advisory firm and Managing Member of the general partner of Full Value Partners L.P., an investment fund.

During the last 5 years none of the reporting persons have been convicted in a criminal proceeding, nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which they were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mr. Phillip Goldstein and Mr. Andrew Dakos are U.S. citizens.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Mr. Phillip Goldstein and Mr. Dakos have accumulated shares of the Issuer on behalf of accounts that are managed by them. All funds that have been utilized to purchase such shares are from such accounts or from margin loans from broker dealers where these accounts are held.

### ITEM 4. PURPOSE OF TRANSACTION

The filing persons believe the issuer's shares are undervalued.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

a. As per the proxy statement filed on March 7, 2005 there were 11,327,784 shares outstanding as of February 28, 2005. The percentage set forth in this item (5a) was derived using such number.

Mr. Phillip Goldstein is deemed to be the beneficial owner of 580,900 shares of BIF or 5.13% of the outstanding shares. Mr. Dakos is deemed to be the beneficial owner of 4,600 shares of BIF or .04% of the outstanding shares.

b. Power to dispose of securities resides solely with Mr. Phillip Goldstein for 580,900 shares. Power to vote securities resides solely with Mr. Phillip Goldstein for 167,000 shares and jointly for 32,700 shares. Power to dispose and vote securities resides solely with Mr. Dakos for 4,600 shares.

c. During the last sixty days the following shares of common stock were purchased (there were no sales):

Phillip Goldstein	
5/19/05	5700 @ 6.46
5/17/05	2800 @ 6.3321
5/16/05	3700 @ 6.35
5/12/05	12000 @ 6.45
5/11/05	7000 @ 6.4443
5/10/05	6400 @ 6.48
5/9/05	4700 @ 6.49
5/6/05	15500 @ 6.49
5/5/05	16800 @ 6.486
5/2/05	10000 @ 6.38
4/28/05	6200 @ 6.28
4/27/05	9600 @ 6.3195
4/26/05	6000 @ 6.41
4/25/05	6100 @ 6.41
4/18/05	3400 @ 6.4
4/13/05	5000 @ 6.52

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4/11/05

4800 @ 6.52

d. Beneficiaries of accounts managed by Mr. Phillip Goldstein and Mr. Dakos are entitled to receive any dividends or sales proceeds.

e. NA

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS  
Exhibit 1: Joint Filing Agreement

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 5/23/05

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

Exhibit 1

Joint Filing Agreement

In accordance with Rule 13d-1 (k) (1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of the Schedule 13D (and all further amendments filed by them) with respect to the shares of BIF.

Dated: 5/23/05

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos