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BOULDER GROWTH & INCOME FUND  
Form N-PX  
August 30, 2004

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)

1680 38th Street, Suite 800  
Boulder, CO 80301  
(Address of principal executive offices) (Zip code)

Stephen C. Miller  
1680 38th Street, Suite 800  
Boulder, CO 80301  
(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, 2003 - June 30, 2004

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, 2003 TO JUNE 30, 2004

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Name of Issuer	Ticker Symbol	CUSIP	Shldr Meeting Date	Record Date	Meeting Type	Description of Matter to be Voted On
Northwestern Corporation	NOR	668074107	8/26/03	6/27/03	Annual	1 Approve amendments to and a restatement of the Company's Restated Certificate of Incorporation
Northwestern Corporation	NOR	668074107	8/26/03	6/27/03	Annual	2 Elect two members of Class III of the Board of Directors
Northwestern Corporation	NOR	668074107	8/26/03	6/27/03	Annual	3 Ratification of Deloitte & Touche LLP as Independent Auditor
H&R Block	HRB	093671105	9/10/03	7/8/03	Annual	1 Elect three Class II Directors
H&R Block	HRB	093671105	9/10/03	7/8/03	Annual	2 Approval of an amendment to the 2003 long-term executive compensation plan
H&R Block	HRB	093671105	9/10/03	7/8/03	Annual	3 Ratification of the appointment of KMPG LLP as independent accountants
Fidelity National Financial, Inc.	FNF	316326107	9/29/03	8/18/03	Annual	1 Approve a proposal to amend FNF's Restated Certificate of Incorporation to increase authorized shares of common stock from 150,000,000 to 250,000,000
Fidelity National Financial, Inc.	FNF	316326107	9/29/03	8/18/03	Annual	2 Elect four directors to serve for the next three years and one director to serve for the next two years.
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	1 Directors' and auditors' reports and the accounts for the year ended June 30, 2003.
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	2 Approve the directors' remuneration report for the year ended June 30, 2003
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	3 To declare a final dividend on the ordinary shares
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	4 To re-elect Lord Blyth of Rowington as a director
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	5 To re-elect Mr. JK Oates as a director
						To re-elect Mr. PL

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Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	6	Walsh as a director Re-appointment and renumberation of
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	7	auditors
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	8	Disapplication of pre-emption rights
Diageo PLC	DEO	25243Q205	10/22/03	9/15/03	Annual	9	Authority to purchase own ordinary shares
Sara Lee Corporation	SLE	803111103	10/30/03	9/2/03	Annual	1	Elect twelve directors Ratification of the Appointment of Price WaterhouseCoopers LLP as Sara Lee's
Sara Lee Corporation	SLE	803111103	10/30/03	9/2/03	Annual	2	Independent Accountants for Fiscal 2004. Stockholder Proposal regarding Charitable
Sara Lee Corporation	SLE	803111103	10/30/03	9/2/03	Annual	3	Contributions Stockholder Proposal regarding Sara Lee's
Sara Lee Corporation	SLE	803111103	10/30/03	9/2/03	Annual	4	Code of Conduct
Amerisourcebergen Corporation	ABC	03073E105	3/5/04	1/12/04	Annual	1	Election of Edward E. Hagenlocker and Kurt J. Hilzinger as Directors
Washington Mutual	WM	939322103	4/20/04	2/27/04	Annual	1	Election of four (4) directors
Washington Mutual	WM	939322103	4/20/04	2/27/04	Annual	2	Ratification of the appointment of Deloitte & Touche LLP as independent auditors
Washington Mutual	WM	939322103	4/20/04	2/27/04	Annual	3	for 2004 Shareholder proposal relating to a specific compensation program
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	1	Election of fifteen (15) directors
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	2	A proposal to approve the appointment of KPMG LLP as independent auditors for 2004
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	3	Approve the Pfizer Inc. 2004 Stock Plan Shareholder proposal requesting review of the economic effects of the HIV/AIDS, TB and Malaria pandemics on the Company's business
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	4	strategy Shareholder proposal relating to political contributions
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	5	Shareholder proposal relating to an annual report on corporate resources devoted to supporting political

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Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	6	entities or candidates Shareholder proposal seeking to impose term
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	7	limits on directors Shareholder proposal requesting a report on
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	8	increasing access to Pfizer products Shareholder proposal on
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	9	stock options Shareholder proposal on
Pfizer Inc.	PFE	717081103	4/22/04	2/27/04	Annual	10	invitro testing
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	1	Election of five (5) directors Ratification of the appointment of the
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	2	Company's independent auditors for 2004 Proposal to amend the Restated Certificate of
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	3	Incorporation to declassify the Board of Directors Stockholders Proposal
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	4	concerning management compensation Stockholders proposal concerning extension of
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	5	prescription drug patents Stockholder proposal concerning ethical and
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	6	social performance of the Company Stockholder proposal concerning use of
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	7	shareholder resources for political purposes Stockholder proposal concerning a report
Merck & Co.	MRK	589331107	4/27/04	2/24/04	Annual	8	related to the global HIV/AIDS pandemic
Regency Centers Coporation	REG	758849103	4/28/04	3/22/04	Annual	1	Election of four (4) directors Amendment to Regency's Restated Articles of Incorporation to
Regency Centers Coporation	REG	758849103	4/28/04	3/22/04	Annual	2	eliminate classification of the Board of Directors Amendment to Regency's Restated Articles of Incorporation to
Regency Centers Coporation	REG	758849103	4/28/04	3/22/04	Annual	3	increase the number of authorized shares of preferred stock Amendment to Regency's Restated Articles of Incorporation to delete matters of historical

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Regency Centers Corporation	REG	758849103	4/28/04	3/22/04	Annual	4	interest relating to security capital's ownership limit
Cohen & Steers Advantage Income Realty	RLF	19247W409	4/29/04	3/11/04	Annual	1	Election of three (3) directors Ratify the selection of PricewaterhouseCoopers LLP as independent certified public accountants for the Fund for the fiscal year ending December 31, 2004
Cohen & Steers Advantage Income Realty	RLF	19247W409	4/29/04	3/11/04	Annual	2	Election of five (5) directors
Torchmark Corporation	TMK	891027104	4/29/04	3/5/04	Annual	1	Ratification of auditor
Torchmark Corporation	TMK	891027104	4/29/04	3/5/04	Annual	2	Shareholder proposal regarding use of performance and time-based restricted share programs in executive compensation
Torchmark Corporation	TMK	891027104	4/29/04	3/5/04	Annual	3	Shareholder proposal regarding holding tobacco equities in the company's portfolio
Torchmark Corporation	TMK	891027104	4/29/04	3/5/04	Annual	4	
Berkshire Hathaway Inc.	BRKA	084670108	5/1/04	3/3/04	Annual	1	Election of eleven (11) directors Shareholder proposal to approve the stockholder proposal with respect to political contributions
Berkshire Hathaway Inc.	BRKA	084670108	5/1/04	3/3/04	Annual	2	
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	1	Election of three (3) directors
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	2	Appointment of independent auditors
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	3	Publication of political contributions
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	4	Prohibition of political contributions
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	5	Separation of Chairman and CEO positions
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	6	HIV/AIDS, TB, Malaria
Bristol-Myers Squibb Company	BMY	110122108	5/4/04	3/8/04	Annual	7	Director vote threshold
Avalonbay Communities	AVB	053484101	5/5/04	3/8/04	Annual	1	Election of eight (8) directors
Avalonbay Communities	AVB	053484101	5/5/04	3/8/04	Annual	2	To consider and act upon a stockholder proposal
Boston Properties, Inc.	BXP	101121101	5/5/04	3/17/04	Annual	1	Election of four (4) directors

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Boston Properties, Inc.	BXP	101121101	5/5/04	3/17/04	Annual	2	To consider and act upon a stockholder proposal concerning the annual election of directors
Liberty Property Trust	LRY	531172104	5/5/04	3/5/04	Annual	1	Election of two (2) directors Approval of the proposal to amend the Declaration of Trust of the Trust to amend and restate in its entirety Article VII of the Declaration of Trust
Liberty Property Trust	LRY	531172104	5/5/04	3/5/04	Annual	2	Approval of the proposal to amend the Declaration of Trust to amend Sections 6.2, 6.3 and 10.1(d) of the Declaration of Trust
Liberty Property Trust	LRY	531172104	5/5/04	3/5/04	Annual	3	Approval of the proposal to amend the Trust's Amended and Restated Share Incentive Plan, including an amendment to increase the number of shares available for awards thereunder by 1,500,000 shares to 11,426,256 shares
Liberty Property Trust	LRY	531172104	5/5/04	3/5/04	Annual	4	
Simon Property Group, Inc.	SPG	828806109	5/5/04	3/8/04	Annual	1	Election of seven (7) directors Ratification of appointment of Ernst & Young LLP as independent accountants
Simon Property Group, Inc.	SPG	828806109	5/5/04	3/8/04	Annual	2	Stockholder proposal regarding independent chairman of the board
Simon Property Group, Inc.	SPG	828806109	5/5/04	3/8/04	Annual	3	
Pan Pacific Retail Properties, Inc.	PNP	69806L104	5/6/04	3/5/04	Annual	1	Election of one (1) director
Pan Pacific Retail Properties, Inc.	PNP	69806L104	5/6/04	3/5/04	Annual	2	Charter amendment to declassify the Board Charter amendment to increase the ownership limit of the company's common stock
Pan Pacific Retail Properties, Inc.	PNP	69806L104	5/6/04	3/5/04	Annual	3	
Health Care Property Investors, Inc.	HCP	421915109	5/7/04	3/24/04	Annual	1	Election of ten (10) directors Approval of the amendment to the Charter to increase the Company's authorized common stock to 750,000,000
Health Care Property Investors, Inc.	HCP	421915109	5/7/04	3/24/04	Annual	2	

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Health Care Property Investors, Inc.	HCP	421915109	5/7/04	3/24/04	Annual	3	Approval of the amendment to the Charter to declassify the Board Ratification of Ernst & Young LLP as independent auditors for the year ending December 31, 2004
Health Care Property Investors, Inc.	HCP	421915109	5/7/04	3/24/04	Annual	4	
Arden Realty, Inc.	ARI	039793104	5/11/04	3/31/04	Annual	1	Election of three (3) directors Stockholder proposal regarding severance agreements for senior executives
Arden Realty, Inc.	ARI	039793104	5/11/04	3/31/04	Annual	2	
Healthcare Realty Trust	HR	421946104	5/11/04	3/11/04	Annual	1	Election of three (3) directors
Hospitality Properties Trust	HPT	44106M102	5/11/04	3/16/04	Annual	1	Election of one (1) director
HRPT Properties Trust	HPT	40426W101	5/11/04	3/16/04	Annual	1	Election of one (1) director
Eastman Kodak Company	EK	277461109	5/12/04	3/15/04	Annual	1	Election of three (3) directors
Eastman Kodak Company	EK	277461109	5/12/04	3/15/04	Annual	2	Ratification of election of independent accountants Re-approval of material terms of the performance goals of the 2000 omnibus long-term compensation plan
Eastman Kodak Company	EK	277461109	5/12/04	3/15/04	Annual	3	Shareholder proposal requesting adoption of chemicals policy
Eastman Kodak Company	EK	277461109	5/12/04	3/15/04	Annual	4	Shareholder proposal requesting limits on compensation on certain executives
Eastman Kodak Company	EK	277461109	5/12/04	3/15/04	Annual	5	
First Industrial Realty Trust, Inc.	FR	32054K103	5/12/04	3/22/04	Annual	1	Election of two (2) directors Ratification of the selection of PricewaterhouseCoopers LLP as the company's independent auditors
First Industrial Realty Trust, Inc.	FR	32054K103	5/12/04	3/22/04	Annual	2	
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	1	Election of seventeen (17) directors Adoption of the annual accounts and appropriation profit for the 2003 fiscal year
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	2	Discharge of the members of the Board of

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Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	3	Directors
							Corporate Governance
							and alterations to the
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	4	Articles of Association
							Renumeration of
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	7	non-executive directors
							Appointment of auditors
							for the 2004 financial
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	8	year
							Designation, in
							accordance with
							Articles 96 and 96A of
							Book 2 of the
							Netherlands Civil Code,
							of the Board of
							Directors as the
							Company body authorized
							in respect of the issue
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	9	of shares in the Compan
							Authorization, in
							accordance with Article
							98 of Book 2 of the
							Netherlands Civil Code,
							of the Board of
							Directors to purchase
							shares in the company
							and depositary receipts
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	10	therefor
							Authorization, in
							accordance with Article
							119 of Book 2 of the
							Netherlands Civil Code,
							of the Board of
							Directors to determine
							a registration time for
							the exercise of the
							rights to attend the
							general meeting and to
Unilever N.V.	UN	904784709	5/12/04	3/18/04	Annual	11	vote thereat
USG Corporation	USG	903293405	5/12/04	3/16/04	Annual	1	Election of three (3)
							directors
							Ratification of
							appointment of Deloitte
							& Touche LLP as
							independent public
							accountants for the
							year ending December
USG Corporation	USG	903293405	5/12/04	3/16/04	Annual	2	31, 2004
MGIC Investment Corporation	MTG	552848103	5/13/04	3/15/04	Annual	1	Election of three (3)
							directors
							Ratify the appointment
							of
							PricewaterhouseCoopers
							LLP as the independent
							accountants of the
MGIC Investment Corporation	MTG	552848103	5/13/04	3/15/04	Annual	2	corporation
Providian Financial Corporation	PVN	74406A102	5/13/04	3/15/04	Annual	1	Election of four (4)
							directors



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Providian Financial Corporation	PVN	74406A102	5/13/04	3/15/04	Annual	2	Ratification of appointment of independent auditors
The First American Corporation	FAF	318522307	5/13/04	3/24/04	Annual	1	Election of thirteen (13) directors
Archstone-Smith Realty Trust	ASN	039583109	5/20/04	3/26/04	Annual	1	Election of four (4) directors
Archstone-Smith Realty Trust	ASN	039583109	5/20/04	3/26/04	Annual	2	Ratification of appointment of KPMG LLP as auditors for current fiscal year
Archstone-Smith Realty Trust	ASN	039583109	5/20/04	3/26/04	Annual	3	Shareholder proposal regarding Severance Agreements
Boykin Lodging Company	BOY	103430104	5/20/04	3/24/04	Annual	1	Election of seven (7) directors
AON Corporation	AON	037389103	5/21/04	3/24/04	Annual	1	Election of thirteen (13) directors
AON Corporation	AON	037389103	5/21/04	3/24/04	Annual	2	Ratification of appointment of Ernst & Young LLP as independent auditors
Gables Residential Trust	GBP	362418105	5/21/04	3/19/04	Annual	1	Election of three (3) directors
Gables Residential Trust	GBP	362418105	5/21/04	3/19/04	Annual	2	To approve the 2004 Equity Incentive Plan authorizing the issuance of up to 1,250,000 common shares of beneficial interest
TXU Corp.	TXU	873168108	5/21/04	3/22/04	Annual	1	Election of ten (10) directors
TXU Corp.	TXU	873168108	5/21/04	3/22/04	Annual	2	Approval of auditors Deloitte & Touche LLP
TXU Corp.	TXU	873168108	5/21/04	3/22/04	Annual	3	Shareholder proposal related to officers' sale of restricted stock
Pepsi Bottling Group, Inc.	PBG	713409100	5/26/04	3/29/04	Annual	1	Election of ten (10) directors
Pepsi Bottling Group, Inc.	PBG	713409100	5/26/04	3/29/04	Annual	2	Approval of the PBG 2004 Long-Term Incentive Plan
Pepsi Bottling Group, Inc.	PBG	713409100	5/26/04	3/29/04	Annual	3	Ratification of independent auditors
Post Properties, Inc.	PPS	737464107	5/27/04	3/26/04	Annual	1	Election of three (3) directors
Post Properties, Inc.	PPS	737464107	5/27/04	3/26/04	Annual	2	Approve the amendment to the Bylaws to declassify the Board
Post Properties, Inc.	PPS	737464107	5/27/04	3/26/04	Annual	3	Approve the shareholder proposal regarding shareholder approval of director compensation

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Vornado Realty Trust	VNO	929042109	5/27/04	4/16/04	Annual	1	Election of three (3) directors
Vornado Realty Trust	VNO	929042109	5/27/04	4/16/04	Annual	2	Ratification of selection of independent auditors
Equity Residential	EQR	29476L107	5/28/04	3/29/04	Annual	1	Election of eleven (11) directors
Equity Residential	EQR	29476L107	5/28/04	3/29/04	Annual	2	Approval of amendment to Declaration of Trust to remove potential anti-takeover defense
Equity Residential	EQR	29476L107	5/28/04	3/29/04	Annual	3	Ratification of Ernst & Young LLP as independent auditors for year ending December 31, 2004
Scudder RREEF Real Estate Fund II-PFD	SRO	81119R504	6/4/04	4/12/04	Annual	1	Election of three (3) directors

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.

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.