

BOULDER GROWTH & INCOME FUND
Form N-PX
August 31, 2011

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

FORM N-PX

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, 2010 – June 30, 2011

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, 2010 to June 30, 2011

Name of Issuer	Ticker Symbol	CUSIP	Shareholder Meeting Date	Record Date	Proposal Number	Description of Matter Voted On	Matter Proposed By Issuer or Holder	Vote Cast	Vote	For or Against Management
Neuberger Berman R/E SEC Income-PFD C	NRO SERIES W	64190A301	7/1/2010	4/1/2010	1	Election of five (5) directors	Issuer	Yes	Against	Against
Allegheny Energy, Inc.	AYE	017361106	9/14/2010	7/16/2010	1	Proposal to approve the agreement and plan of merger, dated as of February 10, 2010, by and among Firstenergy Corp., Element Merger Sub, Inc. (a wholly-owned subsidiary of Firstenergy Corp.) and Allegheny Energy, Inc. as amended as of June 4, 2010 and as it may be further amended from time to time, and the merger described therein	Issuer	Yes	For	For
					2	Proposal to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to approve the merger agreement and the merger at the time of the special meeting	Issuer	Abstain	Abstain	Abstain
Advent Claymore Global Conv Sec & IN W7	AGC SERIES W	007639305	9/28/2010	8/16/2010	1	Election of three (3) Directors	Issuer	Yes	Against	Against
	PG	742718109	10/12/2010	8/13/2010	1		Issuer	Yes	For	For

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Proctor and Gamble Company					Election of ten (10) directors					
					2	Ratify appointment of the independent Register Public Accounting Firm	Issuer	Yes	For	For
					3	Cumulative voting	Issuer	Yes	For	For
Diageo PLC	DEO	25243Q205	10/14/2010	9/3/2010	1	Report and accounts 2010	Issuer	Yes	For	For
					2	Directors' remuneration report 2010	Issuer	Yes	For	For
					3	Declaration of final dividend	Issuer	Yes	For	For
					4 - 12	Re-election of nine (9) directors	Issuer	Yes	For	For
					13 - 14	Election of two (2) Directors	Issuer	Yes	For	For
					15	re-appointment of auditor	Issuer	Yes	For	For
					16	Remuneration of auditor	Issuer	Yes	For	For
					17	Authority to allot shares	Issuer	Yes	For	For
					18	Disapplication of pre-emption rights	Issuer	Yes	For	For
					19	Authority to purchase own ordinary shares	Issuer	Yes	For	For
					20	Authority to make political donations and/or to incur political expenditure in the EU	Issuer	Abstain	Abstain	Abstain
					21	Amendment of the Diageo plc 2001 Share Incentive Plan	Issuer	Yes	Against	Against
					22	Adoption of the Diageo plc 2001 Share save Plan	Issuer	Yes	Against	Against
					23	Authority to establish international share plans	Issuer	Yes	Against	Against
					24	Reduce notice of a general meeting other than an annual general meeting	Issuer	Yes	Against	Against
Buckeye Partners, LP	BPL	118230101	11/16/2010	9/17/2010	1	Approval of a first amended and restated agreement and plan of merger by and among Buckeye Partners, LP (The "Partnership"), Buckeye GP LLC, Grand Ohio, LLC, Buckeye GP Holdings LP & Mainline Management LLC, dated	Issuer	Yes	For	For

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					as of August 18, 2010 and the transactions contemplated thereby, all as more fully described in the proxy statement.					
					2	To consider and vote upon the approval of the amended and restated agreement of limited partnership of the partnership	Issuer	Yes	For	For
Becton Dickson and Company	BDX	075887109	2/1/2011	12/10/2010	1	Election of fourteen (14) directors	Issuer	Yes	For	For
					2	Ratification of selection of independent registered public accounting firm	Issuer	Yes	For	For
					3	An advisory vote on the approval of executive compensation	Issuer	Yes	Against	Against
					4	An advisory vote on the approval of executive compensation advisory votes	Issuer	Yes	1 yr	NR
					5	Special shareholder meetings	Issuer	Yes	For	Against
					6	Cumulative voting	Issuer	Yes	For	Against
The Laclede Group, Inc.	LG	505597104	1/27/2011	12/1/2010	1	Election of three (3) Directors	Issuer	Yes	For	For
					2	Re-approval of annual incentive plan	Issuer	Yes	Against	Against
					3	Re-approval of the 2006 Equity Incentive plan, as amended	Issuer	Yes	Against	Against
					4	Advisory nonbinding approval of resolution to approve compensation of executives	Issuer	Yes	Against	Against
					5	Advisory nonbinding approval of interval at which we seek shareholder approval of compensation of executives	Issuer	Yes	1 yr	Against
					6	Ratify the appointment of Deloitte & Touche as independent registered public accounting for fiscal year 2011	Issuer	Yes	For	For

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Atmos Energy Corporation	ATO	049560105	2/9/2011	12/15/2010	1	A-D	Election of four (4) Directors	Issuer	Yes	For	For
					2		Proposal to amend the company's 1998 long-term incentive plan to increase the number of shares reserved for issuance under the plan and to extend the term of the plan for an additional five years	Issuer	Yes	Against	Against
					3		Proposal to amend the company's annual incentive plan for management to extend the term for an additional five years	Issuer	Yes	Against	Against
					4		Proposal to ratify the appointment of Ernst & Young LLP as the company's independent registered accounting firm for fiscal 2011	Issuer	Yes	For	For
					5		Proposal for an advisory by shareholders to approve the compensation of the company's named executive officers for fiscal 2010 ("say on pay")	Issuer	Yes	Against	Against
					6		Proposal for an advisory on the frequency of vote say on pay in future years	Issuer	Yes	1 yr	For
Penn Virginia Resource Partners LP	PVR	707884102	2/16/2011	12/20/2010	1		To consider and vote upon the approval and adoption of the (A) agreement and plan of merger of by and among Penn Virginia Resource Partners, LP, Penn Virginia Resource GP, LLC PVR Radnor, LLC, Penn Virginia GP Holdings LP and PVG GP, LLC, the general partner of holdings, (B) merger & (C)	Issuer	Yes	For	For

					transactions contemplated thereby, all as more fully described in the proxy statement					
					2	To consider and vote upon the approval and adoption of the fourth amended and restated agreement of limited partnership of the partnership	Issuer	Yes	For	For
					3	To consider and vote upon any proposal that may be presented to adjourn the partnership special meeting to a later date, if necessary, to solicit additional proxies in the event that there are insufficient votes in favor of any of the foregoing proposals	Issuer	Abstain	Abstain	Abstain
WGL Holdings, Inc.	WGL	92924F106	3/3/2011	1/3/2011	1	Election of seven (7) Directors	Issuer	Yes	For	For
					2	Proposal to ratify the appointment of Deloitte & Touche LLP as independent public accountants for fiscal year 2011	Issuer	Yes	For	For
					3	Proposal to provide cumulative voting in the election of directors	Issuer	Yes	For	For
					4	Proposal to approve, by non-binding core, compensation paid to certain executive officers	Issuer	Yes	For	For
					5	To recommend by non-binding vote the frequency of executive compensation votes	Issuer	Yes	1yr	For
Piedmont Natural Gas Company	PNY	720186105	3/4/2011	12/27/2010	1	Election of four (4) Directors	Issuer	Yes	For	For
					2	Ratification of appointment of Deloitte & Touche LLP as the company's independent registered public	Issuer	Yes	For	For

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						accounting firm for the 2001 fiscal year				
					3	Approval of the company's amended and restated incentive compensation plan	Issuer	Yes	Against	Against
					4	Advisory vote on executive compensation	Issuer	Yes	Against	Against
					5	Advisory vote on frequency of shareholder advisory vote on executive compensation	Issuer	Yes	1 yr	Against
Franklin Resources, Inc.	BEN	354613101	3/15/2011	1/18/2011	1	Election of twelve (12) Directors	Issuer	Yes	For	For
					2	To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2011	Issuer	Yes	For	For
					3	To approve an amendment and restatement of the Franklin Resources, Inc. 2002 Universal Stock Incentive Plan to increase the number of authorized shares of common stock available for issuance by 10,000,000 shares	Issuer	Yes	Against	Against
					4	To approve on an advisory basis the compensation of the Company's executive officers	Issuer	Yes	For	For
					5	Advisory vote on the frequency of advisory votes on the compensation plan of the Company's executive officers	Issuer	Yes	1 yr	Against
Scana Corporation	SCG	80589M102	4/21/2011	3/3/2011	1	Election of five (5) Directors	Issuer	Yes	For	For
					2	Approval of amendment to director compensation	Issuer	Yes	For	For

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						and deferral plan				
					3	Approval of amendment to articles of incorporation to increase shares from 150,000,000 to 200,000,000	Issuer	Yes	For	For
					4	Approval of appointment of independent registered public accounting firm	Issuer	Yes	For	For
					5	Advisory (non-binding) vote on executive compensation vote	Issuer	Yes	For	For
					6	Advisory (non-binding) vote on frequency of executive compensation vote	Issuer	Yes	1 yr	Against
Centerpoint Energy, Inc.	CNP	15189T107	4/21/2011	2/22/2011	1	Election of ten (10) Directors	Issuer	Yes	For	For
					2	Ratify the appointment of Deloitte & Touche LLP as independent auditors for 2011	Issuer	Yes	For	For
					3	Approve the advisory resolution on executive compensation	Issuer	Yes	For	For
					4	Advisory vote on the frequency of future advisory shareholder vote on executive compensation	Issuer	Yes	1 yr	For
					5	Approve the material terms of the performance goals of the short term incentive plan	Issuer	Yes	Against	Against
					6	Approve the amendment to the stock plan for outside directors	Issuer	Yes	Against	Against
American Electric Power Co, Inc.	AEP	025537101	4/26/2011	2/28/2011	1	Election of ten (13) Directors	Issuer	Yes	For	For
					2	Ratification of the appointment of Deloitte & Touche LLP as the independent registered accounting firm for the fiscal year ending December 31, 2011	Issuer	Yes	For	For
					3	Advisory vote on executive compensation	Issuer	Yes	For	For

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					4	Advisory vote on the frequency of holding an advisory vote on executive compensation	Issuer	Yes	1 yr	For
Magellan Midstream Partners LP	MMP	559080106	4/27/2011	2/28/2011	1	Election of three (3) Directors	Issuer	Yes	For	For
					2	Proposal to amend long-term incentive plan	Issuer	Yes	For	For
					3	Advisory vote on executive compensation	Issuer	Yes	For	For
					4	Advisory vote on frequency of vote on executive compensation	Issuer	Yes	1 yr	Against
Cohen & Steers Infrastructure Fund, Inc.	UTF	19248A109	4/28/2011	2/23/2011	1	Election of three (3) Directors	Issuer	Yes	For	For
Cohen & Steers Quality Inc Rlty-Common	RQI	19247L106	4/28/2011	2/23/2011	1	Election of three (3) Directors	Issuer	Yes	For	For
Johnson & Johnson	JNJ	478160104	4/28/2011	3/1/2011	1	Election of eleven (11) Directors	Issuer	Yes	For	For
					2	Ratification of Pricewaterhousecoopers LLP as independent registered public accounting firm for 2011	Issuer	Yes	For	For
					3	Advisory vote on named executive officer compensation	Issuer	Yes	Against	Against
					4	Advisory vote on frequency of advisory vote on named executive officers	Issuer	Yes	1 yr	For
					5	Shareholder proposal on pharmaceutical price restraint	Holder	Yes	Against	For
					6	Shareholder proposal on amendment to Company's equal employment opportunity policy	Holder	Yes	Against	For
					7	Shareholder proposal on adopting non-animal methods for training	Holder	Yes	Against	For

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Pfizer, Inc.	PFE	717081103	4/28/2011	3/1/2011	1	Election of thirteen (15) Directors	Issuer	Yes	For	For
					2	Proposal to ratify the selection of KPMG LLP as independent register accounting firm for 2011	Issuer	Yes	For	For
					3	Advisory vote on executive compensation	Issuer	Yes	For	For
					4	Advisory vote on the frequency of future advisory votes on executive compensation	Issuer	Yes	1 yr	Against
					5	Shareholder proposal regarding publication of political contributions	Holder	Yes	Against	For
					6	Shareholder proposal regarding public policy initiatives	Holder	Yes	Against	For
					7	Shareholder proposal on pharmaceutical price restraints	Holder	Yes	Against	For
					8	Shareholder proposal regarding action by written consent	Holder	Yes	For	Against
					9	Shareholder proposal regarding special shareholder meetings	Holder	Yes	For	Against
					10	Shareholder proposal regarding animal research	Holder	Yes	Against	For
HCP, Inc	HCP	40414L109	4/28/2011	3/4/2011	1	Election of nine (9) Directors	Issuer	Yes	For	For
					2	Ratification of the appointment of Deloitte & Touche LLP as HCP's independent registered public accounting firm for the fiscal year ending December 31, 2011	Issuer	Yes	For	For
					3	Advisory vote on executive compensation	Issuer	Yes	For	For
					4	Advisory vote on the frequency of future advisory votes on executive compensation	Issuer	Yes	1 yr	For
The Empire District Electric	EDE	291641108	4/28/2011	3/1/2011	1	Election of four (4) Directors	Issuer	Yes	For	For

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Company											
					2	To ratify the appointment of Pricewaterhousecoopers LLP as Empire's independent registered accounting firm for the fiscal year ending December 31, 2011	Issuer	Yes	For	For	
					3	To vote upon a non-binding advisory proposal to approve the compensation of our named executive officers as disclosed in the proxy statement	Issuer	Yes	For	For	
					4	To vote upon a non-binding advisory proposal on whether the non-binding advisory vote on executive compensation should occur every one, two or three years	Issuer	Yes	1 yr	Against	
Berkshire Hathaway, Inc. Class A	BRK/A	084670108	4/30/2011	3/2/2011	1	Election of twelve (12) Directors	Issuer	Yes	For	For	
					2	Non-binding resolution to approve the compensation of the company's named executive officers, as described in the 2011 proxy statement	Issuer	Yes	For	For	
					3	Non-binding resolution to determine the frequency (whether annual, biennial or triennial with which shareholders of the company shall be entitled to have an advisory vote on executive compensation	Issuer	Yes	1 yr	Against	
					4	To approve the shareholder proposal with respect to the establishment of quantitative goals for the reduction of greenhouse	Issuer	Yes	Against	For	

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					gas and other air emissions at Berkshire's energy generating holdings					
Berkshire Hathaway, Inc. Class B	BRK/B	084670702	4/30/2011	3/2/2011	1	Election of twelve (12) Directors	Issuer	Yes	For	For
					2	Non-binding resolution to approve the compensation of the company's named executive officers, as described in the 2011 proxy statement	Issuer	Yes	For	For
					3	Non-binding resolution to determine the frequency (whether annual, biennial or triennial with which shareholders of the company shall be entitled to have an advisory vote on executive compensation	Issuer	Yes	1 yr	Against
					4	To approve the shareholder proposal with respect to the establishment of quantitative goals for the reduction of greenhouse gas and other air emissions at Berkshire's energy generating holdings	Issuer	Yes	Against	For
AGL Resources Inc.	AGL	0012504106	5/3/2011	2/25/2011	1	Election of seven (7) Directors	Issuer	Yes	For	For
					2	Ratification of the appointment of Pricewaterhousecoopers as our independent registered public accounting firm for 2011	Issuer	Yes	For	For
					3	The adoption of an amendment and restatement of our 2007 omnibus performance incentive plan	Issuer	Yes	Against	Against