

BOULDER GROWTH & INCOME FUND
 Form 4
 December 23, 2015

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 *
 EVERGREEN ATLANTIC LLC

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)
 12/22/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

BOULDER, CO 80302

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/22/2015 | | J(1) | V Amount 1,072,902 (1) | D (1) 0 | D (2) (3) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVERGREEN ATLANTIC LLC 2344 SPRUCE STREET SUITE A BOULDER, CO 80302 | | X | | |
| HOREJSI STEWART R 2121 E. CRAWFORD PLACE SALINA, KS 67401 | | X | | |
| SUSAN L CICIORA TRUST C/O ALASKA TRUST COMPANY 1029 WEST 3RD AVENUE, SUITE 400 ANCHORAGE, AK 99501 | | X | | |
| STEWART WEST INDIES TRUST C/O ALASKA TRUST COMPANY 1029 WEST 3RD AVENUE, SUITE 400 ANCHORAGE, AK 99501 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Stewart R. Horejsi, Manager | 12/23/2015 |
| __Signature of Reporting Person | Date |
| /s/ Douglas J. Blattmachr, President, Alaska Trust Company, trustee of the Susan L. Ciciora Trust, Member | 12/23/2015 |
| __Signature of Reporting Person | Date |
| /s/ Douglas J. Blattmachr, President, Alaska Trust Company, trustee of the Stewart West Indies Trust, Member | 12/23/2015 |
| __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 shares reported in Item 4 were distributed as a result of the dissolution and distribution of assets of Evergreen Atlantic, LLC ("EALLC"). The Susan L. Ciciora Trust ("Susan Trust") and Stewart West Indies Trust (the "West Indies Trust" and, together with the

(1) Susan Trust, the "Trusts") held 45.38% and 54.62% sharing percentages, respectively, in EALLC. Prior to distributing the Issuer's shares, EALLC held 1,072,902 shares, of which 486,883 shares were distributed to the Susan Trust and 586,019 shares were distributed to the West Indies Trust.

(2) Prior to dissolution, the manager of EALLC was Stewart R. Horejsi.

The Trusts and other trusts, persons and entities affiliated with the Reporting Persons, including Lola Brown Trust No. 1B, Ernest Horejsi

(3) Trust No. 1B, Mildred B. Horejsi Trust, Stewart R. Horejsi Trust No. 2, Susan L. Ciciora and Ellen O. Horejsi (formerly Ellen O. Cooper) own an aggregate of 45,444,843 shares or approximately 42.83% of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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