

BOULDER TOTAL RETURN FUND INC
 Form 4
 November 17, 2008

FORM 4

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

OMB APPROVAL

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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 *
 LOLA BROWN TRUST 1B

2. Issuer Name and Ticker or Trading Symbol
 BOULDER TOTAL RETURN FUND INC [BTF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3301 C STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/13/2008

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

ANCHORAGE, AK 99503
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/13/2008 | | S | | 200 | D | \$ 8.83 |
| Common Stock | 11/13/2008 | | S | | 800 | D | \$ 8.55 |
| Common Stock | 11/13/2008 | | S | | 1,000 | D | \$ 8.58 |
| Common Stock | 11/13/2008 | | S | | 1,500 | D | \$ 8.56 |
| Common Stock | 11/13/2008 | | S | | 1,000 | D | \$ 8.6 |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------|-----------|--------------|
| Common Stock | 11/13/2008 | S | 4,000 | D | \$ 8.47 | 3,404,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 3,000 | D | \$ 8.48 | 3,401,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,000 | D | \$ 8.75 | 3,400,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,000 | D | \$ 8.79 | 3,399,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,000 | D | \$ 8.81 | 3,398,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 9.19 | 3,396,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 9.2 | 3,394,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 9.24 | 3,392,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,200 | D | \$ 9.45 | 3,391,438 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 3,100 | D | \$ 9.44 | 3,388,338 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 200 | D | \$ 9.41 | 3,388,138 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 200 | D | \$ 9.42 | 3,387,938 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 400 | D | \$ 9.37 | 3,387,538 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 4,500 | D | \$ 9.34 | 3,383,038 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 200 | D | \$ 9.38 | 3,382,838 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 200 | D | \$ 9.36 | 3,382,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,000 | D | \$ 9.94 | 3,381,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,000 | D | \$ 9.72 | 3,380,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 9.77 | 3,378,638 | D <u>(1)</u> |
| Common Stock | 11/13/2008 | S | 1,000 | D | \$ 9.7 | 3,377,638 | D <u>(1)</u> |
| | 11/13/2008 | S | 1,000 | D | | 3,376,638 | D <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|---|-------|---|---------|-----------|-----|-------|
| Common Stock | | | | | | \$ 9.58 | | |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 9.75 | 3,374,638 | D | (1) |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 9.8 | 3,372,638 | D | (1) |
| Common Stock | 11/13/2008 | S | 8,000 | D | \$ 9.97 | 3,364,638 | D | (1) |
| Common Stock | 11/13/2008 | S | 2,000 | D | \$ 10 | 3,362,638 | (2) | D (1) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| LOLA BROWN TRUST 1B 3301 C STREET ANCHORAGE, AK 99503 | | X | | |
| HOREJSI STEWART R 200 SOUTH SANTA FE SALINA, KS 67401 | | X | | |
| | X | | | |

