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August 07, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHAINGE COMMISSION UNITED STATES SECURITIES AND EXCHAINGE COMMISSION Washington, D.C. 20549 Check this how, if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. From 4 or Form 4 or Form 4 or Section 17(a) of the Public Utility Holding Company Act of 1934, of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section and Address of Reporting Person Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Investment Company Act of 1940 (b). (Print or Type Responses) 1. Name and Address of Reporting Person Section 17(a) of the Investment Company Act of 1940 (Check all applicable) (Instr. 3) (Frint or Type Responses) 1. Name and Address of Reporting Person (Street) (Instr. 3) (Instr. 4) (HOREJSI ST	FEWART R											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL OMB OMB 3235-0287 Section 16. Check this box if no longer socian 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Expires: 2005 Form 4 or Form 5 socian 16. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1940. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, section 17(a) of the Public Utility Holding Company Act of 1940. Security Section 17(a) of the Public Utility Holding Company Act of 1940. (b). Section 17(a) of the Public Utility Holding Company Act of 1940. Security BOULDER TOTAL RETURN FUND INC [BTF] S. Relationship of Reporting Person(s) to Issuer (CoopEr ELLEN O Symbol BOULDER TOTAL RETURN FUND INC [BTF] Check all applicable) Differ (give tilt	Form 4												
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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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 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)	4. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addre	ess	Relationships							
	Director	10% Owner	Officer	Other					
COOPER ELLEN O 200 SOUTH SANTA FE SALINA, KS 67401				covered person					
HOREJSI STEWART R 200 SOUTH SANTA FE SALINA, KS 67401		Х							
Signatures									
O. Ellen Horejsi	08/07/2009								
<u>**</u> Signature of Reporting Person	Date								
Stewart R. Horejsi	08/07/2009								
<u>**</u> Signature of	Date								

Reporting Person

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).

(1) In addition to those shares listed under Item 5, trusts affiliated with the Horejsi family own an aggregate of 4,956,149 Shares of the Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.