

HOREJSI STEWART R  
Form 4  
December 01, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
ERNEST HOREJSI TRUST NO 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)  
3601 C STREET, STE 600

3. Date of Earliest Transaction (Month/Day/Year)  
11/26/2008

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

(Street)  
ANCHORAGE, AK 99503

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                   |
| Common Stock                    | 11/26/2008                           |                                                    | S                              |                                                                   | 2,300 D \$ 8.5                                                                                |                                                          | 3,326,503 D <sup>(1)</sup>        |
| Common Stock                    | 11/26/2008                           |                                                    | S                              |                                                                   | 300 D \$ 8.46                                                                                 |                                                          | 3,326,203 D <sup>(1)</sup>        |
| Common Stock                    | 11/26/2008                           |                                                    | S                              |                                                                   | 2,300 D \$ 8.43                                                                               |                                                          | 3,323,903 D <sup>(1)</sup>        |
| Common Stock                    | 11/26/2008                           |                                                    | S                              |                                                                   | 100 D \$ 8.63                                                                                 |                                                          | 3,323,803 D <sup>(1)</sup>        |
| Common Stock                    | 11/26/2008                           |                                                    | S                              |                                                                   | 2,000 D \$ 8.62                                                                               |                                                          | 3,321,803 D <sup>(1)</sup>        |

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|              |            |   |       |   |         |                          |              |
|--------------|------------|---|-------|---|---------|--------------------------|--------------|
| Common Stock | 11/26/2008 | S | 5,000 | D | \$ 8.66 | 3,316,803                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 1,000 | D | \$ 8.95 | 3,315,803                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 3,000 | D | \$ 8.92 | 3,312,803                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 4,000 | D | \$ 9    | 3,308,803                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 1,100 | D | \$ 9.01 | 3,307,703                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 1,900 | D | \$ 8.99 | 3,305,803                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 3,200 | D | \$ 9.13 | 3,302,603                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 1,000 | D | \$ 9.18 | 3,301,603                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 100   | D | \$ 9.16 | 3,301,503                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 600   | D | \$ 9.1  | 3,300,903                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 2,500 | D | \$ 9.08 | 3,298,403                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 2,000 | D | \$ 9.06 | 3,296,403                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 500   | D | \$ 9.05 | 3,295,903                | D <u>(1)</u> |
| Common Stock | 11/28/2008 | S | 2,000 | D | \$ 8.98 | 3,293,903 <sup>(2)</sup> | D <u>(1)</u> |

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)

| 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 | 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. Nu Deriv Secur Bene Own Follo Repo |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|----------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                             | Director      | 10% Owner | Officer | Other |
| ERNEST HOREJSI TRUST NO 1B<br>3601 C STREET, STE 600<br>ANCHORAGE, AK 99503 |               | X         |         |       |
| HOREJSI STEWART R<br>200 SOUTH SANTA FE<br>SALINA, KS 67401                 |               | X         |         |       |
| CICIORA SUSAN L<br>2344 SPRUCE STREET, STE A<br>BOULDER, CO 80302           | X             |           |         |       |

## Signatures

|                                                                                                    |                                 |  |  |  |            |
|----------------------------------------------------------------------------------------------------|---------------------------------|--|--|--|------------|
| Douglas J. Blattmachr, President, Alaska Trust Company, trustee of the Ernest Horejsi Trust No. 1B |                                 |  |  |  | 12/01/2008 |
|                                                                                                    | **Signature of Reporting Person |  |  |  | Date       |
| Stewart R. Horejsi                                                                                 |                                 |  |  |  | 12/01/2008 |
|                                                                                                    | **Signature of Reporting Person |  |  |  | Date       |
| Susan L. Ciciora                                                                                   |                                 |  |  |  | 12/01/2008 |
|                                                                                                    | **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).
- (1) The trustees of the Ernest Horejsi Trust No. 1B (the "Ernest Trust") are Alaska Trust Company ("Alaska Trust"), Susan L. Ciciora and Larry Dunlap. Such trustees may be deemed to control the Ernest Trust and may be deemed to possess indirect beneficial ownership of the Shares held by the Ernest Trust. However, none of the trustees, acting alone, can vote or exercise dispositive authority over Shares held by the Ernest Trust. Accordingly, Alaska Trust, Ms. Ciciora and Mr. Dunlap disclaim beneficial ownership of the Shares beneficially owned, directly or indirectly, by the Ernest Trust. In addition to serving as a trustee, Ms. Ciciora is also a beneficiary of the Ernest Trust. As a result of his advisory role with the Brown Trust, Stewart R. Horejsi may be deemed to have indirect beneficial ownership of the Shares directly beneficially owned by the Brown Trust. However, Mr. Horejsi disclaims such beneficial ownership of the Shares directly beneficially held by the Ernest Trust.
- (2) Trusts affiliated with the Ernest Trust, including the Lola Brown Trust No. 1B, the John S. Horejsi Trust, the Susan L. Ciciora Trust, the Evergreen Trust, the Stewart West Indies Trust, and Evergreen Atlantic LLC, own an aggregate of 5,264,547 Shares of the Fund following these transactions.

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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