

JOHN S HOREJSI TRUST

Form 4

December 26, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHN S HOREJSI TRUST

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)
1029 WEST 3RD AVENUE, SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2012

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

(Street)

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

ANCHORAGE, AK 99503

(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 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	12/24/2012		S ⁽¹⁾		53,080	D	\$ 18.11
					0 ⁽³⁾		D ⁽²⁾

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

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information contained in this form are not
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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 Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHN S HOREJSI TRUST 1029 WEST 3RD AVENUE, SUITE 400 ANCHORAGE, AK 99503		X		
HOREJSI STEWART R 200 SOUTH SANTA FE SALINA, KS 67401		X		

Signatures

Douglas J. Blattmachr, President, Alaska Trust Company, trustee of the John S. Horejsi Trust

12/26/2012

****Signature of Reporting Person**

Date _____

Stewart R. Horejsi

12/26/2012

 **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 Shares reported in Item 4 were sold at the closing market price of the Fund's stock on December 21, 2012 through a privately negotiated transaction between Trusts affiliated with the Horejsi family.

The trustee of the John S. Horejsi Trust (the "John Trust") is Alaska Trust Company ("Alaska Trust"). Such trustee may be deemed to control the John Trust and may be deemed to possess indirect beneficial ownership of the Shares held by the John Trust. However, Alaska Trust does not vote or exercise dispositive authority over Shares held by the John Trust. Accordingly, Alaska Trust disclaims beneficial ownership of the Shares beneficially owned, directly or indirectly, by the John Trust. As a result of his advisory role with the John Trust, Stewart R. Horejsi may be deemed to have indirect beneficial ownership of the Shares directly beneficially owned by the John Trust. However, Mr. Horejsi disclaims such beneficial ownership of the Shares directly beneficially held by the John Trust.

- (3) These transactions did not result in a change to the Horejsi Trust's aggregate ownership. Trusts and entities affiliated with the John Trust, including the Lola Brown Trust No. 1B, the Ernest Horejsi Trust No. 1B, the Susan L. Ciciora Trust, the Evergreen Trust, the Stewart West Indies Trust, and Evergreen Atlantic LLC, own an aggregate of 5,200,661 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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