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ENERGY INCOME & GROWTH FUND  
Form 8-A12B  
June 16, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ENERGY INCOME AND GROWTH FUND

-----  
(Exact name of registrant as specified in its charter)

MASSACHUSETTS

11-3716544

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(State of Incorporation or Organization)

(I.R.S. Employer Identification No.)

1001 Warrenville Road, Suite 300, Lisle, Illinois

60532

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(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
333-114131.

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS  
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH EACH  
CLASS IS TO BE REGISTERED

Common Shares of Beneficial Interest  
\$.01 par value per share

American Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

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(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

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The securities to be registered hereunder are shares of common shares of beneficial interest, \$.01 par value per share (the "Shares"), of Energy Income and Growth Fund (the "Registrant"). An application for listing of the Shares has been filed with the American Stock Exchange, Inc. A description of the Shares is contained under the caption "Description of Shares," at page 38 of the Preliminary Prospectus, which is a part of the Amendment No. 2 to the Registration Statement on Form N-2 (Registration Nos. 333-114131 and 811-21549), filed with the Securities and Exchange Commission on June 1, 2004. Such description is incorporated by reference herein.

ITEM 2. EXHIBITS

Pursuant to the "Instruction as to Exhibits" of Form 8-A, no exhibits are filed herewith or incorporated by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ENERGY INCOME AND GROWTH FUND

By: /s/ James A. Bowen

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James A. Bowen, President  
and Chief Executive Officer

June 16, 2004