

LMP REAL ESTATE INCOME FUND INC.

Form 4

February 04, 2016

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 *
Bulldog Investors General
Partnership

(Last) (First) (Middle)

PARK 80 WEST - PLAZA
TWO, 250 PEHLE AVE., STE 708

(Street)

SADDLE BROOK, NJ 07663

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
LMP REAL ESTATE INCOME
FUND INC. [RIT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock <u>(1)</u>	02/02/2016		P		37,748	A	\$ 12.5194	1,852,592	D
Common Stock <u>(1)</u>	02/03/2016		P		26,354	A	\$ 12.5678	1,878,946	D
Common Stock <u>(2)</u>	02/02/2016		P		1,509	A	\$ 12.5194	75,809	D
Common Stock <u>(2)</u>	02/03/2016		P		1,054	A	\$ 12.5678	76,863	D
Common Stock <u>(3)</u>	02/03/2016		P		1,492	A	\$ 12.5678	122,700	D

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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Bulldog Investors General Partnership PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., STE 708 SADDLE BROOK, NJ 07663	X
Full Value Offshore Fund, Ltd. C.O MAPLES CORPORATE SERVICES LIMITED P.O. BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104	X
Opportunity Income Plus LP PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., STE 708 SADDLE BROOK, NJ 07663	X

Signatures

/s/ Phillip Goldstein on behalf of Bulldog Investors General Partnership	02/04/2016
<u> </u> **Signature of Reporting Person	Date
/s/ Phillip Goldstein on behalf of Full Value Offshore Fund, Ltd.	02/04/2016
<u> </u> **Signature of Reporting Person	Date

/s/ Phillip Goldstein on behalf of Opportunity Income Plus, LP

02/04/2016

____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).

Shares are held by Bulldog Investors General Partnership. The general partners of Bulldog Investors General Partnership include Opportunity Partners, LP, Calapasas West Partners, LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full

(1) Value Partners, LP, Opportunity Income Plus, LP, MCM Opportunity Partners, LP, Steady Gain Partners, LP and Mercury Partners, LP, which together may constitute a group. Each such general partner disclaims beneficial ownership in such shares except to the extent of its pecuniary interest therein.

(2) Shares are held by Full Value Offshore Fund, Ltd.

(3) Shares are held by Opportunity Income Plus, LP.

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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