

LMP REAL ESTATE INCOME FUND INC.

Form 4

October 09, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Bulldog Investors General Partnership

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
PARK 80 WEST, 250 PEHLE AVENUE, SUITE 708
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2015

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

SADDLE BROOK, NJ 07663

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 <u>(1)</u>	10/07/2015		P		4,481 A \$ 12.6705	1,420,669	D
Common Stock <u>(2)</u>	10/07/2015		P		161 A \$ 12.6705	58,269	D
Common Stock <u>(3)</u>	10/07/2015		P		218 A \$ 12.6705	100,793	D
Common Stock <u>(1)</u>	10/08/2015		P		15,303 A \$ 12.8423	1,435,972	D
Common Stock <u>(2)</u>	10/08/2015		P		594 A \$ 12.8423	58,863	D

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Common Stock ⁽³⁾ 10/08/2015 P 803 A \$ 12.8423 101,596 D

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

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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)	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 Beneficially Owned (Instr. 3 and 4)
				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, 250 PEHLE AVENUE
SUITE 708
SADDLE BROOK, NJ 07663

X

Opportunity Income Plus LP
PARK 80 WEST
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

Signatures

/s/ Phillip Goldstein--Manager of the General Partner--Bulldog Investors General Partnership

10/09/2015

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<u>Signature of Reporting Person</u>	Date
/s/ Phillip Goldstein--Manager of the General Partner--Full Value Offshore Fund, Ltd.	10/09/2015
<u>Signature of Reporting Person</u>	Date
/s/ Phillip Goldstein--Manager of the General Partner--Opportunity Income Plus, LP	10/09/2015
<u>Signature of Reporting Person</u>	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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