

LMP REAL ESTATE INCOME FUND INC.

Form 4

October 23, 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**

(Last) (First) (Middle)

**PARK 80 WEST - PLAZA  
TWO, 250 PEHLE AVE., SUITE  
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)  
**10/21/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                    | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock <u>(1)</u>         | 10/21/2015                           |  | P                  | 3,837 A \$ 13.16  | 1,471,903   | D  |                                   |
| Common Stock <u>(2)</u>         | 10/21/2015                           |  | P                  | 154 A \$ 13.16  | 60,249  | D  |                                   |
| Common Stock <u>(3)</u>         | 10/21/2015                           |  | P                  | 209 A \$ 13.16  | 103,624   | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Owned Following Transaction (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<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE., SUITE 708<br>SADDLE BROOK, NJ 07663           |               | X         |         |       |
| Full Value Offshore Fund, Ltd.<br>C.O MAPLES CORPORATE SERVICES LIMITED<br>P.O. BOX 309, UGLAND HOUSE<br>GRAND CAYMAN, E9 KY1-1104 |               | X         |         |       |
| Opportunity Income Plus LP<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE., SUITE 708<br>SADDLE BROOK, NJ 07663                      |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Phillip Goldstein on behalf of Bulldog Investors General Partnership | 10/23/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Phillip Goldstein on behalf of Full Value Offshore Fund, Ltd.        | 10/23/2015 |
| __Signature of Reporting Person  | Date       |
| /s/ Phillip Goldstein on behalf of Opportunity Income Plus, LP           | 10/23/2015 |
| __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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.