

ClearBridge Energy MLP Total Return Fund Inc.  
 Form 3  
 June 26, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|   |   |   |  |   |   |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LEGG MASON, INC.</p> <p>(Last) (First) (Middle)</p> <p>100 INTERNATIONAL DRIVE</p> <p>(Street)</p> <p>BALTIMORE,Â MDÂ 21202</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/25/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ClearBridge Energy MLP Total Return Fund Inc. [CTR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___ 10% Owner<br/>                 ___ Officer ___X___ Other<br/>                 (give title below) (specify below)<br/>                 Parent of Mgr and Subadviser</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>__X__ Form filed by One Reporting Person<br/>                 ___ Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 0 <sup>(1)</sup>   | D <sup>(1)</sup>  | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |                              |
|--|---------------|-----------|---------|------------------------------|
|  | Director      | 10% Owner | Officer | Other                        |
| LEGG MASON, INC.<br>100 INTERNATIONAL DRIVE<br>BALTIMORE, MD 21202 | ^             | ^         | ^       | Parent of Mgr and Subadviser |

## Signatures

/s/ George P. Hoyt by Power of Attorney for Peter Nachtwey, Chief Financial Officer, on behalf of Legg Mason, Inc. and its subsidiaries

06/26/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Reporting Person does not beneficially own any securities of the issuer, directly or indirectly.

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### Remarks:

Legg Mason Inc. also files on behalf of its Subsidiaries.

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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