

REAL ESTATE INCOME FUND INC
Form 8-K
September 21, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) September 21, 2005

Real Estate Income Fund Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

811-21098
(Commission File Number)

03-0460657
(IRS Employer
Identification No.)

300 First Stamford Place, 4th Floor, Stamford, CT
(Address of principal executive offices)

06902
(Zip Code)

Registrant's telephone number, including area code (203) 890-7041

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 426 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Real Estate Income Fund Inc.

CURRENT REPORT ON FORM 8-K

Item 8.01 Other Events.

On September 21, 2005, Real Estate Income Fund Inc. (the Fund) issued a press release regarding potential administrative proceedings by the Securities and Exchange Commission against the Fund's investment adviser and an affiliated adviser relating to disclosure of the source of dividends and distributions paid to shareholders of certain funds.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

**Exhibit
Number**

99.1 Real Estate Income Fund Inc. press release, dated September 21, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Real Estate Income Fund Inc.

(Registrant)

Date: September 21, 2005

/s/ Thomas C. Mandia

(Signature)

Name: Thomas C. Mandia
Title: Assistant Secretary

EXHIBIT INDEX

**Exhibit
Number**

99.1 Press release of the Fund, dated September 21, 2005.