

LMP REAL ESTATE INCOME FUND INC.  
Form 3  
March 20, 2015

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 Bulldog Investors, LLC</p> <p>(Last) (First) (Middle)</p> <p>PARK 80 WEST - PLAZA<br/>TWO,Â 250 PEHLE AVE.<br/>SUITE 708</p> <p>(Street)</p> <p>SADDLE BROOK,Â NJÂ 07663</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/12/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LMP REAL ESTATE INCOME FUND INC. [RIT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> 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                       | 869,629  | I   | By Clients <sup>(1)</sup>                                |

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

SEC 1473 (7-02)

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

**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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Bulldog Investors, LLC<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE. SUITE 708<br>SADDLE BROOK, NJ 07663 | Â             | Â X       | Â       | Â     |
| GOLDSTEIN PHILLIP<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE. SUITE 708<br>SADDLE BROOK, NJ 07663      | Â             | Â X       | Â       | Â     |
| Dakos Andrew<br>PARK 80 WEST - PLAZA TWO<br>2250 PEHLE AVE. SUITE 708<br>SADDLE BROOK, NJ 07663          | Â             | Â X       | Â       | Â     |
| Samuels Steven<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE. SUITE 708<br>SADDLE BROOK, NJ 07663         | Â             | Â X       | Â       | Â     |

## Signatures

|  |            |
|--|------------|
| /s/ Phillip Goldstein on behalf of Bulldog Investors,<br>LLC | 03/20/2015 |
| __Signature of Reporting Person                              | Date       |
| /s/ Phillip Goldstein  | 03/20/2015 |
| __Signature of Reporting Person                              | Date       |
| /s/ Andrew Dakos   | 03/20/2015 |
| __Signature of Reporting Person                              | Date       |
| /s/ Steven Samuels   | 03/20/2015 |
| __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).

Certain private investment fund clients of Bulldog Investors, LLC are the beneficial owners of these shares. Bulldog Investors, LLC disclaims beneficial interest in such shares except to the extent of any pecuniary interest therein. Andrew Dakos, Steven Samuels and (1) Phillip Goldstein are the owners of Bulldog Investors, LLC. Each of Messrs. Dakos, Samuels and Goldstein also is a Principal of the general partner of certain of such private investment fund clients of Bulldog Investors, LLC, and a limited partner in certain of such private fund clients.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Edgar Filing: LMP REAL ESTATE INCOME FUND INC. - Form 3

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.