

LMP REAL ESTATE INCOME FUND INC.

Form 4

November 24, 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)
11/20/2015

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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 11/20/2015 | | P | | 26,817 | A | \$ 12.7349 |
| Common Stock ⁽²⁾ | 11/20/2015 | | P | | 1,080 | A | \$ 12.7349 |
| Common Stock ⁽¹⁾ | 11/23/2015 | | P | | 183,698 | A | \$ 12.73 |
| Common Stock ⁽²⁾ | 11/23/2015 | | P | | 7,400 | A | \$ 12.73 |
| | | | | | | | 106,307 |

Common
Stock ⁽³⁾

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 required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 - PLAZA TWO
250 PEHLE AVE., SUITE 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

Opportunity Income Plus LP
PARK 80 WEST - PLAZA TWO
250 PEHLE AVE., SUITE 708
SADDLE BROOK, NJ 07663

X

Signatures

/s/ Phillip Goldstein on behalf of Bulldog Investors General Partnership

11/24/2015

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| | |
|---|------------|
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Phillip Goldstein on behalf of Full Value Offshore Fund, Ltd. | 11/24/2015 |
| <u> </u> **Signature of Reporting Person | Date |
| /s/ Phillip Goldstein on behalf of Opportunity Income Plus, LP | 11/24/2015 |
| <u> </u> **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.