

LMP REAL ESTATE INCOME FUND INC.

Form 4

October 19, 2015

FORM 4

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

OMB APPROVAL

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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)
10/15/2015

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 <u>(1)</u>	10/15/2015		P		17,849 A \$ 13.0022	1,435,821	D
Common Stock <u>(2)</u>	10/15/2015		P		714 A \$ 13.0022	59,577	D
Common Stock <u>(3)</u>	10/15/2015		P		970 A \$ 13.0022	102,711	D
Common Stock <u>(1)</u>	10/16/2015		P		2,830 A \$ 13.05	1,456,651	D
	10/16/2015		P		113 A \$ 13.05	59,690	D

Signatures

/s/ Phillip Goldstein on behalf of Bulldog Investors General Partnership	10/19/2015
__Signature of Reporting Person	Date
/s/ Phillip Goldstein on behalf of Full Value Offshore Fund, Ltd.	10/19/2015
__Signature of Reporting Person	Date
/s/ Phillip Goldstein on behalf of Opportunity Income Plus, LP	10/19/2015
__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.