

LMP REAL ESTATE INCOME FUND INC.
 Form 4
 January 04, 2016

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

2. Issuer Name and Ticker or Trading Symbol
LMP REAL ESTATE INCOME FUND INC. [RIT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**PARK 80 WEST - PLAZA
 TWO, 250 PEHLE AVE., STE 708**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2015

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

SADDLE BROOK, NJ 07663

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 12/30/2015 | | P | | \$ 4,442 13.0244 | 1,784,584 | D |
| Common Stock ⁽²⁾ | 12/30/2015 | | P | | \$ 178 13.0244 | 72,873 | D |
| Common Stock ⁽³⁾ | | | | | | 109,907 | D |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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., STE 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., STE 708 SADDLE BROOK, NJ 07663 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Phillip Goldstein on behalf of Bulldog Investors General Partnership | 01/04/2016 |
| __Signature of Reporting Person | Date |
| /s/ Phillip Goldstein on behalf of Full Value Offshore Fund, Ltd. | 01/04/2016 |
| __Signature of Reporting Person | Date |
| /s/ Phillip Goldstein on behalf of Opportunity Income Plus, LP | 01/04/2016 |
| __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.