

LMP REAL ESTATE INCOME FUND INC.  
 Form 4  
 July 23, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
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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, LLC

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., SUITE  
 708  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 07/21/2015

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

SADDLE BROOK, NJ 07663  
 (City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/21/2015		P	A	\$ 6,953	1,284,427	I By Clients <sup>(1)</sup>
Common Stock	07/21/2015		P	A	\$ 12.36	1,382,153	I By Clients <sup>(1)</sup>
Common Stock	07/22/2015		P	A	\$ 12.3025	1,386,474	I By Clients <sup>(1)</sup>

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 SEC 1474 (9-02)

required to respond unless the form 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 Owned Following Transaction (Instr. 3 and 4)
				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, LLC PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663		X		
GOLDSTEIN PHILLIP PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663		X		
Dakos Andrew PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663		X		
Samuels Steven PARK 80 WEST - PLAZA TWO 250 PEHLE AVE., SUITE 708 SADDLE BROOK, NJ 07663		X		

## Signatures

/s/ Phillip Goldstein on behalf of Bulldog Investors, LLC 07/23/2015

\*\*Signature of Reporting Person

Date

/s/ Phillip Goldstein 07/23/2015

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<u>  </u> **Signature of Reporting Person	Date
/s/ Andrew Dakos	07/23/2015
<u>  </u> **Signature of Reporting Person	Date
/s/ Steven Samuels	07/23/2015
<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).

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. 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.