

LMP REAL ESTATE INCOME FUND INC.  
 Form 3  
 September 24, 2015

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

OMB APPROVAL

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**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)

|   |         |                                      |   |  |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person *                 |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Bulldog Investors General Partnership                     |         | (Month/Day/Year)                     | LMP REAL ESTATE INCOME FUND INC. [RIT]  |  |
| (Last)  | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  |  |
| PARK 80 WEST - PLAZA<br>TWO, 250 PEHLE AVE.,<br>SUITE 708 |         |                                      | (Check all applicable)  |  |
| (Street)  |         |                                      | <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) |  |
| SADDLE BROOK, NJ 07663                                    |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)  | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock <sup>(1)</sup>        | 1,385,927   | D   | ^   |
| Common Stock <sup>(2)</sup>        | 56,933  | D   | ^   |
| Common Stock <sup>(3)</sup>        | 98,088  | D   | ^   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Bulldog Investors General Partnership<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE., SUITE 708<br>SADDLE BROOK, NJ 07663 | ^             | ^ X       | ^       | ^     |
| Full Value Offshore Fund, Ltd.<br>PARK 80 WEST - PLAZA TWO<br>P250 PEHLE AVE., SUITE 708<br>SADDLE BROOK, NJ 07663       | ^             | ^ X       | ^       | ^     |
| Opportunity Income Plus LP<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE., SUITE 708<br>SADDLE BROOK, NJ 07663            | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| /s/ Phillip Goldstein - Manager of the Managing General Partner - Bulldog Investors General Partnership | 09/24/2015 |
| **Signature of Reporting Person   | Date       |
| /s/ Phillip Goldstein - Manager of the General Partner - Full Value Offshore Fund, Ltd.                 | 09/24/2015 |
| **Signature of Reporting Person   | Date       |
| /s/ Phillip Goldstein - Manager of the General Partner - Opportunity Income Plus, LP                    | 09/24/2015 |
| **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).

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 Fund, LP.

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

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