

LMP REAL ESTATE INCOME FUND INC.

Form SC 13D/A

June 26, 2015

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

6/16/15

1. NAME OF REPORTING PERSON

Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP

a[]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DE

7. SOLE VOTING POWER

930,761

8. SHARED VOTING POWER

686,968

9. SOLE DISPOSITIVE POWER

930,761

10. SHARED DISPOSITIVE POWER

686,968

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,617,729 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

14.14%

14. TYPE OF REPORTING PERSON

IA

1. NAME OF REPORTING PERSON

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Bulldog Investors Group of Funds

2. CHECK THE BOX IF MEMBER OF A GROUP a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DE

7. SOLE VOTING POWER

930,761

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

930,761

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

930,761 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.14%

14. TYPE OF REPORTING PERSON

IC

1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[]

b[]

3. SEC USE ONLY

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4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

7. SOLE VOTING POWER
930,761

8. SHARED VOTING POWER
686,968

9. SOLE DISPOSITIVE POWER
930,761

10. SHARED DISPOSITIVE POWER
686,968

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON
1,617,729 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES
☐

13. PERCENT OF CLASS REPRESENTED BY ROW 11
14.14%

14. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP ☐ a[]
☐ b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

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9. SOLE DISPOSITIVE POWER

930,761

10. SHARED DISPOSITIVE POWER

686,968

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,617,729 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

14.14%

14. TYPE OF REPORTING PERSON

IN

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #8 to the schedule 13d filed January 15, 2015. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the N-CSR filed on February 25, 2015, there were 11,441,022 shares of common stock outstanding as of December 31, 2014. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of June 25, 2015, Bulldog Investors, LLC is deemed to be the beneficial owner of 1,617,729 shares of RIT (representing 14.14% of RIT's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 1,617,729 shares of RIT include 930,761 shares (representing 8.14% of RIT's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapapas West Partners LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full Value Partners, LP, Opportunity Income Plus, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds"). Bulldog Investors Group of Funds may be deemed to constitute a group. All other shares included in the aforementioned 1,617,729 shares of RIT beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 686,968 (representing 6.00% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 930,761 shares. Bulldog Investors, LLC has shared power to dispose of and vote 686,968 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of RIT's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

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c) During the last 60 days the following shares of RIT were purchased:

Date:	Shares:	Price:
05/06/15	4,300	12.2778
05/07/15	7,435	12.3850
05/08/15	12,500	12.6657
05/11/15	13,804	12.5812
05/12/15	4,831	12.5092
05/14/15	12,874	12.5696
05/15/15	6,948	12.6901
05/18/15	11,333	12.6817
05/19/15	1,800	12.6856
05/29/15	547	12.4839
06/02/15	5,431	12.4236
06/11/15	16,912	12.2183
06/12/15	5,500	12.2250
06/16/15	8,739	12.1945

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS
WITH RESPECT TO SECURITIES OF THE ISSUER.

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

After reasonable inquiry and to the best of my knowledge
and belief, I certify that the information set forth in this
statement is true, complete and correct.

Dated: 6/26/2015

By: /S/ Phillip Goldstein

Name: Phillip Goldstein

By: /S/ Andrew Dakos

Name: Andrew Dakos

By: /S/ Steven Samuels

Name: Steven Samuels

Bulldog Investors, LLC

By: /s/ Andrew Dakos

Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except
to the extent of any pecuniary interest therein.