

Edgar Filing: LMP REAL ESTATE INCOME FUND INC. - Form SC 13D

1. NAME OF REPORTING PERSON

Phillip Goldstein

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

7. SOLE VOTING POWER

362,032

8. SHARED VOTING POWER

325,096

9. SOLE DISPOSITIVE POWER

362,032

10. SHARED DISPOSITIVE POWER

325,096

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

687,128 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

6.01%

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

Andrew Dakos

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

b[]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11
6.01%

14. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
Steven Samuels

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

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

6.01%

14. TYPE OF REPORTING PERSON

IN

Item 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of Common Stock of LMP Real Estate Income Fund Inc. ("RIT or the "Issuer").

The principal executive offices of RIT are located at

620 Eighth Avenue
49th FL
New York, NY 10018

Item 2. IDENTITY AND BACKGROUND

(a) This statement is filed on behalf of Bulldog Investors, LLC, (a Delaware Limited Liability Company), Phillip Goldstein, Andrew Dakos and Steven Samuels.

(b) The business address of the reporting persons is Park 80 West-Plaza Two, 250 Pehle Ave., Suite 708, Saddle Brook, NJ 07663.

(c) Bulldog Investors, LLC is a registered investment adviser. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

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(d) n/a

(e) n/a

(f) Each of Messrs. Goldstein, Dakos and Samuels is a citizen of the United States.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Shares of the Issuer have been accumulated on behalf of clients of Bulldog Investors, LLC.

ITEM 4. PURPOSE OF TRANSACTION

The issuer's common stock has traded at a double-digit discount to net asset value for more than a year. The filing persons believe that shareholders should be afforded an opportunity to realize liquidity at net asset value for their shares via a self-tender offer, open-ending or liquidation. To achieve that goal, the filing persons may consider taking various actions including nominating directors and conducting a tender offer for shares of the issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the N-CSR filed on February 26, 2014, there were 11,441,022 shares of common stock outstanding as of December 31, 2013. 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 January 14, 2015, Bulldog Investors, LLC is deemed to be the beneficial owner of 687,128 shares of RIT (representing 6.01% 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 687,128 shares of RIT include 362,032 shares (representing 3.16% of RIT's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Mr. Samuels exercise control: Opportunity Partners LP, Calapasas 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 687,128 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 325,096 shares (representing 2.85% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 362,032 shares. Bulldog Investors, LLC has shared power to dispose of and vote 325,096 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.

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

| Date: | Shares: | Price: |
|----------|---------|---------|
| 11/24/14 | 5,401 | 11.9837 |
| 11/25/14 | 21,100 | 12.0166 |
| 11/26/14 | 2,790 | 12.0886 |
| 11/28/14 | 10,544 | 12.2477 |

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| | | |
|----------|--------|---------|
| 12/01/14 | 1,800 | 12.2200 |
| 12/08/14 | 600 | 12.2693 |
| 12/09/14 | 9,097 | 12.2530 |
| 12/10/14 | 6,273 | 12.2977 |
| 12/12/14 | 9,900 | 12.2547 |
| 12/17/14 | 3,280 | 12.0793 |
| 12/22/14 | 7,265 | 12.3823 |
| 01/02/15 | 794 | 12.4980 |
| 01/05/15 | 16,484 | 12.5358 |
| 01/06/15 | 5,600 | 12.6763 |
| 01/07/15 | 1,900 | 12.8280 |
| 01/09/15 | 36,800 | 12.9031 |
| 01/12/15 | 44,662 | 12.9616 |
| 01/13/15 | 400 | 12.9513 |
| 01/14/15 | 11,656 | 13.0318 |

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

See exhibit 1

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: 1/15/2015

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.

Exhibit 1:

Agreement to Make Joint Filing

Agreement made as of the 15th day of January, 2015, by and among

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Bulldog Investors, LLC, Phillip Goldstein, Andrew Dakos, and Steven Samuels.

WHEREAS, Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 provides that whenever two or more persons are required to file a statement containing the information required by Schedule 13D with respect to the same securities, only one such statement need be filed, so long as, among other things, such filing includes as an exhibit an agreement among such persons that such a statement is filed on behalf of each of them;

WHEREAS, in connection with certain holdings of LMP Real Estate Income Fund (RIT), each of the parties to this Agreement is required to file a statement containing the information required by Schedule 13D with respect to the same holdings of RIT;

NOW THEREFORE, the parties hereby agree that one statement containing the information required by Schedule 13D shall be filed on behalf of each party hereto.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto as of the day and year first written above.

By:/s/ Phillip Goldstein
Phillip Goldstein

By:/s/ Andrew Dakos
Andrew Dakos

BULLDOG INVESTORS, LLC

By: /s/ Steven Samuels
Steven Samuels

By: /s/ Andrew Dakos
Andrew Dakos, Member