

LMP REAL ESTATE INCOME FUND INC.

Form SC 13D/A

September 18, 2015

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

9/17/15

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

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7. SOLE VOTING POWER

1,090,590

8. SHARED VOTING POWER

778,089

9. SOLE DISPOSITIVE POWER

1,090,590

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10. SHARED DISPOSITIVE POWER

778,089

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,868,679 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

16.33%

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

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7. SOLE VOTING POWER  
1,090,590

8. SHARED VOTING POWER  
0

9. SOLE DISPOSITIVE POWER  
1,090,590

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10. SHARED DISPOSITIVE POWER  
0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
1,090,590 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
9.53%

14. TYPE OF REPORTING PERSON  
IC

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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

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7. SOLE VOTING POWER  
1,090,590

8. SHARED VOTING POWER  
778,089

9. SOLE DISPOSITIVE POWER  
1,090,590

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10. SHARED DISPOSITIVE POWER  
778,089

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
1,868,679 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
16.33%

14. TYPE OF REPORTING PERSON  
IN

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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  
1,090,590

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10. SHARED DISPOSITIVE POWER  
778,089

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
1,868,679 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
16.33%

14. TYPE OF REPORTING PERSON  
IN

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Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #10 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 August 24, 2015, there were 11,441,022 shares of common stock outstanding as of June 30, 2015. 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 September 17, 2015, Bulldog Investors, LLC is deemed to be the beneficial owner of 1,868,679 shares of RIT (representing 16.33% 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 1,868,679 shares of RIT include 1,090,590 shares (representing 9.53% 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, 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 1,868,679 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 778,089 (representing 6.80% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 1,090,590 shares. Bulldog Investors, LLC has shared power to dispose of and vote 778,089 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) Since the last filing on 7/21/15 the following shares of RIT were purchased:

Date:	Shares:	Price:
07/22/15	4,321	12.3025
08/11/15	8,852	12.3993
08/12/15	5,800	12.3783
09/11/15	7,885	11.3671
09/14/15	15,133	11.5185
09/15/15	29,142	11.6671
09/16/15	700	11.7029
09/17/15	36,959	11.7430

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: 9/18/2015

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.