

LMP REAL ESTATE INCOME FUND INC.

Form SC 13D/A

February 04, 2016

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT
2/3/16

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
2,078,809

8. SHARED VOTING POWER
363,367

9. SOLE DISPOSITIVE POWER
2,078,809

10. SHARED DISPOSITIVE POWER
363,367

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON
2,442,176 (Footnote 1)

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

13. PERCENT OF CLASS REPRESENTED BY ROW 11
21.35%

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[]

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WC

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PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
DE

7. SOLE VOTING POWER
2,078,809

8. SHARED VOTING POWER
0

9. SOLE DISPOSITIVE POWER
2,078,809

10. SHARED DISPOSITIVE POWER
0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON
2,078,809 (Footnote 1)

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

13. PERCENT OF CLASS REPRESENTED BY ROW 11
18.17%

14. TYPE OF REPORTING PERSON
IC

1. NAME OF REPORTING PERSON
Phillip Goldstein

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

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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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2,078,809

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363,367

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2,442,176 (Footnote 1)

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13. PERCENT OF CLASS REPRESENTED BY ROW 11
21.35%

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

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PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

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363,367

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2,442,176 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY ROW 11
21.35%

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP

b

3. SEC USE ONLY

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8. SHARED VOTING POWER

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363,367

9. SOLE DISPOSITIVE POWER
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10. SHARED DISPOSITIVE POWER
363,367

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON
2,442,176 (Footnote 1)

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13. PERCENT OF CLASS REPRESENTED BY ROW 11
21.35%

14. TYPE OF REPORTING PERSON

IN

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #14 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 February 3, 2016, Bulldog Investors, LLC is deemed to be the beneficial owner of 2,442,176 shares of RIT (representing 21.35% 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 2,442,176 shares of RIT include 2,078,809 shares (representing 18.17% of RIT's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Bulldog Investors General Partnership, 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, MCM Opportunity Partners, LP, Steady Gain Partners, LP, and Mercury 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 2,442,176 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 363,367 (representing 3.18% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 2,078,946 shares. Bulldog Investors, LLC has shared power to dispose of and vote 363,367 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially

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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) Since the last filing on 11/24/15 the following shares of RIT were purchased:

| Date: | Shares: | Price: |
|----------|---------|---------|
| 12/03/15 | 1,196 | 12.5900 |
| 12/04/15 | 100 | 12.7600 |
| 12/07/15 | 264 | 12.6900 |
| 12/08/15 | 1,000 | 12.6700 |
| 12/15/15 | 4,008 | 12.5957 |
| 12/16/15 | 7,701 | 12.6764 |
| 12/17/15 | 4,483 | 12.7012 |
| 12/18/15 | 2,500 | 12.6600 |
| 12/21/15 | 1,200 | 12.6700 |
| 12/22/15 | 20,062 | 12.7485 |
| 12/28/15 | 7,148 | 12.9217 |
| 12/30/15 | 4,620 | 13.0244 |
| 01/04/16 | 85 | 12.7800 |
| 01/05/16 | 8,478 | 13.0007 |
| 01/06/16 | 8,300 | 12.9826 |
| 01/07/16 | 146 | 12.8900 |
| 01/08/16 | 400 | 12.7800 |
| 01/11/16 | 4,069 | 12.7003 |
| 01/13/16 | 1,900 | 12.5500 |
| 01/26/16 | 3,600 | 12.4740 |
| 01/27/16 | 4,900 | 12.3860 |
| 01/29/16 | 7,073 | 12.5300 |
| 02/01/16 | 4,037 | 12.5922 |
| 02/02/16 | 39,257 | 12.5194 |
| 02/03/16 | 28,900 | 12.5678 |

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: 2/4/16

By: /S/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos

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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.