

LMP REAL ESTATE INCOME FUND INC.

Form SC 13D/A

February 24, 2015

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
2/23/15

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  
512,720

8. SHARED VOTING POWER  
477,417

9. SOLE DISPOSITIVE POWER  
512,720

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10. SHARED DISPOSITIVE POWER  
477,417

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
990,137 (Footnote 1)

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

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
8.65%

14. TYPE OF REPORTING PERSON  
IA

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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

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

512,720

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477,417

9. SOLE DISPOSITIVE POWER

512,720

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477,417

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

990,137 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.65%

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[ ]

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b[ ]

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

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USA

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512,720

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10. SHARED DISPOSITIVE POWER  
477,417

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
990,137 (Footnote 1)

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

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
8.65%

14. TYPE OF REPORTING PERSON  
IN

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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

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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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512,720

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477,417

9. SOLE DISPOSITIVE POWER  
512,720

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10. SHARED DISPOSITIVE POWER  
477,417

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
990,137 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
8.65%

14. TYPE OF REPORTING PERSON  
IN

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Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #2 to the schedule 13d filed January 15, 2015. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 4. PURPOSE OF TRANSACTION

See Ex-99 - Letter to the Corporate Secretary.

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 February 23, 2015, Bulldog Investors, LLC is deemed to be the beneficial owner of 990,137 shares of RIT (representing 8.65% of RIT's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote

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of, and dispose of, these shares. These 990,137 shares of RIT include 512,720 shares (representing 4.48% 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 990,137 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 477,417 (representing 4.17% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 512,720 shares. Bulldog Investors, LLC has shared power to dispose of and vote 477,417 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) Since the last filing on 2/4/15 the following shares of RIT were purchased:

Date:	Shares:	Price:
02/04/15	2,300	13.3639
02/05/15	1,061	13.4400
02/11/15	25,400	13.0120
02/12/15	1,200	13.1300
02/12/15	16,695	13.1341
02/13/15	6,289	13.0528
02/17/15	4,000	13.0863
02/17/15	30,229	13.1010
02/18/15	25,000	13.0368
02/20/15	24,880	12.9599
02/20/15	5,800	13.0200
02/23/15	15,634	13.0906
02/23/15	500	13.1000

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 99

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: 2/24/2015

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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.