LMP REAL ESTATE INCOME FUND INC.

Form SC 13D/A February 04, 2015

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT 2/3/15

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 436,446

8. SHARED VOTING POWER 394,702

9. SOLE DISPOSITIVE POWER 436,446

- 10. SHARED DISPOSITIVE POWER 394,702
- 11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON 831,148 (Footnote 1)
- 12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

- 7.26%
- 14. TYPE OF REPORTING PERSON

ΙA

1. NAME OF REPORTING PERSON Phillip Goldstein
2. CHECK THE BOX IF MEMBER OF A GROUP a[]
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 436,446
8. SHARED VOTING POWER 394,702
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11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON 831,148 (Footnote 1)
12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES
13. PERCENT OF CLASS REPRESENTED BY ROW 11
7.26%
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 7. SOLE VOTING POWER 436,446 8. SHARED VOTING POWER 394,702 9. SOLE DISPOSITIVE POWER 436,446 10. SHARED DISPOSITIVE POWER 394,702 11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON 831,148 (Footnote 1) 12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES [] 13. PERCENT OF CLASS REPRESENTED BY ROW 11 7.26% 14. TYPE OF REPORTING PERSON ΤN 1. NAME OF REPORTING PERSON Steven Samuels 2. CHECK THE BOX IF MEMBER OF A GROUP a[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

b[]

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) AND 2(e) []
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- 13. PERCENT OF CLASS REPRESENTED BY ROW 11
- 7.26%
- 14. TYPE OF REPORTING PERSON

IN

IN

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 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 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 3, 2015, Bulldog Investors, LLC is deemed to be the beneficial owner of 831,148 shares of RIT (representing 7.26% 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 831,148 shares of RIT include 436,446 shares (representing 3.81% 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 831,148 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 394,702 (representing 3.45% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 436,446 shares. Bulldog Investors, LLC has shared power to dispose of and vote 394,702 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 1/15/15 the following shares of RIT were purchased:

Date:	Shares:	Price:
01/15/15	22,801	13.0837
01/20/15	16,039	13.3600
01/20/15	14,071	13.3389
01/23/15	3,450	13.4493
01/26/15	2,245	13.4449
01/27/15	23,450	13.4821
01/28/15	29,900	13.5389
01/29/15	400	13.4600
02/03/15	31,664	13.3280

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 $\ensuremath{\text{N/A}}$

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: 2/4/2015

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.