

Edgar Filing: RMR Real Estate Income Fund - Form SC 13G/A

RMR Real Estate Income Fund
Form SC 13G/A
June 09, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 11) *

RMR Real Estate Income Fund
(Name of Issuer)

Auction Preferred Shares (Series T) Auction Preferred Shares (Series Th)
(Title of Class of Securities)

74964k30274964k500
(CUSIP Number)

May 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on

CUSIP No. 74964k302, 74964k500

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Royal Bank of Canada

2. Check the Appropriate Box if a Member of a group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

Number of Shares
5. Sole Voting Power
0

Beneficially Owned By
6. Shared Voting Power

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0 (Series T)0 (Series Th)

Each Reporting

7. Sole Dispositive Power
0

Person With:

8. Shared Dispositive Power
0 (Series T)0 (Series Th)

9.

Aggregate Amount Beneficially Owned by Each Reporting Person
0 (Series T)0 (Series Th)

10.

Check if Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
[]

11.

Percent of Class Represented by Amount in Row (9)
0% (Series T)0% (Series Th)

12.

Type of Reporting Person (See Instructions)
HC

CUSIP No. 74964k302, 74964k500

1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

RBC Capital Markets Corporation

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2. Check the Appropriate Box if a Member of a group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Minnesota

Number of Shares
5. Sole Voting Power
0

Beneficially Owned By
6. Shared Voting Power
0 (Series T) 0 (Series Th)

Each Reporting
7. Sole Dispositive Power
0

Person With:
8. Shared Dispositive Power
0 (Series T) 0 (Series Th)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
0 (Series T) 0 (Series Th)

10.

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Check if Aggregate Amount in Row (9) Excludes Certain Shares(See Instructions)
[]

11.

Percent of Class Represented by Amount in Row (9)
0% (Series T)0% (Series Th)

12.

Type of Reporting Person (See Instructions)
BD

Item 1.

(a)

Name of Issues

RMR Real Estate Income Fund

(b)

Address of Issuer's Principal Executive Offices

400 Centre StreetNewton, MA 02458

Item 2.

(a)

Name of Person Filing

1.

Royal Bank of Canada

2.

RBC Capital Markets Corporation

(b)

Address of Principal Business Office or, if none, Residence

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1.

200 Bay Street

Toronto, Ontario M5J 2J5Canada

2.

One Liberty Plaza

165 BroadwayNew York, New York 10006

(c) CitizenshipSee Item 4 of the cover pages.

(c)

Title of Class of Securities

Auction Preferred Shares (Series T), Auction Preferred Shares (Series Th)

(d)

CUSIP Numbers

74964k302, 74964k500

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether

(a)

[X]

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

£

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

£

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

£

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-2)

(e)

£

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

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(f)

£

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

(g)

A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

(h)

£

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (1

(i)

£

A church plan that is excluded from the definition of an investment company under section

(j)

£

A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).

(k)

£

Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of

(a)

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Amount beneficially owned. See Item 9 of the Cover Page.

(b)

Percent of class. See Item 11 of the Cover Page.

(c)

Number of shares as to which the person has:

(1)

Sole power to vote or to direct the vote 0

(2)

Shared power to vote or to direct the vote See Item 9 of the cover pages.

(3)

Sole power to dispose or to direct the disposition of 0

(4)

Shared power to dispose or to direct the disposition of See Item 9 of the cover pages.

Instruction: For computations regarding securities which represent a right to acquire an under

Item 5.

Ownership of Five Percent or Less of Class

If this statement is being filed to report the fact that as of the date hereof the reporting pe

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Rep

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RBC Capital Markets Corporation is an indirectly wholly owned subsidiary of Royal Bank of Canada

Item 8.

Identification and Classification of Members of the Group

Not applicable.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred

SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that th

/s/ Tom Smee

Signature

Tom Smee/Senior Vice President

Name/Title

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/s/ Bruce Macdonald

Signature

Bruce Macdonald/Executive Vice President

Name/Title

*/s/ John Penn

Signature

John Penn/Authorized Signatory

Name/Title

* This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the

Index to Exhibits

Exhibit

Exhibit

A.

Joint Filing Agreement

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities

ROYAL BANK OF CANADA

/s/ Tom Smee

Signature

Tom Smee/Senior Vice President

Name/Title

/s/ Bruce Macdonald

Signature

Bruce Macdonald/Executive Vice President

Name/Title

RBC CAPITAL MARKETS CORPORATION

*/s/ John Penn

Signature

John Penn/Authorized Signatory

Name/Title

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*This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the S