

CAREY WILLIAM P
Form 4
April 30, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CAREY WILLIAM P

2. Issuer Name and Ticker or Trading Symbol
CAREY W P & CO LLC [WPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O W. P. CAREY & CO. LLC, 50
ROCKEFELLER PLAZA

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/1998

Director 10% Owner
 Officer (give title below) Other (specify below)
see footnote (1)

(Street)
NEW YORK, NY 10020

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|-------------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 04/05/1998 ⁽¹⁾ | | A | | 14,976 | A | \$ 17.83 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 05/05/1998 ⁽¹⁾ | | A | | 13,694 | A | \$ 18.58 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 06/05/1998 ⁽¹⁾ | | A | | 14,544 | A | \$ 18.74 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 06/10/1998 ⁽¹⁾ | | P | | 35,000 | A | \$ 18.74 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By W. P. Carey & Co. |

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| | | | | | | | | |
|--------------|---------------------------|---|--------|---|----------|----------------|------------------|---------------------------------|
| Common Stock | 07/05/1998 ⁽¹⁾ | A | 16,255 | A | \$ 17.86 | 9,847,051.3152 | I ⁽³⁾ | Inc. By Carey Management LLC |
| Common Stock | 07/07/1998 ⁽¹⁾ | S | 79,700 | D | \$ 17.92 | 9,847,051.3152 | I ⁽³⁾ | By W. P. Carey & Co. Inc. |
| Common Stock | 08/05/1998 ⁽¹⁾ | A | 16,293 | A | \$ 17.27 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 09/05/1998 ⁽¹⁾ | A | 17,070 | A | \$ 16.67 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 10/05/1998 ⁽¹⁾ | A | 15,882 | A | \$ 17.64 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 11/05/1998 ⁽¹⁾ | A | 15,674 | A | \$ 18.47 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 12/05/1998 ⁽¹⁾ | A | 17,422 | A | \$ 16.69 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 01/05/1999 ⁽¹⁾ | A | 15,969 | A | \$ 17.5 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 02/05/1999 ⁽¹⁾ | A | 16,804 | A | \$ 17.28 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 03/05/1999 ⁽¹⁾ | A | 17,457 | A | \$ 16.77 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 04/05/1999 ⁽¹⁾ | A | 17,716 | A | \$ 15.95 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 05/05/1999 ⁽¹⁾ | A | 17,458 | A | \$ 16.35 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 06/07/1999 ⁽¹⁾ | A | 18,071 | A | \$ 16.18 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 07/15/1999 ⁽¹⁾ | A | 18,212 | A | \$ 17.06 | 9,847,051.3152 | I ⁽³⁾ | By Carey Management LLC |

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| | | | | | | | | |
|--------------|---------------------------|------------------|---------|---|----------|-------------------------------|------------------|----------------------------|
| Common Stock | 08/15/1999 ⁽¹⁾ | A | 19,177 | A | \$ 16.52 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 09/01/1999 ⁽¹⁾ | A | 20,418 | A | \$ 16.17 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 09/30/1999 ⁽¹⁾ | A | 16,076 | A | \$ 19.51 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 11/01/1999 ⁽¹⁾ | A | 19,306 | A | \$ 16.46 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 12/01/1999 ⁽¹⁾ | A | 19,375 | A | \$ 16.52 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 01/01/2000 ⁽¹⁾ | A | 18,792 | A | \$ 16.88 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 02/01/2000 ⁽¹⁾ | A | 19,349 | A | \$ 16.63 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 05/31/2000 ⁽¹⁾ | A ⁽⁴⁾ | 1,736 | A | \$ 16.75 | 9,847,051.3152 ⁽²⁾ | D ⁽³⁾ | |
| Common Stock | 06/28/2000 ⁽¹⁾ | J ⁽⁵⁾ | 738,054 | D | \$ 16.88 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Management LLC |
| Common Stock | 06/28/2000 ⁽¹⁾ | J ⁽⁵⁾ | 382,696 | A | \$ 16.88 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Property Advisors |
| Common Stock | 06/29/2000 ⁽¹⁾ | J ⁽⁶⁾ | 66,662 | D | \$ 17.25 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By W. P. Carey & Co. Inc. |
| Common Stock | 06/29/2000 ⁽¹⁾ | J ⁽⁶⁾ | 93,330 | D | \$ 17.25 | 9,847,051.3152 ⁽²⁾ | I ⁽³⁾ | By Carey Property Advisors |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| CAREY WILLIAM P C/O W. P. CAREY & CO. LLC 50 ROCKEFELLER PLAZA NEW YORK, NY 10020 | X | X | | see footnote (1) |

Signatures

/s/ Wm. Polk
Carey

04/30/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Director and/or Officer at the time of the transactions described in this filing
- (2) Includes 3,924,874 shares held directly, 5,836,506.3152 held indirectly by W. P. Carey & Co. Inc. and 85,671 shares held indirectly by Carey Asset Management
- (3) All of the Reporting Person's indirectly held shares are held by entities either wholly owned or controlled by the Reporting Person.
- (4) Represents an Employee Stock Purchase Plan transaction exempt pursuant to Section 16(b)
- (5) These shares were acquired or surrendered, as the case may be, as a result of the liquidation and distribution of assets of Carey Management as part of the merger between Carey Diversified and W. P. Carey & Co. Inc.
- (6) Represents a distribution of Partnership Equity Plan shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.