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CAREY FRANCIS
Form 4/A
August 21, 2001
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FORM 4A

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company
Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. R
Carey	Francis	J.	W.P. Carey & Co. ("WPC")		t
(Last)	(First)	(Middle)	3. I.R.S. Identification	4. Statement for	-
	485 Lewis Lane		Number of Reporting	Month/Year	-
			Person, if an entity	6/2001	
	(Street)		(voluntary)		
				5. If Amendment,	7.
				Date of Original	
				(Month/Year)	
Ambler,	PA	19002			6/2001
(City)	(State)	(Zip)	TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS		
1. Title of Security	2. Trans-	3. Transac-	4. Securities Acquired (A)	5. Amount o	
(Instr. 3)	action	tion	or Disposed of (D)	curities	
	Date	Code	(Instr. 3, 4 and 5)	cially O	
		(Instr. 8)		End of M	
	(Month/			(Instr.	
	Day/				
	Year)	Code	V	Amount	(A) or
				(D)	Price
Listed Shares(1)	6/9/01	A	1,773	A	14.11
					10

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Listed Shares	6/13/01	F	39,100	D	21.10	10
Listed Shares(1)	6/13/01	M	50,000	A	16.50	10
Listed Shares(2)	6/13/01	S	100	D	21.05	10
Listed Shares(2)	6/13/01	S	2,900	D	21.00	10

(1) Correcting transaction code to reflect exempt under Section 16b-3.

(2) Disposition to cover tax liability incurred from options exercise.

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FORM 4A (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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.
			Code V	(A) (D)	Date Exercisable	Expiration Date
Option	16.50	6/13/01	M	50,000	1/3/01	1/3/08

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities	10. Ownership Form of Derivative
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Beneficially
Owned at End
of Month
(Instr. 4)

Securities
Beneficially
Owned at
End of
Month
(Instr. 4)

Option

389,166

D

Explanation of Responses:

**Signature of Reporting Person

Date _____

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

* 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 Violation
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient, see Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/4.htm>
Last update: 11/05/1999