

W. P. Carey Inc.
Form 4
June 13, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZACHARIAS THOMAS E

(Last) (First) (Middle)

**C/O W. P. CAREY INC., 50
ROCKEFELLER PLAZA**

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

W. P. Carey Inc. [WPC]

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

06/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)

Chief Operating Officer

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

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 (Instr. 8)	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	06/09/2016		M		449	A	\$ 30.07
Common Stock	06/09/2016		F		340	D	\$ 67.61
Common Stock	06/09/2016		M		5,185	A	\$ 31.45
Common Stock	06/09/2016		F		3,960	D	\$ 67.61
Common Stock	06/09/2016		M		1,138	A	\$ 33.2
	06/09/2016		F		883	D	

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Common Stock	\$ 67.61			
Common Stock	19,000 ⁽¹⁾	I	By spouse	
Common Stock	8,000	I	Held in trust for son	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(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)	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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Officer Stock Option (right to buy)	\$ 30.07	06/09/2016		M	449	<u>(2)</u>	12/31/2016	Common Stock		449
Officer Stock Option (right to buy)	\$ 31.45	06/09/2016		M	5,185	<u>(3)</u>	06/30/2017	Common Stock		5,185
Officer Stock Option (right to buy)	\$ 33.2	06/09/2016		M	1,138	<u>(4)</u>	12/31/2017	Common Stock		1,138

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZACHARIAS THOMAS E C/O W. P. CAREY INC. 50 ROCKEFELLER PLAZA NEW YORK, NY 10020	Chief Operating Officer

Signatures

/s/ James A. Fitzgerald, Attorney-in-fact	06/13/2016
**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) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
- (2) The options were fully vested upon grant but became exercisable in five equal annual installments beginning on 12/31/2011 and ending on 12/31/2015.
- (3) The options were fully vested upon grant but became exercisable in five equal annual installments beginning on 6/30/2012 and ending on 6/30/2016.
- (4) The options were fully vested upon grant but became exercisable in five equal annual installments beginning on 12/31/2012 and ending on 12/31/2016.

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