#### **DECESARIS MARK J**

Form 4

January 23, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005 Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* DECESARIS MARK J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CAREY W P & CO LLC [WPC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify

01/21/2009

ROCKEFELLER PLAZA

below) below)

6. Individual or Joint/Group Filing(Check

Acting CFO & Chief Admin Offer

C/O W. P. CAREY & CO. LLC, 50

(Street)

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

3.

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10020

Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4) Reported

Beneficial Indirect (I) Ownership (Instr. 4)

Indirect

(9-02)

(A)

Transaction(s) or (Instr. 3 and 4)

(1)

Code V Amount Common 01/21/2009  $A^{(1)}$ 8,750

(D) Price \$0

29,500 D

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

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

#### Edgar Filing: DECESARIS MARK J - Form 4

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.                                   | 6. Date Exerc | cisable and                 | 7. Title  | and         | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|-------------------|--------------------------------------|---------------|-----------------------------|-----------|-------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |                                      | Expiration D  | ate                         | Amount of |             | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code              | of                                   | (Month/Day/   | Year)                       | Underly   | ing         | Security    | Secu   |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative<br>Securities<br>Acquired |               | Securities (Instr. 3 and 4) |           | (Instr. 5)  | Bene        |        |
|             | Derivative  |                     |                    |                   |                                      |               |                             |           |             | Own         |        |
|             | Security    |                     |                    |                   |                                      |               |                             |           |             | Follo       |        |
|             |             |                     |                    |                   | (A) or                               |               |                             |           |             |             | Repo   |
|             |             |                     |                    |                   | Disposed                             |               |                             |           |             |             | Trans  |
|             |             |                     |                    |                   | of (D)                               |               |                             |           |             |             | (Instr |
|             |             |                     |                    |                   | (Instr. 3,                           |               |                             |           |             |             |        |
|             |             |                     |                    |                   | 4, and 5)                            |               |                             |           |             |             |        |
|             |             |                     |                    |                   |                                      |               |                             | Δ         | mount       |             |        |
|             |             |                     |                    |                   |                                      |               |                             | 0         |             |             |        |
|             |             |                     |                    |                   |                                      | Date          | Expiration                  |           | l<br>Jumber |             |        |
|             |             |                     |                    |                   |                                      | Exercisable   | Date                        | 0         |             |             |        |
|             |             |                     |                    | Code V            | (A) (D)                              |               |                             |           | hares       |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**DECESARIS MARK J** C/O W. P. CAREY & CO. LLC 50 ROCKEFELLER PLAZA NEW YORK, NY 10020

Acting CFO & Chief Admin Offcr

# **Signatures**

James A. Fitzgerald, 01/23/2009 Attorney-in-fact

\*\*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).

These 8,750 restricted units were granted as part of the Issuer's Long Term Incentive Plan. These units vest in three equal annual

installments beginning on February 15, 2010 and ending on February 15, 2012 and are convertible on a one-for-one basis into shares of the Issuer's Common Stock.

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.

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