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CAREY W P & CO LLC
Form 4
June 15, 2001

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FORM 4

OMB APPROVAL

OMB Number: 3235-0287
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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	William	P.	W.P. Carey & Co. LLC ("WPC")		t
(Last)	(First)	(Middle)	3. I.R.S. Identification	4. Statement for	--
			Number of Reporting	Month/Year	-
525 Park Avenue			Person, if an entity	May 2001	
(Street)			(voluntary)		
			5. If Amendment,		7.
			Date of Original		
			(Month/Year)		
NY	NY	10021	006-22-9082		
(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	
	(Month/	(Instr. 8)		End of M	
	Day/			(Instr.	
	Year)	Code	V	Amount	(A) or
				Price	(D)
Common Stock	5/4/01	J (1)	5,342	A	--
					9,231,853

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Common Stock	5/4/01	J(4)	5,538	D	--	9,231,853
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Reminder: Report on a separate line for each class of securities beneficially owned directly or i

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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 and Expiration Date	

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

- (1) Represents an accounting adjustment to restricted shares distributed in connection with the formation of W.P. Carey & Co. LLC from the merger of Carey Diversified LLC and W.P. Carey & Co. Inc.
- (2) By Carey Property Advisors LP
- (3) By Ninth Carey Corporate Properties Inc.
- (4) Distribution by Carey Property Advisors LP to its Partners.

/s/ William P. Carey 6/8/2001

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

* 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 Sec 18 U.S.C. 1001 and 15 U.S.C. 7811(a).

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