

CAREY W P & CO LLC
Form 4
December 21, 2007

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2007

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)

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 Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	12/19/2007		G	360	D	\$ 33.05	4,183,121	D
						(1)		
Common Stock	12/19/2007		G	360	D	\$ 33.05	4,182,761	D
						(1)		
Common Stock	12/19/2007		G	360	D	\$ 33.05	4,182,401	D
						(1)		
Common Stock	12/19/2007		G	360	D	\$ 33.05	4,182,041	D
						(1)		

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					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,181,681	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,181,321	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,180,961	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,180,601	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,180,241	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,179,881	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,179,521	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,179,161	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,178,801	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,178,441	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,178,081	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,177,721	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,177,361	D	
					<u>(1)</u>			
Common Stock	12/19/2007	G	360	D	\$ 33.05	4,177,001	D	
					<u>(1)</u>			

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Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,176,641	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,176,281	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,175,921	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,175,561	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,175,201	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,174,841	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,174,481	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,174,121	D	
Common Stock	12/19/2007		G	360	D	\$ 33.05 <u>(1)</u>	4,173,761	D	
Common Stock							6,816,982	I	Held by W. P. Carey & Co. Incorporated

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	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 Beneficially Owned (Instr. 5)
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(A) or
 Disposed
 of (D)
 (Instr. 3,
 4, and 5)

Repo
 Trans
 (Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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		

Signatures

/s/ Wm. Polk
 Carey

12/21/2007

**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) This transaction represents a bona fide gift. The indicated value per share is based on the closing stock price on 12/19/2007.

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.