

CAREY W P & CO LLC
Form 4
August 15, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRISWOLD BENJAMIN H IV

(Last) (First) (Middle)

BROWN ADVISORY, 901 S.
BOND ST., SUITE 400

(Street)

BALTIMORE, MD 21231

(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)
08/14/2008

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/14/2008 | | P | | 2,411 | A | \$ 30.1484 (1) |
| | | | | | | | 21,959 |
| | | | | | | | D |
| Common Stock | 08/14/2008 | | P | | 2,411 | A | \$ 30.1485 (2) |
| | | | | | | | 28,161 |
| | | | | | | | I (3) |
| | | | | | | | Acquired by Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold |
| Common Stock | 08/14/2008 | | P | | 1,206 | A | \$ 30.1485 |
| | | | | | | | 29,367 |
| | | | | | | | I (3) |
| | | | | | | | Acquired by Benjamin H. |

(4)

Griswold, III
Grandchildren's
Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GRISWOLD BENJAMIN H IV BROWN ADVISORY 901 S. BOND ST., SUITE 400 BALTIMORE, MD 21231 | | X | | |

Signatures

/s/ Benjamin H. Griswold, IV 08/15/2008

**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).
Reflects the weighted average purchase price with the range of price paid from \$30.01 to \$30.24. The full information regarding the
(1) number of shares purchased at each separate price is as follows: 150 \$30.0100 , 30 \$30.0200 , 80 \$30.0400 , 7 \$30.0600 , 200 \$30.0700 , 200 \$30.1000 , 820 \$30.1600 , 40 \$30.1800 , 160 \$30.1900 , 610 \$30.2000 , 114 \$30.2400 ,

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- Reflects the weighted average purchase price with the range of price paid from \$30.01 to \$30.24. The full information regarding the
- (2) number of shares purchased at each separate price is as follows: 150 \$30.0100 , 30 \$30.0200 , 80 \$30.0400 , 6 \$30.0600 , 200 \$30.0700 , 200 \$30.1000 , 821 \$30.1600 , 40 \$30.1800 , 160 \$30.1900 , 610 \$30.2000 , 114 \$30.2400 ,
- (3) The Reporting Person's indirect share balance includes the following holdings: Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold - 18,911 Benjamin H. Griswold, III Grandchildren's Trust - 9,456 Benjamin H. Griswold, IV's wife - 1,000
- Reflects the weighted average purchase price with the range of price paid from \$30.01 to \$30.24. The full information regarding the
- (4) number of shares purchased at each separate price is as follows: 75 \$30.0100 , 15 \$30.0200 , 40 \$30.0400 , 3 \$30.0600 , 100 \$30.0700 , 100 \$30.1000 , 410 \$30.1600 , 20 \$30.1800 , 80 \$30.1900 , 306 \$30.2000 , 57 \$30.2400 ,

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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