

Macquarie Infrastructure CO LLC

Form 4

June 27, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stokes Peter

(Last) (First) (Middle)

C/O MACQUARIE
INFRASTRUCTURE COMPANY
LLC, 125 W 55TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Macquarie Infrastructure CO LLC
[MIC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/25/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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
Share of Trust Stock (1)	06/25/2007		J		19,961	D	\$ 0 0
Limited Liability Company Interest (1)	06/25/2007		J		19,961	A	\$ 0 19,961

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Director Profit Sharing Interests (2)	(2)	06/25/2007		J			114,437	(2)	(2)	Shares of Trust Stock (1)	114,437
Director Profit Sharing Interests (2)	(2)	06/25/2007		J			114,437	(2)	(2)	Limited Liability Company Interests (1)	114,437

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stokes Peter C/O MACQUARIE INFRASTRUCTURE COMPANY LLC 125 W 55TH STREET NEW YORK, NY 10019	Chief Executive Officer

Signatures

/s/ Heidi Mortensen,
Attorney-In-Fact

06/27/2007

__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) On June 25, 2007, all of the shares of trust stock, representing beneficial interests in Macquarie Infrastructure CO Trust (the "Trust") were automatically exchanged for an equal number of limited liability company interests in Macquarie Infrastructure Company LLC ("MIC") pursuant to the terms of the trust agreement for the Trust (the "Exchange"). Prior to the Exchange, all interests in the LLC were held by the Trust. Following the Exchange, MIC became the successor of the Trust. The Exchange, which was effected on a one for one basis, did

Edgar Filing: Macquarie Infrastructure CO LLC - Form 4

not alter the proportionate interests of the securityholders. The transactions reported in connection with the Exchange are exempt under Rule 16b-7 and represent no change in the economic or pecuniary interest of the reporting person.

- (2) The value of Director Profit Sharing Interests ("DPS") represents a notional investment of 2006 retained profit share in limited liability company interests of Macquarie Infrastructure Company LLC by Macquarie Bank Limited ("MBL") as of July 1, 2006. Retained DPS vests over a ten year period from the date Mr. Stokes was made an executive director, with no vesting for the first four years and one sixth each year thereafter, with initial vesting beginning March 31, 2007. Vested amounts would be released at the earlier of the ceasing of employment and the end of a ten year period following the retention date (subject to certain disqualifying events). Any increases in value of the notional portfolio may be paid out in August each year at the discretion of MBL.

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.