

CAREY W P & CO LLC
Form 4
June 24, 2008

FORM 4

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

OMB APPROVAL

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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 *
FABER EBERHARD IV

(Last) (First) (Middle)
1100 TEN MILE RUN ROAD
(Street)
BEAR CREEK, PA 18602

(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)
01/15/2008

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	01/15/2008		J(1)	V 2.1978 A \$ 32.97	22,136.1978	D	
Common Stock	01/16/2008		J(1)	V 48 A \$ 33.35	22,184.1978	D	
Common Stock	01/16/2008		J(1)	V 28 A \$ 33.35	22,212.1978	D	
Common Stock	04/15/2008		J(1)	V 3.2025 A \$ 28.175	22,460.4003	D	
Common Stock	04/16/2008		J(1)	V 36 A \$ 28.54	22,496.4003	D	
	04/16/2008		J(1)	V 22 A \$ 28.54	22,518.4003	D	

Common
Stock

Common Stock 06/20/2008 A 261 ⁽²⁾ A \$ 30.87 ₍₃₎ 22,779.4003 D

Common
Stock

4,675 I

Held by
Faber
Family
Trust

Common
Stock

1,590 I

Held by
Faber
Family
Foundation

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)

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
FABER EBERHARD IV 1100 TEN MILE RUN ROAD BEAR CREEK, PA 18602		X		

Signatures

/s/ Eberhard
Faber, IV

06/24/2008

__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).
- (1) Represents a dividend reinvestment transaction exempt pursuant to Section 16(a)-11
 - (2) These 261 restricted shares vest in three equal annual installments beginning on June 20, 2009 and ending on June 20, 2011.
 - (3) This transaction represents a compensation issuance exempt pursuant to Section 16(b). The indicated price is the closing price as of April 1, 2008.

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.