

CAREY W P & CO LLC
 Form 4
 May 16, 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)
 05/14/2008

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)
Common Stock	05/14/2008		P	680 A	\$ 30.63 23,090	I (1)	Acquired by Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold
Common Stock	05/14/2008		P	340 A	\$ 30.63 23,430	I (1)	Acquired by Benjamin H. Griswold, III Grandchildren's Trust

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Common Stock	05/14/2008	P	680	A	\$ 30.63	18,121	D	
Common Stock	05/14/2008	P	600	A	\$ 30.65	24,030	I <u>(1)</u>	Acquired by Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold
Common Stock	05/14/2008	P	300	A	\$ 30.65	24,330	I <u>(1)</u>	Acquired by Benjamin H. Griswold, III Grandchildren's Trust
Common Stock	05/14/2008	P	600	A	\$ 30.65	18,721	D	
Common Stock	05/14/2008	P	120	A	\$ 30.93	24,450	I <u>(1)</u>	Acquired by Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold
Common Stock	05/14/2008	P	60	A	\$ 30.93	24,510	I <u>(1)</u>	Acquired by Benjamin H. Griswold, III Grandchildren's Trust
Common Stock	05/14/2008	P	120	A	\$ 30.93	18,841	D	
Common Stock	05/14/2008	P	40	A	\$ 30.94	24,550	I <u>(1)</u>	Acquired by Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold
Common Stock	05/14/2008	P	20	A	\$ 30.94	24,570	I <u>(1)</u>	Acquired by Benjamin H. Griswold, III Grandchildren's Trust
Common Stock	05/14/2008	P	40	A	\$ 30.94	18,881	D	
Common Stock	05/14/2008	P	120	A	\$ 30.95	24,690	I <u>(1)</u>	Acquired by Benjamin H.

Common Stock	05/14/2008	P	60	A	\$ 30.95	24,750	I ⁽¹⁾	Griswold, III Marital Trust for the Benefit of Leith S. Griswold Acquired by Benjamin H. Griswold, III Grandchildren's Trust
Common Stock	05/14/2008	P	120	A	\$ 30.95	19,001	D	

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

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

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

05/16/2008

__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) The Reporting Person's indirect share balance includes the following holdings: Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold - 16,500 Benjamin H. Griswold, III Grandchildren's Trust - 8,250

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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