Macquarie Infrastructure CO LLC

Form 4 October 09, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Macquarie Infrastructure Management (USA) INC 2. Issuer Name and Ticker or Trading

Symbol

Macquarie Infrastructure CO LLC

[MIC]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(City)

Company

Interests

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 10/08/2013

X\_ Director Officer (give title

10% Owner Other (specify

C/O MACQUARIE

INFRASTRUCTURE CO LLC,, 125

WEST 55TH STREET

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

NEW YORK, NY 10019

(Zip)

Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(2)

1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A)			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactionr Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Limited						\$			
Liability	10/08/2013		S(1)	195 400	D	53 59	2 967 032 (3)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
				Code V		Exercisable	Date		Number		
					(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director

Macquarie Infrastructure Management (USA) INC C/O MACQUARIE INFRASTRUCTURE CO LLC, 125 WEST 55TH STREET NEW YORK, NY 10019

X

### **Signatures**

/s/ James Hooke, Name: James Hooke, President & Chief Executive Officer, on behalf of Macquarie Infrastructure Management (USA) Inc.

10/09/2013

\*\*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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, **(1)**
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.19 to \$54.13, inclusive. The reporting person undertakes to provide to Macquarie Infrastructure CO LLC ("MIC"), any security holder of MIC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The total amount of LLC interests listed in Column 5 includes 19,124 LLC interests that are held directly by Macquarie Group Services Australia Pty Limited, a direct wholly owned subsidiary of the ultimate controlling entity of the reporting person and 2,335 LLC interests that are held directly by Macquarie Private Wealth Inc., an indirect wholly owned subsidiary of the ultimate controlling entity of the reporting person.

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.

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