

Macquarie Infrastructure CO LLC
 Form 4
 September 02, 2011

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 *
 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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

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
Limited Liability Company Interests	09/04/2009		A ⁽¹⁾		149,795	A	\$ 5.68 3,322,918
Limited Liability Company Interests	12/02/2009		A ⁽²⁾		180,309	A	\$ 9.09 3,503,227
Limited Liability	03/31/2010		A ⁽³⁾		138,955	A	\$ 13.63 3,642,182

Company Interests								
Limited Liability Company Interests	06/11/2010	A ⁽⁴⁾	155,375	A	\$ 14.09	3,797,557	D	
Limited Liability Company Interests	03/22/2011	A ⁽⁵⁾	136,079	A	\$ 23.62	3,933,636	D	
Limited Liability Company Interests	06/06/2011	A ⁽⁶⁾	144,742	A	\$ 25.09	4,078,378	D	
Limited Liability Company Interests	08/31/2011	A ⁽⁷⁾	179,623	A	\$ 23.14	4,258,001	D	

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.

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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. 6)
				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

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

Signatures

/s/ James Hooke 09/02/2011

**Signature of Date
Reporting Person

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 LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended June 30, 2009.
- (2) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended September 30, 2009.
- (3) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended December 31, 2009.
- (4) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended March 31, 2010.
- (5) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended December 31, 2010.
- (6) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended March 31, 2011.
- (7) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended June 30, 2011.

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.