

van Ommen Nick J.M.
 Form 4
 July 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
 van Ommen Nick J.M.

2. Issuer Name and Ticker or Trading Symbol
 CAREY W P & CO LLC [WPC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O W. P. CAREY & CO. LLC, 50
 ROCKEFELLER PLAZA

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

07/01/2011

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

(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 10020

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/01/2011		A ⁽¹⁾	1,857 A	\$ 0 (1) 8,257	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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 (9-02)

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

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Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Submit Your Proxy By Internet: To submit your proxy now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Submit Your Proxy By Mail: You can submit your proxy by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

AT THE ANNUAL GENERAL MEETING, THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE DIRECTOR NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSALS 2, 3, 4 AND 5.

Annual General Meeting

Election of Directors

1. Nominees:

1a. Dr. Sehat Sutardja

1b. Weili Dai

1c. Dr. Juergen Gromer

1d. Dr. John G. Kassakian

1e. Arturo Krueger

1f. Dr. Randhir Thakur

2. Advisory vote to approve named executive officer compensation.

3. To approve the Executive Performance Incentive Plan in order to provide for future bonus awards to certain key executive officers that are deductible under Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended.

4. To approve an amendment to the Amended and Restated 1995 Stock Option Plan, as amended, to provide for awards under the plan that comply with the exemptions from the deduction limitations imposed under Section 162(m) of the U.S. Internal Revenue Code of 1986, as amended, and to enable the grant of a full range of awards to non-employee directors.

5. To re-appoint PricewaterhouseCoopers LLP as our auditors and independent registered public accounting firm, and to authorize the audit committee, acting on behalf of the board of directors, to fix the remuneration of the auditors and independent registered public accounting firm, in both cases for the fiscal year ending January 30, 2016.

In their discretion, the proxy holders are authorized to vote upon such other business as may properly come before the Annual General Meeting.

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