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

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

10% Owner

Indirect

Beneficial

Ownership

(Instr. 4)

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

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

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

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

(Last)

(City)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

07/01/2011

(Check all applicable)

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

(Zip)

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Officer (give title Other (specify below)

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

X_ Director

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

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

NEW YORK, NY 10020

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Common Stock

07/01/2011

(D) Code V Amount $A^{(1)}$ 1,857

Price 8,257

(1)

(A)

or

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.

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

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| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|---------|------------|-------------|--------|
| Derivative | 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) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | | Date | | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| van Ommen Nick J.M. C/O W. P. CAREY & CO. LLC 50 ROCKEFELLER PLAZA NEW YORK, NY 10020 | X | | | | | | |

Signatures

/s/ James A. Fitzgerald, Attorney-in-fact

07/06/2011

**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).

Represents restricted share units granted under the Issuer's 2009 Non-Employee Directors' Incentive Plan, convertible on a one-for-one (1) basis into shares of the Issuer's common stock, which are immediately vested, but receipt of the underlying shares is automatically deferred until separation of service.

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. ER How to View Online: Have the information that is printed in the box marked by the arrow XXXX XXXX XXXXX XXXXX (located on the following page) and visit: www.proxyvote.com. How to Request and Receive a PAPER or E-MAIL Copy: If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: www.proxyvote.com2) BY TELEPHONE: 1-800-579-16393) BY E-MAIL*: sendmaterial@proxyvote.com* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before June 16, 2015 to facilitate timely delivery.

How To Vote or Submit Your Proxy
lease Choose One of the Following Methods to Vote or Submit Your Proxy

Reporting Owners 2

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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 (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.

M92957-P64040

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

lb. Weili Dai

1c. Dr. Juergen Gromer

1d. Dr. John G. Kassakian

1e. Arturo Kruegei

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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