

CAREY W P & CO LLC
 Form 4
 August 20, 2008

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 *
 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)
 08/18/2008

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 08/18/2008 | | P | 7,274 | A | \$ 30.7012 (1) | 32,158 D | Acquired by Benjamin H. Griswold, III |
| Common Stock | 08/18/2008 | | P | 7,274 | A | \$ 30.7012 (2) | 41,238 I (3) | Marital Trust for the Benefit of Leith S. Griswold |
| Common Stock | 08/18/2008 | | P | 3,636 | A | \$ 30.7012 | 44,874 I (3) | Acquired by Benjamin H. |

| | | | | | | | | | |
|-----------------|------------|--|---|-----|---|-----------------------------|--------|--------------|--|
| | | | | | | <u>(4)</u> | | | Griswold, III Grandchildren's Trust |
| Common Stock | 08/18/2008 | | P | 516 | A | \$ 30.7012 <u>(5)</u> | 45,390 | I <u>(3)</u> | Acquired by Benjamin H. Griswold, IV's wife |

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| 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

08/20/2008

 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).

Reflects the weighted average purchase price with the range of price paid from \$30.50 to \$31.00. The full information regarding the number of shares purchased at each separate price is as follows: Benjamin H. Griswold, IV: 117 \$30.9100 , 272 \$30.9500 , 235 \$30.9700 (1) , 39 \$30.9900 , 778 \$31.0000 , 1,167 \$30.5000 , 115 \$30.9800 , 233 \$30.8300 , 156 \$30.8500 , 389 \$30.7500 , 272 \$30.5900 , 78 \$30.5800 , 233 \$30.6400 , 1,984 \$30.6500 , 78 \$30.6100 , 83 \$30.6800 , 111 \$30.6900 , 194 \$30.6300 , 156 \$30.5300 , 39 \$30.5500 , 156 \$30.5900 , 389 \$30.6000 ,

Reflects the weighted average purchase price with the range of price paid from \$30.50 to \$31.00. The full information regarding the number of shares purchased at each separate price is as follows: Benjamin H. Griswold, III Marital Trust 117 \$30.9100 , 272 \$30.9500 , (2) 235 \$30.9700 , 39 \$30.9900 , 778 \$31.0000 , 1,167 \$30.5000 , 115 \$30.9800 , 233 \$30.8300 , 156 \$30.8500 , 389 \$30.7500 , 272 \$30.5900 , 78 \$30.5800 , 233 \$30.6400 , 1,984 \$30.6500 , 78 \$30.6100 , 83 \$30.6800 , 111 \$30.6900 , 194 \$30.6300 , 156 \$30.5300 , 39 \$30.5500 , 156 \$30.5900 , 389 \$30.6000 ,

(3) The Reporting Person's indirect share balance includes the following holdings: Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold - 29,111 Benjamin H. Griswold, III Grandchildren's Trust - 14,555 Benjamin H. Griswold, IV's wife - 1,724

Reflects the weighted average purchase price with the range of price paid from \$30.50 to \$31.00. The full information regarding the number of shares purchased at each separate price is as follows: Benjamin H. Griswold, III 1982 Grandchildren's Trust 58 \$30.9100 , 136 (4) \$30.9500 , 118 \$30.9700 , 19 \$30.9900 , 389 \$31.0000 , 583 \$30.5000 , 57 \$30.9800 , 117 \$30.8300 , 78 \$30.8500 , 194 \$30.7500 , 136 \$30.5900 , 39 \$30.5800 , 117 \$30.6400 , 992 \$30.6500 , 39 \$30.6100 , 42 \$30.6800 , 56 \$30.6900 , 97 \$30.6300 , 78 \$30.5300 , 19 \$30.5500 , 78 \$30.5900 , 194 \$30.6000 ,

Reflects the weighted average purchase price with the range of price paid from \$30.50 to \$31.00. The full information regarding the number of shares purchased at each separate price is as follows: Wendy G. Griswold: 8 \$30.9100 , 19 \$30.9500 , 17 \$30.9700 , 3 (5) \$30.9900 , 55 \$31.0000 , 83 \$30.5000 , 8 \$30.9800 , 16 \$30.8300 , 11 \$30.8500 , 28 \$30.7500 , 19 \$30.5900 , 5 \$30.5800 , 16 \$30.6400 , 141 \$30.6500 , 6 \$30.6100 , 6 \$30.6800 , 8 \$30.6900 , 14 \$30.6300 , 11 \$30.5300 , 3 \$30.5500 , 11 \$30.5900 , 28 \$30.6000 ,

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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