

Macquarie Infrastructure CO Trust

Form 8-K

November 09, 2006

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): November 8, 2006

MACQUARIE INFRASTRUCTURE COMPANY TRUST

(Exact name of registrant as specified in its charter)

Delaware

001-32385

20-6196808

(State or other jurisdiction of
incorporation)

Commission File Number

(IRS Employer
Identification No.)

MACQUARIE INFRASTRUCTURE COMPANY LLC

(Exact name of registrant as specified in its charter)

Delaware

001-32384

43-2052503

(State or other jurisdiction
of incorporation)

Commission File Number

(IRS Employer
Identification No.)

125 West 55th Street,
New York, New York

10019

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (212) 231-1000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) (c) On November 8, 2006, Macquarie Infrastructure Company LLC (MIC) appointed Francis T. Joyce as Chief Financial Officer of MIC. Mr. Joyce holds the position of Division Director of Macquarie Holdings (USA) Inc. (Macquarie), the Manager of MIC, and has been seconded by Macquarie to be the Chief Financial Officer of MIC pursuant to the terms of a management services agreement. Mr. Joyce replaces MIC 's Chief Executive Officer, Peter Stokes, solely in his capacity as Interim Chief Financial Officer. At that time, MIC also extended the appointment of Todd Weintraub as Principal Accounting Officer. For further information regarding Mr. Joyce and the terms of his employment, please see MIC 's current report on Form 8-K filed with the Securities and Exchange Commission on August 21, 2006.

Section 2 Financial Information

Item 2.02 Results of Operations and Financial Condition.

Section 7 Regulation FD

Item 7.01 Regulation FD Disclosure.

The following information is furnished pursuant to Item 2.02, Results of Operations and Financial Condition and Item 7.01, Regulation FD Disclosure.

On November 9, 2006, MIC issued a press release relating to its third quarter 2006 earnings and an additional press release relating to its declaration of a quarterly distribution to shareholders. Copies of these press releases are attached hereto as Exhibit 99.1 and 99.2, respectively and hereby incorporated by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release relating to third quarter financial performance

99.2 Press release relating to dividend declaration

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACQUARIE INFRASTRUCTURE COMPANY
TRUST

Date November 9, 2006

By: /s/ Peter Stokes

Name: Peter Stokes

Title: Regular Trustee

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACQUARIE INFRASTRUCTURE COMPANY LLC

Date November 9, 2006

By: /s/ Peter Stokes

Name: Peter Stokes

Title: Chief Executive Officer