

CAREY W P & CO LLC
Form 4
August 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
08/15/2008

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 | | |
| | | | | Code | V | Amount | |
| Common Stock | 08/15/2008 | | P | A | 2,925 | \$ 30.4701 (1) | 24,884 D |
| Common Stock | 08/15/2008 | | P | A | 2,926 | \$ 30.4701 (1) | 32,293 I (2) |
| Common Stock | 08/15/2008 | | P | A | 1,463 | \$ 30.4701 | 33,756 I (2) |

Acquired by Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold

Acquired by Benjamin H.

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 \$30.22 to \$30.50. The full information regarding the number of shares purchased at each separate price is as follows: Benjamin H. Griswold, IV: 77 30.2200 , 156 30.4100 , 117 30.4200 , 117 30.4300 , 272 30.4400 , 311 30.4500 , 233 30.4900 , 1,642 30.5000 , Benjamin H. Griswold, III Marital Trust: 78 30.2200 , 156 30.4100 ,

(1) 117 30.4200 , 117 30.4300 , 272 30.4400 , 311 30.4500 , 233 30.4900 , 1,642 30.5000 , Benjamin H. Griswold, III 1982 Grandchildren's Trust: 39 30.2200 , 78 30.4100 , 58 30.4200 , 58 30.4300 , 136 30.4400 , 156 30.4500 , 117 30.4900 , 821 30.5000 , Wendy G. Griswold: 6 30.2200 , 11 30.4100 , 8 30.4200 , 8 30.4300 , 19 30.4400 , 22 30.4500 , 17 30.4900 , 117 30.5000 ,

(2) The Reporting Person's indirect share balance includes the following holdings: Benjamin H. Griswold, III Marital Trust for the Benefit of Leith S. Griswold - 21,837 Benjamin H. Griswold, III Grandchildren's Trust - 10,919 Benjamin H. Griswold, IV's wife - 1,208

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.