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GRISWOL Form 4 June 15, 20	D BENJAMIN H	IV											
FOR	ЛЛ									OM	1B APF	ROVA	L
	UNITED	STATES		RITIES ashingto				E COMMISS	SION	OMB Numbe	er:	3235-	0287
Check if no lo	this box		Expire	s:	Januar	y 31, 2005							
subject Sectior Form 4 Form 5	to SIAIE.	STATEMENT OF CHANGES IN BENEFICIAL O SECURITIES									hours	ed average hours per	
Form 5 obligations may continue. See Instruction 1(b). 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	e Responses)												
1. Name and Address of Reporting Person 2. GRISWOLD BENJAMIN H IV					5. Relationship of Reporting Person(s) to Issuer								
. .	CAREY W P & CO LLC [WPC]					(Check all applicable)							
				of Earliest /Day/Year) /2009	X_ Director 10% Owner Officer (give title Other (specify below) below)								
				If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
		(7:-)						Person					
(City)	(State)	(Zip)		ble I - Non 3.			urities	Acquired, Dispo	sed of, 6.		-		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi onAcquired Disposed (Instr. 3,	(A) c of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	7. Nature of ership Beneficial : Ownership t (D) (Instr. 4) direct		ial hip	lirect	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)					
Common Stock	06/11/2009			A <u>(1)</u>	1,429	A	\$ 0 (1)	44,477	D				
Common Stock								33,000	I	(Griswo	nin H. old, III Il Trus	[
Common Stock								16,500	Ι	(Griswo	nin H. old, III childre	[
Common Stock								2,000	Ι		wife		

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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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									. .		
									Amount		
						Date	Expiration		or		
						Exercisable	•		Number		
									of		
				Code V	(A) (D)				Shares		

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	Х								
Signatures /s/ James A. Fitzgerald, Attorney-in-fact		06/15/20	09						

**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).

Granted in October 2008 under the Issuer's 2009 Non-Employee Directors' Incentive Plan subject to stockholder approval the plan, which
 occurred on June 11, 2009. These restricted share units, which are convertible on a one-for-one basis into shares of the Issuer's common stock, vest immediately 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.