

CAREY FRANCIS
Form 4
October 03, 2012

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 *
CAREY FRANCIS

(Last) (First) (Middle)

C/O W. P. CAREY INC., 50
ROCKEFELLER PLAZA

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
W. P. Carey Inc. [WPC]

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2012

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2012		M		315	A	\$ 29.78
Common Stock	10/01/2012		M		7	A	\$ 35.16
Common Stock	10/01/2012		M		221	A	\$ 29.28
Common Stock	05/09/2012		G	V	61,000	D	\$ 0
					0	(3)	

Grantor Retainer Annuity Irrevocable Trust #3

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Common Stock	55,245 ⁽³⁾	I	Grantor Retainer Annuity Irrevocable Trust #4
Common Stock	81,677	I	Grantor Retainer Annuity Irrevocable Trust #5
Common Stock	69,000 ⁽⁴⁾	I	Grantor Retainer Annuity Irrevocable Trust #6

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 or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Purchase Option	\$ 29.78	10/01/2012		M	315	⁽⁵⁾ 06/30/2014	Common Stock	315	\$	
Purchase Option	\$ 35.16	10/01/2012		M	7	⁽⁶⁾ 12/31/2014	Common Stock	7	\$	
Purchase Option	\$ 29.28	10/01/2012		M	221	⁽⁷⁾ 06/30/2015	Common Stock	221	\$	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY FRANCIS C/O W. P. CAREY INC. 50 ROCKEFELLER PLAZA NEW YORK, NY 10020	X	X		

Signatures

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

10/03/2012

__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).
- (1) Includes 752.89 shares previously acquired under the Issuer's Employee Stock Purchase Plan.
- (2) Reflects transfer of 22,743 directly held shares to a new indirectly held GRAT account, for which the Reporting Person is a Trustee, as shown above. Also, reflects a fractional adjustment in connection with broker transfers.
- (3) Reflects transfers to a new indirectly held GRAT account, for which the Reporting Person is a Trustee, as shown above.
- (4) Reflects transfers from directly held shares and existing indirectly held GRAT accounts, for which the Reporting Person is a Trustee, as shown above.
- (5) The options vest as follows: 314 on 6/30/2009, 315 on 6/30/2010, 315 on 6/30/2011, 315 on 6/30/2012, and 315 on 6/30/2013.
- (6) The options vest as follows: 7 on 12/31/2009, 7 on 12/31/2010, 7 on 12/31/2011, 8 on 12/31/2012, and 8 on 12/31/2013.
- (7) The options vest as follows: 221 on 6/30/2010, 221 on 6/30/2011, 221 on 6/30/2012, 222 on 6/30/2013, and 222 on 6/30/2014.

Remarks:

On September 28, 2012, W. P. Carey Inc. became the successor of W. P. Carey & Co. LLC pursuant to a merger. In the merger

The Reporting Person is deemed to beneficially own more than 10% of the Issuer's outstanding Common Stock because he is a

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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