

Macquarie Infrastructure CO LLC

Form 4

September 02, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Macquarie Infrastructure
Management (USA) INC

(Last) (First) (Middle)

C/O MACQUARIE
INFRASTRUCTURE COMPANY
LLC, 125 WEST 55TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Macquarie Infrastructure CO LLC
[MIC]

3. Date of Earliest Transaction
(Month/Day/Year)
09/04/2009

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)
Limited Liability Company Interests	09/04/2009		A ⁽¹⁾	149,795 A	\$ 5.68 3,322,918	D	
Limited Liability Company Interests	12/02/2009		A ⁽²⁾	180,309 A	\$ 9.09 3,503,227	D	
Limited Liability	03/31/2010		A ⁽³⁾	138,955 A	\$ 13.63 3,642,182	D	

Company
InterestsLimited
Liability
Company
Interests

06/11/2010

A⁽⁴⁾

155,375

A

\$
14.09

3,797,557

D

Limited
Liability
Company
Interests

03/22/2011

A⁽⁵⁾

136,079

A

\$
23.62

3,933,636

D

Limited
Liability
Company
Interests

06/06/2011

A⁽⁶⁾

144,742

A

\$
25.09

4,078,378

D

Limited
Liability
Company
Interests

08/31/2011

A⁽⁷⁾

179,623

A

\$
23.14

4,258,001

D

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.

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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. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Macquarie Infrastructure Management (USA) INC
C/O MACQUARIE INFRASTRUCTURE COMPANY LLC
125 WEST 55TH STREET
NEW YORK, NY 10019

X

Signatures

/s/ James Hooke

09/02/2011

 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) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended June 30, 2009.
- (2) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended September 30, 2009.
- (3) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended December 31, 2009.
- (4) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended March 31, 2010.
- (5) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended December 31, 2010.
- (6) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended March 31, 2011.
- (7) Represents LLC interests issued to the reporting person upon reinvestment of base fees for the quarter ended June 30, 2011.

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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