

CAREY FRANCIS
Form 4
October 12, 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)
09/28/2012

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	09/28/2012		A		2,058	A	11
Common Stock	10/01/2012		M		315 ⁽⁴⁾	A	\$ 29.78
Common Stock	10/01/2012		M		7 ⁽⁴⁾	A	\$ 35.16
Common Stock	10/01/2012		M		221 ⁽⁴⁾	A	\$ 29.28
Common Stock	05/09/2012		G	V	61,000 ⁽⁴⁾	D	\$ 0
						I	0 ⁽⁵⁾
							Grantor Retainer Annuity

Common Stock	55,245 ⁽⁵⁾	I	Irrevocable Trust #3
Common Stock	81,677	I	Grantor Retainer Annuity Irrevocable Trust #4
Common Stock	69,000 ⁽⁶⁾	I	Grantor Retainer Annuity Irrevocable Trust #5
			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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.78	10/01/2012		M	315 ⁽⁴⁾	⁽⁷⁾ 06/30/2014	Common Stock	315	
Employee Stock Option	\$ 35.16	10/01/2012		M	7 ⁽⁴⁾	⁽⁸⁾ 12/31/2014	Common Stock	7	

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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