

Macquarie Infrastructure Management (USA) INC
 Form 4
 May 21, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

125 WEST 55TH STREET, 15TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Macquarie Infrastructure Corp [MIC]

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

05/17/2018

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.001 per share	05/17/2018		P		175,000 ⁽¹⁾	A	\$ 37.46 ⁽²⁾ 6,690,969
Common Stock, par value \$0.001 per share	05/18/2018		P		128,548 ⁽¹⁾	A	\$ 36.7 ⁽²⁾ 6,819,517
Common Stock, par value \$0.001 per share	05/21/2018		P		125,700 ⁽¹⁾	A	\$ 37.87 6,945,217

value										<u>(2)</u>
\$0.001 per share										
Common Stock, par value	05/21/2018		P	1,400 <u>(1)</u>	A	\$	38.22	6,946,617	D	<u>(2)</u>
\$0.001 per share										

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macquarie Infrastructure Management (USA) INC 125 WEST 55TH STREET, 15TH FLOOR NEW YORK, NY 10019	X			

Signatures

/s/ Matthew Gummer, Authorized Signatory 05/21/2018

 **Signature of Reporting Person

Date

/s/ Diana Delgado, Authorized Signatory 05/21/2018

__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) These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 9, 2018.

The prices reported in Column 4 are a weighted average price per day. These shares were purchased in multiple transactions at prices ranging from \$37.28 to \$38.00, inclusive, on May 17, 2018, \$36.41 to \$37.08, inclusive, on May 18, 2018 and \$37.20 to \$38.20,

(2) inclusive, and \$38.21 to \$38.23, inclusive, both on May 21, 2018. The reporting person undertakes to provide to Macquarie Infrastructure Corporation, any security holder of Macquarie Infrastructure Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (2) to this Form 4.

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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