

Macquarie Infrastructure CO LLC
 Form 4
 June 27, 2007

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 125 WEST 55TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/25/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10019
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 | (A) or (D) | Price |
| Share of Trust Stock (1) | 06/25/2007 | | J | | 2,597,772 | D | \$ 0 0 |
| Limited Liability Company Interest (1) | 06/25/2007 | | J | | 2,597,772 | A | \$ 0 2,597,772 |

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

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number.

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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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
NEW YORK, NY 10019

X

Signatures

/s/ Alan Stephen Peet, Vice President

06/27/2007

__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).

- On June 25, 2007, all of the shares of trust stock, representing beneficial interests in Macquarie Infrastructure CO Trust (the "Trust") were automatically exchanged for an equal number of limited liability company interests in Macquarie Infrastructure Company LLC ("MIC") pursuant to the terms of the trust agreement for the Trust (the "Exchange"). Prior to the Exchange, all interests in the LLC were held by the Trust. Following the Exchange, MIC became the successor of the Trust. The Exchange, which was effected on a one for one basis, did not alter the proportionate interests of the securityholders. The transactions reported in connection with the Exchange are exempt under Rule 16b-7 and represent no change in the economic or pecuniary interest of the reporting person.
- (1)
 - (2) 19,124 limited liability interests are held directly by Macquarie Bank Limited, No. 1 Martin Place, Sydney, NSW, the ultimate parent company of the filer.

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.