

Macquarie Infrastructure CO LLC
 Form 4
 February 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Carmany George W III

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 W 55TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2007

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

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 or Price		
LLC Interests	11/15/2007 ⁽¹⁾		S		250 D \$ 39.7788		D
LLC Interests	11/15/2007 ⁽¹⁾		S		250 D \$ 39.7632		D
LLC Interests	11/15/2007 ⁽¹⁾		S		700 D \$ 40.0071		D
LLC Interests	11/15/2007 ⁽¹⁾		S		300 D \$ 39.8822		D
LLC Interests	11/15/2007 ⁽¹⁾		S		500 D \$ 39.95		D

