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CAREY FRANCIS
 Form 4/A
 August 21, 2001
 1

 FORM 4A

 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. R
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year	t
Carey,	Francis	J.	W.P. Carey & Co. LLC ("WPC")	4/2001	
Ambler,	PA	19002	182-20-0734	4/2001	
(City)	(State)	(Zip)	TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DIS		
1. Title of Security (Instr. 3)	2. Transaction Date (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 (Instr. 3)	7. Date of Original (Month/Year)
		Code V	Amount (A) or Price (D)		
Listed Shares(1)	4/12/01	J V	611 A	19.85	88,

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Listed Shares(2)	4/16/01	A	V	39	A	19.85	88,
Listed Shares(1)	4/16/01	J	V	1,204	A	19.85	88,

- (1) Reflects dividend reinvestment plan transaction exempt under Section 16a-11. Amendment replaced original filing.
- (2) Correcting transaction code to reflect transaction exempt under Section 16b-3.

2

FORM 4A (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL (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)	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.
			Code V (A) (D)	(A) (D)	Date Exercisable Date	Expiration Date
Option	18.26	4/1/01	A	150,000	(3)	1/2/11

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1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)
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Option	--	D
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(3) -- The options vest in three equal annual installments beginning January 2, 2002

Explanation of Responses:

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfirstforms/4.htm>
Last update: 11/05/1999