

Karst Jan F
Form 4
April 01, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Karst Jan F

(Last) (First) (Middle)

C/O WM. POLK CAREY ESTATE,
LLC, 55 EAST 59TH STREET,
SUITE 1700

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

W. P. Carey Inc. [WPC]

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

03/28/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price			
Common Stock	03/28/2013		S ⁽¹⁾		616,971 ⁽¹⁾	\$ 64.8328 ⁽¹⁾	2,994,620	I	As Co-Executor of the Estate of Wm. Polk Carey ⁽²⁾
Common Stock							7,114,735 ⁽³⁾	I	As Co-Executor of the Estate of Wm. Polk Carey ⁽⁴⁾
							61,891	D	

Common Stock				
Common Stock	4,843	I	Held in trust for minor child	
Common Stock	2,970	I	Held in trust for minor child	
Common Stock	3,955	I	Held in trust for minor child	
Common Stock	5,297	I	By wife	

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported 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

Karst Jan F
C/O WM. POLK CAREY ESTATE, LLC
55 EAST 59TH STREET, SUITE 1700
NEW YORK, NY 10022

X

Signatures

/s/ Jan F. Karst

04/01/2013

**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) Represents the exercise of the third sale option under the terms of the Share Purchase Agreement at a per share sale price equal to \$64.8328, which was determined at the time of exercise.
- (2) This Common Stock is held in the Estate. The reporting person is the co-executor of the Estate, and disclaims beneficial ownership of this Common Stock except to the extent of his pecuniary interest.
- (3) Previously the Reporting Person mistakenly included an additional .3152 shares of Common Stock which Wm. Polk Carey Estate, LLC did not own.
- (4) This Common Stock is held by Wm. Polk Carey Estate, LLC, which is wholly-owned by the Estate. The reporting person is the co-executor of the Estate, and disclaims beneficial ownership of this Common Stock except to the extent of his pecuniary interest.

Remarks:

As of January 13, 2012, the Reporting Person was deemed to beneficially own more than 10% of the Issuer's outstanding Common Stock.

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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