

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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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 *
 Stokes Peter

(Last) (First) (Middle)

C/O MACQUARIE
 INFRASTRUCTURE COMPANY
 LLC, 125 W 55TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

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

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)
 Chief Executive Officer

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) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Share of Trust Stock <u>(1)</u> | 06/25/2007 | | J | 19,961 | D | \$ 0 | 0 | D |
| Limited Liability Company Interest <u>(1)</u> | 06/25/2007 | | J | 19,961 | A | \$ 0 | 19,961 | D |

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

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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.

- (2) The value of Director Profit Sharing Interests ("DPS") represents a notional investment of 2006 retained profit share in limited liability company interests of Macquarie Infrastructure Company LLC by Macquarie Bank Limited ("MBL") as of July 1, 2006. Retained DPS vests over a ten year period from the date Mr. Stokes was made an executive director, with no vesting for the first four years and one sixth each year thereafter, with initial vesting beginning March 31, 2007. Vested amounts would be released at the earlier of the ceasing of employment and the end of a ten year period following the retention date (subject to certain disqualifying events). Any increases in value of the notional portfolio may be paid out in August each year at the discretion of MBL.

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.