

W. P. Carey Inc.  
Form 4  
June 13, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**ZACHARIAS THOMAS E**

(Last) (First) (Middle)

**C/O W. P. CAREY INC., 50  
ROCKEFELLER PLAZA**

(Street)

**NEW YORK, NY 10020**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**W. P. Carey Inc. [WPC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/09/2016**

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 Operating 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 06/09/2016                           |  | M                              |   | 449 A \$ 30.07  | 276,991.9908   | D                                 |
| Common Stock                    | 06/09/2016                           |  | F                              |   | 340 D \$ 67.61  | 276,651.9908   | D                                 |
| Common Stock                    | 06/09/2016                           |  | M                              |   | 5,185 A \$ 31.45  | 281,836.9908   | D                                 |
| Common Stock                    | 06/09/2016                           |  | F                              |   | 3,960 D \$ 67.61  | 277,876.9908   | D                                 |
| Common Stock                    | 06/09/2016                           |  | M                              |   | 1,138 A \$ 33.2   | 279,014.9908   | D                                 |
|                                 | 06/09/2016                           |  | F                              |   | 883 D   | 278,131.9908   | D                                 |

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|              |       |                       |   |  |  |  |                       |  |
|--------------|-------|-----------------------|---|--|--|--|-----------------------|--|
| Common Stock | \$    |                       |   |  |  |  |                       |  |
|              | 67.61 |                       |   |  |  |  |                       |  |
| Common Stock |       | 19,000 <sup>(1)</sup> | I |  |  |  | By spouse             |  |
| Common Stock |       | 8,000                 | I |  |  |  | Held in trust for son |  |

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

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SEC 1474  
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Officer Stock Option (right to buy)        | \$ 30.07   | 06/09/2016                           |  | M                              | 449   | <sup>(2)</sup> 12/31/2016                                | Common Stock  | 449                           |
| Officer Stock Option (right to buy)        | \$ 31.45   | 06/09/2016                           |  | M                              | 5,185   | <sup>(3)</sup> 06/30/2017                                | Common Stock  | 5,185                         |
| Officer Stock Option (right to buy)        | \$ 33.2  | 06/09/2016                           |  | M                              | 1,138   | <sup>(4)</sup> 12/31/2017                                | Common Stock  | 1,138                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ZACHARIAS THOMAS E<br>C/O W. P. CAREY INC.<br>50 ROCKEFELLER PLAZA<br>NEW YORK, NY 10020 |               |           | Chief Operating Officer |       |

## Signatures

/s/ James A. Fitzgerald,  
Attorney-in-fact

06/13/2016

\_\_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) The reporting person disclaims beneficial ownership of the shares held by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.
- (2) The options were fully vested upon grant but became exercisable in five equal annual installments beginning on 12/31/2011 and ending on 12/31/2015.
- (3) The options were fully vested upon grant but became exercisable in five equal annual installments beginning on 6/30/2012 and ending on 6/30/2016.
- (4) The options were fully vested upon grant but became exercisable in five equal annual installments beginning on 12/31/2012 and ending on 12/31/2016.

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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