Macquarie Infrastructure Corp Form 4

June 22, 2015

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**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Webb William			2. Issuer Name and Ticker or Trading Symbol Macquarie Infrastructure Corp [MIC]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				(Check all applicable) _X_ Director 10% Owner					
C/O MACQ INFRASTR CORPORA' STREET	•	EST 55TH	05/21/20	-					Officer (give below)	e titleOthobelow)	er (specify	
	(Street)		4. If Amer Filed(Mon					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK, NY 10019									Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, in any (Month/Day/Year)			Code (D)				of	Beneficially (D) or I Owned Indirect (I) (Following (Instr. 4) (Reported)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Limited Liability Company Interests	05/21/2015			<u>J(1)</u>	V	94,617	D	<u>(1)</u>	0	D		
Common Stock, par value \$0.001	05/21/2015			J <u>(1)</u>	V	94,617	A	<u>(1)</u>	94,617	D		
Common Stock, par	06/18/2015			A		1,732 (2)	A	\$0	96,349	D		

value \$0.001

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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Amor or Title Numb of Share	ber	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Webb William C/O MACQUARIE INFRASTRUCTURE CORPORATION 125 WEST 55TH STREET NEW YORK, NY 10019



Signatures

/s/ Michael

Kernan 06/22/2015

**Signature of Date

Reporting Person

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).

The reporting person's Limited Liability Company Interests in Macquarie Infrastructure Company LLC, the predecessor of the Issuer (the "Predecessor"), were converted into Common Stock, par value \$0.001, of the Issuer in connection with the conversion of the Predecessor from a limited liability company to a corporation named Macquarie Infrastructure Corporation pursuant to a Certificate of Conversion that became effective on May 21, 2015 pursuant to Section 265 of the Delaware General Corporation Law.

Reporting Owners 2

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(2) Consists of restricted stock units issued under the Issuer's 2014 Independent Directors Equity Plan and representing an equal number of shares of Common Stock issuable upon vesting of such units.

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.