

Macquarie Infrastructure CO LLC
 Form 144
 February 25, 2013

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

OMB APPROVAL
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FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY
 DOCUMENT
 SEQUENCE NO.
 CUSIP NUMBER
 WORK LOCATION

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.

43-2052503 1-32384

Macquarie Infrastructure Company
 LLC

1 (d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.

125 West 55th Street New York New York 10019 AREA CODE NUMBER
 212 231-1000

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) RELATIONSHIP TO ISSUER (c) ADDRESS STREET CITY STATE ZIP CODE

Macquarie Infrastructure Management (USA) Inc. Affiliate c/o Macquarie Infrastructure Company LLC New York NY 10019
 125 West 55th Street

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| | | | | | | | | |
|-------|---|--|---|--|--|---|--|--|
| 3 (a) | Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or | SEC USE ONLY Broker-Dealer File Number | (c) Number of Shares or Other Units To Be Sold | (d) Aggregate Market Value (See instr. 3(d)) | (e) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
| | | | | | | | | |

| | | | | | | | |
|-------------------------------------|--|-------------------|-----------|---------------------------------|------------|-------------------------------|------|
| Limited Liability Company Interests | Each Market Maker who is Acquiring the Securities Macquarie Capital (USA) Inc. 125 West 55th Street New York, New York 10019 | (See instr. 3(c)) | 1,025,000 | \$52,920,750 (as of 02/22/2013) | 47,453,943 | From 02/25/2013 to 03/15/2013 | NYSE |
|-------------------------------------|--|-------------------|-----------|---------------------------------|------------|-------------------------------|------|

INSTRUCTIONS:

- | | |
|---|---|
| 1.(a) Name of issuer (b) Issuer's I.R.S. Identification Number (c) Issuer's S.E.C. file number, if any (d) Issuer's address, including zip code (e) Issuer's telephone number, including area code | 3.(a) Title of the class of securities to be sold (b) Name and address of each broker through whom the securities are intended to be sold (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount) (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer (f) Approximate date on which the securities are to be sold (g) Name of each securities exchange, if any, on which the securities are intended to be sold |
| 2.(a) Name of person for whose account the securities are to be sold (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing) (c) Such person's address, including zip code | |

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 control number.

SEC 1147 (08-07)

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefore:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|-------------------------------------|-------------------|---|--|-------------------------------|-----------------|---|
| Limited Liability Company Interests | 07/13/2007 | Acquired upon reinvestment of management fees of \$957,148. | Macquarie Infrastructure Company LLC | 21,972 | N/A | Acquired upon reinvestment of management fees of \$957,148. |
| Limited Liability Company Interests | 10/01/2007 | Acquired upon reinvestment of management fees of \$36.85 million. | Macquarie Infrastructure Company LLC | 1,003,028 | N/A | Acquired upon reinvestment of management fees of \$36.85 million. |

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

REMARKS:

INSTRUCTIONS: See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons

ATTENTION: The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which

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whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

February 25, 2013

DATE OF NOTICE

by Macquarie Infrastructure Management (USA) Inc., /s/
Jay Davis
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)