

MACQUARIE GROUP LTD

Form 4

March 01, 2019

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACQUARIE GROUP LTD

(Last) (First) (Middle)

**LEVEL 6, 50 MARTIN
PLACE, SYDNEY, NEW SOUTH
WALES 2000**

(Street)

AUSTRALIA, C3

(City) (State) (Zip)

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

Macquarie Infrastructure Corp [MIC]

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

02/28/2019

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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, par value \$0.001 per share	02/28/2019		A		60,890 (1)	\$ 40.7999	12,660,576	I (2)
								See footnote (2)

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

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SEC 1474
(9-02)

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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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				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
MACQUARIE GROUP LTD LEVEL 6, 50 MARTIN PLACE SYDNEY, NEW SOUTH WALES 2000 AUSTRALIA, C3			X	
Macquarie Infrastructure Management (USA) INC 125 W. 55TH STREET NEW YORK, NY 10019	X	X		

Signatures

MGL - /s/ Charles Glorioso, Authorized Signatory, /s/ Paul Peduto, Authorized Signatory,
MIMUSA - /s/ Simone Kovacic, Authorized Signatory, /s/ Diana Delgado, Authorized
Signatory

03/01/2019

__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 shares of Common Stock issued to the reporting person upon reinvestment of base fees for the month ended January 31, 2019.

Includes 62,200 shares held in various investment funds for which Macquarie Investment Management Global Limited, a subsidiary of
(2) MGL, acts as investment advisor. MIMUSA holds the balance of the shares. Each reporting person disclaims beneficial ownership of all
such securities except to the extent of its pecuniary interest therein.

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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