

Macquarie Infrastructure CO Trust

Form 8-K

June 28, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): June 27, 2006  
MACQUARIE INFRASTRUCTURE COMPANY TRUST  
(Exact name of registrant as specified in its charter)**

Delaware	001-32385	20-6196808
(State or other jurisdiction of incorporation)	Commission File Number	(IRS Employer Identification No.)

**MACQUARIE INFRASTRUCTURE COMPANY LLC  
(Exact name of registrant as specified in its charter)**

Delaware	001-32384	43-2052503
(State or other jurisdiction of incorporation)	Commission File Number	(IRS Employer Identification No.)

125 West 55 <sup>th</sup> Street, New York, New York	10019
(Address of Principal Executive Offices)	(Zip Code)
Registrant's telephone number, including area code: (212) 231-1000	
Not Applicable	

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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SIGNATURES

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**Item 3.02 Unregistered Sales of Equity Securities..**

On June 27, 2006, Macquarie Infrastructure Company Trust issued 145,547 shares of trust stock to Macquarie Infrastructure Management (USA) Inc., or MIMUSA, upon reinvestment of the \$4.1 million performance fee due to MIMUSA for the fiscal quarter ended March 31, 2006, as previously disclosed. The securities were sold in a private placement under Section 4(2) of the Securities Act of 1933, as amended, and pursuant to the terms of the Management Services Agreement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACQUARIE INFRASTRUCTURE COMPANY TRUST

Date June 28, 2006    By: /s/ Peter Stokes  
Name: Peter Stokes  
Title: Regular Trustee

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACQUARIE INFRASTRUCTURE COMPANY LLC

Date June 28, 2006    By: /s/ Peter Stokes  
Name: Peter Stokes  
Title: Chief Executive  
Officer