

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-09-10**
SEC Accession No. **0000728612-99-000031**

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SUBJECT COMPANY

CARRAMERICA REALTY CORP

CIK: **893577** | IRS No.: **521796339** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-43099** | Film No.: **99709078**
SIC: **6798** Real estate investment trusts

Mailing Address
1700 PENNSYLVANIA
AVENUE
SUITE 700
WASHINGTON DC 20006

Business Address
1850 K STREET NW
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WASHINGTON DC 20006
2027297500

FILED BY

MERRILL LYNCH PIERCE FENNER & SMITH INC

CIK: **728612** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6189** Asset-backed securities

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CarrAmerica Realty Corp.

(Name of Issuer)

Common Stock

(Title Of Class of Securities)

144418100

(CUSIP Number)

Check the following box if a fee is being paid with this statement. |_
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch, Pierce, Fenner & Smith Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF None

SHARES BENEFICIALLY OWNED BY EACH 6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH

None

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

BD, CO

*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13G

Item 1 (a) Name of Issuer:

CarrAmerica Realty Corp. (the "Company")

Item 1 (b) Address of Issuer's Principal Executive Offices:

1850 K Street NW
Washington, DC 20006

Item 2 (a) Names of Person Filing:

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Item 2 (b) Address of Principal Business Office, or, if None,
Residence:

Merrill Lynch, Pierce, Fenner & Smith Incorporated
World Financial Center, North Tower
250 Vesey Street
New York, New York 10281

Item 2 (c) Citizenship:

See Item 4 of Cover Pages

Item 2 (d) Title of Class of Securities:

See Cover Page

Item 2 (e) CUSIP Number:

See Cover Page

Item 3

Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S")
is a broker-dealer registered under Section 15 of the Securities
Exchange Act of 1934.

Item 4 Ownership

(a) Amount Beneficially Owned:

See Item 9 of Cover Pages. Pursuant to ss. 240.13d-4, MLPF&S
(the "Reporting Person") disclaims beneficial ownership of the
securities of the Company referred to herein, and the filing of this
Schedule 13G shall not be construed as an admission that the Reporting
Person is, for the purposes of Section 13(d) or 13(g) of the Act, the
beneficial owner of any securities of the Company covered by this
statement, other than certain securities of the Company held in MLPF&S
proprietary accounts.

Page 3 of 5 Pages

(b) Percent of Class

See Item 11 of Cover Pages

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

See Item 5 of Cover Pages

(ii) shared power to vote or to direct the vote

See Item 6 of Cover Pages

(iii) sole power to dispose or to direct the disposition of

See Item 7 of Cover Pages

(iv) shared power to dispose or to direct the disposition of

See Item 8 of Cover Pages

Item 5

Ownership of Five Percent or Less of a Class.

MLPF&S is a sponsor of various UITs which invest in equity securities as defined in ss. 240.13d-1(d). While the UITs have the right to receive, or the power to direct the receipt of dividends from or the proceeds from the sale of, the securities reported herein, no single UIT's interest relates to more than 5% of the class of securities reported herein.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. / X /

Item 6

Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8

Identification and Classification of Members of the Group.

Not Applicable

Item 9

Notice of Dissolution of Group

Not Applicable

Page 4 of 5 Pages

Item 10

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 10, 1999

Merrill Lynch, Pierce, Fenner &
Smith Incorporated

By: /s/ Andrea Lowenthal
Name: Andrea Lowenthal
Title: Attorney-In-Fact*

*Signed pursuant to a Power of Attorney, dated November 17, 1995, included as Exhibit A to Schedule 13G filed with the Securities and Exchange Commission by Merrill Lynch, Pierce, Fenner & Smith, Inc. on February 12, 1999 with respect to International Paper Corporation.

Page 5 of 5 Pages