

MASTERCARD INC
Form 4
January 24, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Flood Gary J

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MASTERCARD INC [MA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Products & Services

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 01/22/2008 | | S | | 100 ⁽¹⁾ D \$ 170.25 | 48,198 | D |
| Class A Common Stock | 01/22/2008 | | S | | 400 ⁽¹⁾ D \$ 170.31 | 47,798 | D |
| Class A Common Stock | 01/22/2008 | | S | | 100 ⁽¹⁾ D \$ 170.33 | 47,698 | D |
| Class A Common | 01/22/2008 | | S | | 100 ⁽¹⁾ D \$ 170.66 | 47,598 | D |

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| | | | | | | | |
|----------------------------|------------|---|----------------|---|--------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 01/22/2008 | S | 200 <u>(1)</u> | D | \$ 170.67 | 47,398 | D |
| Class A Common Stock | 01/22/2008 | S | 700 <u>(1)</u> | D | \$ 170.76 | 46,698 | D |
| Class A Common Stock | 01/22/2008 | S | 200 <u>(1)</u> | D | \$ 170.99 | 46,498 | D |
| Class A Common Stock | 01/22/2008 | S | 200 <u>(1)</u> | D | \$ 171.19 | 46,298 | D |
| Class A Common Stock | 01/22/2008 | S | 200 <u>(1)</u> | D | \$ 171.32 | 46,098 | D |
| Class A Common Stock | 01/22/2008 | S | 300 <u>(1)</u> | D | \$ 171.33 | 45,798 | D |
| Class A Common Stock | 01/22/2008 | S | 100 <u>(1)</u> | D | \$ 171.46 | 45,698 | D |
| Class A Common Stock | 01/22/2008 | S | 400 <u>(1)</u> | D | \$ 171.47 | 45,298 | D |
| Class A Common Stock | 01/22/2008 | S | 100 <u>(1)</u> | D | \$ 171.48 | 45,198 | D |
| Class A Common Stock | 01/22/2008 | S | 300 <u>(1)</u> | D | \$ 172 | 44,898 | D |
| Class A Common Stock | 01/22/2008 | S | 200 <u>(1)</u> | D | \$ 172.1 | 44,698 | D |
| Class A Common Stock | 01/22/2008 | S | 300 <u>(1)</u> | D | \$ 172.57 | 44,398 | D |
| Class A Common Stock | 01/22/2008 | S | 100 <u>(1)</u> | D | \$ 172.72 | 44,298 | D |
| Class A Common Stock | 01/22/2008 | S | 300 <u>(1)</u> | D | \$ 172.99 | 43,998 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------------------|---|-----------|-----------------------|---|
| Class A Common Stock | 01/22/2008 | S | 300 ⁽¹⁾ | D | \$ 173 | 43,698 | D |
| Class A Common Stock | 01/22/2008 | S | 200 ⁽¹⁾ | D | \$ 173.28 | 43,498 | D |
| Class A Common Stock | 01/22/2008 | S | 500 ⁽¹⁾ | D | \$ 173.34 | 42,998 | D |
| Class A Common Stock | 01/22/2008 | S | 200 ⁽¹⁾ | D | \$ 173.44 | 42,798 | D |
| Class A Common Stock | 01/22/2008 | S | 100 ⁽¹⁾ | D | \$ 173.5 | 42,698 | D |
| Class A Common Stock | 01/22/2008 | S | 100 ⁽¹⁾ | D | \$ 173.61 | 42,598 | D |
| Class A Common Stock | 01/22/2008 | S | 100 ⁽¹⁾ | D | \$ 173.64 | 42,498 ⁽²⁾ | D |

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

Persons who 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.

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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 Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Flood Gary J 2000 PURCHASE STREET PURCHASE, NY 10577 | | | President, Products & Services | |

Signatures

/s/ Bart S. Goldstein attorney in fact for Gary J. Flood pursuant to Power of Attorney dated November 9, 2007

01/24/2008

__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).

The transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on November 23, 2007. The pre-planned trading plan was adopted by the reporting person on November 21, 2007.

This Form 4 contains 25 of 50 price increments relating to a transaction that was executed on January 22, 2008. This is the second of two Form 4s relating to such transaction. One additional Form 4 containing the balance of the price increments related to such transaction is being filed simultaneously.

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.