

MASTERCARD INC
Form 4
July 07, 2008

FORM 4

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

OMB APPROVAL

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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)
07/02/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Products & Services

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Class A Common Stock	07/02/2008		M		4,904 (1) A \$ 39	D	
Class A Common Stock	07/02/2008		M		2,678 (1) A \$ 106.29	D	
Class A Common Stock	07/02/2008		S		200 (1) D \$ 251.77	D	
Class A Common	07/02/2008		S		100 (1) D \$ 252.08	D	

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Stock							
Class A Common Stock	07/02/2008	S	578 <u>(1)</u>	D	\$ 253.7151 <u>(3)</u>	45,437	D
Class A Common Stock	07/02/2008	S	304 <u>(1)</u>	D	\$ 254.345 <u>(4)</u>	45,133	D
Class A Common Stock	07/02/2008	S	300 <u>(1)</u>	D	\$ 255.5633 <u>(5)</u>	44,833	D
Class A Common Stock	07/02/2008	S	100 <u>(1)</u>	D	\$ 256.98	44,733	D
Class A Common Stock	07/02/2008	S	600 <u>(1)</u>	D	\$ 258.8293 <u>(6)</u>	44,133	D
Class A Common Stock	07/02/2008	S	500 <u>(1)</u>	D	\$ 259.382 <u>(7)</u>	43,633	D
Class A Common Stock	07/02/2008	S	1,000 <u>(1)</u>	D	\$ 260.309 <u>(8)</u>	42,633	D
Class A Common Stock	07/02/2008	S	700 <u>(1)</u>	D	\$ 261.3143 <u>(9)</u>	41,933	D
Class A Common Stock	07/02/2008	S	900 <u>(1)</u>	D	\$ 262.2444 <u>(10)</u>	41,033	D
Class A Common Stock	07/02/2008	S	300 <u>(1)</u>	D	\$ 263.96	40,733	D
Class A Common Stock	07/02/2008	S	300 <u>(1)</u>	D	\$ 264.5633 <u>(11)</u>	40,433	D
Class A Common Stock	07/02/2008	S	800 <u>(1)</u>	D	\$ 265.4975 <u>(12)</u>	39,633	D
Class A Common Stock	07/02/2008	S	100 <u>(1)</u>	D	\$ 266.02	39,533	D
Class A Common Stock	07/02/2008	S	300 <u>(1)</u>	D	\$ 267.7937 <u>(13)</u>	39,233	D

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Class A Common Stock	07/02/2008	S	300 <u>(1)</u>	D	\$ 268.61 <u>(14)</u>	38,933	D
Class A Common Stock	07/02/2008	S	200 <u>(1)</u>	D	\$ 269 <u>(15)</u>	38,733	D

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock	\$ 39	07/02/2008		M	4,904 <u>(1)</u>	<u>(16)</u> 05/25/2016	Class A Common Stock	4,904	
Class A Common Stock	\$ 106.29	07/02/2009		M	2,678 <u>(1)</u>	<u>(17)</u> 03/01/2017	Class A Common Stock	2,678	

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

07/07/2008

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) 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 May 6, 2008. The pre-planned trading plan was adopted by the reporting person on May 2, 2008.
- (2) The total number of securities beneficially owned by the Reporting Person following this reported transaction has been decreased by a total of 3,765 shares. This is intended to correct an administrative error in Column 2 of Table I (Non-Derivative Securities Beneficially Owned) in the Reporting Person's Form 3, filed on November 15, 2007. The shares being deducted represent withholding of shares to pay tax liability incident to the vesting of restricted stock units on December 31, 2006, pursuant to the terms of a stockholder-approved stock plan and prior to the Reporting Person having become subject to the filing obligations of Section 16 of the Securities Exchange Act of 1934.
- (3) Represents the weighted average sales price for price increments ranging from \$253.58 to \$253.99.
- (4) Represents the weighted average sales price for price increments ranging from \$254.00 to \$254.52.
- (5) Represents the weighted average sales price for price increments ranging from \$255.06 to \$255.89.
- (6) Represents the weighted average sales price for price increments ranging from \$258.70 to \$258.97.
- (7) Represents the weighted average sales price for price increments ranging from \$259.34 to \$259.41.
- (8) Represents the weighted average sales price for price increments ranging from \$260.06 to \$260.68.
- (9) Represents the weighted average sales price for price increments ranging from \$261.11 to \$261.52.
- (10) Represents the weighted average sales price for price increments ranging from \$262.00 to \$262.72.
- (11) Represents the weighted average sales price for price increments ranging from \$264.25 to \$264.92.
- (12) Represents the weighted average sales price for price increments ranging from \$265.28 to \$265.86.
- (13) Represents the weighted average sales price for price increments ranging from \$267.69 to \$267.99.
- (14) Represents the weighted average sales price for price increments ranging from \$268.09 to \$268.87.
- (15) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (16) The Reporting Person was awarded 19,616 options on May 25, 2006. The remaining 9,808 options will vest in two equal annual installments beginning on May 25, 2009.
- (17) The Reporting Person was awarded 10,712 options on March 1, 2007. The remaining 8,034 options will vest in three equal annual installments beginning on March 1, 2009.

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.