

PARTRIDGE JOHN
Form 4
December 13, 2012

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 *
PARTRIDGE JOHN

(Last) (First) (Middle)

C/O VISA INC., P.O. BOX 8999

(Street)

SAN FRANCISCO, CA 94128-8999

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISA INC. [V]

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2012

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/11/2012 | | M | | 8,050 | A | \$ 0 71,853 |
| Class A Common Stock | 12/11/2012 | | M | | 95,622 | A | \$ 0 167,475 |
| Class A Common Stock | 12/11/2012 | | S | | 59,625 | D | \$ 149.46 107,850 |
| Class A Common | 12/11/2012 | | S | | 103,672 | D | \$ 4,178 149.43 |

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| Stock | | | | | | <u>(2)</u> | | |
|----------------------|------------|---|--------|---|-----------|------------|---|--|
| Class A Common Stock | 12/12/2012 | S | 885 | D | \$ 149.13 | 0 | I | By The Alison Blackwell Partridge 2004 Irrevocable Trust |
| Class A Common Stock | 12/12/2012 | S | 10,416 | D | \$ 149.08 | 0 | I | By The Partridge Revocable Trust |
| Class A Common Stock | | | | | | 885 | I | By The Amy Morgan Partridge 2004 Irrevocable Trust |
| Class A Common Stock | | | | | | 885 | I | By The John Mcintosh Partridge, Jr. 2004 Irrevocable Trust |
| Class A Common Stock | | | | | | 885 | I | By The Katharine Ann Partridge 2004 Irrevocable Trust |

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

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SEC 1474
(9-02)

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(Instr. 3, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|--|------|---|----------|------------|---------------------|--------------------|------------|-------------------------------------|-----------------|--------|
| Employee Stock Option (Right to Buy) | | | \$ 44 | 12/11/2012 | M | 8,050 | <u>(4)</u> | 03/18/2018 | Common Stock | 8,050 |
| Employee Stock Option (Right to Buy) | | | \$ 56.47 | 12/11/2012 | M | 95,622 | <u>(5)</u> | 11/05/2018 | Common Stock | 95,622 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| PARTRIDGE JOHN C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999 | | | PRESIDENT | |

Signatures

/s/ Jenny Kim,
Attorney-In-Fact

12/13/2012

__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) The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$148.84 - \$150.23, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

(2) The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$149.03 - \$150.22, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

(3) The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$148.92 - \$149.16, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

(4) This option was granted on March 18, 2008 and vested in three installments over a three-year period after the date of grant.

(5) This option was granted on November 5, 2008 and vested in three installments over a three-year period after the date of grant.

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