

MASTERCARD INC
Form 3
May 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Reeg Robert | | (Month/Day/Year) | MASTERCARD INC [MA] | |
| (Last) | (First) | (Middle) | 05/20/2008 | |
| 2200 MASTERCARD BOULEVARD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| O'FALLON,Â MOÂ 63366 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, Global Tech. & Oper | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 12,640 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Class | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|----------------------|----------------------------|-----------|----------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 05/25/2016 | Class A Common Stock | 3,174 | \$ 39 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 03/01/2017 | Class A Common Stock | 2,835 | \$ 106.29 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/01/2018 | Class A Common Stock | 1,908 | \$ 190 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Reeg Robert 2200 MASTERCARD BOULEVARD O'FALLON, MO 63366 | Â | Â | Â President, Global Tech. & Oper | Â |

Signatures

/s/ Bart S. Goldstein as attorney in fact for Robert Reeg pursuant to power of attorney dated May 22, 2008

05/29/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Award of restricted stock units on May 25, 2006.
The reporting person was awarded employee stock options on May 25, 2006. Of the remaining 3,174 employee stock options, 1,058 employee stock options vested on May 25, 2008 and 2,116 employee stock options will vest in 2 equal annual installments beginning on May 25, 2009.
 - (2) The reporting person was awarded employee stock options on March 1, 2007. The remaining 2,835 employee stock options will vest in 3 equal annual installments beginning on March 1, 2009.
 - (3) The reporting person was awarded employee stock options on March 1, 2008. The employee stock options vest in 4 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.