

MASTERCARD INC
Form 4
August 08, 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 *
Hanft Noah J

(Last) (First) (Middle)
2000 PURCHASE STREET
(Street)

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/06/2008

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)
General Counsel & Corp. Sec.

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 or Price		
Class A Common Stock	08/06/2008		M		4,904 (1) \$ 39	A	40,913
Class A Common Stock	08/06/2008		S		200 (1) \$ 227.83	D	40,713
Class A Common Stock	08/06/2008		S		574 (1) \$ 228.2859	D	40,139
Class A Common	08/06/2008		S		226 (1) \$ 229.7914	D	39,913

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Stock					(3)		
Class A Common Stock	08/06/2008	S	1,500 (1)	D	\$ 230.5087	38,413	D
Class A Common Stock	08/06/2008	S	1,100 (1)	D	\$ 231.5818	37,313	D
Class A Common Stock	08/06/2008	S	804 (1)	D	\$ 232.1657	36,509	D
Class A Common Stock	08/06/2008	S	400 (1)	D	\$ 233.0506	36,109	D
Class A Common Stock	08/06/2008	S	100 (1)	D	\$ 235.09	36,009	D

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

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(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 (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
Employee Stock Option	\$ 39	08/06/2008		M	4,904 (1)	(9) 05/25/2016	Class A Common Stock	4,904

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hanft Noah J
2000 PURCHASE STREET
PURCHASE, NY 10577-2509

General
Counsel &
Corp. Sec.

Signatures

/s/ Bart Goldstein attorney in fact for Noah J. Hanft pursuant to power of attorney dated July 24, 2006

08/08/2008

__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 on this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule

- (1) 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on August 15, 2007. The pre-planned trading plan was adopted by the reporting person on August 13, 2007.
- (2) Represents the weighted average sales price for price increments ranging from \$228.02 to \$228.76.
- (3) Represents the weighted average sales price for price increments ranging from \$229.11 to \$229.88.
- (4) Represents the weighted average sales price for price increments ranging from \$230.28 to \$230.95.
- (5) Represents the weighted average sales price for price increments ranging from \$231.10 to \$231.99.
- (6) Represents the weighted average sales price for price increments ranging from \$232.00 to \$232.54.
- (7) Represents the weighted average sales price for price increments ranging from \$233.00 to \$233.11.

The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security

- (8) holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (9) The reporting person was awarded 19,616 options on May 25, 2006. The remaining 9,808 options will vest in 2 equal annual installments beginning on May 25, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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