VISA INC.
Form 4
December 04, 2012

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHEY ELLEN

(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)
11/30/2012

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)
CHIEF ENTERPRISE RISK OFFICER

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 | (A) or (D) | Price | | | |
| Class A Common Stock | 11/30/2012 | | M | (1) | 31,874 | A | $ 0 | 35,727 | D | |
| Class A Common Stock | 11/30/2012 | | S | (1) | 11,342 | D | $ 148.85 (2) | 3,853 | D | |
| Class A Common Stock | 11/30/2012 | | S | (1) | 20,532 | D | $ 149.41 (3) | 15,195 | D | |
| Class A Common | 11/30/2012 | | M | | 4,530 | A | $ 0 | 19,725 | D | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | | |
| Class A Common Stock | 11/30/2012 | | M | | 8,504 | A | $ 0 | 28,229 | D | |
| Class A Common Stock | 11/30/2012 | | F | | 6,086 | D | $ 149.71 | 22,143 | D | |
| Class A Common Stock | 12/03/2012 | | S | (1) | 4,837 | D | $ 148.95 (4) | 6,455 | I | Held by the Richey 2007 Trust u/a/d 11-29-2007 |
| Class A Common Stock | 12/03/2012 | | S | (1) | 4,140 | D | $ 149.95 (5) | 2,315 | I | Held by the Richey 2007 Trust u/a/d 11-29-2007 |
| Class A Common Stock | 12/03/2012 | | S | (1) | 100 | D | $ 150.64 | 2,215 | I | Held by the Richey 2007 Trust u/a/d 11-29-2007 |
| Class A Common Stock | 12/03/2012 | | J | | 6,948 | A | $ 0 | 9,163 | I | Held by the Richey 2007 Trust u/a/d 11-29-2007 |
| Class A Common Stock | 12/03/2012 | | J | | 6,948 | D | $ 0 | 15,195 | D | |

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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount o Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun or Numbe of Shar |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Employee Stock Option (Right to Buy) | $ 56.47 | 11/30/2012 | | M | | | 31,874 | (6) | 11/05/2018 | Common Stock | 31,87 |
| Performance Share Award | $ 0 (7) | 11/30/2012 | | M | | | 4,530 | (8) | (8) | Common Stock | 4,530 |
| Performance Share Award | $ 0 (7) | 11/30/2012 | | M | | | 8,504 | (9) | (9) | Common Stock | 8,504 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| RICHEY ELLEN<br>C/O VISA INC.<br>P.O. BOX 8999<br>SAN FRANCISCO, CA 94128-8999 | | | CHIEF ENTERPRISE RISK OFFICER | |

# Signatures

| /s/ Jenny Kim, Attorney-In-Fact | 12/04/2012 |
|---|---|
| **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)** This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2012.

**(2)** The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from $148.14 - 149.13, 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 $149.14 - $149.90, 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)** The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from $148.59 - $149.57, 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.

**(5)** The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from $149.62 - $150.40, 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.

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

**(7)** Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.

**(8)** Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The earned performance share award vested in two equal installments on November 30, 2011 and 2012, respectively.

**(9)** Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The earned performance share award vests in two equal installments on November 30, 2012 and 2013, respectively.

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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