VISA INC. Form 4 November 07, 2014

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

0.5

response...

OMB 3235-0287 Washington, D.C. 20549 Number:

January 31, Expires: 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES** burden hours per

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

RICHEY ELLEN			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			VISA INC. [V]	(Check a	ll applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, , , , , , , , , , , , , , , , , , , ,		
			(Month/Day/Year)	Director	10% Owner	

Other (specify _X__ Officer (give title C/O VISA INC., P.O. BOX 8999 11/05/2014 below) below) VICE CHAIR RISK & PUB POLICY

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting SAN FRANCISCO, CA 94128-8999 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (Instr. 3,	spose	d of (D)	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)
Class A Common Stock	11/05/2014		M	1,125	A	\$ 0	12,820	D	
Class A Common Stock	11/05/2014		F	561	D	\$ 249.53	12,259	D	
Class A Common Stock							10,211	I	Held by the Richey 2007 Trust u/a/d 11-29-2007

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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)	Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	11/05/2014		M	1,125	(1)(2)	11/05/2021	Common Stock	1,125	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RICHEY ELLEN C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999

VICE CHAIR RISK & PUB POLICY

Signatures

/s/ Jenny Kim, Attorney-In-Fact

**Signature of Reporting Person Da

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).
 - Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.
- (1) The restricted stock units vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement.
- (2) This restricted stock unit was granted on November 5, 2011.

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

Reporting Owners 2

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