

MASTERCARD INC

Form 3

January 08, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â Vosburg Craig
(Last) (First) (Middle)2. Date of Event Requiring
Statement(Month/Day/Year)
01/01/20163. Issuer Name **and** Ticker or Trading Symbol
MASTERCARD INC [MA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

2000 PURCHASE STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
President, North America6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

PURCHASE,Â NYÂ 10577

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

34,744.824 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	03/01/2021	Class A Common Stock	5,640	\$ 24.036	D	Â
Employee Stock Option (right to buy)	Â (3)	03/01/2022	Class A Common Stock	10,120	\$ 42.043	D	Â
Employee Stock Option (right to buy)	Â (4)	03/01/2023	Class A Common Stock	14,200	\$ 51.83	D	Â
Employee Stock Option (right to buy)	Â (5)	03/01/2024	Class A Common Stock	17,496	\$ 77.72	D	Â
Employee Stock Option (right to buy)	Â (6)	03/01/2025	Class A Common Stock	16,628	\$ 90.13	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vosburg Craig 2000 PURCHASE STREET PURCHASE, NY 10577	Â	Â	Â President, North America	Â

Signatures

Craig Brown, as attorney-in-fact for Craig Vosburg pursuant to a power of attorney dated December 16, 2015

01/08/2016

__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).

- Includes the following unvested awards of restricted stock units (RSUs) pursuant to the terms of a stockholder-approved stock plan: (1) 3,380 RSUs awarded on March 1, 2013, which will vest on February 29, 2016; (2) 6,850 RSUs awarded on June 18, 2013, which will vest on June 17, 2016; (3) 3,271 RSUs awarded on March 1, 2014, which will vest on February 28, 2017; 3,258 RSUs awarded on March 1, 2015, which will vest on February 28, 2018.
- (2) The reporting person was awarded employee stock options on March 1, 2011, of which 5,640 remain and are fully vested.
 - (3) The reporting person was awarded employee stock options on March 1, 2012, which vest in four equal annual installments, beginning on March 1, 2013.
 - (4) The reporting person was awarded employee stock options on March 1, 2013, which vest in four equal annual installments, beginning on March 1, 2014.
 - (5) The reporting person was awarded employee stock options on March 1, 2014, which vest in four equal annual installments, beginning on March 1, 2015.
 - (6)

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The reporting person was awarded employee stock options on March 1, 2015, which vest in four equal annual installments, beginning on March 1, 2016.

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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