Edgar Filing: Thom Christopher Dugdale - Form 4

Thom Christ	opher Dugdale										
Form 4											
January 04, 2	2007										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO							OMB APPROVAL				
	CURIVE 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	oursuant to 7(a) of the	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES o Section 16(a) of the Securities Exchange Act of 1934, e Public Utility Holding Company Act of 1935 or Section a) of the Investment Company Act of 1940					Expires: January 31 2005 Estimated average burden hours per response 0.5			
See Instruction 1(b).	uction	50(11)) of the m	vestment	Compan	y 110	101174	0			
(Print or Type I		D *						5 Deletionelie of	Denertine Den	(-) 4	
Thom Christopher Dugdale Symbol				2. Issuer Name and Ticker or Trading Symbol MASTERCARD INC [MA]				5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Month/ 2000 PURCHASE STREET 12/31/2 (Street) 4. If Am				Date of Earliest Transaction Month/Day/Year) 2/31/2006				Director 10% Owner X Officer (give title 0ther (specify below) below) Chief Risk Officer			
				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PURCHAS	E, NY 1057725	509							fore than One Re		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any		3. Transactic Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3,	ties Ao spose	cquired 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	
Class A Common	12/31/2006			F	6,760 (1)	D	\$ 98.98	133,933	D		

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

Stock

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4. Transasti	5.	6. Date Exer			tle and	8. Price of	9. Nu Donis
Derivative Security	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	Code	onNumber of	Expiration D (Month/Day/			unt of rlying	Derivative Security	Deriv Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	· ·		Secu		(Instr. 5)	Bene
	Derivative		•		Securities			(Instr	and 4)		Owne
	Security				Acquired						Follo
					(A) or Disposed						Repo Trans
					of (D)						(Instr
					(Instr. 3,						(1100
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title			
				Code V	(A) (D)				of Shares		
				code v	(<i>II</i>) (D)				Shares		
Dener											
кероі	rting O	wners									
	0 N	(Relat	ionships							

Reporting Owner Name / Address	Kenutonships						
	Director	10% Owner	Officer	Other			
Thom Christopher Dugdale 2000 PURCHASE STREET PURCHASE, NY 105772509			Chief Risk Officer				

Signatures

/s/ Bart S. Goldstein attorney in fact for Chris Thom pursuant to Power of Attorney dated July 24, 2006

<u>**</u>Signature of Reporting Person

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) Represents withholding of shares to pay tax liability incident to the vesting of restricted stock units pursuant to the terms of a shareholder-approved stock plan.

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.

01/04/2007

Date