## Edgar Filing: Visa Inc. - Form 4

Visa Inc.												
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March 20, 20	08											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
Washington, D.C. 20549							COMMISSION	OMB Number:	Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per			
Check this if no longe							Expires:					
subject to Section 16 Form 4 or	<b>51A1E</b> M 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5		sugnt to S	ection 16	(a) of the	Securiti	es Fr	chand	ge Act of 1934,	response 0.5			
obligation	<sup>s</sup> Section 17(s						-	of 1935 or Sectio	n			
may contin <i>See</i> Instruc 1(b).	nue.			vestment (	•	- ·						
(Print or Type R	esponses)											
SCHARF CHARLES W Symbol				suer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			Visa Inc.	. [V]				(Check all applicable)				
(Last)	(First) (M	/liddle)	3. Date of Earliest Transaction (Month/Day/Year)			_X_ Director 10% Owner						
C/O VISA INC., P.O. BOX 8999 03/18/20 (Street) 4. If Amer				3/18/2008				Officer (give titleOther (specify below)				
			mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)					
SAN FRANCISCO, CA 94128-8999					_X_ Form file				by One Reporting Person by More than One Reporting			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)				
Class A Common Stock (1)	03/18/2008			А	3,682	А	\$0	3,682	D			

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

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)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
SCHARF CHARLES W C/O VISA INC., P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999	Х						
Signatures							
/s/ Ariela St. Pierre, Attorney-in-fact	03/20	0/2008					
**Signature of Reporting Person	D	ate					
Explanation of Pooponana							

## **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 restricted stock awarded in connection with the initial public offering of Visa Inc. The restricted stock vests on the first anniversary of the date of grant, subject to earlier vesting in full in limited circumstances specified in the award agreement.

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.