MASTERCARD INC
Form 4
July 07, 2008

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
SELANDER ROBERT W
(Last) (First) (Middle)
2000 PURCHASE STREET
(Street)
PURCHASE, NY 105772509
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MASTERCARD INC [MA]

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive 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	07/02/2008		M		48,075 (1)	A	$ 39	226,571	D	
Class A Common Stock	07/02/2008		S		700 (1)	D	$ 251.5457 (2)	225,871	D	
Class A Common Stock	07/02/2008		S		400 (1)	D	$ 252.2725 (3)	225,471	D	
Class A Common	07/02/2008		S		3,025 (1)	D	$ 253.5986	222,446	D	

Stock						(4)		
Class A Common Stock	07/02/2008		S	1,300 (1)	D	$ 255.2992 (5)	221,146	D
Class A Common Stock	07/02/2008		S	1,100 (1)	D	$ 256.2691 (6)	220,046	D
Class A Common Stock	07/02/2008		S	100 (1)	D	$ 257.38	219,946	D
Class A Common Stock	07/02/2008		S	3,290 (1)	D	$ 258.6301 (7)	216,656	D
Class A Common Stock	07/02/2008		S	3,710 (1)	D	$ 259.7107 (8)	212,946	D
Class A Common Stock	07/02/2008		S	7,700 (1)	D	$ 260.3887 (9)	205,246	D
Class A Common Stock	07/02/2008		S	5,400 (1)	D	$ 261.3669 (10)	199,846	D
Class A Common Stock	07/02/2008		S	3,400 (1)	D	$ 262.3344 (11)	196,446	D
Class A Common Stock	07/02/2008		S	2,250 (1)	D	$ 263.8015 (12)	194,196	D
Class A Common Stock	07/02/2008		S	2,746 (1)	D	$ 264.6512 (13)	191,450	D
Class A Common Stock	07/02/2008		S	3,354 (1)	D	$ 265.3469 (14)	188,096	D
Class A Common Stock	07/02/2008		S	1,300 (1)	D	$ 266.1669 (15)	186,796	D
Class A Common Stock	07/02/2008		S	1,800 (1)	D	$ 267.68 (16)	184,996	D
Class A Common Stock	07/02/2008		S	2,000 (1)	D	$ 268.6073 (17)	182,996	D

Class A Common Stock	07/02/2008		S	700 (1)	D	$ 269.15 (18)	182,296	D
Class A Common Stock	07/02/2008		S	3,800	D	$ 254.4532 (19) (20)	178,496	D

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

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	$ 39	07/02/2008		M			48,075 (1)	(21)	05/25/2016	Class A Common Stock	48,075

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SELANDER ROBERT W 2000 PURCHASE STREET PURCHASE, NY 105772509	X		Chief Executive Officer	

Signatures

/s/ Bart S. Goldstein attorney in fact for Robert W. Selander pursuant to power of attorney dated July 25, 2006 — 07/07/2008

**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) The transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on May 6, 2008. The pre-planned trading plan was adopted by the reporting person on May 2, 2008.

(2) Represents the weighted average sales price for price increments ranging from $251.42 to $251.65.

(3) Represents the weighted average sales price for price increments ranging from $252.00 to $252.55.

(4) Represents the weighted average sales price for price increments ranging from $253.00 to $253.89.

(5) Represents the weighted average sales price for price increments ranging from $255.00 to $255.95.

(6) Represents the weighted average sales price for price increments ranging from $256.00 to $256.98.

(7) Represents the weighted average sales price for price increments ranging from $258.02 to $258.95.

(8) Represents the weighted average sales price for price increments ranging from $259.01 to $259.98.

(9) Represents the weighted average sales price for price increments ranging from $260.01 to $260.99.

(10) Represents the weighted average sales price for price increments ranging from $261.00 to $261.97.

(11) Represents the weighted average sales price for price increments ranging from $262.00 to $262.98.

(12) Represents the weighted average sales price for price increments ranging from $263.28 to $263.98.

(13) Represents the weighted average sales price for price increments ranging from $264.00 to $264.92.

(14) Represents the weighted average sales price for price increments ranging from $265.00 to $265.97.

(15) Represents the weighted average sales price for price increments ranging from $266.02 to $266.26.

(16) Represents the weighted average sales price for price increments ranging from $267.25 to $267.99.

(17) Represents the weighted average sales price for price increments ranging from $268.08 to $268.985.

(18) Represents the weighted average sales price for price increments ranging from $269.00 to $269.25.

(19) Represents the weighted average sales price for price increments ranging from $254.0025 to $254.99

(20) The Reporting Person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

(21) The Reporting Person was awarded 192,300 options on May 25, 2006. Of the remaining 144,225 options, 48,075 options vested on May 25, 2008 and 96,150 options will vest in two equal installments beginning on May 25, 2009.

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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