

Hanft Noah J
Form 4
August 11, 2009

FORM 4

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

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

**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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hanft Noah J

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

General Counsel & Corp. Sec.

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	08/07/2009		M		200	A	\$ 106.29 29,094
Class A Common Stock	08/07/2009		S		200	D	\$ 206 28,894
Class A Common Stock	08/11/2009		M		2,478	A	\$ 106.29 31,372
Class A Common	08/11/2009		S		878	D	\$ 204.18 30,494

Stock

Class A

Common Stock	08/11/2009	S	800	D	\$ 204.181	29,694	D
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Class A

Common Stock	08/11/2009	S	800	D	\$ 204.1801	28,894	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	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)		8	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 106.29	08/07/2009		M		200		<u>(1)</u>	03/01/2017	Class A Common Stock	200
Employee Stock Option (right to buy)	\$ 106.29	08/11/2009		M		2,478		<u>(1)</u>	03/01/2017	Class A Common Stock	2,478

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanft Noah J 2000 PURCHASE STREET			General Counsel &	

PURCHASE, NY 10577-2509

Corp. Sec.

Signatures

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

08/11/2009

__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 reporting person was awarded 10,712 employee stock options on March 1, 2007. The remaining 5,356 employee stock options will vest in 2 equal annual installments beginning on March 1, 2010.

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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