

MASTERCARD INC

Form 4

April 06, 2016

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 *
Garrow Ronald E

(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)
04/04/2016

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 below) ____ Other (specify
below)

Chief Human Resources 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	04/04/2016		M		2,110	A	\$ 42.04
							10,712
							D
Class A Common Stock	04/04/2016		M		3,550	A	\$ 51.83
							14,262
							D
Class A Common Stock	04/04/2016		M		4,374	A	\$ 77.72
							18,636
							D
Class A Common	04/04/2016		S		10,034	D	\$ 8,602
					(1)		95.75

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Stock

(2)

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.04	04/04/2016		M	2,110	(3) 03/01/2022	Class A Common Stock	2,110
Employee Stock Option (right to buy)	\$ 51.83	04/04/2016		M	3,550	(4) 03/01/2023	Class A Common Stock	3,550
Employee Stock Option (right to buy)	\$ 77.72	04/04/2016		M	4,374	(5) 03/01/2024	Class A Common Stock	4,374

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garrow Ronald E 2000 PURCHASE STREET PURCHASE, NY 10577-2509			Chief Human Resources Officer	

Signatures

Craig R. Brown, Assistant Corporate Secretary, as attorney-in-fact for Ronald E. Garrow
pursuant to a power of attorney dated September 16, 2014

04/06/2016

__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).
- The transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1
- (1) of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on February 9, 2016. The pre-planned trading plan was adopted by the reporting person on February 3, 2016.
 - (2) Represents the weighted average sales price for price increments ranging from \$95.6000 to \$96.1000.
 - (3) The reporting person was awarded 8,440 employee stock options on March 1, 2012, which vested in four equal installments beginning on March 1, 2013.
 - (4) The reporting person was awarded 14,200 employee stock options on March 1, 2013, of which 10,650 previously vested. The remaining 3,550 employee stock options will vest on March 1, 2017.
 - (5) The reporting person was awarded 17,496 employee stock options on March 1, 2014, of which 8,746 previously vested. The remaining 8,746 employee stock options will vest in two equal annual installments beginning on March 1, 2017.

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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