

Hanft Noah J
Form 4
February 04, 2010

FORM 4

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

OMB APPROVAL

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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

(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)
02/02/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel & Corp. Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	02/02/2010		S		1,200 (1)	\$ 252.395 (2)	15,022 D
Class A Common Stock	02/02/2010		S		1,100 (1)	\$ 253.4829 (3)	13,922 D
Class A Common Stock	02/02/2010		S		2,500 (1)	\$ 254.6479 (4)	11,422 D
Class A Common	02/02/2010		S		1,300 (1)	\$ 255.2662	10,122 D

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- (2) Represents the weighted average sales price for price increments ranging from \$252.07 to \$252.74.
- (3) Represents the weighted average sales price for price increments ranging from \$253.07 to \$253.82.
- (4) Represents the weighted average sales price for price increments ranging from \$254.06 to \$254.99.
- (5) Represents the weighted average sales price for price increments ranging from \$255.03 to \$255.53.

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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