

PARTRIDGE JOHN
Form 4
November 09, 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 *
PARTRIDGE JOHN

(Last) (First) (Middle)

C/O VISA INC., P.O. BOX 8999

(Street)

SAN FRANCISCO, CA 94128-8999

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISA INC. [V]

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2010

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)
President

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 | 11/05/2010 | | M | | 19,922 ⁽¹⁾ A \$ 0 45,808 | D | |
| Class A Common Stock | 11/05/2010 | | F | | 11,280 D \$ 79.8 34,528 | D | |
| Class A Common Stock | 11/05/2010 | | A | | 12,531 ⁽²⁾ A \$ 0 47,059 | D | |
| Class A Common | | | | | 16,413 | I | By the Partridge |

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| | | | | | | |
|----------------------|-----|---|--|--|--|--|
| Stock | | | | | | Revocable Trust |
| Class A Common Stock | 885 | I | | | | By the Alison Blackwell Partridge 2004 Irrevocable Trust |
| Class A Common Stock | 885 | I | | | | By the Amy Morgan Partridge 2004 Irrevocable Trust |
| Class A Common Stock | 885 | I | | | | By the John McIntosh Partridge, Jr. 2004 Irrevocable Trust |
| Class A Common Stock | 885 | I | | | | By the Katharine Ann Partridge 2004 Irrevocable Trust |

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 |

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| | | | | | | | | |
|--------------------------|---------|------------|---|--------|-----|------------|--------------|--------|
| Performance Shares Award | \$ 0 | 11/05/2010 | M | 19,922 | (1) | (1) | Common Stock | 19,922 |
| Employee Stock Options | \$ 79.8 | 11/05/2010 | A | 40,933 | (3) | 11/05/2020 | Common Stock | 40,933 |
| Performance Share Awards | \$ 0 | 11/05/2010 | A | 25,063 | (1) | (1) | Common Stock | 25,063 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| PARTRIDGE JOHN C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999 | | | President | |

Signatures

Jenny Kim,
Attorney-in-Fact

11/09/2010

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) Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The performance shares award earned vests in two equal installments on each of the first two anniversaries of the date earned, subject to earlier vesting in full in limited circumstances specified in the award agreement.

(2) Represents restricted stock granted pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The restricted stock vests in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances specified in the award agreement.

(3) Options vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as 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.

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