

MASTERCARD INC

Form 4

January 09, 2008

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 *
Michl Michael

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 1057725009

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2008

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 Administrative 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	01/07/2008		S		200 <u>(1)</u>	D	\$ 196.74	47,167	D
Class A Common Stock	01/07/2008		S		100 <u>(1)</u>	D	\$ 197.62	47,067	D
Class A Common Stock	01/07/2008		S		100 <u>(1)</u>	D	\$ 197.78	46,967	D
Class A Common	01/07/2008		S		100 <u>(1)</u>	D	\$ 198.69	46,867	D

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Stock

Class A Common Stock	01/07/2008	S	200 ⁽¹⁾	D	\$ 198.84	46,667	D
Class A Common Stock	01/07/2008	S	100 ⁽¹⁾	D	\$ 199.29	46,567	D
Class A Common Stock	01/07/2008	S	10 ⁽¹⁾	D	\$ 200.05	46,557	D
Class A Common Stock	01/07/2008	S	190 ⁽¹⁾	D	\$ 200.31	46,367	D
Class A Common Stock	01/07/2008	S	100 ⁽¹⁾	D	\$ 201.8	46,267	D
Class A Common Stock	01/07/2008	S	1,710 ⁽¹⁾	D	\$ 200	44,557	D
Class A Common Stock	01/07/2008	S	100 ⁽¹⁾	D	\$ 200.05	44,457	D
Class A Common Stock	01/07/2008	S	2,000 ⁽¹⁾	D	\$ 200.2	42,457	D
Class A Common Stock	01/07/2008	S	100 ⁽¹⁾	D	\$ 200.81	42,357	D
Class A Common Stock	01/07/2008	S	100 ⁽¹⁾	D	\$ 201.8	42,257	D
Class A Common Stock	01/07/2008	S	4,828 ⁽¹⁾	D	\$ 200	37,429	D
Class A Common Stock	01/07/2008	S	200 ⁽¹⁾	D	\$ 200.01	37,229	D
Class A Common Stock	01/07/2008	S	1,500 ⁽¹⁾	D	\$ 200.1	35,729	D
Class A Common Stock	01/07/2008	S	1,500 ⁽¹⁾	D	\$ 200.2	34,229	D

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Class A Common Stock	01/07/2008	S	2,590 (1)	D	\$ 200.25	31,639	D
Class A Common Stock	01/07/2008	S	1,500 (1)	D	\$ 200.3	30,139	D
Class A Common Stock	01/07/2008	S	10 (1)	D	\$ 200.31	30,129	D
Class A Common Stock	01/07/2008	S	100 (1)	D	\$ 200.77	30,029	D
Class A Common Stock	01/07/2008	S	300 (1)	D	\$ 201.8	29,729 (2)	D

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Michl Michael 2000 PURCHASE STREET PURCHASE, NY 1057725009	Chief Administrative Officer

Signatures

/s/ Bart S. Goldstein attorney in fact for Michael Michl pursuant to Power of Attorney dated
July 26, 2006

01/09/2008

__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 sale reported in this Form 4 was effected pursuant to two pre-planned trading plans entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in two MasterCard Incorporated Form 8-Ks filed on August 15, 2007 and on November 9, 2007. The pre-planned trading plans were adopted by the reporting person on August 13, 2007 and on November 8, 2007.

(2) This Form 4 contains 23 of 46 price increments relating to a transaction that was executed on 1/7/2008. This is the second of two Form 4s relating to such transaction. One additional Form 4 containing the balance of the price increments related to such transaction is being filed simultaneously.

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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