

MASTERCARD INC
Form 4
February 27, 2008

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 *
Dunbar Webster Roy

(Last) (First) (Middle)
2200 MASTERCARD BOULEVARD
(Street)

O'FALLON, MO 63366-7263

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2008

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)
Pres., Technology & Operations

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 | 02/26/2008 | | M | | 9,808 (1) A \$ 39 | 57,029 | D |
| Class A Common Stock | 02/26/2008 | | S | | 200 (1) D \$ 193.28 | 56,829 | D |
| Class A Common Stock | 02/26/2008 | | S | | 200 (1) D \$ 193.38 | 56,629 | D |
| Class A Common | 02/26/2008 | | S | | 50 (1) D \$ 193.52 | 56,579 | D |

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| | | | | | | | |
|----------------------------|------------|---|----------------|---|--------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 02/26/2008 | S | 50 <u>(1)</u> | D | \$ 193.82 | 56,529 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.05 | 56,429 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.08 | 56,329 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.11 | 56,229 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.2 | 56,129 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.49 | 56,029 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.5 | 55,929 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.61 | 55,829 | D |
| Class A Common Stock | 02/26/2008 | S | 300 <u>(1)</u> | D | \$ 194.69 | 55,529 | D |
| Class A Common Stock | 02/26/2008 | S | 200 <u>(1)</u> | D | \$ 194.71 | 55,329 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.75 | 55,229 | D |
| Class A Common Stock | 02/26/2008 | S | 200 <u>(1)</u> | D | \$ 194.9 | 55,029 | D |
| Class A Common Stock | 02/26/2008 | S | 100 <u>(1)</u> | D | \$ 194.96 | 54,929 | D |
| Class A Common Stock | 02/26/2008 | S | 200 <u>(1)</u> | D | \$ 194.97 | 54,729 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------------------|---|-----------|-----------------------|---|
| Class A Common Stock | 02/26/2008 | S | 100 ⁽¹⁾ | D | \$ 195 | 54,629 | D |
| Class A Common Stock | 02/26/2008 | S | 100 ⁽¹⁾ | D | \$ 195.02 | 54,529 | D |
| Class A Common Stock | 02/26/2008 | S | 100 ⁽¹⁾ | D | \$ 195.03 | 54,429 | D |
| Class A Common Stock | 02/26/2008 | S | 100 ⁽¹⁾ | D | \$ 195.13 | 54,329 | D |
| Class A Common Stock | 02/26/2008 | S | 300 ⁽¹⁾ | D | \$ 195.14 | 54,029 | D |
| Class A Common Stock | 02/26/2008 | S | 100 ⁽¹⁾ | D | \$ 195.16 | 53,929 | D |
| Class A Common Stock | 02/26/2008 | S | 200 ⁽¹⁾ | D | \$ 195.27 | 53,729 | D |
| Class A Common Stock | 02/26/2008 | S | 200 ⁽¹⁾ | D | \$ 195.32 | 53,529 | D |
| Class A Common Stock | 02/26/2008 | S | 8 ⁽¹⁾ | D | \$ 195.33 | 53,521 | D |
| Class A Common Stock | 02/26/2008 | S | 400 ⁽¹⁾ | D | \$ 195.44 | 53,121 | D |
| Class A Common Stock | 02/26/2008 | S | 200 ⁽¹⁾ | D | \$ 195.49 | 52,921 | D |
| Class A Common Stock | 02/26/2008 | S | 100 ⁽¹⁾ | D | \$ 195.51 | 52,821 ⁽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)

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| 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) | \$ 39 | 02/26/2008 | | M | 9,808 (1) | (3) 05/25/2016 | Class A Common Stock | 9,808 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dunbar Webster Roy 2200 MASTERCARD BOULEVARD O'FALLON, MO 63366-7263 | | | Pres., Technology & Operations | |

Signatures

/s/ Bart S. Goldstein attorney in fact for Webster Roy Dunbar pursuant to Power of Attorney dated July 25, 2006 02/27/2008

__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 transactions reported in this Form 4 were effected pursuant to a pre-planned trading plan entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on August 15, 2007. The pre-planned trading plan was adopted by the reporting person on August 13, 2007.
- (2) This Form 4 contains 29 of 65 price increments relating to transactions that were executed on February 26, 2008. This is the first of three Form 4s relating to such transactions. Two additional Form 4s containing the balance of the price increments related to such transactions are being filed simultaneously.
- (3) The reporting person was awarded 39,232 options on May 25, 2006. The remaining 29,424 options will vest in three equal annual installments beginning on May 25, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.