

MASTERCARD INC

Form 4

May 04, 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 *
Flood Gary 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)
05/02/2016

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)

President, GI Prod & Solutions

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	05/02/2016		M		4,440 (1)	A \$ 23.274 64,015	D
Class A Common Stock	05/02/2016		M		42,880 (1)	A \$ 24.036 106,895	D
Class A Common Stock	05/02/2016		M		26,500 (1)	A \$ 42.043 133,395	D
Class A Common	05/02/2016		S		62,357 (1)	D \$ 71,038 97.0826	D

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Stock				(2)		
Class A				\$		
Common	05/02/2016	S	33,978	D	97.7786	37,060
Stock			(1)		(3)	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.274	05/02/2016		M	4,440 (1)	(4) 03/01/2020	Class A Common Stock 4,440
Employee Stock Option (right to buy)	\$ 24.036	05/02/2016		M	42,880 (1)	(5) 03/01/2021	Class A Common Stock 42,880
Employee Stock Option (right to buy)	\$ 42.043	05/02/2016		M	26,500 (1)	(6) 03/01/2022	Class A Common Stock 26,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flood Gary J 2000 PURCHASE STREET	President, GI Prod & Solutions

PURCHASE, NY 10577-2509

Signatures

Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Gary J. Flood pursuant to a power of attorney dated October 8, 2014

05/04/2016

____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 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on March 8, 2016. The pre-planned trading plan was adopted by the reporting person on March 3, 2016.
 - (1) of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on March 8, 2016. The pre-planned trading plan was adopted by the reporting person on March 3, 2016.
 - (2) Represents the weighted average sales price for price increments ranging from \$96.5700 to \$97.5650
 - (3) Represents the weighted average sales price for price increments ranging from \$97.5700 to \$97.9300.
 - (4) The Reporting Person was awarded 64,880 employee stock options on March 1, 2010, which vested in four equal installments beginning on March 1, 2011.
 - (5) The Reporting Person was awarded 75,840 employee stock options on March 1, 2011, which vested in four equal installments beginning on March 1, 2012.
 - (6) The Reporting Person was awarded 60,640 employee stock options on March 1, 2012, which vested in four equal installments beginning on March 1, 2013.

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.