

McWilton Chris
Form 4
March 02, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
McWilton Chris

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

2000 PURCHASE STREET

02/28/2010

President, U.S. Markets

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PURCHASE, NY 105772509

(City) (State) (Zip)

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	02/28/2010		A		5,060 ⁽¹⁾	\$ 0	17,844 D
Class A Common Stock	02/28/2010		F		3,262 ⁽²⁾	\$ 223.145	14,582 D
Class A Common Stock	03/01/2010		M		3,151 ⁽³⁾	\$ 106.29	17,733 D
Class A Common	03/01/2010		S		300 ⁽³⁾	\$ 225.7423	17,433 D

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Stock					(4)		
Class A Common Stock	03/01/2010	S	200 (3)	D	\$ 226.88	17,233	D
Class A Common Stock	03/01/2010	S	400 (3)	D	\$ 227.9425 (5)	16,833	D
Class A Common Stock	03/01/2010	S	600 (3)	D	\$ 228.47 (6)	16,233	D
Class A Common Stock	03/01/2010	S	400 (3)	D	\$ 229.61 (7)	15,833	D
Class A Common Stock	03/01/2010	S	600 (3)	D	\$ 230.3817 (8)	15,233	D
Class A Common Stock	03/01/2010	S	651 (3)	D	\$ 232.2893 (9)	14,582	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 (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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 106.29	02/28/2010		M	3,151 (3)	(10) 03/01/2017	Class A Common Stock	3,151

Employee Stock Option (right to buy)	\$ 232.74	03/01/2010	A	6,488	<u>(11)</u>	03/01/2020	Class A Common Stock	6,488
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McWilton Chris 2000 PURCHASE STREET PURCHASE, NY 105772509			President, U.S. Markets	

Signatures

/s/ Bart S. Goldstein as attorney in fact for Chris McWilton pursuant to power of attorney dated July 26, 2006 03/02/2010

**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) Settlement of performance stock units in shares of Class A Common Stock.
- (2) Represents withholding of shares to pay tax liability incident to the vesting of restricted stock units pursuant to the terms of a shareholder-approved stock plan.
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 November 12, 2009. The pre-planned trading plan was adopted by the reporting person on November 10, 2009.
- (3) 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on November 12, 2009. The pre-planned trading plan was adopted by the reporting person on November 10, 2009.
- (4) Represents the weighted average sales price for price increments ranging from \$225.66 to \$225.88.
- (5) Represents the weighted average sales price for price increments ranging from \$227.89 to \$227.99.
- (6) Represents the weighted average sales price for price increments ranging from \$228.02 to \$228.95.
- (7) Represents the weighted average sales price for price increments ranging from \$229.33 to \$229.89.
- (8) Represents the weighted average sales price for price increments ranging from \$230.02 to \$230.95.
- (9) Represents the weighted average sales price for price increments ranging from \$232.16 to \$232.37.
- (10) The reporting person was awarded 12,604 employee stock options on March 1, 2007. The remaining 3,151 employee stock options will vest on March 1, 2011.
- (11) The employee stock options vest in four equal annual installments beginning March 1, 2011.

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.