

McWilton Chris
Form 4
February 16, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McWilton Chris

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 105772509

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2010

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, U.S. Markets

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	(D)	Price
Class A Common Stock	02/11/2010		S		100 ⁽¹⁾	D	\$ 225.18 21,109
Class A Common Stock	02/11/2010		S		500 ⁽¹⁾	D	\$ 226.676 ⁽²⁾ 20,609
Class A Common Stock	02/11/2010		S		700 ⁽¹⁾	D	\$ 227.5543 ⁽³⁾ 19,909
Class A Common	02/11/2010		S		385 ⁽¹⁾	D	\$ 228.3945 19,524

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Stock					(4)			
Class A					\$			
Common	02/12/2010	S	985	(1)	D	225.7192	18,539	D
Stock					(5)			
Class A					\$			
Common	02/12/2010	S	700	(1)	D	226.3243	17,839	D
Stock					(6)			
Class A								
Common	02/16/2010	S	100	(1)	D	\$ 224.74	17,739	D
Stock								
Class A					\$			
Common	02/16/2010	S	1,285	(1)	D	225.4412	16,454	D
Stock					(7)			
Class A								
Common	02/16/2010	S	300	(1)	D	\$ 226.44	16,154	D
Stock					(8)			

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 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
President, U.S. Markets

McWilton Chris
2000 PURCHASE STREET
PURCHASE, NY 105772509

Signatures

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

02/16/2010

__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).

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.

- (2) Represents the weighted average sales price for price increments ranging from \$226.21 to \$226.96.
- (3) Represents the weighted average sales price for price increments ranging from \$227.22 to \$227.94.
- (4) Represents the weighted average sales price for price increments ranging from \$228.25 to \$228.56.
- (5) Represents the weighted average sales price for price increments ranging from \$225.39 to \$225.95.
- (6) Represents the weighted average sales price for price increments ranging from \$226.00 to \$226.80.
- (7) Represents the weighted average sales price for price increments ranging from \$225.06 to \$225.98.
- (8) Represents the weighted average sales price for price increments ranging from \$226.34 to \$226.50.

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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