

McWilton Chris
Form 4
May 27, 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
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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)

05/25/2010

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 ____ Other (specify
below) 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)
Class A Common Stock	05/25/2010		M	5,769 (1) A	\$ 39 16,556	D	
Class A Common Stock	05/25/2010		S	500 (1) D	\$ 204.87 (2) 16,056	D	
Class A Common Stock	05/25/2010		S	2,900 (1) D	\$ 205.6072 (3) 13,156	D	
Class A Common	05/25/2010		S	2,169 (1) D	\$ 206.441 (4) 10,987	D	

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Stock

Class A

Common 05/25/2010

S

200 ⁽¹⁾

D

\$ 208.08
⁽⁵⁾

10,787

D

Stock

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 39	05/25/2010		M	5,769 ⁽¹⁾	⁽⁶⁾ 05/25/2016	Class A Common Stock	5,769

Reporting Owners

Reporting Owner Name / Address	Relationships
McWilton Chris 2000 PURCHASE STREET PURCHASE, NY 105772509	Director 10% Owner Officer Other 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

05/27/2010

 **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 \$204.81 to \$204.94.

(3) Represents the weighted average sales price for price increments ranging from \$205.01 to \$205.99.

(4) Represents the weighted average sales price for price increments ranging from \$206 to \$206.98.

(5) Represents the weighted average sales price for price increments ranging from \$208.05 to \$208.11.

(6) The Reporting Person was awarded 23,076 employee stock options on May 25, 2006.

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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