

VISA INC.  
Form 4  
July 17, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**RICHEY ELLEN**

(Last) (First) (Middle)

C/O VISA INC., P.O. BOX 8999

(Street)

SAN FRANCISCO, CA 94128-8999

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VISA INC. [V]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/13/2012**

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)  
**Chief Enterprise Risk Officer**

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 Ownership (Instr. 4)     |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price  |
| Class A Common Stock            | 07/13/2012                           |  | M <sup>(1)</sup>               |   | 46,855  | A  | \$ 0   |
| Class A Common Stock            | 07/13/2012                           |  | S <sup>(1)</sup>               |   | 46,855  | D  | \$ 123.84                                      |
| Class A Common Stock            | 07/13/2012                           |  | S <sup>(1)</sup>               |   | 23,000  | D  | \$ 123.83                                      |
|                                 |                                      |  |                                |   |   |  | 9,077 <sup>(4)</sup>                           |
|                                 |                                      |  |                                |   |   |  | <sup>(3)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | Held by the Richey 2007 Trust u/a/d 11-29-2007 |



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- The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$122.29 - 124.61, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.
- (3)
  - (4) Since the date of the reporting person's last ownership report, 17,077 shares which were previously held directly were transferred to the Richey 2007 Trust u/a/d 11-29-2007, of which Ms. Richey is the sole trustee and beneficiary.
  - (5) This option was granted on March 18, 2008 and vested in three installments over a three-year period after the date of grant.

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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