

MASTERCARD INC

Form 4

January 09, 2008

**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 \*  
Michl Michael

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 1057725009

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2008

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)

Chief Administrative Officer

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	01/07/2008		S		200 <sup>(1)</sup> D	\$ 196.74	47,167 D
Class A Common Stock	01/07/2008		S		100 <sup>(1)</sup> D	\$ 197.62	47,067 D
Class A Common Stock	01/07/2008		S		100 <sup>(1)</sup> D	\$ 197.78	46,967 D
Class A Common	01/07/2008		S		100 <sup>(1)</sup> D	\$ 198.69	46,867 D

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Stock

Class A Common Stock	01/07/2008	S	200 <u>(1)</u>	D	\$ 198.84	46,667	D
Class A Common Stock	01/07/2008	S	100 <u>(1)</u>	D	\$ 199.29	46,567	D
Class A Common Stock	01/07/2008	S	10 <u>(1)</u>	D	\$ 200.05	46,557	D
Class A Common Stock	01/07/2008	S	190 <u>(1)</u>	D	\$ 200.31	46,367	D
Class A Common Stock	01/07/2008	S	100 <u>(1)</u>	D	\$ 201.8	46,267	D
Class A Common Stock	01/07/2008	S	1,710 <u>(1)</u>	D	\$ 200	44,557	D
Class A Common Stock	01/07/2008	S	100 <u>(1)</u>	D	\$ 200.05	44,457	D
Class A Common Stock	01/07/2008	S	2,000 <u>(1)</u>	D	\$ 200.2	42,457	D
Class A Common Stock	01/07/2008	S	100 <u>(1)</u>	D	\$ 200.81	42,357	D
Class A Common Stock	01/07/2008	S	100 <u>(1)</u>	D	\$ 201.8	42,257	D
Class A Common Stock	01/07/2008	S	4,828 <u>(1)</u>	D	\$ 200	37,429	D
Class A Common Stock	01/07/2008	S	200 <u>(1)</u>	D	\$ 200.01	37,229	D
Class A Common Stock	01/07/2008	S	1,500 <u>(1)</u>	D	\$ 200.1	35,729	D
Class A Common Stock	01/07/2008	S	1,500 <u>(1)</u>	D	\$ 200.2	34,229	D

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Class A Common Stock	01/07/2008	S	2,590 (1)	D	\$ 200.25	31,639	D
Class A Common Stock	01/07/2008	S	1,500 (1)	D	\$ 200.3	30,139	D
Class A Common Stock	01/07/2008	S	10 (1)	D	\$ 200.31	30,129	D
Class A Common Stock	01/07/2008	S	100 (1)	D	\$ 200.77	30,029	D
Class A Common Stock	01/07/2008	S	300 (1)	D	\$ 201.8	29,729 (2)	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Michl Michael 2000 PURCHASE STREET PURCHASE, NY 1057725009	Chief Administrative Officer

## Signatures

/s/ Bart S. Goldstein attorney in fact for Michael Michl pursuant to Power of Attorney dated  
July 26, 2006

01/09/2008

\_\_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) The sale reported in this Form 4 was effected pursuant to two pre-planned trading plans entered into in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 and previously referenced in two MasterCard Incorporated Form 8-Ks filed on August 15, 2007 and on November 9, 2007. The pre-planned trading plans were adopted by the reporting person on August 13, 2007 and on November 8, 2007.

(2) This Form 4 contains 23 of 46 price increments relating to a transaction that was executed on 1/7/2008. This is the second of two Form 4s relating to such transaction. One additional Form 4 containing the balance of the price increments related to such transaction is being filed simultaneously.

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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