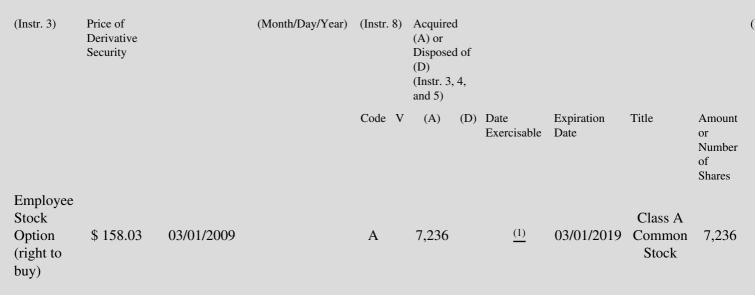
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Flood Gary Form 4	J							
March 03, 2	2009							
FORM	ΠД							PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287	
Check ti if no lor subject Section Form 4 Form 5 obligation may cor	to 16. or Filed put	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						January 31, 2005 average Jrs per . 0.5
<i>See</i> Inst 1(b).		30(h) of the	Investmen	nt Company	y Act of 1	1940		
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> Flood Gary J			2. Issuer Name and Ticker or Trading Symbol MASTERCARD INC [MA]			5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) ((Check all applicable)		
2000 PURCHASE STREET			(Month/Day/Year) 03/01/2009			Director 10% Owner X_ Officer (give title Other (specify below) President, Global Products		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
	SE, NY 10577					Form filed by Person	More than One R	eporting
(City)	(State)	(Zip) T	able I - Non-	-Derivative S	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code) (Instr. 8)		A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Re	port on a separate line	o for each class of s				or indirectly		
Kenninder. Ke				Person informa require	as who res ation con d to resp vs a curre	spond to the collect tained in this form ond unless the for ntly valid OMB col	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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Reporting Owners

Reporting Owner Name / Address			Relationships	ps		
	Director	10% Owner	Officer	Other		
Flood Gary J 2000 PURCHASE STREET PURCHASE, NY 10577			President, Global Products			
Signatures						

/s/ Bart S. Goldstein attorney in fact for Gary J. Flood pursuant to Power of Attorney dated November 9, 2007	03/03/2009
<u>**</u> 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 employee stock options vest in four equal annual installments beginning March 1, 2010.

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.