

McWilton Chris  
Form 4  
February 16, 2010

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below) \_\_\_ Other (specify below)

President, U.S. Markets

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/11/2010		S		100 <sup>(1)</sup>	D	\$ 225.18 21,109 D
Class A Common Stock	02/11/2010		S		500 <sup>(1)</sup>	D	\$ 226.676 <sup>(2)</sup> 20,609 D
Class A Common Stock	02/11/2010		S		700 <sup>(1)</sup>	D	\$ 227.5543 <sup>(3)</sup> 19,909 D
Class A Common	02/11/2010		S		385 <sup>(1)</sup>	D	\$ 228.3945 19,524 D

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

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## 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.

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