

Voquer Stephanie
 Form 4
 August 15, 2011

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 *
 Voquer Stephanie

(Last) (First) (Middle)
 2000 PURCHASE STREET
 (Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/11/2011

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 Human Resources 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/11/2011		M		378 A \$ 106.29	2,424	D
Class A Common Stock	08/11/2011		M		268 A \$ 190	2,692	D
Class A Common Stock	08/11/2011		M		358 A \$ 158.03	3,050	D
Class A Common	08/11/2011		S		1,004 D \$ 320	2,046	D

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Stock								
Class A Common Stock	08/12/2011		M	378	A	\$ 106.29	2,424	D
Class A Common Stock	08/12/2011		M	269	A	\$ 190	2,693	D
Class A Common Stock	08/12/2011		M	358	D	\$ 158.03	3,051	D
Class A Common Stock	08/12/2011		S	1,005	D	\$ 330.75	2,046	D

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. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 106.29	08/11/2011		M	378	(1) 03/01/2017	Class A Common Stock	378	
Employee Stock Option (right to buy)	\$ 190	08/11/2011		M	268	(2) 03/01/2018	Class A Common Stock	268	
	\$ 158.03	08/11/2011		M	358	(3) 03/01/2019		358	

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Employee Stock Option (right to buy)								Class A Common Stock	
Employee Stock Option (right to buy)	\$ 106.29	08/12/2011	M	378	<u>(1)</u>	03/01/2017		Class A Common Stock	378
Employee Stock Option (right to buy)	\$ 190	08/12/2011	M	269	<u>(2)</u>	03/01/2018		Class A Common Stock	269
Employee Stock Option (right to buy)	\$ 158.03	08/12/2011	M	358	<u>(3)</u>	03/01/2019		Class A Common Stock	358

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Voquer Stephanie 2000 PURCHASE STREET PURCHASE, NY 10577			Chief Human Resources Officer	

Signatures

/s/ Bart S. Goldstein attorney in fact for Stephanie Voquer pursuant to Power of Attorney dated November 21, 2008.

08/15/2011

__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 reporting person was awarded 756 employee stock options on March 1, 2007.
- (2) The reporting person was awarded 716 employee stock options on March 1, 2008. The remaining 179 employee stock options will vest on March 1, 2012.
- (3) The reporting person was awarded 1,432 employee stock options on March 1, 2009. The remaining 716 employee stock options will vest in two equal annual installments beginning on March 1, 2012.

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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