

MASTERCARD INC
Form 4
October 15, 2007

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 *
SELANDER ROBERT W

(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)
10/12/2007

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 Executive 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	10/12/2007		S		200 ⁽¹⁾ D \$ 164.18	370,212	D
Class A Common Stock	10/12/2007		S		700 ⁽¹⁾ D \$ 164.19	369,512	D
Class A Common Stock	10/12/2007		S		100 ⁽¹⁾ D \$ 164.2	369,412	D
Class A Common	10/12/2007		S		400 ⁽¹⁾ D \$ 164.22	369,012	D

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Stock							
Class A Common Stock	10/12/2007	S	300 <u>(1)</u>	D	\$ 164.23	368,712	D
Class A Common Stock	10/12/2007	S	300 <u>(1)</u>	D	\$ 164.24	368,412	D
Class A Common Stock	10/12/2007	S	200 <u>(1)</u>	D	\$ 164.25	368,212	D
Class A Common Stock	10/12/2007	S	300 <u>(1)</u>	D	\$ 164.26	367,912	D
Class A Common Stock	10/12/2007	S	500 <u>(1)</u>	D	\$ 164.32	367,412	D
Class A Common Stock	10/12/2007	S	300 <u>(1)</u>	D	\$ 164.35	367,112	D
Class A Common Stock	10/12/2007	S	200 <u>(1)</u>	D	\$ 164.38	366,912	D
Class A Common Stock	10/12/2007	S	50 <u>(1)</u>	D	\$ 164.41	366,862	D
Class A Common Stock	10/12/2007	S	300 <u>(1)</u>	D	\$ 164.45	366,562	D
Class A Common Stock	10/12/2007	S	400 <u>(1)</u>	D	\$ 164.56	366,162	D
Class A Common Stock	10/12/2007	S	400 <u>(1)</u>	D	\$ 164.6	365,762	D
Class A Common Stock	10/12/2007	S	200 <u>(1)</u>	D	\$ 164.64	365,562	D
Class A Common Stock	10/12/2007	S	400 <u>(1)</u>	D	\$ 164.66	365,162	D
Class A Common Stock	10/12/2007	S	200 <u>(1)</u>	D	\$ 164.9	364,962 <u>(2)</u>	D

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				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
SELANDER ROBERT W 2000 PURCHASE STREET PURCHASE, NY 105772509	X		Chief Executive Officer	

Signatures

/s/Bart S. Goldstein attorney in fact for Robert W. Selander pursuant to Power of Attorney dated July 25, 2006

10/15/2007

__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 sale reported in this Form 4 was 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 August 15, 2007. The pre-planned trading plan was adopted by the reporting person on August 13, 2007.

(2) This Form 4 contains eighteen of seventy-eight transactions that were executed on October 12, 2007. Two additional Form 4s containing the balance of such transactions are 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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