

MASTERCARD INC
Form 4
January 07, 2009

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)
01/05/2009

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	01/05/2009		S		700 ⁽¹⁾ D 149.6849 ⁽²⁾ 119,078	D	
Class A Common Stock	01/05/2009		S		2,800 ⁽¹⁾ D 150.5654 ⁽³⁾ 116,278	D	
Class A Common Stock	01/05/2009		S		600 ⁽¹⁾ D 151.4988 ⁽⁴⁾ 115,678	D	
Class A Common	01/05/2009		S		900 ⁽¹⁾ D \$ 114,778	D	
					152.7672		

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Stock					(5)				
Class A Common Stock	01/05/2009	S	6,144 (1)	D	\$ 153.5037	108,634	D		
Class A Common Stock	01/05/2009	S	5,500 (1)	D	\$ 154.3958	103,134	D		
Class A Common Stock	01/05/2009	S	2,900 (1)	D	\$ 155.4809	100,234	D		
Class A Common Stock	01/05/2009	S	800 (1)	D	\$ 156.2538	99,434	D		
Class A Common Stock						40,000	I		Held in GRAT

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)
						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
	X		Chief Executive Officer	

SELANDER ROBERT W
2000 PURCHASE STREET
PURCHASE, NY 105772509

Signatures

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

01/07/2009

__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

(1) Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on May 6, 2008. The pre-planned trading plan was adopted by the reporting person on May 2, 2008.

(2) Represents the weighted average sales price for price increments ranging from \$149.27 to \$149.99.

(3) Represents the weighted average sales price for price increments ranging from \$150.08 to \$150.99.

(4) Represents the weighted average sales price for price increments ranging from \$151.18 to \$151.64.

(5) Represents the weighted average sales price for price increments ranging from \$152.51 to \$152.905.

(6) Represents the weighted average sales price for price increments ranging from \$153.00 to \$153.95.

(7) Represents the weighted average sales price for price increments ranging from \$154.01 to \$154.98.

(8) Represents the weighted average sales price for price increments ranging from \$155.01 to \$155.96.

(9) Represents the weighted average sales price for price increments ranging from \$156.15 to \$156.45.

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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