

MASTERCARD INC

Form 4

May 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
05/27/2008

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	05/27/2008		S		100 <u>(1)</u>	D	\$ 273.12	213,376 <u>(2)</u>	D
Class A Common Stock	05/27/2008		S		100 <u>(1)</u>	D	\$ 273.23	213,276	D
Class A Common Stock	05/27/2008		S		100 <u>(1)</u>	D	\$ 273.29	213,176	D
Class A Common	05/27/2008		S		100 <u>(1)</u>	D	\$ 273.3	213,076	D

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Stock

Class A Common Stock	05/27/2008	S	200 <u>(1)</u>	D	\$ 273.37	212,876	D
Class A Common Stock	05/27/2008	S	200 <u>(1)</u>	D	\$ 273.38	212,676	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.39	212,576	D
Class A Common Stock	05/27/2008	S	200 <u>(1)</u>	D	\$ 273.48	212,376	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.49	212,276	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.5	212,176	D
Class A Common Stock	05/27/2008	S	200 <u>(1)</u>	D	\$ 273.54	211,976	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.56	211,876	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.62	211,776	D
Class A Common Stock	05/27/2008	S	200 <u>(1)</u>	D	\$ 273.64	211,576	D
Class A Common Stock	05/27/2008	S	300 <u>(1)</u>	D	\$ 273.74	211,276	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.8	211,176	D
Class A Common Stock	05/27/2008	S	200 <u>(1)</u>	D	\$ 273.86	210,976	D
Class A Common Stock	05/27/2008	S	100 <u>(1)</u>	D	\$ 273.89	210,876	D

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Class A Common Stock	05/27/2008	S	100 ⁽¹⁾	D	\$ 273.95	210,776	D
Class A Common Stock	05/27/2008	S	200 ⁽¹⁾	D	\$ 273.99	210,576	D
Class A Common Stock	05/27/2008	S	100 ⁽¹⁾	D	\$ 274	210,476	D
Class A Common Stock	05/27/2008	S	200 ⁽¹⁾	D	\$ 274.06	210,276	D
Class A Common Stock	05/27/2008	S	50 ⁽¹⁾	D	\$ 274.11	210,226	D
Class A Common Stock	05/27/2008	S	100 ⁽¹⁾	D	\$ 274.12	210,126	D
Class A Common Stock	05/27/2008	S	100 ⁽¹⁾	D	\$ 274.15	210,026	D
Class A Common Stock	05/27/2008	S	200 ⁽¹⁾	D	\$ 274.23	209,826	D
Class A Common Stock	05/27/2008	S	200 ⁽¹⁾	D	\$ 274.24	209,626	D
Class A Common Stock	05/27/2008	S	200 ⁽¹⁾	D	\$ 274.26	209,426	D
Class A Common Stock	05/27/2008	S	100 ⁽¹⁾	D	\$ 274.29	209,326	D
Class A Common Stock	05/27/2008	S	100 ⁽¹⁾	D	\$ 274.47	209,226 ⁽³⁾	D

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

05/29/2008

__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 August 15, 2007. The pre-planned trading plan was adopted by the reporting person on August 13, 2007.

On May 16, 2008 a Grantor Retained Annuity Trust (GRAT) of which the reporting person is a trustee, transferred 30,000 shares of Class

- (2) A common stock to the reporting person. Prior to the transfer of shares to the reporting person from the GRAT, the reporting person held 183,476 shares of Class A common stock.

This Form 4 contains 30 of 122 price increments relating to a transaction that was executed on May 27, 2008. This is the first of five

- (3) Form 4s relating to such transaction. Four additional Form 4s containing the balance of the price increments related to such transaction 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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