Hanft Noah J Form 4 February 04, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

Form 5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hanft Noah J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

MASTERCARD INC [MA]

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

02/02/2010

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner Other (specify _X__ Officer (give title

below) General Counsel & Corp. Sec.

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PURCHASE, NY 10577-2509

2000 PURCHASE STREET

(City)	(State)	(Zip) Tak	ole I - Non	-Derivativ	e Seci	urities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) own Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
~1 ·			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	02/02/2010		S	1,200 (1)	D	\$ 252.395 (2)	15,022	D	
Class A Common Stock	02/02/2010		S	1,100 (1)	D	\$ 253.4829 (3)	13,922	D	
Class A Common Stock	02/02/2010		S	2,500 (1)	D	\$ 254.6479 (4)	11,422	D	
Class A Common	02/02/2010		S	1,300 (1)	D	\$ 255.2662	10,122	D	

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Stock (5)

Class A

Common 02/02/2010 S 200 (1) D \$ 256.08 9,922 D

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	Amor Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
				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			

Hanft Noah J General 2000 PURCHASE STREET Counsel & PURCHASE, NY 10577-2509 Corp. Sec.

Signatures

/s/ Bart S. Goldstein attorney in fact for Noah J. Hanft pursuant to Power of Attorney dated July 24, 2006

02/04/2010

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

**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 (1) of the Securities Exchange Act of 1934 and previously referrenced 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 6, 2009.

Reporting Owners 2

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- (2) Represents the weighted average sales price for price increments ranging from \$252.07 to \$252.74.
- (3) Represents the weighted average sales price for price increments ranging from \$253.07 to \$253.82.
- (4) Represents the weighted average sales price for price increments ranging from \$254.06 to \$254.99.
- (5) Represents the weighted average sales price for price increments ranging from \$255.03 to \$255.53.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.