

MASTERCARD INC
Form 4/A
April 08, 2016

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 *
Garrow Ronald E

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

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
04/06/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.04	04/04/2016	M	2,110 <u>(1)</u> <u>(2)</u>					<u>(3)</u>	03/01/2022	Class A Common Stock	2,110
Employee Stock Option (right to buy)	\$ 51.83	04/04/2016	M	3,550 <u>(1)</u> <u>(2)</u>					<u>(4)</u>	03/01/2023	Class A Common Stock	3,550
Employee Stock Option (right to buy)	\$ 77.72	04/04/2016	M	4,374 <u>(1)</u> <u>(2)</u>					<u>(5)</u>	03/01/2024	Class A Common Stock	4,374

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garrow Ronald E 2000 PURCHASE STREET PURCHASE, NY 10577-2509			Chief Human Resources Officer	

Signatures

Craig R. Brown, Assistant Corporate Secretary, as attorney-in-fact for Ronald E. Garrow pursuant to a power of attorney dated September 16, 2014 04/08/2016

**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) This amended Form 4 is being filed to properly report the disposition of these stock options in connection with their exercises.

The transactions reported in this Form 4 were 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 February 9, 2016. The pre-planned trading plan was adopted by the reporting person on February 3, 2016.

(3)

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The reporting person was awarded 8,440 employee stock options on March 1, 2012, which vested in four equal installments beginning on March 1, 2013.

- (4) The reporting person was awarded 14,200 employee stock options on March 1, 2013, of which 10,650 previously vested. The remaining 3,550 employee stock options will vest on March 1, 2017.
- (5) The reporting person was awarded 17,496 employee stock options on March 1, 2014, of which 8,748 previously vested. The remaining 8,748 employee stock options will vest in two equal annual installments beginning on March 1, 2017.

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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