

Mastercard Inc
Form 4
April 25, 2017

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 *
Flood Gary J

(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)
04/24/2017

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)

President, GI Prod & Solutions

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 or Price		
Class A Common Stock	04/24/2017		M		34,140 (1)	A	\$ 42.043 78,819 D
Class A Common Stock	04/24/2017		M		42,200 (1)	A	\$ 51.83 121,019 D
Class A Common Stock	04/24/2017		S		83,959 (1)	D	\$ 115.4347 37,060 D (2)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.043	04/24/2017		M	34,140 (1)	(3) 03/01/2022	Class A Common Stock	34,140
Employee Stock Option (right to buy)	\$ 51.83	04/24/2017		M	42,200 (1)	(4) 03/01/2023	Class A Common Stock	42,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flood Gary J 2000 PURCHASE STREET PURCHASE, NY 10577-2509			President, GI Prod & Solutions	

Signatures

Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Gary J. Flood pursuant to a power of attorney dated October 8, 2014

04/25/2017

__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) 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. The pre-planned trading plan was adopted by the reporting person on February 22, 2017.

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- The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$115.05 to \$115.80.
- (2) The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
 - (3) The Reporting Person was awarded 60,640 employee stock options on March 1, 2012, which vested in four equal annual installments beginning on March 1, 2013.
 - (4) The Reporting Person was awarded 93,240 employee stock options on March 1, 2013, which vested in four equal annual installments beginning March 1, 2014.

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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