

Murphy Timothy H
Form 4
March 19, 2019

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 *
Murphy Timothy H

2. Issuer Name and Ticker or Trading Symbol
Mastercard Inc [MA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

2000 PURCHASE STREET

03/18/2019

General Counsel

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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	03/18/2019		M		7,873 (1)	A	\$ 77.72 46,331.063
Class A Common Stock	03/18/2019		M		43,376 (1)	A	\$ 90.13 89,707.063
Class A Common Stock	03/18/2019		S		32,070 (1)	D	\$ 229.7804 (2) 57,637.063
Class A Common	03/18/2019		S		18,413 (1)	D	\$ 39,224.063 230.5507

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Stock					(3)			
Class A Common Stock	03/18/2019	S	9,045 (1)	D	\$ 231.4928 (4)	30,179.063	D	
Class A Common Stock	03/18/2019	S	900 (1)	D	\$ 232.26 (5)	29,279.063	D	
Class A Common Stock						1,000	I	By Child 1
Class A Common Stock						1,000	I	By Child 2

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 77.72	03/18/2019		M	7,873 (1)	(6) 03/01/2024	Class A Common Stock 7,873
Employee Stock Option (right to buy)	\$ 90.13	03/18/2019		M	43,376 (1)	(7) 03/01/2025	Class A Common Stock 43,376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Timothy H 2000 PURCHASE STREET PURCHASE, NY 10577-2509			General Counsel	

Signatures

Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Timothy H. Murphy
pursuant to a power of attorney dated September 16, 2014

03/19/2019

__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 1, 2019.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$229.16 to \$230.15.
 - (2) The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within this range.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$230.16 to \$231.15.
 - (3) The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within this range.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$231.16 to \$232.13.
 - (4) The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within this range.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$232.20 to \$232.44.
 - (5) The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within this range.
 - (6) The reporting person was awarded employee stock options on March 1, 2014, which vested in four equal annual installments beginning on March 1, 2015.
 - (7) The reporting person was awarded employee stock options on March 1, 2015, which vested in four equal annual installments beginning on March 1, 2016.

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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