

Voquer Stephanie
 Form 4
 February 05, 2010

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 *
 Voquer Stephanie

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

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2010

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 Human Resources 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	02/03/2010		S		264 ⁽¹⁾	D	\$ 247.6562 ⁽²⁾	4,672	D
Class A Common Stock	02/03/2010		S		600 ⁽¹⁾	D	\$ 248.76 ⁽³⁾	4,072	D
Class A Common Stock	02/03/2010		S		200 ⁽¹⁾	D	\$ 249.61	3,872	D
Class A Common	02/03/2010		S		600 ⁽¹⁾	D	\$ 250.63 ⁽⁴⁾	3,272	D

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Stock

Class A					\$			
Common	02/03/2010		S	900 <u>(1)</u>	D	251.5533	2,372	D
Stock						<u>(5)</u>		
Class A					\$			
Common	02/03/2010		S	1,100 <u>(1)</u>	D	252.3391	1,272	D
Stock						<u>(6)</u>		

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Voquer Stephanie 2000 PURCHASE STREET PURCHASE, NY 10577	Director 10% Owner Officer Chief Human Resources Officer

Signatures

/s/ Bart S. Goldstein attorney in fact for Stephanie Voquer pursuant to Power of Attorney dated November 21, 2008.

02/05/2010

__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 referenced in a MasterCard Incorporated Form 8-K filed on November 18, 2009. The pre-planned trading plan was adopted by the reporting person on November 12, 2009.

(2) Represents the weighted average sales price for price increments ranging from \$247.65 to \$247.66.

(3) Represents the weighted average sales price for price increments ranging from \$248.67 to \$248.93.

(4) Represents the weighted average sales price for price increments ranging from \$250.52 to \$250.76.

(5) Represents the weighted average sales price for price increments ranging from \$251.12 to \$251.82.

(6) Represents the weighted average sales price for price increments ranging from \$252.02 to \$252.61.

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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