

MASTERCARD INC  
Form 4  
May 05, 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 \*  
**BANGA AJAY**

(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)  
**05/03/2016**

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 Executive 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 or Price   |  |   |
| Class A Common Stock            | 05/03/2016                           |  | M                              |   | 129,740 <sup>(1)</sup>  | A  | \$ 23.274 352,848                                     |
| Class A Common Stock            | 05/03/2016                           |  | S                              |   | 166,738 <sup>(1)</sup>  | D  | \$ 96.3567 <sup>(2)</sup> 186,110                     |
| Class A Common Stock            | 05/03/2016                           |  | S                              |   | 9,502 <sup>(1)</sup>  | D  | \$ 97.2448 <sup>(3)</sup> 176,608                     |
| Class A Common                  |                                      |  |                                |   |   | I  | 65,610 By GRAT  |

Stock

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) |                      |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount Number Shares |
| Employee Stock Option (right to buy)       | \$ 23.274  | 05/03/2016                           |  | M                              | 129,740<br><u>(1)</u>   | <u>(4)</u>   | 03/01/2020  | Class A Common Stock | 129,740              |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| BANGA AJAY<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577-2509 |               |           | Chief Executive Officer |       |

## Signatures

Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ajaypal S. Banga pursuant to a power of attorney dated September 16, 2014

05/05/2016

\*\*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).

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 17, 2016. The pre-planned trading plan was adopted by the reporting person on February 10, 2016.

(2) Represents the weighted average sales price for price increments ranging from \$95.960 to \$96.959

(3) Represents the weighted average sales price for price increments ranging from \$96.980 to \$97.510

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- (4) The reporting person was awarded 259,480 employee stock options on March 1, 2010, which vested in four equal annual installments beginning on March 1, 2011.

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