

MASTERCARD INC
Form 3
July 14, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Fraccaro Michael | | (Month/Day/Year) | MASTERCARD INC [MA] | |
| (Last) | (First) | (Middle) | 07/08/2016 | |
| 2000 PURCHASE STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PURCHASE,Â NYÂ 10577 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Human Resources Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 8,201.148 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|------------|----------------------------|--------|----------|-------------------|---|
| Employee Stock Option (right ro buy) | Â (2) | 03/01/2025 | Class A Common Stock | 7,228 | \$ 90.13 | D | Â |
| Employee Stock Option (right ro buy) | Â (3) | 03/01/2026 | Class A Common Stock | 8,744 | \$ 90.1 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fraccaro Michael 2000 PURCHASE STREET PURCHASE, NY 10577 | Â | Â | Â Chief Human Resources Officer | Â |

Signatures

Craig Brown, as attorney-in-fact for Michael Fraccaro pursuant to a power of attorney dated July 11, 2016

07/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes the following unvested awards of restricted stock units (RSUs): (1) 2,421 RSUs awarded on March 1, 2014, which will vest on February 28, 2017; (2) 1,417 RSUs awarded on March 1, 2015, which will vest on February 28, 2018; (3) 1,849 RSUs awarded on March 1, 2016, which will vest on February 28, 2019.
- (1) February 28, 2017; (2) 1,417 RSUs awarded on March 1, 2015, which will vest on February 28, 2018; (3) 1,849 RSUs awarded on March 1, 2016, which will vest on February 28, 2019.
 - (2) The reporting person was awarded 7,228 employee stock options on March 1, 2015, of which 1,807 vested on March 1, 2016. The remaining 5,421 employee stock options will vest in three annual installments beginning on March 1, 2017.
 - (3) The reporting person was awarded employee stock options on March 1, 2016, which vest in four equal annual installments, beginning on March 1, 2017.

Â

Remarks:

Ex 24 Power of Attorney

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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