

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

Hanft Noah J

CIK: **1362567**

Type: **4** | Act: **34** | File No.: **001-32877** | Film No.: **13851783**

Mailing Address
MASTERCARD
INTERNATIONAL
2000 PURCHASE STREET
PURCHASE NY 10577-2509

ISSUER

MASTERCARD INC

CIK: **1141391** | IRS No.: **134172551** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
2000 PURCHASE STREET
PURCHASE NY 10577
Business Address
2000 PURCHASE STREET
PURCHASE NY 10577
9142492000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <u>Hanft Noah J</u> (Last) (First) (Middle) 2000 PURCHASE STREET (Street) PURCHASE, NY 10577-2509 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MASTERCARD INC [MA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2013</u>	
	4. If Amendment, Date Original Filed(Month/Day/Year)	

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	05/14/2013		<u>M</u>		1,719	A	\$158.03	1,719 ⁽¹⁾	D	
Class A Common Stock	05/14/2013		<u>M</u>		1,474	A	\$232.74	3,193	D	
Class A Common Stock	05/14/2013		<u>S</u>		3,193	D	\$569	0	D	
Class A Common Stock								5,270	I	Held in GRAT

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$158.03	05/14/2013		<u>M</u>		1,719		(2)	03/01/2019	Class A Common Stock	1,719	\$ 0	0	D	

Employee Stock Option (right to buy)	\$232.74	05/14/2013		<u>M</u>		1,474	(3)	03/01/2020	Class A Common Stock	1,474	\$ 0	1,474	D
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Explanation of Responses:

1. On March 11, 2013, the reporting person transferred 5,270 shares of Class A Common Stock to a Grantor Retained Annuity Trust (GRAT) of which the reporting person is a trustee. Prior to the transfer into the GRAT, the reporting person held 5,270 shares of Class A Common Stock.
2. The Reporting Person was awarded 6,876 employee stock options on March 1, 2009.
3. The Reporting Person was awarded 5,896 employee stock options on March 1, 2010. The remaining 1,474 employee stock options will vest on March 1, 2014.

Signatures

Bart S. Goldstein, attorney-in-fact for Noah J. Hanft pursuant to Power of Attorney dated October 3, 2012.

** Signature of Reporting Person

05/16/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.