

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-28**
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REPORTING OWNER

McWilton Chris

CIK: **1362564**

Type: **4** | Act: **34** | File No.: **001-32877** | Film No.: **13663505**

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 McWilton Chris			2. Issuer Name and Ticker or Trading Symbol MASTERCARD INC [MA]			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) President, North America		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2000 PURCHASE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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	02/28/2013		A		1,617 ⁽¹⁾	A \$ 0	5,669 ⁽²⁾	D	
Class A Common Stock							3,692	I	Held in GRAT ⁽³⁾

**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					
Employee Stock Option (right to buy)	\$518.3	03/01/2013		A		8,920		⁽⁴⁾	03/01/2023	Class A Common Stock	\$ 0	8,920	D	

Explanation of Responses:

1. Settlement of performance stock units in shares of Class A Common Stock.

2. On November 29, 2012, the reporting person transferred to a Grantor Retained Annuity Trust (GRAT) of which the reporting person is a trustee 1,621 shares of Class A common stock. Prior to this transfer of shares the reporting person directly held 5,673 shares of Class A common stock.
3. Prior to the transfer from the reporting person to the GRAT of 1,621 shares of Class A common stock on November 29, 2012, the GRAT held 2,071 shares of Class A common stock.
4. The employee stock options vest in four equal annual installments beginning March 1, 2014.

Signatures

/s/ Bart S. Goldstein, attorney-in-fact for Chris McWilton pursuant to Power of Attorney dated October 3, 2012.

** Signature of Reporting Person

03/04/2013

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.