

Hanft Noah J  
Form 4  
September 01, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hanft Noah J

(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)  
08/31/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

General Counsel & Corp. Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 08/31/2011                              |                                                             | M                                    | 3,024 A                                                                 | \$ 190 12,764                                                                                                      | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 08/31/2011                              |                                                             | M                                    | 1,719 A                                                                 | \$ 158.03 14,483                                                                                                   | D                                                                    |                                                                   |
| Class A<br>Common<br>Stock            | 08/31/2011                              |                                                             | M                                    | 1,474 A                                                                 | \$ 232.74 15,957                                                                                                   | D                                                                    |                                                                   |
| Class A<br>Common                     | 08/31/2011                              |                                                             | S                                    | 7,957 D                                                                 | \$ 335 8,000                                                                                                       | D                                                                    |                                                                   |

## Stock

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

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SEC 1474  
(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) |  | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|--|-------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date | Title                                                         |  |                               |
| Employee Stock Option (right to buy)       | \$ 190                                                 | 08/31/2011                           |                                                    | M                              | 3,024                                                                                   | <u>(1)</u>                                               | 03/01/2018      | Class A Common Stock                                          |  | 3,024                         |
| Employee Stock Option (right to buy)       | \$ 158.03                                              | 08/31/2011                           |                                                    | M                              | 1,719                                                                                   | <u>(2)</u>                                               | 03/01/2019      | Class A Common Stock                                          |  | 1,719                         |
| Employee Stock Option (right to buy)       | \$ 232.74                                              | 08/31/2011                           |                                                    | M                              | 1,474                                                                                   | <u>(3)</u>                                               | 03/01/2020      | Class A Common Stock                                          |  | 1,474                         |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|-----------------------------------------------------------------|----------------------------------|
|                                                                 | Director 10% Owner Officer Other |
| Hanft Noah J<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577-2509 | General Counsel & Corp. Sec.     |

## Signatures

/s/ Bart S. Goldstein attorney in fact for Noah J. Hanft pursuant to Power of Attorney dated  
July 24, 2006

09/01/2011

\_\_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).
- (1) The reporting person was awarded 6,048 employee stock options on March 1, 2008. The remaining 1,512 employee stock options will vest on March 1, 2012.
- (2) The reporting person was awarded 6,876 employee stock options on March 1, 2009. The remaining 3,438 employee stock options will vest in two equal annual installments beginning on March 1, 2012.
- (3) The reporting person was awarded 5,896 employee stock options on March 1, 2010. The remaining 4,422 employee stock options will vest in three equal annual installments beginning on March 1, 2012.

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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