

MASTERCARD INC
Form 4
May 04, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Flood Gary 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)
05/02/2016

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)

President, GI Prod & Solutions

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 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 | 05/02/2016 | | M | | 4,440 (1) A \$ 23.274 64,015 | D | |
| Class A Common Stock | 05/02/2016 | | M | | 42,880 (1) A \$ 24.036 106,895 | D | |
| Class A Common Stock | 05/02/2016 | | M | | 26,500 (1) A \$ 42.043 133,395 | D | |
| Class A Common | 05/02/2016 | | S | | 62,357 (1) D \$ 71,038 97.0826 | D | |

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| | | | | | | | | | | |
|---------|------------|--|---|--|------------|---|---------|--------|--|------------|
| Stock | | | | | | | | | | <u>(2)</u> |
| Class A | | | | | | | | | | \$ |
| Common | 05/02/2016 | | S | | 33,978 | D | 97.7786 | 37,060 | | D |
| Stock | | | | | <u>(1)</u> | | | | | <u>(3)</u> |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 23.274 | 05/02/2016 | | M | 4,440 <u>(1)</u> | <u>(4)</u> 03/01/2020 | Class A Common Stock | 4,440 | |
| Employee Stock Option (right to buy) | \$ 24.036 | 05/02/2016 | | M | 42,880 <u>(1)</u> | <u>(5)</u> 03/01/2021 | Class A Common Stock | 42,880 | |
| Employee Stock Option (right to buy) | \$ 42.043 | 05/02/2016 | | M | 26,500 <u>(1)</u> | <u>(6)</u> 03/01/2022 | Class A Common Stock | 26,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Flood Gary J 2000 PURCHASE STREET | | | President, GI Prod & Solutions | |

PURCHASE, NY 10577-2509

Signatures

Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Gary J. Flood pursuant to a power of attorney dated October 8, 2014

05/04/2016

__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

- (1) of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on March 8, 2016. The pre-planned trading plan was adopted by the reporting person on March 3, 2016.
- (2) Represents the weighted average sales price for price increments ranging from \$96.5700 to \$97.5650
- (3) Represents the weighted average sales price for price increments ranging from \$97.5700 to \$97.9300.
- (4) The Reporting Person was awarded 64,880 employee stock options on March 1, 2010, which vested in four equal installments beginning on March 1, 2011.
- (5) The Reporting Person was awarded 75,840 employee stock options on March 1, 2011, which vested in four equal installments beginning on March 1, 2012.
- (6) The Reporting Person was awarded 60,640 employee stock options on March 1, 2012, which vested in four equal installments beginning on March 1, 2013.

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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