

MASTERCARD INC

Form 4

May 04, 2016

**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  
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(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 &amp; 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<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 (A)<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
|                                       |   |   | Code                                 | V   | Amount<br>(A)<br>or<br>(D)   | Price   |   |
| Class A<br>Common<br>Stock            | 05/02/2016                              |   | M                                    |   | 4,440<br>(1)   | A \$ 23.274 64,015  | D   |
| Class A<br>Common<br>Stock            | 05/02/2016                              |   | M                                    |   | 42,880<br>(1)  | A \$ 24.036 106,895   | D   |
| Class A<br>Common<br>Stock            | 05/02/2016                              |   | M                                    |   | 26,500<br>(1)  | A \$ 42.043 133,395   | D   |
| Class A<br>Common                     | 05/02/2016                              |   | S                                    |   | 62,357<br>(1)  | D \$ 71,038<br>97.0826  | D   |

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

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

**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 control number.**

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

## Reporting Owners

| Reporting Owner Name / Address       | Relationships                    |
|--------------------------------------|----------------------------------|
|                                      | Director 10% Owner Officer Other |
| Flood Gary J<br>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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