

MASTERCARD INC

Form 4

January 24, 2008

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
Expires: January 31,
2005
Estimated average
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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

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MASTERCARD INC [MA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2008

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, Products & Services

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	01/22/2008		S		100 <u>(1)</u>	D	\$ 170.25	48,198	D
Class A Common Stock	01/22/2008		S		400 <u>(1)</u>	D	\$ 170.31	47,798	D
Class A Common Stock	01/22/2008		S		100 <u>(1)</u>	D	\$ 170.33	47,698	D
Class A Common	01/22/2008		S		100 <u>(1)</u>	D	\$ 170.66	47,598	D

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Stock

Class A Common Stock	01/22/2008	S	200 <u>(1)</u>	D	\$ 170.67	47,398	D
Class A Common Stock	01/22/2008	S	700 <u>(1)</u>	D	\$ 170.76	46,698	D
Class A Common Stock	01/22/2008	S	200 <u>(1)</u>	D	\$ 170.99	46,498	D
Class A Common Stock	01/22/2008	S	200 <u>(1)</u>	D	\$ 171.19	46,298	D
Class A Common Stock	01/22/2008	S	200 <u>(1)</u>	D	\$ 171.32	46,098	D
Class A Common Stock	01/22/2008	S	300 <u>(1)</u>	D	\$ 171.33	45,798	D
Class A Common Stock	01/22/2008	S	100 <u>(1)</u>	D	\$ 171.46	45,698	D
Class A Common Stock	01/22/2008	S	400 <u>(1)</u>	D	\$ 171.47	45,298	D
Class A Common Stock	01/22/2008	S	100 <u>(1)</u>	D	\$ 171.48	45,198	D
Class A Common Stock	01/22/2008	S	300 <u>(1)</u>	D	\$ 172	44,898	D
Class A Common Stock	01/22/2008	S	200 <u>(1)</u>	D	\$ 172.1	44,698	D
Class A Common Stock	01/22/2008	S	300 <u>(1)</u>	D	\$ 172.57	44,398	D
Class A Common Stock	01/22/2008	S	100 <u>(1)</u>	D	\$ 172.72	44,298	D
Class A Common Stock	01/22/2008	S	300 <u>(1)</u>	D	\$ 172.99	43,998	D

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Class A Common Stock	01/22/2008	S	300 ⁽¹⁾	D	\$ 173	43,698	D
Class A Common Stock	01/22/2008	S	200 ⁽¹⁾	D	\$ 173.28	43,498	D
Class A Common Stock	01/22/2008	S	500 ⁽¹⁾	D	\$ 173.34	42,998	D
Class A Common Stock	01/22/2008	S	200 ⁽¹⁾	D	\$ 173.44	42,798	D
Class A Common Stock	01/22/2008	S	100 ⁽¹⁾	D	\$ 173.5	42,698	D
Class A Common Stock	01/22/2008	S	100 ⁽¹⁾	D	\$ 173.61	42,598	D
Class A Common Stock	01/22/2008	S	100 ⁽¹⁾	D	\$ 173.64	42,498 ⁽²⁾	D

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Flood Gary J 2000 PURCHASE STREET PURCHASE, NY 10577	President, Products & Services

Signatures

/s/ Bart S. Goldstein attorney in fact for Gary J. Flood pursuant to Power of Attorney dated November 9, 2007

01/24/2008

____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 of the Securities Exchange Act of 1934 and previously referenced in a MasterCard Incorporated Form 8-K filed on November 23, 2007. The pre-planned trading plan was adopted by the reporting person on November 21, 2007.

This Form 4 contains 25 of 50 price increments relating to a transaction that was executed on January 22, 2008. This is the second of two Form 4s relating to such transaction. One additional Form 4 containing the balance of the price increments related to such transaction is being filed simultaneously.

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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