

MASTERCARD INC

Form 3

July 14, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Fraccaro Michael
(Last) (First) (Middle)2. Date of Event Requiring
Statement(Month/Day/Year)
07/08/20163. Issuer Name **and** Ticker or Trading Symbol
MASTERCARD INC [MA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

2000 PURCHASE STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Human Resources Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

PURCHASE, NY 10577

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

8,201.148 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Employee Stock Option (right ro buy)	Â (2)	03/01/2025	Class A Common Stock	7,228	\$ 90.13	D	Â
Employee Stock Option (right ro buy)	Â (3)	03/01/2026	Class A Common Stock	8,744	\$ 90.1	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fraccaro Michael 2000 PURCHASE STREET PURCHASE, NY 10577	Â	Â	Â Chief Human Resources Officer	Â

Signatures

Craig Brown, as attorney-in-fact for Michael Fraccaro pursuant to a power of attorney dated July 11, 2016

07/14/2016

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
Includes the following unvested awards of restricted stock units (RSUs): (1) 2,421 RSUs awarded on March 1, 2014, which will vest on February 28, 2017; (2) 1,417 RSUs awarded on March 1, 2015, which will vest on February 28, 2018; (3) 1,849 RSUs awarded on March 1, 2016, which will vest on February 28, 2019.
- (2) The reporting person was awarded 7,228 employee stock options on March 1, 2015, of which 1,807 vested on March 1, 2016. The remaining 5,421 employee stock options will vest in three annual installments beginning on March 1, 2017.
- (3) The reporting person was awarded employee stock options on March 1, 2016, which vest in four equal annual installments, beginning on March 1, 2017.

Â

Remarks:

Ex 24 Power of Attorney

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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