

Flood Gary J  
Form 3/A  
March 04, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                            |
| Flood Gary J                              |         | (Month/Day/Year)                     | MASTERCARD INC [MA]                                |                                                            |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|                                           |         | 11/05/2007                           |                                                    | 11/15/2007                                                 |
| 2000 PURCHASE STREET                      |         |                                      | (Check all applicable)                             | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street)                                  |         |                                      | ____ Director                                      | ____ 10% Owner                                             |
|                                           |         |                                      | ____X____ Officer                                  | ____ Other                                                 |
| PURCHASE, NY 10577                        |         |                                      | (give title below)                                 | (specify below)                                            |
| (City)                                    | (State) | (Zip)                                | Pres. Global Prod. & Solutions                     |                                                            |
|                                           |         |                                      | ____ Form filed by More than One Reporting Person  |                                                            |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Class A Common Stock               | 60,975 <sup>(1)</sup>                                    | D                                                                 |                                                          |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date                                                                | Title                                                  | Amount or Number of                                                    |                                                          |

Shares

(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                                  |       |
|------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                          | Other |
| Flood Gary J<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577 | Â             | Â         | Â Pres. Global Prod. & Solutions | Â     |

## Signatures

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

03/04/2013

\_\_\_\_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).
- (1) The amount of securities beneficially owned by the Reporting Person has been decreased by a total of 8,594 shares.

Â

### Remarks:

This amendment is being filed solely to correct an administrative error in column 2 of Table IÂ (N

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.