Stanton Kevin
Form 3
April 26, 2019

FORM 3

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

OMB APPROVAL

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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 *
Â Stanton Kevin
(Last) (First) (Middle)

2000 PURCHASE STREET
(Street)

PURCHASE,Â NYÂ 10577
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/22/2019

3. Issuer Name **and** Ticker or Trading Symbol
Mastercard Inc [MA]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Services Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1.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	12,546	D	Â

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	03/01/2025	Class A Common Stock	9,398	$ 90.13	D	Â
Employee Stock Option (right to buy)	Â (2)	03/01/2026	Class A Common Stock	29,600	$ 90.1	D	Â
Employee Stock Option (right to buy)	Â (3)	03/01/2027	Class A Common Stock	31,796	$ 112.31	D	Â
Employee Stock Option (right to buy)	Â (4)	03/01/2028	Class A Common Stock	18,336	$ 173.49	D	Â
Employee Stock Option (right to buy)	Â (5)	03/01/2029	Class A Common Stock	16,500	$ 227.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stanton Kevin 2000 PURCHASE STREET PURCHASE,Â NYÂ 10577	Â	Â	Â Chief Services Officer	Â

Signatures

Craig Brown, as attorney-in-fact for Kevin Stanton pursuant to a power of attorney dated April 23, 2019.	04/26/2019
**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 reporting person was awarded 18,796 employee stock options on March 1, 2015, of which 9,398 remain and are fully vested.

(2) The reporting person was awarded 29,600 employee stock options on March 1, 2016, of which 22,200 have vested. The remaining 7,400 employee stock options will vest on March 1, 2020.

(3) The reporting person was awarded 31,796 employee stock options on March 1, 2017, of which 15,898 have vested. The remaining 15,898 employee stock options will vest in two equal annual installments beginning on March 1, 2020.

(4) The reporting person was awarded 18,336 employee stock options on March 1, 2018, of which 4,584 have vested. The remaining 13,752 employee stock options will vest in three equal annual installments beginning on March 1, 2020.

(5) The employee stock options vest in four (4) equal annual installments beginning March 1, 2020.

Â

Remarks:

ExhibitÂ 24Â PowerÂ ofÂ AttorneyÂ isÂ attached.

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.

Explanation of Responses: