

MASTERCARD INC

Form 4

February 25, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dunbar Webster Roy

(Last) (First) (Middle)

2200 MASTERCARD  
BOULEVARD

(Street)

O'FALLON, MO 63366-7263

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2008

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)

Pres., Technology &amp; Operations

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)
Class A Common Stock	02/22/2008		S	100 <sup>(1)</sup> D	\$ 200 49,421	D	
Class A Common Stock	02/22/2008		S	200 <sup>(1)</sup> D	\$ 200.09 49,221	D	
Class A Common Stock	02/22/2008		S	100 <sup>(1)</sup> D	\$ 200.1 49,121	D	
Class A Common	02/22/2008		S	100 <sup>(1)</sup> D	\$ 49,021 200.15	D	

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Stock

Class A Common Stock	02/22/2008	S	200 <u>(1)</u>	D	\$ 200.24	48,821	D
Class A Common Stock	02/22/2008	S	100 <u>(1)</u>	D	\$ 200.26	48,721	D
Class A Common Stock	02/22/2008	S	100 <u>(1)</u>	D	\$ 200.28	48,621	D
Class A Common Stock	02/22/2008	S	200 <u>(1)</u>	D	\$ 200.29	48,421	D
Class A Common Stock	02/22/2008	S	80 <u>(1)</u>	D	\$ 200.36	48,341	D
Class A Common Stock	02/22/2008	S	20 <u>(1)</u>	D	\$ 200.38	48,321	D
Class A Common Stock	02/22/2008	S	200 <u>(1)</u>	D	\$ 200.51	48,121	D
Class A Common Stock	02/22/2008	S	100 <u>(1)</u>	D	\$ 200.54	48,021	D
Class A Common Stock	02/22/2008	S	2 <u>(1)</u>	D	\$ 200.69	48,019	D
Class A Common Stock	02/22/2008	S	98 <u>(1)</u>	D	\$ 200.7	47,921	D
Class A Common Stock	02/22/2008	S	300 <u>(1)</u>	D	\$ 200.74	47,621	D
Class A Common Stock	02/22/2008	S	200 <u>(1)</u>	D	\$ 200.81	47,421	D
Class A Common Stock	02/22/2008	S	200 <u>(1)</u>	D	\$ 201.17	47,221 <u>(2)</u>	D

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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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

Dunbar Webster Roy  
2200 MASTERCARD BOULEVARD  
O'FALLON, MO 63366-7263

Pres., Technology & Operations

## Signatures

/s/ Bart S. Goldstein attorney in fact for Webster Roy Dunbar pursuant to Power of Attorney  
dated July 25, 2006

02/25/2008

\_\_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 August 15, 2007. The pre-planned trading plan was adopted by the reporting person on August 13, 2007.

This Form 4 contains 17 of 77 price increments relating to transactions that were executed on February 21, 2008 and February 22, 2008.  
(2) This is the third of three Form 4s relating to such transactions. Two additional Form 4s containing the balance of the price increments related to such transactions are 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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