Voquer Stephanie
Form 3
November 26, 2008

(Print or Type Responses)

1. Name and Address of Reporting Person. *

| $\hat{A}$ Voquer Stephanie |  |  |
| :--- | :--- | :--- |
| (Last) | (First) | (Middle) |

## 2000 PURCHASE STREET

(Street)

PURCHASE,Â NYÂ 10577

$$
\text { (City) } \quad \text { (State) } \quad \text { (Zip) }
$$

1.Title of Security
(Instr. 4)
$\left.\begin{array}{lll}\begin{array}{l}\text { 2. Date of Event Requiring } \\ \text { Statement } \\ \text { (Month/Day/Year) }\end{array} & \text { 3. Issuer Name and Ticker or Trading Symbol } \\ \text { MASTERCARD INC [MA] }\end{array}\right)$

Table I - Non-Derivative Securities Beneficially Owned

| 2. Amount of Securities 3. | 4. Nature of Indirect Beneficial |  |
| :--- | :--- | :--- |
| Beneficially Owned | Ownership | Ownership |
| (Instr. 4) | Form: | (Instr. 5) |
|  | Direct (D) <br> or Indirect |  |
|  | (I) |  |
|  | (Instr. 5) |  |

Class A Common Stock
5,201 $\xrightarrow{(1)}$
D $\hat{A}$

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)


Shares (I)
(Instr. 5)

| Employee Stock Options (right to buy) | A (2) | 03/01/2017 | Class A <br> Common <br> Stock | 756 | \$ 106.29 | D |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Employee Stock Options (right to buy) | A ${ }^{(3)}$ | 03/01/2018 | Class A Common Stock | 716 | \$ 190 | D |

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other
Voquer Stephanie
2000 PURCHASE STREET Â Â Â Chief Human Resources Officer Â

## Signatures

/s/ Bart S. Goldstein as attorney in fact for Stephanie Voquer pursuant to Power of Attorney dated November 21, 2008

## 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) Award of restricted stock units on May 25, 2006.

The reporting person was awarded employee stock options on March 1, 2007. Of these employee stock options, 189 employee stock
(2) options vested on March 1, 2008, and the remaining 576 employee stock options will vest in 3 equal annual installments beginning on March 1, 2009.
(3) The reporting person was awarded employee stock options on March 1, 2008. The employee stock options will vest in 4 equal annual installments beginning on March 1, 2009.
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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