

Voquer Stephanie  
 Form 4  
 August 15, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Voquer Stephanie

(Last) (First) (Middle)  
 2000 PURCHASE STREET  
 (Street)

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class A Common Stock            | 08/11/2011                           |  | M                              |   | 378 A \$ 106.29   | 2,424  | D   |
| Class A Common Stock            | 08/11/2011                           |  | M                              |   | 268 A \$ 190  | 2,692  | D   |
| Class A Common Stock            | 08/11/2011                           |  | M                              |   | 358 A \$ 158.03   | 3,050  | D   |
| Class A Common                  | 08/11/2011                           |  | S                              |   | 1,004 D \$ 320  | 2,046  | D   |

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|                            |            |  |   |       |   |              |       |   |
|----------------------------|------------|--|---|-------|---|--------------|-------|---|
| Stock                      |            |  |   |       |   |              |       |   |
| Class A<br>Common<br>Stock | 08/12/2011 |  | M | 378   | A | \$<br>106.29 | 2,424 | D |
| Class A<br>Common<br>Stock | 08/12/2011 |  | M | 269   | A | \$ 190       | 2,693 | D |
| Class A<br>Common<br>Stock | 08/12/2011 |  | M | 358   | D | \$<br>158.03 | 3,051 | D |
| Class A<br>Common<br>Stock | 08/12/2011 |  | S | 1,005 | D | \$<br>330.75 | 2,046 | D |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(Ins |  |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 106.29  | 08/11/2011                              |   | M                                    | 378  | (1) 03/01/2017   | Class A<br>Common<br>Stock  | 378                        |  |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 190   | 08/11/2011                              |   | M                                    | 268  | (2) 03/01/2018   | Class A<br>Common<br>Stock  | 268                        |  |
|   | \$ 158.03  | 08/11/2011                              |   | M                                    | 358  | (3) 03/01/2019   |   | 358                        |  |

|  |           |            |   |     |            |            |  |                            |     |
|--|-----------|------------|---|-----|------------|------------|--|----------------------------|-----|
| Employee<br>Stock<br>Option<br>(right to<br>buy) |           |            |   |     |            |            |  | Class A<br>Common<br>Stock |     |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 106.29 | 08/12/2011 | M | 378 | <u>(1)</u> | 03/01/2017 |  | Class A<br>Common<br>Stock | 378 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 190    | 08/12/2011 | M | 269 | <u>(2)</u> | 03/01/2018 |  | Class A<br>Common<br>Stock | 269 |
| Employee<br>Stock<br>Option<br>(right to<br>buy) | \$ 158.03 | 08/12/2011 | M | 358 | <u>(3)</u> | 03/01/2019 |  | Class A<br>Common<br>Stock | 358 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Voquer Stephanie<br>2000 PURCHASE STREET<br>PURCHASE, NY 10577 |               |           | Chief Human Resources Officer |       |

## Signatures

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

08/15/2011

\_\_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).
- (1) The reporting person was awarded 756 employee stock options on March 1, 2007.
- (2) The reporting person was awarded 716 employee stock options on March 1, 2008. The remaining 179 employee stock options will vest on March 1, 2012.
- (3) The reporting person was awarded 1,432 employee stock options on March 1, 2009. The remaining 716 employee stock options will vest in two equal annual installments beginning on March 1, 2012.

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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