

Mastercard Inc
Form 4
October 06, 2016

FORM 4

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

OMB APPROVAL

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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 *
Cairns Ann

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

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/04/2016

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)

President, Intl Markets

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 or Price		
Class A Common Stock	10/04/2016		M		12,630 (1)	A	\$ 42.043 58,721 D
Class A Common Stock	10/04/2016		S		12,630 (1)	D	\$ 101.7858 (2) 46,091 D
Class A Common Stock	10/04/2016		S		14,000 (1)	D	\$ 101.7915 (3) 32,091 D

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

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(9-02)

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 42.043	10/04/2016		M	12,630	<u>(4)</u> 03/01/2022	Class A Common Stock	12,630

Reporting Owners

Reporting Owner Name / Address	Relationships
Cairns Ann 2000 PURCHASE STREET PURCHASE, NY 10577-2509	Director 10% Owner Officer Other President, Intl Markets

Signatures

Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ann Cairns pursuant to a power of attorney dated October 15, 2014

10/06/2016

__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 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. The plan was adopted by the reporting person on August 5, 2016.

(2) The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$101.47 to \$102.18 per share. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within this range.

(3) The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$101.49 to \$102.20 per share. The reporting person hereby undertakes to provide to the SEC staff, the issuer, or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within this range.

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(4) The reporting person was awarded 50,520 employee stock options on March 1, 2012, all of which had vested.

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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