

Reeg Robert
Form 4
May 13, 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 *
Reeg Robert

(Last) (First) (Middle)
2200 MASTERCARD BOULEVARD
(Street)

O'FALLON, MO 63366

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Pres., MasterCard Technologies

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	05/11/2011		M		1,058	A	\$ 39 14,578
Class A Common Stock	05/11/2011		M		1,890	A	\$ 106.29 16,468
Class A Common Stock	05/11/2011		M		1,431	A	\$ 190 17,899
Class A Common	05/11/2011		M		2,894	A	\$ 158.03 20,793

Edgar Filing: Reeg Robert - Form 4

Stock							
Class A Common Stock	05/11/2011	S	6,753	D	\$ 280.6863 (5)	14,040	D
Class A Common Stock	05/11/2011	S	520	D	\$ 281.4776	13,520	D
Class A Common Stock	05/11/2011	S	2,200	D	\$ 281.06 (6)	11,320	D
Class A Common Stock	05/11/2011	S	3,200	D	\$ 280.7311 (7)	8,120	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 required to respond unless the form displays a currently valid OMB control number.

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 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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 39	05/11/2011		M	1,058	(1) 05/25/2016	Class A Common Stock	1,058
Employee Stock Option (right to buy)	\$ 106.29	05/11/2011		M	1,890	(2) 03/01/2017	Class A Common Stock	1,890
Employee Stock	\$ 190	05/11/2011		M	1,431	(3) 03/01/2018	Class A Common	1,431

Option (right to buy)								Stock
Employee Stock Option (right to buy)	\$ 158.03	05/11/2011	M	2,894	(4)	03/01/2019	Class A Common Stock	2,894

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reeg Robert 2200 MASTERCARD BOULEVARD O'FALLON, MO 63366			Pres., MasterCard Technologies	

Signatures

/s/ Bart Goldstein attorney in fact for Robert Reeg pursuant to power of attorney dated May 22, 2008 05/13/2011

__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 4,232 options on May 25, 2006.
- (2) The reporting person was awarded 3,780 options on March 1, 2007.
- (3) The reporting person was awarded 1,908 options on March 1, 2008. The remaining 477 employee stock options from this award will vest on March 1, 2012.
- (4) The reporting person was awarded 5,788 options on March 1, 2009. The remaining 2,894 employee stock options from this award will vest in two equal annual installments beginning on March 1, 2012
- (5) Represents the weighted average price for price increments ranging from \$280.3300 to \$280.9970.
- (6) Represents the weighted average price for price increments ranging from \$281.0500 to \$281.0700.
- (7) Represents the weighted average price for price increments ranging from \$280.600 to \$280.9300.

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.