

McWilton Chris  
Form 4  
March 02, 2011

**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 \*  
McWilton Chris

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 105772509

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2011

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)

President, U.S. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Class A Common Stock            | 02/23/2011                           |  | G                              | V 100 D \$ 0  | 2,687 <sup>(1)</sup>  | D  |                                   |
| Class A Common Stock            | 02/28/2011                           |  | A                              | 3,496 <sup>(2)</sup> A \$ 0                                       | 7,683 <sup>(3)</sup>  | D  |                                   |
| Class A Common Stock            |                                      |  |                                |   | 6,500   | I  | Held in GRAT                      |

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

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**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 (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)       | \$ 240.36  | 03/01/2011                           |  | A                              | 7,020  | (4) 03/01/2021   | Class A Common Stock  | 7,020                         |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| McWilton Chris<br>2000 PURCHASE STREET<br>PURCHASE, NY 105772509 |               |           | President, U.S. Markets |       |

## Signatures

/s/ Bart S. Goldstein as attorney in fact for Chris McWilton pursuant to power of attorney dated July 26, 2006

03/02/2011

\_\_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).

On August 25, 2010, the reporting person transferred 8,000 shares of Class A Common Stock to a Grantor Retained Annuity Trust

(1) (GRAT) of which the reporting person is a trustee. Prior to the transfer of shares to the GRAT, the reporting person held 10,787 shares of Class A Common Stock.

(2) Settlement of performance stock units in shares of Class A Common Stock.

(3)

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On February 24, 2011, the GRAT of which the reporting person is a trustee, transferred 1,500 shares of Class A Common Stock to the reporting person. Prior to the transfer of the shares to the reporting person from the GRAT, the reporting person held 2,687 shares of Class A Common Stock.

(4) The employee stock options vest in four equal 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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