

MASTERCARD INC
Form SC 13G/A
August 09, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(AMENDMENT 3)

MasterCard, Inc.
(NAME OF ISSUER)

Class B - Non Voting

(Title of Class of Securities)

57636Q104

(CUSIP Number)

JUNE 30, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP No.
57636Q104

13G/A

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1. Names of JPMorgan Chase & Co.
reporting persons

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 13-2624428
(ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP*

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER 0

SHARES

BENEFICIALLY	6.	SHARED VOTING POWER	0
OWNED BY			
EACH	7.	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON WITH	8.	SHARED DISPOSITIVE POWER	5,741,232

shares of class B non-voting common stock. As stated in the issuer's Form 10-Q for the quarterly period ended June 30, 2006 : "Class B Common Stock may only be held by (i) a Class A member or affiliate member of MasterCard International, (ii) the Corporation or a subsidiary thereof or (iii) a director, officer or employee of the Corporation or a subsidiary thereof."

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

5,741,232 Class B Non Voting Common Stock, restricted as to sales for 4 years from
the date of the issuer's IPO.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES

CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)

10.3%

12. TYPE OF REPORTING PERSON* HC

Item **Name of Issuer:**
1(a) .

MasterCard, Inc.

Item **Address of Issuer's Principal**
1(b) . **Executive Offices:**

2000 PURCHASE STREET

PURCHASE, NY 10577

Item **Name of Person Filing:**
2(a) .

JPMorgan Chase & Co.

Item **Address of Principal Business Office**
2(b) . **or, if None, Residence:**

270 PARK AVE

NEW YORK, NY 10017

Item **Citizenship**
2(c) .

Delaware

Title of Class of Securities:

**Item
2 (d) .**

Class B - Non Voting

Unless otherwise noted, security being reported
is common stock

Item **CUSIP** **57636Q104**
2 (e) . **Number:**

**Item 3 If this Statement is Filed Pursuant
to Rule 13d-1(b), or 13d-2(b)**

**Or (c), Check Whether the Person
Filing is a :**

- (a) Broker or dealer registered under Section 15
 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the
 Exchange Act;
- (c) Insurance company as defined in Section
 3(a)(19) of the

 Exchange Act;
- (d) Investment company registered under Section
 8 of the Investment

 Company Act;
- (e) An investment adviser in accordance with
 Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund
 in accordance with

 Rule 13d-1(b)(1)(ii)(F);
- (g) X A parent holding company or control person
 in accordance with

 Rule 13d-1(b)(1)(ii)(G);

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- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an Investment company under Section 3(c)(14) of the Investment Company act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(b), check this box. X

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Item 4. Ownership

Provide the following information regarding the aggregate number and

Percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned: 5,741,232
Including 0 shares where there is a Right to Acquire.
- (b) Percent of class: 10.3%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote: 0
- (ii) 0

Shared power to vote or
to direct the vote:

(iii) Sole power to dispose or 0
to direct the disposition
of:

(iv) Shared power to dispose 5,741,232
or to direct the
disposition of:

shares of class B non-voting common stock. As stated in the issuer's Form 10-Q for the quarterly period ended June 30, 2006 : "Class B Common Stock may only be held by (i) a Class A member or affiliate member of MasterCard International, (ii) the Corporation or a subsidiary thereof or (iii) a director, officer or employee of the Corporation or a subsidiary thereof."

**Item 5. Ownership of Five Percent or Less
of a Class. YES**

If this statement is being filed to report the fact that as
of the date

hereof the reporting person has ceased to be the beneficial
owner of more

than five percent of the class of securities, check the
following. (X)

**Item 6. Ownership of More than Five Percent
on Behalf of Another Person.**

JPMorgan Chase & Co. is the beneficial owner of 0 shares of
the

issuer's common stock on behalf of other persons known to
have one or more of

the following:

the right to receive dividends for such securities;

the power to direct the receipt of dividends from such securities;

the right to receive the proceeds from the sale of such securities;

the right to direct the receipt of proceeds from the sale of such securities;

No such person is known to have an interest in more than 5% of the class of

securities reported herein unless such person is identified below.

**Item 7. Identification and Classification of
the Subsidiary Which Acquired the

Security being reported on by the
Parent Holding Company.**

This notice is filed on behalf of JPMorgan
Chase & Co. and its wholly owned

Subsidiary (ies),

Chase Bank USA, National Association

JPMorgan Chase Bank, National Association

**Item 8. Identification and Classification of
Members of the Group.**

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief,

the securities referred to above were not acquired and are not held for the

purpose of or with the effect of changing or influencing the control of the

issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I
certify that the

information set forth in this statement is true, complete and correct.

Dated: August 09, 2006

JPMorgan Chase & Co.

By: /s/ Margaret R. Rubin

Margaret R. Rubin

Corporate Compliance

The original statement shall be signed by each person on whose behalf the
statement

is filed or his authorized representative. If the statement is signed on
behalf of

a person by his authorized representative (other than an executive officer or
general

partner of the filing person), evidence of the representative's authority to
sign on

behalf of such person shall be filed with the statement, provided, however,
that a

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power of attorney for this purpose which is already on file with the
commission may

be incorporated by reference. The name and any title of each person who signs
the

the statement shall be typed or printed beneath his signature.
