

MASTERCARD INC  
Form 4  
February 12, 2008

**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 \*  
Dunbar Webster Roy

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

O'FALLON, MO 63366-7263

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2008

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., Technology & Operations

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/08/2008		S		10,000 D \$ 205	88,906	D
Class A Common Stock	02/11/2008		S		2,400 D \$ 209	86,506	D
Class A Common Stock	02/12/2008		S		100 D \$ 211.24	86,406	D
Class A Common	02/12/2008		S		500 D \$ 211.25	85,906	D

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Stock								
Class A Common Stock	02/12/2008		S	2,000	D	\$ 211.32	83,906	D
Class A Common Stock	02/12/2008		S	1,200	D	\$ 211.35	82,706	D
Class A Common Stock	02/12/2008		S	1,200	D	\$ 211.38	81,506	D
Class A Common Stock	02/12/2008		S	1,900	D	\$ 211.4	79,606	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.41	79,506	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.42	79,406	D
Class A Common Stock	02/12/2008		S	200	D	\$ 211.45	79,206	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.59	79,106	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.6	79,006	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.64	78,906	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Dunbar Webster Roy 2200 MASTERCARD BOULEVARD O'FALLON, MO 63366-7263			Pres., Technology & Operations		

## Signatures

/s/ Bart S. Goldstein attorney in fact for Webster Roy Dunbar pursuant to Power of Attorney dated July 25, 2006 02/12/2008

\_\_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).

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.