

Mastercard Inc
Form 4
October 06, 2016

FORM 4

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

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

OMB APPROVAL

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(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
X Officer (give title ____ Other (specify
below) below)

President, Intl Markets

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)
Class A Common Stock	10/04/2016		M	Amount (1) 12,630	A \$ 42.043 58,721	D	
Class A Common Stock	10/04/2016		S	Amount (1) 12,630	D \$ 101.7858 46,091	D	
Class A Common Stock	10/04/2016		S	Amount (1) 14,000	D \$ 101.7915 32,091	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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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
	Director 10% Owner Officer Other
Cairns Ann 2000 PURCHASE STREET PURCHASE, NY 10577-2509	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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