Fraccaro Michael
Form 4
March 27, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fraccaro Michael

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Mastercard Inc [MA]

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2019

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)
Chief Human Resources Officer

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	(A) or (D)	Price			
Class A Common Stock	03/25/2019		M		1,807 (1)	A	$ 90.13	4,124.148	D	
Class A Common Stock	03/25/2019		M		2,186 (1)	A	$ 90.1	6,310.148	D	
Class A Common Stock	03/25/2019		M		4,122 (1)	A	$ 112.31	10,432.148	D	
Class A Common	03/25/2019		S		4,739 (1)	D	$ 229.8907	5,693.148	D	

Stock						(2)			
Class A Common Stock	03/25/2019		S	3,919 (1)	D	$ 230.5984 (3)	1,774.148	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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right ro buy)	$ 90.13	03/25/2019		M			1,807 (1)	(4)	03/01/2025	Class A Common Stock	1,807	
Employee Stock Option (right ro buy)	$ 90.1	03/25/2019		M			2,186 (1)	(5)	03/01/2026	Class A Common Stock	2,186	
Employee Stock Option (right to buy)	$ 112.31	03/25/2019		M			4,122 (1)	(6)	03/01/2027	Class A Common Stock	4,122	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Fraccaro Michael
2000 PURCHASE STREET
PURCHASE, NY 10577

Chief Human Resources Officer

Signatures

/s/ Craig Brown, as attorney-in-fact for Michael Fraccaro pursuant to a power of attorney dated July 11, 2016 — 03/27/2019

**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 pre-planned trading plan was adopted by the reporting person on February 7, 2019.

(2) The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from $229.37 to $230.24. 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 $230.39 to $231.07. 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.

(4) The reporting person was awarded 7,228 employee stock options on March 1, 2015, which vested in four equal annual installments beginning on March 1, 2016.

(5) The reporting person was awarded 8,744 employee stock options on March 1, 2016, of which 6,558 have vested. The remaining 2,186 employee stock options will vest on March 1, 2020.

(6) The reporting person was awarded 16,488 employee stock options on March 1, 2017, of which 8,244 have vested. The remaining 8,244 employee stock options will vest in two equal annual installments beginning on March 1, 2020.

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.