

McLaughlin Edward Grunde
Form 4
January 04, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
McLaughlin Edward Grunde

(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)
01/02/2018

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)

President, Operations & Tech

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 or Price | | |
| Class A Common Stock | 01/02/2018 | | M | | 13,000 (1) | A | \$ 51.83 47,901.396 D |
| Class A Common Stock | 01/02/2018 | | S | | 14,198 (1) | D | \$ 151.635 (2) 33,703.396 D |
| Class A Common Stock | 01/02/2018 | | S | | 2,802 (1) | D | \$ 152.6438 (3) 30,901.396 D |
| Class A Common | 01/02/2018 | | S | | 167 (1) | D | \$ 153.206 (4) 30,734.396 D |

Stock

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 51.83 | 01/02/2018 | | M | 13,000 (1) | (5) 03/01/2023 | Class A Common Stock | 13,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McLaughlin Edward Grunde 2000 PURCHASE STREET PURCHASE, NY 10577 | | | President, Operations & Tech | |

Signatures

/s/ Janet McGinness, attorney-in-fact for Edward McLaughlin pursuant to a power of attorney dated April 21, 2017

01/04/2018

__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 November 3, 2017.
- (2) The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$151.14 to \$152.12. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard

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Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.

The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$152.18 to \$153.14.

- (3) The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.

The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$153.20 to \$153.21.

- (4) The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.

- (5) The Reporting Person was awarded 20,280 employee stock options on March 1, 2013, which vested in four equal annual installments beginning on March 1, 2014.

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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