

KEELEY RUPERT
Form 3
July 22, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| K E E L E Y R U P E R T | | | (Month/Day/Year) | V I S A I N C . [V] | |
| (Last) | (First) | (Middle) | 07/22/2009 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O VISA INC., P.O. BOX 8999 | | | | | |
| (Street) | | | | (Check all applicable) | |
| SAN FRANCISCO, CA 94128-8999 | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | | Glb Hd of Strategy & Corp Dev | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 22,690 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of Shares | | |

(Instr. 5)

| | | | | | | | |
|---|-------|------------|-----------------------------|---------|----------|---|---|
| Employee Stock Option (right to buy) | Â (2) | 03/18/2018 | Employee Stock Option | 114,414 | \$ 44 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/05/2018 | Employee Stock Option | 30,280 | \$ 56.47 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| KEELEY RUPERT C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999 | Â | Â | Â | Glb Hd of Strategy & Corp Dev Â |

Signatures

Jenny Kim,
Attorney-in-Fact

07/22/2009

Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 6,309 shares which were granted as restricted stock pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan on November 5, 2008. The restricted stock vests in the three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances specified in the award agreement.

The option vests in three equal annual installments. The first installment vested on March 18, 2009, and the remaining two installments
 - (2) vest on March 18, 2010 and March 18, 2011, subject to earlier vesting in full in limited circumstances as specified in the award agreement.
 - (3) This option vests in three equal annual installments. The first installment vests on November 5, 2009 and the remaining two installments vest on November 5, 2010 and November 5, 2011, subject to earlier vesting in full in limited circumstances as specified in the award agreement.

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.