

Hanft Noah J  
 Form 4  
 February 04, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Hanft Noah J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

2000 PURCHASE STREET

02/02/2010

General Counsel & Corp. Sec.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

PURCHASE, NY 10577-2509

(City) (State) (Zip)

**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 (D) or Price (A)   |  |   |
| Class A Common Stock            | 02/02/2010                           |  | S                              |   | 1,200 (1) \$ 252.395 (2)  | D  |   |
| Class A Common Stock            | 02/02/2010                           |  | S                              |   | 1,100 (1) \$ 253.4829 (3)   | D  |   |
| Class A Common Stock            | 02/02/2010                           |  | S                              |   | 2,500 (1) \$ 254.6479 (4)   | D  |   |
| Class A Common                  | 02/02/2010                           |  | S                              |   | 1,300 (1) \$ 255.2662   | D  |   |



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- (2) Represents the weighted average sales price for price increments ranging from \$252.07 to \$252.74.
- (3) Represents the weighted average sales price for price increments ranging from \$253.07 to \$253.82.
- (4) Represents the weighted average sales price for price increments ranging from \$254.06 to \$254.99.
- (5) Represents the weighted average sales price for price increments ranging from \$255.03 to \$255.53.

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.