

VISA INC.

Form 4

November 07, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS JOSEPH W

(Last) (First) (Middle)

C/O VISA INC., P.O. BOX 8999

(Street)

SAN FRANCISCO, CA 94128-8999

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VISA INC. [V]

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

11/05/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

EXECUTIVE CHAIRMAN

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 | 11/05/2012 | | M | 6,874 A | \$ 0 6,874 | D | |
| Class A Common Stock | 11/05/2012 | | M | 6,895 A | \$ 0 13,769 | D | |
| Class A Common Stock | 11/05/2012 | | M | 4,934 A | \$ 0 18,703 | D | |
| Class A Common | 11/05/2012 | | F | 8,461 D | \$ 10,242 141.5 | D | |

Stock

Class A
Common
Stock

375

I

By Son

Class A
Common
Stock

91,112

I

Joseph W.
& Sharon
P. Saunders
Trust Dated
3/31/2000

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

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(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 |
| Restricted Stock Units | \$ 0 | 11/05/2012 | | M | | 6,874 | | <u>(1)(2)</u> | 11/05/2019 | Common Stock | 6,874 |
| Restricted Stock Units | \$ 0 | 11/05/2012 | | M | | 6,895 | | <u>(1)(3)</u> | 11/05/2020 | Common Stock | 6,895 |
| Restricted Stock Units | \$ 0 | 11/05/2012 | | M | | 4,934 | | <u>(1)(4)</u> | 11/05/2021 | Common Stock | 4,934 |

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

X

SAUNDERS JOSEPH W
C/O VISA INC.
P.O. BOX 8999
SAN FRANCISCO, CA 94128-8999

EXECUTIVE
CHAIRMAN

Signatures

/s/ Jenny Kim,
Attorney-In-Fact

11/07/2012

__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) Represents restricted stock units granted pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The restricted stock units vest in 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.
 - (2) This restricted stock unit was granted on November 5, 2009.
 - (3) This restricted stock unit was granted on November 5, 2010.
 - (4) This restricted stock unit was granted on November 5, 2011.

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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