

MASTERCARD INC  
Form 4  
February 12, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
Dunbar Webster Roy

(Last) (First) (Middle)  
2200 MASTERCARD BOULEVARD  
(Street)

O'FALLON, MO 63366-7263

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2008

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)  
Pres., Technology & Operations

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/08/2008		S		10,000	D	\$ 205 88,906
Class A Common Stock	02/11/2008		S		2,400	D	\$ 209 86,506
Class A Common Stock	02/12/2008		S		100	D	\$ 211.24 86,406
Class A Common	02/12/2008		S		500	D	\$ 211.25 85,906

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Stock								
Class A Common Stock	02/12/2008		S	2,000	D	\$ 211.32	83,906	D
Class A Common Stock	02/12/2008		S	1,200	D	\$ 211.35	82,706	D
Class A Common Stock	02/12/2008		S	1,200	D	\$ 211.38	81,506	D
Class A Common Stock	02/12/2008		S	1,900	D	\$ 211.4	79,606	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.41	79,506	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.42	79,406	D
Class A Common Stock	02/12/2008		S	200	D	\$ 211.45	79,206	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.59	79,106	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.6	79,006	D
Class A Common Stock	02/12/2008		S	100	D	\$ 211.64	78,906	D

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own
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Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Dunbar Webster Roy  
2200 MASTERCARD BOULEVARD  
O'FALLON, MO 63366-7263

Pres., Technology & Operations

## Signatures

/s/ Bart S. Goldstein attorney in fact for Webster Roy Dunbar pursuant to Power of Attorney  
dated July 25, 2006

02/12/2008

\_\_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).

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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