

Hanft Noah J
Form 4
April 27, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)
2000 PURCHASE STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
General Counsel & Corp. Sec.

PURCHASE, NY 10577-2509

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

(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 or Price | | |
| Class A Common Stock | 04/25/2011 | | M | | 2,678 (1) | A | \$ 106.29 14,646 D |
| Class A Common Stock | 04/25/2011 | | M | | 1,719 (1) | A | \$ 158.03 16,365 D |
| Class A Common Stock | 04/25/2011 | | S | | 2,797 (1) | D | \$ 272.4475 (2) 13,568 D |
| Class A Common | 04/25/2011 | | S | | 1,600 (1) | D | \$ 11,968 273.0588 D |

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Stock

(3)

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 106.29 | 04/25/2011 | | M | 2,678 (1) | (4) 03/01/2017 | Class A Common Stock | 2,678 |
| Employee Stock Option (right to buy) | \$ 158.03 | 04/25/2011 | | M | 1,719 (1) | (5) 03/01/2019 | Class A Common Stock | 1,719 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hanft Noah J 2000 PURCHASE STREET PURCHASE, NY 10577-2509 | | | General Counsel & Corp. Sec. | |

Signatures

/s/ Bart S. Goldstein attorney in fact for Noah J. Hanft pursuant to Power of Attorney dated July 24, 2006

04/27/2011

__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).

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 and previously referenced in a MasterCard Incorporated Form 8-K filed on March 2, 2011. The pre-planned trading plan was adopted by the reporting person on February 24, 2011.

(2) Represents the weighted average sales price for price increments ranging from \$272.175 to \$272.955.

(3) Represents the weighted average sales price for price increments ranging from \$273.00 to \$273.095.

(4) The reporting person was awarded 10,712 employee stock options on March 1, 2007. The remaining 2,678 employee stock options vested on March 1, 2011.

(5) The reporting person was awarded 6,876 employee stock options on March 1, 2009. The remaining 3,438 employee stock options will vest in two equal annual installments beginning March 1, 2012.

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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