

LUCIO ANTONIO

Form 4

November 09, 2010

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 *
LUCIO ANTONIO

(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)
11/05/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	11/05/2010		M	(A) or (D) 4,980 (1)	\$ 0 25,386	D	
Class A Common Stock	11/05/2010		F	2,869 D	\$ 79.8 22,517	D	
Class A Common Stock	11/05/2010		A	3,289 (2)	A \$ 0 25,806	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 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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares Award	\$ 0	11/05/2010		M		4,980		<u>(1)</u>	<u>(1)</u>	Common Stock	4,980
Performance Shares Award	\$ 0	11/05/2010		A		6,579		<u>(1)</u>	<u>(1)</u>	Common Stock	6,579
Employee Stock Options	\$ 79.8	11/05/2010		A		10,745		<u>(3)</u>	11/05/2020	Common Stock	10,745

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUCIO ANTONIO C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999	Chief Marketing Officer

Signatures

Jenny Kim,
Attorney-in-Fact 11/09/2010

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).

Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The

- (1) performance shares award earned vests in two equal installments on each of the first two anniversaries of the date earned, subject to earlier vesting in full in limited circumstances specified in the award agreement.

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- Represents restricted stock granted pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The restricted stock vests in three
- (2) 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.
 - (3) Options 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 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.

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