VISA INC. Form 4 July 17, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Applicable Line)

Person

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

1(b).

Check this box

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 ** RICHEY ELLEN			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			VISA INC. [V] (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
C/O VISA INC., P.O. BOX 8999		OX 8999	(Month/Day/Year) 07/13/2012	Director 10% Owner _X Officer (give title Other (specify below) Chief Enterprise Risk Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

Filed(Month/Day/Year)

#### SAN FRANCISCO, CA 94128-8999

(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. Transactic Code (Instr. 8)	4. Securit oror Dispos (Instr. 3, 4	ed of		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	07/13/2012		M(1)	46,855	` ′	\$ 0	51,351	D		
Class A Common Stock	07/13/2012		S <u>(1)</u>	46,855	D	\$ 123.84 (2)	4,496	D		
Class A Common Stock	07/13/2012		S <u>(1)</u>	23,000	D	\$ 123.83 (3)	9,077 (4)	I	Held by the Richey 2007 Trust u/a/d 11-29-2007	

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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. Transactio Code (Instr. 8)	5. Number of Derivative Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44	07/13/2012		M <u>(1)</u>	46,855	<u>(5)</u>	03/18/2018	Common Stock	46,855

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RICHEY ELLEN			Chief				
C/O VISA INC.							
P.O. BOX 8999			Enterprise				
SAN FRANCISCO CA 94128-8999			Risk Officer				

### **Signatures**

/s/ Jenny Kim, Attorney-In-Fact 07/17/2012

\*\*Signature of Reporting Person Da

# **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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2012.

The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$122.15 - \$124.52, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

Reporting Owners 2

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- The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$122.29 124.61, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.
- (4) Since the date of the reporting person's last ownership report, 17,077 shares which were previously held directly were transferred to the Richey 2007 Trust u/a/d 11-29-2007, of which Ms. Richey is the sole trustee and beneficiary.
- (5) This option was granted on March 18, 2008 and vested in three installments over a three-year period after the date of grant.

  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.