

Mastercard Inc
 Form 4
 November 02, 2016

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 *
 Vosburg Craig

(Last) (First) (Middle)
 2000 PURCHASE STREET
 (Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Mastercard Inc [MA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2016

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)
 President, North America

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 10/31/2016 | | M | | 10,120 (1) | A | \$ 42.043 39,836.824 D |
| Class A Common Stock | 10/31/2016 | | M | | 5,640 (1) | A | \$ 24.036 45,476.824 D |
| Class A Common Stock | 10/31/2016 | | S | | 13,360 (1) | D | \$ 107.1433 (2) 32,116.824 D |
| Class A Common | 10/31/2016 | | S | | 2,200 (1) | D | \$ 29,916.824 D 107.7599 |

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Stock (3)
 Class A
 Common 10/31/2016 S 200 (1) D \$ 108.741 29,716.824 D
 Stock (4)

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

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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) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|----------------------|--------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 24.036 | 10/31/2016 | | M | | <u>(5)</u> | 5,640 <u>(1)</u> | 03/01/2021 | | Class A Common Stock | 5,640 |
| Employee Stock Option (right to buy) | \$ 42.043 | 10/31/2016 | | M | | <u>(6)</u> | 10,120 <u>(1)</u> | 03/01/2022 | | Class A Common Stock | 10,120 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Vosburg Craig 2000 PURCHASE STREET PURCHASE, NY 10577 | | | President, North America | |

Signatures

Craig Brown, as attorney-in-fact for Craig Vosburg pursuant to a power of attorney dated December 16, 2015

11/02/2016

__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) 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. The pre-planned trading plan was adopted by the reporting person on August 30, 2016.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$106.53 to \$107.5089.
- (2) The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$107.5345 to \$108.4000. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
- (3) \$108.4000. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
The price reported reflects the weighted average price of shares sold in multiple transactions at prices ranging from \$108.6521 to \$108.8300. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
- (4) \$108.8300. The reporting person hereby undertakes to provide to the SEC staff, Mastercard Incorporated, or a security holder of Mastercard Incorporated, upon request, full information regarding the number of shares sold at each separate price within this range.
- (5) The Reporting Person was awarded 5,640 employee stock options on March 1, 2011, which vested in four equal installments beginning on March 1, 2012.
- (6) The Reporting Person was awarded 10,120 employee stock options on March 1, 2012, which vested in four equal installments beginning on March 1, 2013.

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.