MASTERCARD INC
Form 4
October 15, 2007

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SELANDER ROBERT W

(Last) (First) (Middle)

2000 PURCHASE STREET

(Street)

PURCHASE, NY 105772509

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	10/12/2007		S		300 (1)	D	$ 163.55	380,862	D	
Class A Common Stock	10/12/2007		S		200 (1)	D	$ 163.56	380,662	D	
Class A Common Stock	10/12/2007		S		706 (1)	D	$ 163.58	379,956	D	
Class A Common	10/12/2007		S		794 (1)	D	$ 163.59	379,162	D	

Stock							
Class A Common Stock	10/12/2007	S	400 [(1)]	D	$ 163.6	378,762	D
Class A Common Stock	10/12/2007	S	100 [(1)]	D	$ 163.63	378,662	D
Class A Common Stock	10/12/2007	S	500 [(1)]	D	$ 163.66	378,162	D
Class A Common Stock	10/12/2007	S	100 [(1)]	D	$ 163.67	378,062	D
Class A Common Stock	10/12/2007	S	600 [(1)]	D	$ 163.68	377,462	D
Class A Common Stock	10/12/2007	S	200 [(1)]	D	$ 163.69	377,262	D
Class A Common Stock	10/12/2007	S	200 [(1)]	D	$ 163.7	377,062	D
Class A Common Stock	10/12/2007	S	100 [(1)]	D	$ 163.72	376,962	D
Class A Common Stock	10/12/2007	S	100 [(1)]	D	$ 163.76	376,862	D
Class A Common Stock	10/12/2007	S	400 [(1)]	D	$ 163.78	376,462	D
Class A Common Stock	10/12/2007	S	100 [(1)]	D	$ 163.79	376,362	D
Class A Common Stock	10/12/2007	S	400 [(1)]	D	$ 163.82	375,962	D
Class A Common Stock	10/12/2007	S	600 [(1)]	D	$ 163.89	375,362	D
Class A Common Stock	10/12/2007	S	100 [(1)]	D	$ 163.91	375,262	D

Class A Common Stock	10/12/2007	S	100 (1)	D	$ 163.95	375,162	D
Class A Common Stock	10/12/2007	S	500 (1)	D	$ 163.99	374,662	D
Class A Common Stock	10/12/2007	S	200 (1)	D	$ 164	374,462	D
Class A Common Stock	10/12/2007	S	600 (1)	D	$ 164.01	373,862	D
Class A Common Stock	10/12/2007	S	650 (1)	D	$ 164.05	373,212	D
Class A Common Stock	10/12/2007	S	400 (1)	D	$ 164.07	372,812	D
Class A Common Stock	10/12/2007	S	300 (1)	D	$ 164.08	372,512	D
Class A Common Stock	10/12/2007	S	300 (1)	D	$ 164.09	372,212	D
Class A Common Stock	10/12/2007	S	900 (1)	D	$ 164.1	371,312	D
Class A Common Stock	10/12/2007	S	500 (1)	D	$ 164.14	370,812	D
Class A Common Stock	10/12/2007	S	200 (1)	D	$ 164.15	370,612	D
Class A Common Stock	10/12/2007	S	200 (1)	D	$ 164.16	370,412 (2)	D

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SELANDER ROBERT W 2000 PURCHASE STREET PURCHASE, NY 105772509	X		Chief Executive Officer	

Signatures

/s/Bart S. Goldstein attorney in fact for Robert W. Selander pursuant to Power of Attorney dated July 25, 2006	10/15/2007
**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 sale reported in this Form 4 was 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 August 15, 2007. The pre-planned trading plan was adopted by the reporting person on August 13, 2007.

(2) This Form 4 contains thirty of seventy-eight transactions that were executed on October 12, 2007. Two additional Form 4s containing the balance of such transactions are being filed simultaneously.

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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