

Hanft Noah J
 Form 4
 February 04, 2010

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 *
 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)

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

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

2000 PURCHASE STREET

02/02/2010

General Counsel & Corp. Sec.

(Street)

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

PURCHASE, NY 10577-2509

(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 (A) or (D) Price		
Class A Common Stock	02/02/2010		S		1,200 (1) \$ 252.395 (2)	D	
Class A Common Stock	02/02/2010		S		1,100 (1) \$ 253.4829 (3)	D	
Class A Common Stock	02/02/2010		S		2,500 (1) \$ 254.6479 (4)	D	
Class A Common	02/02/2010		S		1,300 (1) \$ 255.2662	D	

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- (2) Represents the weighted average sales price for price increments ranging from \$252.07 to \$252.74.
- (3) Represents the weighted average sales price for price increments ranging from \$253.07 to \$253.82.
- (4) Represents the weighted average sales price for price increments ranging from \$254.06 to \$254.99.
- (5) Represents the weighted average sales price for price increments ranging from \$255.03 to \$255.53.

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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