

BANGA AJAY
Form 4
May 04, 2018

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 *
BANGA AJAY

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

PURCHASE, NY 10577-2509

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2018

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 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 or Price | | |
| Class A Common Stock | 05/03/2018 | | M ⁽¹⁾ | | 139,020 A \$ 24.036 | 355,411 | D |
| Class A Common Stock | 05/03/2018 | | M ⁽¹⁾ | | 100,000 A \$ 42.043 | 455,411 | D |
| Class A Common Stock | 05/03/2018 | | S ⁽¹⁾ | | 32,112 D \$ 184.5612 | 423,299 | D |
| Class A Common | 05/03/2018 | | S ⁽¹⁾ | | 88,365 D \$ 185.3793 | 334,934 | D |

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| | | | | | | | | | |
|--------------|------------|--|------|--------|-----|----------|---------|---|----------|
| Stock | | | | | (3) | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock | 05/03/2018 | | S(1) | 80,444 | D | 186.5135 | 254,490 | D | |
| | | | | | | (4) | | | |
| Class A | | | | | \$ | | | | |
| Common Stock | 05/03/2018 | | S(1) | 38,099 | D | 187.3525 | 216,391 | D | |
| | | | | | | (5) | | | |
| Class A | | | | | | | 63,036 | I | By GRAT |
| Common Stock | | | | | | | | | |
| Class A | | | | | | | 2,574 | I | By Trust |
| Common Stock | | | | | | | | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (right to buy) | \$ 24.036 | 05/03/2018 | | M | 139,020 | (6) 03/01/2021 | Class A Common Stock 139,020 |
| Employee Stock Option (right to buy) | \$ 42.043 | 05/03/2018 | | M | 100,000 | (7) 03/01/2022 | Class A Common Stock 100,000 |

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

BANGA AJAY
2000 PURCHASE STREET
PURCHASE, NY 10577-2509

Chief Executive Officer

Signatures

/s/ Craig R. Brown, Assistant Corporate Secretary, attorney-in-fact for Ajaypal S. Banga
pursuant to a power of attorney dated September 16, 2014

05/04/2018

__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 March 8, 2018.

This transaction was executed in multiple trades at prices ranging from \$183.95 to \$184.94. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$184.95 to \$185.94. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) This transaction was executed in multiple trades at prices ranging from \$185.95 to \$186.94. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) This transaction was executed in multiple trades at prices ranging from \$186.95 to \$187.89. The price reported reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (5) The reporting person was awarded 278,040 employee stock options on March 1, 2011, all of which previously vested in four equal installments.
- (6) The reporting person was awarded 252,600 employee stock options on March 1, 2012, all of which previously vested in four equal installments.
- (7)

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.