

MASTERCARD INC

Reported by
HANFT NOAH J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/08/08 for the Period Ending 08/06/08

Address	2000 PURCHASE STREET PURCHASE, NY 10577
Telephone	9142492000
CIK	0001141391
Symbol	MA
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Consumer Financial Services
Sector	Financial
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Hanft Noah J	MASTERCARD INC [MA]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
2000 PURCHASE STREET	8/6/2008	General Counsel & Corp. Sec.
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
PURCHASE, NY 10577-2509		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/6/2008		M		4904 (1)	A	\$39	40913	D	
Class A Common Stock	8/6/2008		S		200 (1)	D	\$227.83	40713	D	
Class A Common Stock	8/6/2008		S		574 (1)	D	\$228.2859 (2)	40139	D	
Class A Common Stock	8/6/2008		S		226 (1)	D	\$229.7914 (3)	39913	D	
Class A Common Stock	8/6/2008		S		1500 (1)	D	\$230.5087 (4)	38413	D	
Class A Common Stock	8/6/2008		S		1100 (1)	D	\$231.5818 (5)	37313	D	
Class A Common Stock	8/6/2008		S		804 (1)	D	\$232.1657 (6)	36509	D	
Class A Common Stock	8/6/2008		S		400 (1)	D	\$233.0506 (7)	36109	D	
Class A Common Stock	8/6/2008		S		100 (1)	D	\$235.09 (8)	36009	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$39	8/6/2008		M		4904 (1)	(9)	5/25/2016	Class A Common Stock	4904	\$0	9808	D	

Explanation of Responses:

- (1) The transactions reported on 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 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) Represents the weighted average sales price for price increments ranging from \$228.02 to \$228.76.
- (3) Represents the weighted average sales price for price increments ranging from \$229.11 to \$229.88.
- (4) Represents the weighted average sales price for price increments ranging from \$230.28 to \$230.95.
- (5) Represents the weighted average sales price for price increments ranging from \$231.10 to \$231.99.
- (6) Represents the weighted average sales price for price increments ranging from \$232.00 to \$232.54.
- (7) Represents the weighted average sales price for price increments ranging from \$233.00 to \$233.11.
- (8) The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (9) The reporting person was awarded 19,616 options on May 25, 2006. The remaining 9,808 options will vest in 2 equal annual installments beginning on May 25, 2009.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanft Noah J 2000 PURCHASE STREET PURCHASE, NY 10577-2509			General Counsel & Corp. Sec.	

Signatures

/s/ Bart Goldstein attorney in fact for Noah J. Hanft pursuant to power of attorney dated July 24, 2006

8/8/2008

** Signature of Reporting Person

Date

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

* 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).

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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