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MASTERCARD INC

Reported by

FLOOD GARY J

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/16/10 for the Period Ending 02/11/10

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

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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

OMB APPROVAL
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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)
Flood Gary J (Last) (First) (Middle)	**MASTERCARD INC [MA]**	_____ Director _____ 10% Owner
2000 PURCHASE STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/11/2010**	__ **X** __ Officer (give title below) _____ Other (specify below) **Pres. Global Prod. & Solutions**
PURCHASE, NY 10577 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. 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	**2/11/2010**		**S**		**100** (1)	**D**	**$225.18**	**17841**	**D**	
Class A Common Stock	**2/11/2010**		**S**		**300** (1)	**D**	**$226.5967** (2)	**17541**	**D**	
Class A Common Stock	**2/11/2010**		**S**		**900** (1)	**D**	**$227.68** (3)	**16641**	**D**	
Class A Common Stock	**2/11/2010**		**S**		**340** (1)	**D**	**$228.3547** (4)	**16301**	**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(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 and previously referrenced in a MasterCard Incorporated Form 8-K filed on November 12, 2009. The pre-planned trading plan was adopted by the reporting person on November 6, 2009.

(2) Represents the weighted average sales price for price increments ranging from $226.36 to $226.75.

(3) Represents the weighted average sales price for price increments ranging from $227.14 to $227.99.

(4) Represents the weighted average sales price for price increments ranging from $228.19 to $228.46.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flood Gary J				

2000 PURCHASE STREET PURCHASE, NY 10577			**Pres. Global Prod. & Solutions**	

Signatures

/s/ Bart S. Goldstein attorney in fact for Gary J. Flood pursuant to Power of Attorney dated November 9, 2007 **2/16/2010**

** 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.

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.