## Edgar Filing: MASTERCARD INC - Form 4

MASTERCA	RD INC											
Form 4												
July 19, 2006												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this box if no longer									Expires:	January 31, 2005		
subject to	STATE	MENT O		GES IN BENEFICIAL OW				NERSHIP OF	Estimated			
Section 16				SECURITIES					burden hours per			
Form 4 or Form 5			Castian 16	(a) = f + b = a	C	an Fr		A	response	0.5		
obligation								ge Act of 1934, If 1935 or Sectio	n			
may conti	nue.		of the Inv	•	•	- ·			11			
See Instru 1(b).	ction	50(11)			compan.	y 1101	. 01 17	-10				
1(0).												
(Print or Type R	esponses)											
				Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
Haythornthw	ane Richard		Symbol					155001				
MASTE				RCARD INC [MA]				(Check all applicable)				
(Last)	(First)	(Middle)		Earliest Transaction								
	HASE STREET	r	(Month/Da	-				_X_ Director 10% Owner Officer (give title Other (specify below) below)				
2000 FURCI	TASE SI KEE I	L	07/18/20									
	(Street)		4. If Amen					6. Individual or Joint/Group Filing(Check				
Filed(Mont				th/Day/Year)				Applicable Line)				
								_X_ Form filed by Form filed by N	One Reporting Po More than One Ro			
PURCHASE	E, NY 10577250	)9						Person		oportung		
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Da			3.	4. Securi			5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Yea	<li>r) Executi any</li>	on Date, if	TransactionAcquired (A) or Code Disposed of (D)					Form: Direct (D) or	Indirect Beneficial		
(1130.5)		•	/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
					<b>.</b> .	or	D.	(Instr. 3 and 4)				
Class A				Code V	Amount	(D)	Price					
Class A Common	07/18/2006			А	2,565	А	\$0	2,565	D			
Stock	011012000			**	_,000		(1)	_,000	-			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underl Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsr	nps				
	Director	10% Owner	Officer	r Other			
Haythornthwaite Richard 2000 PURCHASE STREET PURCHASE, NY 105772509	Х						
Signatures							
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/s/ Ron Llewellyn as attorney in fact for Richard Haythorntwaite pursuant to power of attorney dated May 2, 2006

<u>\*\*</u>Signature of Reporting Person

Deletionship

## **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) Deferred Stock Unit award pursuant to the terms of the 2006 Non-Employee Director Equity Compensation Plan, which was approved by stockholders at MasterCard Incorporated's July 18, 2006 annual meeting of stockholders; the award will be settled on July 18, 2010

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.

07/19/2006

Date