

McLaughlin Edward Grunde
Form 4
January 24, 2019

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
McLaughlin Edward Grunde

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

PURCHASE, NY 10577

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2019

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)

President, Operations & Tech

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 | (A) or (D) | Price |
| Class A Common Stock | 01/22/2019 | | M | | 8,280 (1) | A | \$ 51.83 37,374.396 |
| Class A Common Stock | 01/22/2019 | | M | | 10,120 (1) | A | \$ 77.72 47,494.396 |
| Class A Common Stock | 01/22/2019 | | S | | 4,851 (1) | D | \$ 198.3588 42,643.396 (2) |
| Class A Common | 01/22/2019 | | S | | 6,905 (1) | D | \$ 35,738.396 199.3453 |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|----------|------------|------------|
| Stock | | | | | | | <u>(3)</u> |
| Class A | | | | | | | \$ |
| Common Stock | 01/22/2019 | S | 8,113 <u>(1)</u> | D | 200.3302 | 27,625.396 | D |
| | | | | | | | <u>(4)</u> |
| Class A | | | | | | | \$ 200.83 |
| Common Stock | 01/22/2019 | S | 400 <u>(1)</u> | D | | 27,225.396 | D |
| | | | | | | | <u>(5)</u> |

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

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(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 or Number of Shares |
| Employee Stock Option (right to buy) | \$ 51.83 | 01/22/2019 | | M | | <u>(6)</u> | 03/01/2023 | Class A Common Stock | 8,280 |
| Employee Stock Option (right to buy) | \$ 77.72 | 01/22/2019 | | M | | <u>(7)</u> | 03/01/2024 | Class A Common Stock | 10,120 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McLaughlin Edward Grunde 2000 PURCHASE STREET PURCHASE, NY 10577 | | | President, Operations & Tech | |

Signatures

/s/ Craig Brown, attorney-in-fact for Edward McLaughlin pursuant to a power of attorney
dated April 21, 2017

01/24/2019

__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 December 5, 2018.
This transaction was executed in multiple trades at prices ranging from \$197.79 to \$198.78. 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 \$198.79 to \$199.78. 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 \$199.79 to \$200.77. 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) This transaction was executed in multiple trades at prices ranging from \$200.80 to \$200.90. 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.
- (6) The reporting person was awarded 21,280 employee stock options on March 1, 2013, which vested in four equal installments beginning on March 1, 2014
- (7) The reporting person was awarded 20,120 employee stock options on March 1, 2014, which vested in four equal installments beginning on March 1, 2015.

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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