

VISA INC.
Form 4
November 23, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
RICHEY ELLEN

(Last) (First) (Middle)

C/O VISA INC., P.O. BOX 8999

(Street)

SAN FRANCISCO, CA 94128-8999

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VISA INC. [V]

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE CHAIR RISK & PUB POLICY

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	11/19/2015		M		3,780	A	Ⓛ
Class A Common Stock	11/19/2015		M		2,428	A	Ⓛ
Class A Common Stock	11/19/2015		M		2,392	A	Ⓛ
Class A Common	11/19/2015		F		13,842	D	\$ 80.15

Stock

Class A
Common
Stock

58,084 ⁽²⁾ I

Held by the
Richey 2007
Trust u/a/d
11-29-2007

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(1)</u>	11/19/2015		M	3,780	<u>(1)</u> <u>(1)</u>	Class A Common Stock	3,780
Restricted Stock Units	<u>(1)</u>	11/19/2015		M	2,428	<u>(1)</u> <u>(1)</u>	Class A Common Stock	2,428
Restricted Stock Units	<u>(1)</u>	11/19/2015		M	2,392	<u>(1)</u> <u>(1)</u>	Class A Common Stock	2,392
Employee Stock Option (Right to Buy)	\$ 80.15	11/19/2015		A	38,272	<u>(3)</u> 11/19/2025	Class A Common Stock	38,272
Restricted Stock Units	<u>(1)</u>	11/19/2015		A	7,205	<u>(1)</u> <u>(1)</u>	Class A Common Stock	7,205

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

RICHEY ELLEN
C/O VISA INC.
P.O. BOX 8999
SAN FRANCISCO, CA 94128-8999

VICE CHAIR RISK & PUB POLICY

Signatures

/s/ Sue Choi,
Attorney-In-Fact

11/23/2015

 **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).

Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.

- (1) The restricted stock units vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement.
- (2) Since the date of the reporting person's last ownership report, 18,736 shares which were previously held directly were transferred to the Richey 2007 Trust u/a/d 11-29-2007, of which Ms. Richey is the sole trustee and beneficiary.
- (3) Options vest in three equal installments on each of the first three anniversaries of the date of the grant, subject to earlier vesting in full in limited circumstances as specified in the award agreement.

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.