

Al-Qadi Hani
Form 4
November 09, 2010

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 *
Al-Qadi Hani

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O VISA INC., P.O. BOX 8999
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN FRANCISCO, CA 94128-8999
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 11/05/2010 | | M | | 2,035 (1) \$ 0 | 2,035 | D |
| Class A Common Stock | 11/05/2010 | | F | | 158 D \$ 79.8 | 1,877 | D |
| Class A Common Stock | 11/05/2010 | | M | | 1,877 (2) \$ 0 | 0 | D |
| Class C Common Stock | 11/05/2010 | | M | | 1,877 (2) \$ 0 | 108,078 | D |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 | 11/05/2010 | | M | 2,035 | 11/05/2010 (1) | Common Stock | 2,035 |
| Restricted Stock Units | \$ 0 | 11/05/2010 | | A | 2,030 | 11/05/2011 11/05/2020 | Common Stock | 2,030 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Al-Qadi Hani C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999 | | X | | |

Signatures

Jenny Kim,
Attorney-in-Fact 11/09/2010

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 restricted stock units vested in full on the first anniversary of the date of grant.
- (2) Shares of Class A Common Stock acquired by the reporting person automatically became Class C Common Stock due to the reporting person's status as an affiliate of a financial institution that beneficially owned shares of Visa Inc. immediately after the closing of Visa

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Inc.'s 2007 reorganization.

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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