

MASTERCARD INC  
Form SC 13G/A  
February 10, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

---

SCHEDULE 13G/A

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

(AMENDMENT 2)

---

**MASTERCARD INCORPORATED**

( NAME OF ISSUER )

CLASS A REDEEMABLE COMMON STOCK AND

CLASS B CONVERTIBLE COMMON STOCK

(Title of Class of Securities)

(CUSIP Number)

DECEMBER 31,2004

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP No.

13G/A

Page 1 of 3 pages

1. Names of reporting persons JPMorgan Chase & Co.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 13-2624428  
(ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)  
GROUP\*

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER 0

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 9,854,664 CLASS A SHARES  
& 1,877,079 CLASS B SHARES

EACH 7. SOLE DISPOSITIVE POWER 0



JPMorgan Chase & Co.

**Item 2 (b) .** Address of Principal Business Office or, if None, Residence:

270 PARK AVE

NEW YORK, NY 10017

**Item 2 (c) .** Citizenship

Delaware

**Item 2 (d) .** Title of Class of Securities:

CLASS A REDEEMABLE COMMON STOCK AND CLASS B CONVERTIBLE COMMON STOCK

Unless otherwise noted, security being reported is common stock

**Item 2 (e) .** CUSIP Number:

**Item 3** If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b)

Or (c), Check Whether the Person Filing is a :

- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;

- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with  
Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with  
Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal  
Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an  
Investment company under Section 3(c)(14) of the Investment  
Company act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(b), check this box.

---

Page 2 of 3 pages

**Item 4.** Ownership

Provide the following information regarding the aggregate number and  
Percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned:  
  
9,854,664 CLASS A SHARES & 1,877,079 CLASS B SHARES  
  
Including  
  
0 shares where there is a Right to Acquire.
- (b) Percent of class:

11.7%

- (c) Number of shares as to which such person has:
- |       |                                                                                                           |   |
|-------|-----------------------------------------------------------------------------------------------------------|---|
| (i)   | Sole power to vote or to direct the vote:                                                                 | 0 |
| (ii)  | Shared power to vote or to direct the vote:<br><br>9,854,664 CLASS A SHARES &<br>1,877,079 CLASS B SHARES |   |
| (iii) | Sole power to dispose or to direct the disposition of:                                                    | 0 |
| (iv)  | Shared power to dispose or to direct the disposition of:                                                  | 0 |

**Item 5.** Ownership of Five Percent or Less of a Class. NOT APPLICABLE

If this statement is being filed to report the fact that as of the date

hereof the reporting person has ceased to be the beneficial owner of more

than five percent of the class of securities, check the following. ( )

**Item 6.** Ownership of More than Five Percent on Behalf of Another Person.

JPMorgan Chase & Co. is the beneficial owner of

0 shares of the

issuer's common stock on behalf of other persons known to have one or more of

the following:

the right to receive dividends for such securities;

the power to direct the receipt of dividends from such securities;  
the right to receive the proceeds from the sale of such securities;  
the right to direct the receipt of proceeds from the sale of such securities;

No such person is known to have an interest in more than 5% of the class of securities reported herein unless such person is identified below.

**Item 7.** Identification and Classification of the Subsidiary Which Acquired the Security being reported on by the Parent Holding Company.

This notice is filed on behalf of JPMorgan Chase & Co. and its wholly owned Subsidiary (ies),

Chase Manhattan Bank USA, National Association

JPMorgan Chase Bank, National Association

**Item 8.** Identification and Classification of Members of the Group.

Not Applicable

**Item 9.** Notice of Dissolution of Group.

Not Applicable

**Item 10.** Certifications

By signing below I certify that, to the best of my knowledge and belief,

the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

Page 3 of 3 pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2005

JPMorgan Chase & Co.

By: /s/ Margaret R. Rubin

-----  
Margaret R. Rubin

Corporate Compliance

The original statement shall be signed by each person on whose behalf the statement

is filed or his authorized representative. If the statement is signed on behalf of

a person by his authorized representative (other than an executive officer or general



partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

---

---