

VISA INC.

Form 4

November 09, 2010

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SAUNDERS JOSEPH W

(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)

11/05/2010

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)

Chairman and CEO

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)
Class A Common Stock	11/05/2010		M	38,415 (1) (2)	A \$ 0 131,944 (3)	D	
Class A Common Stock	11/05/2010		F	19,830	D \$ 79.8 112,114	D	
Class A Common Stock					6,001 (3)	I	

By Joseph
W. &
Sharon P.
Saunders
Trust dated
03/21/2000

Class A
Common
Stock

375

I

by son

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Shares Award	\$ 0	11/05/2010		M	31,542	<u>(1)</u> <u>(1)</u>	Common Stock
Restricted Stock Units	\$ 0	11/05/2010		M	6,873	<u>(2)</u> 11/05/2020	Common Stock
Performance Shares Award	\$ 0	11/05/2010		A	41,369	<u>(1)</u> <u>(1)</u>	Common Stock
Employee Stock Options	\$ 79.8	11/05/2010		A	67,565	<u>(4)</u> 11/05/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUNDERS JOSEPH W C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999	X		Chairman and CEO	

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).
 - Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The
 - (1) performance shares award earned vests in two equal installments on each of the first two anniversaries of the date earned, subject to earlier vesting in full in limited circumstances specified in the award agreement.
 - Represents restricted stock units granted pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The restricted stock units
 - (2) 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 specified in the award agreement.
 - Since the date of the reporting person's last ownership report, 16,401 shares which were previously held directly were transferred to the
 - (3) Joseph W. and Sharon P. Saunders Trust, of which Mr. Saunders and his wife are the sole trustees and beneficiaries and 30,000 shares were transferred to the Saunders Family Charitable Fund, a 501(c)(3) entity.
 - (4) 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.

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