

PARTRIDGE JOHN  
Form 4  
November 08, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
**PARTRIDGE JOHN**

(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)  
**11/05/2011**

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)  
**President**

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            | 11/05/2011                           |  | M                              |   | 19,922  | A  | \$ 0  |
| Class A Common Stock            | 11/05/2011                           |  | F                              |   | 16,306  | D  | \$ 92.64  |
| Class A Common Stock            |                                      |  |                                |   | 885   | I  |   |

By The  
Alison  
Blackwell  
Partridge  
2004  
Irrevocable

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|                            |  |  |  |        |   |   |
|----------------------------|--|--|--|--------|---|---|
| Class A<br>Common<br>Stock |  |  |  | 885    | I | Trust<br>By The<br>Amy<br>Morgan<br>Partridge<br>2004<br>Irrevocable<br>Trust         |
| Class A<br>Common<br>Stock |  |  |  | 885    | I | Trust<br>By The<br>John<br>Mcintosh<br>Partridge,<br>Jr. 2004<br>Irrevocable<br>Trust |
| Class A<br>Common<br>Stock |  |  |  | 885    | I | Trust<br>By The<br>Katharine<br>Ann<br>Partridge<br>2004<br>Irrevocable<br>Trust      |
| Class A<br>Common<br>Stock |  |  |  | 16,413 | I | Trust<br>By The<br>Partridge<br>Revocable<br>Trust                                    |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable Expiration<br>Date                         | Title   |
| Performance<br>Share Award                          | \$ 0   | 11/05/2011                              |   | M                                    | 19,922   | (1) (1)  | Common<br>Stock                                       |

|                                      |          |            |   |        |     |            |              |
|--------------------------------------|----------|------------|---|--------|-----|------------|--------------|
| Employee Stock Option (Right to Buy) | \$ 92.64 | 11/05/2011 | A | 29,208 | (2) | 11/05/2021 | Common Stock |
| Restricted Stock Units               | \$ 0     | 11/05/2011 | A | 9,310  | (3) | 11/05/2021 | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| PARTRIDGE JOHN<br>C/O VISA INC.<br>P.O. BOX 8999<br>SAN FRANCISCO, CA 94128-8999 |               |           | President |       |

## Signatures

/s/ Jenny Kim, 11/08/2011  
Attorney-In-Fact

\_\_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) Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The performance shares award earned vests in two equal installments on each of the first two anniversaries of the date earned which were November 5, 2010 and 2011, respectively.
  - (2) 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.
  - (3) Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value. 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.

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.