

RICHEY ELLEN
Form 4
February 11, 2019

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 *
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)
02/07/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VICE CHAIRMAN & CRO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(D)	Price
Class A Common Stock	02/07/2019		M		19,104	A	\$ 19.95
					19,104 ⁽¹⁾	D	
Class A Common Stock	02/07/2019		M		42,328	A	\$ 23.16
					61,432	D	
Class A Common Stock	02/07/2019		J		61,432	D	\$ 0
					0	D	
Class A Common	02/07/2019		J		61,432	A	\$ 0
					109,928	I	
							Held by the Richey

Stock								2007 Trust u/a/d 11-29-2007
Class A Common Stock	02/07/2019	S ⁽²⁾	81,005	D	\$ 139.9888 <u>(3)</u>	28,923	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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.95	02/07/2019		M	19,104	<u>(4)</u> 11/05/2020	Class A Common Stock 19,104
Employee Stock Option (Right to Buy)	\$ 23.16	02/07/2019		M	42,328	<u>(5)</u> 11/05/2021	Class A Common Stock 42,328

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHEY ELLEN C/O VISA INC. P.O. BOX 8999			VICE CHAIRMAN & CRO	

SAN FRANCISCO, CA 94128-8999

Signatures

/s/ Sue Choi,

Attorney-In-Fact

02/11/2019

__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) Since the date of the reporting person's last ownership report, 18,059 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.

(2) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 13, 2018.

(3) The price reported in column 4 is a weighted average price. These shares were disposed of in multiple transactions at prices ranging from \$139.2300 - \$141.0200, inclusive. The reporting person undertakes to provide to Visa Inc., any security holder of Visa Inc., or the staff of the Securities & Exchange Commission, upon request, full information regarding the number of shares disposed of at each separate price within the ranges set forth in this Form 4.

(4) This option was granted on November 5, 2010 and vested in three installments over a three-year period after the date of grant.

(5) This option was granted on November 5, 2011 and vested in three installments over a three-year period after the date of grant.

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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