

Minehan Cathy E.
Form 4
December 18, 2008

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 *
Minehan Cathy E.

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)
12/16/2008

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

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

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

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)
Class A Common Stock	12/16/2008		A	(A) 2,958 (1)	\$ 0 10,140	D	
Class A Common Stock					2,000	I	By husband

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Person's Ownership Percentage (Instr. 5), 11. Reporting Person's Relationship to Issuer (Instr. 5), 12. Issuer (Instr. 5), 13. Title of Issuer (Instr. 5), 14. CUSIP Number (Instr. 5), 15. ISIN Number (Instr. 5), 16. Other Identification Number (Instr. 5), 17. Name of Issuer (Instr. 5), 18. Address of Issuer (Instr. 5), 19. City (Instr. 5), 20. State (Instr. 5), 21. Zip (Instr. 5), 22. Country (Instr. 5), 23. Date of Issuance (Instr. 5), 24. Date of Acquisition (Instr. 5), 25. Date of Disposal (Instr. 5), 26. Date of Exercise (Instr. 5), 27. Date of Expiration (Instr. 5), 28. Date of Maturity (Instr. 5), 29. Date of Redemption (Instr. 5), 30. Date of Conversion (Instr. 5), 31. Date of Conversion (Instr. 5), 32. Date of Conversion (Instr. 5), 33. Date of Conversion (Instr. 5), 34. Date of Conversion (Instr. 5), 35. Date of Conversion (Instr. 5), 36. Date of Conversion (Instr. 5), 37. Date of Conversion (Instr. 5), 38. Date of Conversion (Instr. 5), 39. Date of Conversion (Instr. 5), 40. Date of Conversion (Instr. 5), 41. Date of Conversion (Instr. 5), 42. Date of Conversion (Instr. 5), 43. Date of Conversion (Instr. 5), 44. Date of Conversion (Instr. 5), 45. Date of Conversion (Instr. 5), 46. Date of Conversion (Instr. 5), 47. Date of Conversion (Instr. 5), 48. Date of Conversion (Instr. 5), 49. Date of Conversion (Instr. 5), 50. Date of Conversion (Instr. 5), 51. Date of Conversion (Instr. 5), 52. Date of Conversion (Instr. 5), 53. Date of Conversion (Instr. 5), 54. Date of Conversion (Instr. 5), 55. Date of Conversion (Instr. 5), 56. Date of Conversion (Instr. 5), 57. Date of Conversion (Instr. 5), 58. Date of Conversion (Instr. 5), 59. Date of Conversion (Instr. 5), 60. Date of Conversion (Instr. 5), 61. Date of Conversion (Instr. 5), 62. Date of Conversion (Instr. 5), 63. Date of Conversion (Instr. 5), 64. Date of Conversion (Instr. 5), 65. Date of Conversion (Instr. 5), 66. Date of Conversion (Instr. 5), 67. Date of Conversion (Instr. 5), 68. Date of Conversion (Instr. 5), 69. Date of Conversion (Instr. 5), 70. Date of Conversion (Instr. 5), 71. Date of Conversion (Instr. 5), 72. Date of Conversion (Instr. 5), 73. Date of Conversion (Instr. 5), 74. Date of Conversion (Instr. 5), 75. Date of Conversion (Instr. 5), 76. Date of Conversion (Instr. 5), 77. Date of Conversion (Instr. 5), 78. Date of Conversion (Instr. 5), 79. Date of Conversion (Instr. 5), 80. Date of Conversion (Instr. 5), 81. Date of Conversion (Instr. 5), 82. Date of Conversion (Instr. 5), 83. Date of Conversion (Instr. 5), 84. Date of Conversion (Instr. 5), 85. Date of Conversion (Instr. 5), 86. Date of Conversion (Instr. 5), 87. Date of Conversion (Instr. 5), 88. Date of Conversion (Instr. 5), 89. Date of Conversion (Instr. 5), 90. Date of Conversion (Instr. 5), 91. Date of Conversion (Instr. 5), 92. Date of Conversion (Instr. 5), 93. Date of Conversion (Instr. 5), 94. Date of Conversion (Instr. 5), 95. Date of Conversion (Instr. 5), 96. Date of Conversion (Instr. 5), 97. Date of Conversion (Instr. 5), 98. Date of Conversion (Instr. 5), 99. Date of Conversion (Instr. 5), 100. Date of Conversion (Instr. 5)

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Minehan Cathy E. C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999 with an 'X' under 10% Owner.

Signatures

/s/ Ariela St. Pierre, Attorney-in-Fact, 12/18/2008. Legend: **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 restricted stock granted pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The restricted stock vests on the first anniversary of the date of grant, subject to earlier vesting in full in limited circumstances 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.