

VISA INC.  
Form 4  
November 23, 2015

**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 \*  
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)  
11/19/2015

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)  
VICE CHAIR RISK & PUB POLICY

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	11/19/2015		M		3,780	A	Ⓛ	22,092	D	
Class A Common Stock	11/19/2015		M		2,428	A	Ⓛ	24,520	D	
Class A Common Stock	11/19/2015		M		2,392	A	Ⓛ	26,912	D	
Class A Common	11/19/2015		F		13,842	D	\$	13,070	D	80.15

Stock

Class A  
Common  
Stock

58,084 <sup>(2)</sup> 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
Restricted Stock Units	<u>(1)</u>	11/19/2015		M	3,780	<u>(1)</u> <u>(1)</u>	Class A Common Stock 3,780
Restricted Stock Units	<u>(1)</u>	11/19/2015		M	2,428	<u>(1)</u> <u>(1)</u>	Class A Common Stock 2,428
Restricted Stock Units	<u>(1)</u>	11/19/2015		M	2,392	<u>(1)</u> <u>(1)</u>	Class A Common Stock 2,392
Employee Stock Option (Right to Buy)	\$ 80.15	11/19/2015		A	38,272	<u>(3)</u> 11/19/2025	Class A Common Stock 38,272
Restricted Stock Units	<u>(1)</u>	11/19/2015		A	7,205	<u>(1)</u> <u>(1)</u>	Class A Common Stock 7,205

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

RICHEY ELLEN  
C/O VISA INC.  
P.O. BOX 8999  
SAN FRANCISCO, CA 94128-8999

VICE CHAIR RISK & PUB POLICY

## Signatures

/s/ Sue Choi,  
Attorney-In-Fact

11/23/2015

    \*\*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).

Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.

- (1) 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.
- (2) Since the date of the reporting person's last ownership report, 18,736 shares 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.
- (3) 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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