## Edgar Filing: SHANAHAN WILLIAM S - Form 4

SHANAHAN	N WILLIAM S										
Form 4											
March 25, 20	)08										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB AF	OMB APPROVAL		
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi	or		-						Expires:	January 31, 2005	
subject to Section 1	if no longer subject to Section 16. SECURITIES					NERSHIP OF	Estimated average burden hours per				
Form 4 or Form 5		unavant ta (	Section 1	G(a) of the	. Convitio	o Evo	hones	$\Lambda$ at of 1024	response	0.5	
obligation	10						-	e Act of 1934, 1935 or Sectior	<b>,</b>		
may conti <i>See</i> Instru 1(b).	inue.			•	Company	•			1		
(Print or Type R	Responses)										
SHANAHAN WILLIAM S Sy			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Visa Inc. [V]				5. Relationship of Reporting Person(s) to Issuer			
				3. Date of Earliest Transaction				(Check all applicable)			
, , ,	NC., P.O. BOX	. ,	(Month/D 03/25/20	ay/Year)	ansaction			X Director Officer (give below)		Owner er (specify	
				If Amendment, Date Original ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
SAN FRAN	CISCO, CA 94	128-8999	× ×	<b>,</b>	,			_X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)									
(eng)	(blute)	(Eip)	Tabl	e I - Non-D	erivative Se	curitie	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Class A Common Stock	03/25/2008			Р	125,000 (1)	А	\$ 44	128,682	D		

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.

 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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
SHANAHAN WILLIAM S C/O VISA INC., P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999	Х						
Signatures							
/s/ Ariela St. Pierre, Attorney-in-fact	03/2	5/2008					
<u>**</u> Signature of Reporting Person	D	ate					
Explanation of Responses:							

## 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 shares purchased pursuant to Visa Inc.'s Directed Share Program upon the closing of its initial public offering.

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.