MATTEL INC /DE/ Form 4 October 19, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 <u>*</u> KAYE ALAN

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

Issuer

(Last)

(First) (Middle)

3. Date of Earliest Transaction

MATTEL INC /DE/ [MAT]

(Month/Day/Year) 10/16/2009

5.

(Check all applicable)

5. Relationship of Reporting Person(s) to

____ Director ____ 10% Owner
_X__ Officer (give title ____ Other (specify below)
Sr. VP - Human Resources

MATTEL, INC., 333 CONTINENTAL BLVD.

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

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

EL SEGUNDO,, CA 90245

(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. Transactic Code (Instr. 8)	4. Securit oror Dispos (Instr. 3, 4	ed of (` ′	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)		
Common stock	10/16/2009		M	25,000 (1)	A	\$ 11.875	36,420	D			
Common stock	10/16/2009		S	25,000 (2)	D	\$ 20.52	11,420	D			
Common stock							6,834	I	In 401(k)		

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

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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. Transaction Code (Instr. 8)	5. Number of orDerivative 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	\$ 11.875	10/16/2009		M		25,000 (1)	03/15/2002	03/30/2010	Common stock	25,000

Reporting Owners

Director 10% Owner Officer Other

KAYE ALAN MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245

Sr. VP - Human Resources

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Alan Kave

10/19/2009

**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) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (3) As of October 16, 2009 the reporting person had a balance of \$139,828 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

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.

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