MATTEL INC /DE/ Form 4 August 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287 Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Massingberd Geoff			2. Issuer Name and Ticker or Trading Symbol MATTEL INC /DE/ [MAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encon un approuere)		
MATTEL, INC., 333 CONTINENTAL BOULEVARD		EVARD	(Month/Day/Year) 08/01/2010	Director 10% Owner X Officer (give title Other (specify below) SVP, Corporate Responsibility		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
EL SEGUNDO	O, CA 9024	5	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, 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. Transaction Code (Instr. 8)	4. Securi on(A) or Do (Instr. 3,	ispose 4 and (A) or	d of (D)	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	08/01/2010		M	3,250	A	(<u>1</u>)	12,197	D	
Common stock	08/01/2010		F	1,193 (2)	D	\$ 21.16	11,004	D	
Common stock	08/01/2010		M	6,510	A	<u>(3)</u>	17,514	D	
Common stock	08/01/2010		F	2,388 (4)	D	\$ 21.16	15,126	D	

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

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SEC 1474 (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. Transactio Code (Instr. 8)	onDerivative I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(1)	08/01/2010		M		3,250	<u>(1)</u>	<u>(1)</u>	Common stock	3,25
Restricted Stock Units	<u>(3)</u>	08/01/2010		M		6,510	(3)	(3)	Common stock	6,51
Stock option - right to buy	\$ 21.5	08/02/2010		A	55,905		<u>(5)</u>	08/02/2020	Common stock	55,90
Restricted Stock Units	<u>(6)</u>	08/02/2010		A	12,403		<u>(7)</u>	<u>(7)</u>	Common stock	12,40

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Massingberd Geoff MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			SVP, Corporate Responsibility					
Signatures								
/s/ Andrew Paalborg, Attorney-in-Fact for Massingberd	or Geoff	f 08/03/2010						
**Signature of Reporting Person			Date					

Reporting Owners 2

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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).

As reported on a Form 3 dated September 7, 2007 and filed on September 14, 2007, the reporting person received a grant of 6,500 Restricted Stock Units ("RSUs" or "Units") on August 1, 2007. The RSUs vest as to 50% of the Units on the second anniversary of the

- date of grant and as to the remaining 50% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding. On August 1, 2010, the final 50% of these RSUs vested, resulting in the issuance of 3,250 shares of Mattel common stock.
- (2) Pursuant to the terms of the August 1, 2007 RSU grant, 1,193 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

As reported on a Form 4 dated August 1, 2008 and filed on August 5, 2008, the reporting person received a grant of 13,021 RSUs on August 1, 2008. The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the

- (3) Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding. On August 1, 2010, the first 50% of these RSUs vested, resulting in the issuance of 6,510 shares of Mattel common stock.
- (4) Pursuant to the terms of the August 1, 2008 RSU grant, 2,388 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.
- The option was granted on August 2, 2010 pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.
- The RSUs were granted on August 2, 2010 pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of (6) Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.
- The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding.

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.