

MATTEL INC /DE/
Form 4
August 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ALLMARK DAVID

(Last) (First) (Middle)
**MATTEL, INC., 333
CONTINENTAL BLVD.**

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2011

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)
EVP Fisher-Price Brands

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		
Common stock	07/31/2011		M		2,915 A <u>(1)</u> 13,030	D	
Common stock	07/31/2011		F		1,487 <u>(2)</u> D \$ 26.66 11,543	D	
Common stock	08/01/2011		M		2,503 A <u>(3)</u> 14,046	D	
Common stock	08/01/2011		F		1,277 <u>(4)</u> D \$ 26.375 12,769	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.

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. 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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(1)	07/31/2011		M		2,915		(1)	(1)	Common stock	2,915
Restricted Stock Units	(3)	08/01/2011		M		2,503		(3)	(3)	Common stock	2,503
Stock option - right to buy	\$ 26.375	08/01/2011		A		42,662		(5)	08/01/2021	Common stock	42,662
Restricted Stock Units	(6)	08/01/2011		A		9,479		(7)	(7)	Common stock	9,479

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLMARK DAVID MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245			EVP Fisher-Price Brands	

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for David Allmark

08/02/2011

**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) As reported on a Form 3 dated February 4, 2011 and filed on February 11, 2011, the reporting person received a grant of 5,830 Restricted Stock Units ("RSUs" or "Units") on July 31, 2009. 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 July 31, 2011, the first 50% of these RSUs vested, resulting in the issuance of 2,915 shares of Mattel common stock.

(2) Pursuant to the terms of the July 31, 2009 RSU grant, 1,487 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(3) As reported on a Form 3 dated February 4, 2011 and filed on February 11, 2011, the reporting person received a grant of 5,005 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 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, 2011, the final 50% of these RSUs vested, resulting in the issuance of 2,503 shares of Mattel common stock.

(4) Pursuant to the terms of the August 1, 2008 RSU grant, 1,277 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(5) The option was granted on August 1, 2011 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.

(6) The RSUs were granted on August 1, 2011 pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of 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.

(7) 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.