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MATTEL IN Form 4	C /DE/										
May 20, 2014	Ļ										
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0)287	
Check this if no longe subject to Section 16 Form 4 or	er STATEN 5.		SECU	Estimated burden hou	Expires: 2 Estimated average burden hours per response						
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 R	esponses)										
1. Name and Address of Reporting Person <u>*</u> PRABHU VASANT M			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer					
		MATTEL INC /DE/ [MAT				ΥŢ]	(Che	eck all applicabl	k all applicable)		
(Last) (First) (Middle) MATTEL, INC., 333 CONTINENTAL BLVD.			 Date of Earliest Transaction (Month/Day/Year) 05/16/2014 			X_ Director10% Owner Officer (give titleOther (specify below)below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
EL SEGUNI	DO, CA 90245						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	I	
	2. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficial Ownershi (Instr. 4)	1	
				Code V	Amount	(D) Price	(msu: 5 anu 4)				
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities bene	-		-				
					inforn requii	nation cont red to resp	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

displays a currer number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(In	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	05/16/2014		А		3,341		(2)	(2)	Common Stock	3,341	:

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PRABHU VASANT M MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	Х							
Signatures								
/s/ Julie Kwok, Attorney-in-Fa Prabhu	ant M.	(05/20/2014					
<u>**</u> Signature of Reporting			Date					

**Signature of Reporting Person

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).

The Restricted Stock Units ("RSUs") were granted on May 16, 2014, pursuant to the Mattel, Inc. 2010 Equity and Long-Term

Compensation Plan. Each RSU represents a contingent right to receive one share of Common Stock (or, at the election of Mattel, Inc., a (1) cash amount equal to the fair market value of such share on the settlement date). The RSUs are accompanied by dividend equivalent rights.

The RSUs will vest in four equal installments, as follows: (i) 25% on August 16, 2014, (ii) 25% on November 16, 2014, (iii) 25% on February 16, 2015 and (iv) 25% on the earlier of May 16, 2015 or the day before the first annual meeting of Mattel, Inc.'s stockholders

(2) that occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of Common Stock on the settlement date).

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.