

MATTEL INC /DE/  
Form 4  
November 02, 2012

**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 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 BOULEVARD**

(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)  
**11/01/2012**

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 Global Brands Team - F-P**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/01/2012		M		13,125 A \$ 23.58	29,193	D
Common Stock	11/01/2012		S		13,125 D \$ 37	16,068	D
Common Stock	11/01/2012		M		27,045 A \$ 20.48	43,113	D
Common Stock	11/01/2012		S		27,045 D \$ 37	16,068	D
Common Stock	11/01/2012		M		27,778 A \$ 17.58	43,846	D

Common Stock      11/01/2012      S      27,778      D      \$ 37      16,068      D

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

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**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)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 23.58	11/01/2012		M	13,125	08/01/2010      08/01/2017	Common Stock      13,125
Employee Stock Option - Right to Buy	\$ 20.48	11/01/2012		M	27,045	08/01/2011      08/01/2018	Common Stock      27,045
Employee Stock Option - Right to Buy	\$ 17.58	11/01/2012		M	27,778	07/31/2012      07/31/2019	Common Stock      27,778

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLMARK DAVID MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			EVP Global Brands Team - F-P	

## Signatures

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

11/02/2012

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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