

MATTEL INC /DE/
Form 4
August 05, 2013

FORM 4

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

OMB APPROVAL

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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 *
Walker Geoffrey H

(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)
08/01/2013

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 Fisher-Price

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/01/2013		M	1,895 A (1)	10,367	D	
Common Stock	08/01/2013		F	693 (2) D \$ 42.7	9,674	D	
Common Stock	08/02/2013		M	2,326 A (3)	12,000	D	
Common Stock	08/02/2013		F	860 (4) D \$ 42.84	11,140	D	
Common Stock					3,729 (5)	I	In 401(k)

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

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(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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option - Right to Buy	\$ 42.7	08/01/2013		A	34,130	(6) 08/01/2023	Common Stock	34,130
Restricted Stock Units	(7)	08/01/2013		A	7,026	(8) (8)	Common Stock	7,026
Restricted Stock Units	(1)	08/01/2013		M	1,895	(1) (1)	Common Stock	1,895
Restricted Stock Units	(3)	08/02/2013		M	2,326	(3) (3)	Common Stock	2,326

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walker Geoffrey H MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			EVP Global Brands Fisher-Price	

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Geoffrey H. Walker

08/05/2013

**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 April 1, 2013 and filed on April 4, 2013, the reporting person received a grant of 3,791 Restricted Stock Units ("RSUs" or "Units") on August 1, 2011. 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, 2013, the first 50% of these RSUs vested, resulting in the issuance of 1,895 shares of Mattel common stock.

(2) Pursuant to the terms of the August 1, 2011 RSU grant, 693 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(3) As reported on a Form 3 dated April 1, 2013 and filed on April 4, 2013, the reporting person received a grant of Restricted Stock Units ("RSUs" or "Units") on August 2, 2010 and 2,326 RSUs remained. 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 2, 2013, the remaining 50% of these RSUs vested, resulting in the issuance of 2,326 shares of Mattel common stock.

(4) Pursuant to the terms of the August 2, 2010 RSU grant, 860 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(5) As of August 2, 2013, the reporting person had a balance of \$159,754.41 in the Mattel Stock Fund of Mattel's 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

(6) The option was granted on August 1, 2013 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 granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(7) The Restricted Stock Units ("RSUs" or "Units") were granted on August 1, 2013 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.

(8) 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.

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