

MATTEL INC /DE/  
Form 8-K  
June 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported):**

**May 27, 2011**

**MATTEL, INC.**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-05647**  
(Commission  
File. No.)

**95-1567322**  
(I.R.S. Employer  
Identification No.)

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**333 Continental Boulevard, El Segundo, California**  
(Address of principal executive offices)

**90245-5012**  
(Zip Code)

**Registrant's telephone number, including area code**

**(310) 252-2000**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-2 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Section 8 Other Events

**Item 8.01. Other Events.**

On May 27, 2011 and May 31, 2011, pursuant to the Mattel, Inc. ( Mattel or the Company ) Guidelines Concerning Rule 10b5-1(c) Individual Trading Plans (the Guidelines ), the following executives of Mattel each entered into separate individual Rule 10b5-1(c) trading plans (individually, a Plan , and collectively, the Plans ) with a broker to sell shares of Mattel stock to be acquired upon exercise of employee stock options (the Options ) or to sell shares of Mattel stock acquired upon the vesting of performance-based restricted stock units under the 2008-2010 Long-Term Incentive Program. The Options have a ten year term and will expire in 2012, 2013 or 2014. According to Mattel s Guidelines, the first sales under the Plans may not take place until June 30, 2011, which is at least 30 days after the date each executive adopted his or her plan:

Name of Executive	Title of Executive	Number of	Option	Date of	Plan
		Shares in	Expiration	Adoption of	Termination
		Plan	Date	Plan	Date
Ellen Brothers	Executive Vice President, Mattel, Inc. and President, American Girl	65,000	5/22/2012	5/27/2011	5/22/2012
Kevin M. Farr	Chief Financial Officer	42,500	5/22/2012	5/27/2011	5/22/2012
Alan Kaye	Executive Vice President, Chief Human Resources Officer	75,000	7/31/2013	5/31/2011	2/1/2012
Geoff Massingberd	Executive Vice President, International	30,000	5/22/2012	5/27/2011	5/22/2012
		32,000	7/31/2013		
		34,000	4/30/2014		
Robert Normile	Executive Vice President, Chief Legal Officer and Secretary	50,000	5/22/2012	5/31/2011	5/22/2012
		29,702	N/A		
Bryan G. Stockton	Chief Operating Officer	75,000	5/22/2012	5/27/2011	5/22/2012
		50,000	7/31/2013		

The transactions under each Plan will be disclosed publicly in accordance with the requirements of Form 144 and Form 4 filings with the Securities and Exchange Commission. Each Plan was adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and with Mattel s Guidelines.

Rule 10b5-1 permits individuals who are not in possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock. Using these plans, individuals can gradually diversify their investment portfolios over an extended period of time and better manage the exercise of stock options.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTEL, INC.**  
**Registrant**

By: /s/ ROBERT NORMILE  
**Robert Normile**  
**Executive Vice President, Chief Legal Officer**  
**and Secretary**

Dated: June 3, 2011