

BROTHERS ELLEN L
Form 4
July 21, 2009

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 *
BROTHERS ELLEN L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

MATTEL, INC. - MAIL STOP
M1-1516, 333 CONTINENTAL
BLVD.

07/17/2009

Executive Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EL SEGUNDO,, CA 90245

(City) (State) (Zip)

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 or Price		
Common stock	07/17/2009		M		6,500 (1) \$ 13.6875	A	D
Common stock	07/17/2009		S		6,500 (2) \$ 17	D	D
Common stock	07/20/2009		M		6,500 (1) \$ 13.6875	A	D
Common stock	07/20/2009		S		6,500 (2) \$ 18	D	D
Common stock	07/20/2009		M		15,625 (1) \$ 11.875	A	D

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Common stock	07/20/2009	S	<u>15,625</u> (2)	D	\$ 18	3,550	D	
Common stock						8,555	(3)	I In 401(k)
Common stock						923		I In trust (4)

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 13.6875	07/17/2009		M	6,500 (1)	11/04/2001 11/04/2009	Common stock 6,500
Employee Stock Option - Right to Buy	\$ 13.6875	07/20/2009		M	6,500 (1)	11/04/2001 11/04/2009	Common stock 6,500
Employee Stock Option - Right to Buy	\$ 11.875	07/20/2009		M	15,625 (1)	03/15/2002 03/30/2010	Common stock 15,625

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROTHERS ELLEN L
MATTEL, INC. - MAIL STOP M1-1516
333 CONTINENTAL BLVD.
EL SEGUNDO,, CA 90245

Executive
Vice
President

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Ellen L.
Brothers

07/21/2009

__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) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (3) As of July 20, 2009, the reporting person had a balance of \$154,931 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.
- (4) The Ellen L. Brothers Revocable Trust of 11/15/02.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.