

KAYE ALAN
Form 4
August 03, 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

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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 *
KAYE ALAN

(Last) (First) (Middle)

MATTEL, INC., 333
CONTINENTAL BLVD.

(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)
08/01/2009

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)

Sr. VP - Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common stock | 08/01/2009 | | M | 6,250 A (1) | 9,640 | D | |
| Common stock | 08/01/2009 | | F | 2,235 (2) D \$ 17.58 | 7,405 | D | |
| Common stock | 08/01/2009 | | M | 6,250 A (3) | 13,655 | D | |
| Common stock | 08/01/2009 | | F | 2,235 (4) D \$ 17.58 | 11,420 | D | |
| Common stock | | | | | 6,847 (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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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 |
| Restricted Stock Units | (1) | 08/01/2009 | | M | 6,250 | (1) (1) | Common stock | 6,250 |
| Restricted Stock Units | (3) | 08/01/2009 | | M | 6,250 | (3) (3) | Common stock | 6,250 |
| Stock option - right to buy | \$ 17.58 | 07/31/2009 | | A | 72,267 | (6) 07/31/2019 | Common stock | 72,267 |
| Restricted Stock Units | (7) | 07/31/2009 | | A | 15,169 | (8) (8) | Common stock | 15,169 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KAYE ALAN MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245 | | | Sr. VP - Human Resources | |

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Alan Kaye

08/03/2009

__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) As reported on a Form 4 dated August 1, 2006 and filed on August 2, 2006, the reporting person received a grant of 12,500 Restricted Stock Units ("RSUs" or "Units") on August 1, 2006. 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, 2009, the final 50% of these RSUs vested, resulting in the issuance of 6,250 shares of Mattel common stock.

(2) Pursuant to the terms of the August 1, 2006 RSU grant, 2,235 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(3) As reported on a Form 4 dated August 1, 2007 and filed on August 3, 2007, the reporting person received a grant of 12,500 RSUs on August 1, 2007. 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, 2009, the first 50% of these RSUs vested, resulting in the issuance of 6,250 shares of Mattel common stock.

(4) Pursuant to the terms of the August 1, 2007 RSU grant, 2,235 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(5) As of July 31, 2009 the reporting person had a balance of \$120,370 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.

(6) The option was granted on July 31, 2009 pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

(7) The RSUs were granted on July 31, 2009 pursuant to the 2005 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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