

MATTEL INC /DE/  
Form 3  
January 03, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol   |  |
| McKenzie Jean A.                          |         | (Month/Day/Year)                     | MATTEL INC /DE/ [MAT]   |  |
| (Last)                                    | (First) | (Middle)                             | 01/01/2013  |  |
| MATTEL, INC., 333 CONTINENTAL BOULEVARD   |         |                                      | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| EL SEGUNDO, CA 90245                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Executive Vice President |  |
| (City)                                    | (State) | (Zip)                                | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person           |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| No securities beneficially owned   | 0  | D   |  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|  | Date Exercisable | Expiration Date |              | Amount or Number of Shares |  | or Indirect (I) (Instr. 5) |   |
|--|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| Employee Stock Option - Right to Buy - Granted 10/3/2011 | Â (1)            | 10/03/2021      | Common Stock | 13,476 \$ 25.07            |  | D                          | Â |
| Restricted Stock Units - Granted 10/3/2011               | Â (2)            | Â (2)           | Common Stock | 2,992 \$ (3)               |  | D                          | Â |
| Restricted Stock Units - Granted 08/01/2012              | Â (2)            | Â (2)           | Common Stock | 5,035 \$ (3)               |  | D                          | Â |
| Restricted Stock Units - Granted 09/04/2012              | Â (2)            | Â (2)           | Common Stock | 4,289 \$ (3)               |  | D                          | Â |
| Empolyee Stock Option - Right to Buy - Granted 8/1/2012  | Â (1)            | 08/01/2022      | Common Stock | 23,649 \$ 34.76            |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| McKenzie Jean A.<br>MATTEL, INC.<br>333 CONTINENTAL BOULEVARD<br>EL SEGUNDO, CA 90245 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Jean A. McKenzie 01/04/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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 option was granted 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.

(2) The Restricted Stock Units (the "RSUs" or the "Units") vest as to 50% of the Units granted on the second anniversary of the date of grant and as to the remaining 50% of the Units granted 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.

(3) The RSUs were granted 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 on the settlement date). The RSUs are accompanied by dividend equivalent rights.

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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