MATTEL INC /DE/ Form 4 August 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Massingberd Geoff

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

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/01/2012

Director 10% Owner

(Check all applicable)

X_ Officer (give title below) **EVP International**

Other (specify

MATTEL, INC., 333 CONTINENTAL BOULEVARD

(Ctata)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

EL SEGUNDO, CA 90245

(City)	(State)	Tabl	e I - Non-E	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Secur			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Monule Day/Tear)	any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			` ′	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		()		Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	08/02/2012		M	6,201	A	<u>(4)</u>	62,603	D	
Common Stock	08/02/2012		F	2,895 (5)	D	\$ 34.56	59,708	D	

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

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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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option - Right to Buy	\$ 34.76	08/01/2012		A	49,549		<u>(1)</u>	08/01/2022	Common Stock	49,54
Restricted Stock Units	<u>(2)</u>	08/01/2012		A	10,549		(3)	(3)	Common Stock	10,54
Restricted Stock Units	<u>(4)</u>	08/02/2012		M		6,201	<u>(4)</u>	<u>(4)</u>	Common Stock	6,20

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Massingberd Geoff MATTEL, INC.

333 CONTINENTAL BOULEVARD EVP International

EL SEGUNDO, CA 90245

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Geoff Massingberd

08/03/2012

**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).
- The option was granted on August 1, 2012 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 anniversay 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.
- The Restricted Stock Units ("RSUs" or "Units") were granted on August 1, 2012 pusuant 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.

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- (3) 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.
 - As reported on a Form 4 dated August 1, 2010 and filed on August 3, 2010, the reporting person received a grant of 12,403 RSUs on August 2, 2010. 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
- (4) 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, 2012, the first 50% of these RSUs vested, resulting in the issuance of 6,201 shares of Mattel common stock.
- (5) Pursuant to the terms of the August 2, 2010 RSU grant, 2,895 shares of Mattel common stock were automatically withheld at vesting to cover required 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. 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.