MATTEL INC /DE/ Form 4 May 14, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Washington, D.C. 20549 Number:

Check this box

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHITE KATHY BRITTAIN

(First) (Middle) (Last)

MATTEL, INC., 333 CONTINENTAL BOULEVARD

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction (Month/Day/Year) 05/10/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

EL SEGUNDO, CA 90245

(City)

(Instr. 3)

1.Title of Security

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

5. Amount of

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

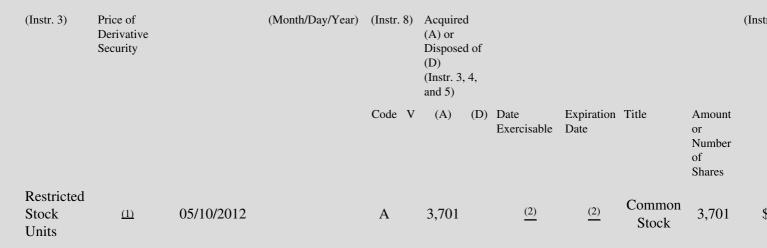
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Relationships

Reporting Owner Name / Address $\begin{array}{ccc} \text{Director} & 10\% & \text{Officer} & \text{Other} \\ \end{array}$

WHITE KATHY BRITTAIN
MATTEL, INC.
333 CONTINENTAL BOULEVARD
EL SEGUNDO, CA 90245

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Kathy White Loyd 05/14/2012

**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 Restricted Stock Units ("RSUs") were granted on May 10, 2012, pursuant to the Mattel, Inc. 2010 Equity and Long-Term

 Compensation Plan. Each RSU represents a contingent right to receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share on the settlement date). The RSUs are accompanied by dividend equivalent rights.
 - The RSUs will vest in four equal installments, as follows: (i) 25% on August 10, 2012, (ii) 25% on November 10, 2012, (iii) 25% on February 10, 2013 and (iv) 25% on the earlier of May 10, 2013 or the day before the first annual meeting of Mattel's stockholders that
- (2) occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of Common Stock on the settlement date)

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.

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