

MATTEL INC /DE/  
Form 4  
November 02, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ALLMARK DAVID**

(Last) (First) (Middle)

**MATTEL, INC., 333  
CONTINENTAL BOULEVARD**

(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)  
**11/01/2012**

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)

EVP Global Brands Team - F-P

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/01/2012		M	13,125 A	\$ 23.58	29,193	D
Common Stock	11/01/2012		S	13,125 D	\$ 37	16,068	D
Common Stock	11/01/2012		M	27,045 A	\$ 20.48	43,113	D
Common Stock	11/01/2012		S	27,045 D	\$ 37	16,068	D
Common Stock	11/01/2012		M	27,778 A	\$ 17.58	43,846	D

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Common Stock      11/01/2012      S      27,778      D      \$ 37      16,068      D

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

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(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	\$ 23.58	11/01/2012		M		13,125		08/01/2010	08/01/2017	Common Stock	13,125
Employee Stock Option - Right to Buy	\$ 20.48	11/01/2012		M		27,045		08/01/2011	08/01/2018	Common Stock	27,045
Employee Stock Option - Right to Buy	\$ 17.58	11/01/2012		M		27,778		07/31/2012	07/31/2019	Common Stock	27,778

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director      10% Owner      Officer      Other
ALLMARK DAVID MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	EVP Global Brands Team - F-P

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for David  
Allmark

11/02/2012

\_\_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).

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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