

TOPHAM HERBERT SCOTT  
 Form 4  
 August 02, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TOPHAM HERBERT SCOTT

(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)  
 07/31/2011

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)  
 SVP and Corporate Controller

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	07/31/2011		M		3,839 A (1)	27,213	D
Common stock	07/31/2011		F		1,793 (2)	\$ 26.66 25,420	D
Common stock	08/01/2011		M		3,662 A (3)	29,082	D
Common stock	08/01/2011		F		1,710 (4)	\$ 26.375 27,372	D
Common stock						1,067 (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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(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)	07/31/2011		M	3,839	(1) (1)	Common stock	3,839
Restricted Stock Units	(3)	08/01/2011		M	3,662	(3) (3)	Common stock	3,662
Stock option - right to buy	\$ 26.375	08/01/2011		A	23,038	(6) 08/01/2021	Common stock	23,038
Restricted Stock Units	(7)	08/01/2011		A	5,118	(8) (8)	Common stock	5,118

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOPHAM HERBERT SCOTT MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245			SVP and Corporate Controller	

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for H. Scott Topham 08/02/2011

\_\_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, 2009 and filed on August 3, 2009, the reporting person received a grant of 7,679 Restricted Stock Units ("RSUs" or "Units") on July 31, 2009. 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 July 31, 2011, the first 50% of these RSUs vested, resulting in the issuance of 3,839 shares of Mattel common stock.
- (2) Pursuant to the terms of the July 31, 2009 RSU grant, 1,793 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, 2008 and filed on August 5, 2008, the reporting person received a grant of 7,324 RSUs on August 1, 2008. 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, 2011, the final 50% of these RSUs vested, resulting in the issuance of 3,662 shares of Mattel common stock.
- (4) Pursuant to the terms of the August 1, 2008 RSU grant, 1,710 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.
- (5) As of August 1, 2011, the reporting person had a balance of \$28,137 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The assets in the Mattel Stock Fund include cash amounts as well as shares of Mattel common stock. The number of shares has been calculated by the plan administrator for the PIP.
- (6) The option was granted on August 1, 2011 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 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 August 1, 2011 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). 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. 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.