

MATTEL INC /DE/
Form 4
October 18, 2012

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 *
Massingberd Geoff

(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)
10/17/2012

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 International

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/17/2012 | | M | A | 15,000 (1) \$ 18.81 | 74,708 | D |
| Common Stock | 10/17/2012 | | S | D | 15,000 (2) \$ 37.75 | 59,708 | D |
| Common Stock | 10/17/2012 | | M | A | 34,000 (1) \$ 18.71 | 93,708 | D |
| Common Stock | 10/17/2012 | | S | D | 34,000 (2) \$ 37.75 | 59,708 | D |
| Common Stock | 10/17/2012 | | M | A | 17,000 (1) \$ 17.94 | 76,708 | D |

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Common Stock 10/17/2012 S 17,000⁽²⁾ D \$ 37.75 59,708 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 | \$ 18.81 | 10/17/2012 | | M | <u>15,000</u> ⁽¹⁾ | 12/28/2005 05/19/2015 | Common Stock 15,000 |
| Employee Stock Option - Right to Buy | \$ 18.71 | 10/17/2012 | | M | <u>34,000</u> ⁽¹⁾ | 12/28/2005 08/01/2015 | Common Stock 34,000 |
| Employee Stock Option - Right to Buy | \$ 17.94 | 10/17/2012 | | M | <u>17,000</u> ⁽¹⁾ | 08/01/2009 08/01/2016 | Common Stock 17,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Massingberd Geoff MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245 | | | EVP International | |

Signatures

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

10/18/2012

__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).
- (1) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
 - (2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.

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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