

ECKERT ROBERT  
Form 4  
July 01, 2009

**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 \*  
ECKERT ROBERT

(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)  
06/29/2009

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)  
Chairman and CEO

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)
			Code	V	Amount or Price		
Common stock	06/29/2009		M		295,909 (1)	A	\$ 11.25 323,034 D
Common stock	06/29/2009		S		295,909 (2)	D	\$ 16.023 27,125 D
Common stock	06/30/2009		M		295,909 (1)	A	\$ 11.25 323,034 D
Common stock	06/30/2009		S		295,909 (3)	D	\$ 16.0458 27,125 D
Common stock	07/01/2009		M		295,909 (1)	A	\$ 11.25 323,034 D

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Common stock	07/01/2009	S	295,909 <u>(4)</u>	D	\$ 16.3278	27,125	D	
Common stock						5,000	I	In trust <u>(5)</u>

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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Employee Stock Option-Right to Buy	\$ 11.25	06/29/2009		M	295,909 <u>(1)</u>	05/16/2003 05/16/2010	Common stock 29
Employee Stock Option - Right to Buy	\$ 11.25	06/30/2009		M	295,909 <u>(1)</u>	05/16/2003 05/16/2010	Common stock 29
Employee Stock Option - Right to Buy	\$ 11.25	07/01/2009		M	295,909 <u>(1)</u>	05/16/2003 05/16/2010	Common stock 29

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ECKERT ROBERT MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245	X		Chairman and CEO	

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Robert A.  
Eckert

07/01/2009

\_\_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. The transaction was executed in multiple trades at prices ranging from \$15.68 to \$16.17. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$15.85 to \$16.24. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(4) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$16.25 to \$16.50. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(5) The Eckert Family Trust dated January 31, 2002, Robert A. Eckert and Kathleen M. Eckert, trustees.

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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