

KAYE ALAN  
Form 4  
August 03, 2010

**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 \*  
KAYE ALAN

(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)  
08/01/2010

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)

Sr. VP - Human Resources

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 (A) or (D) Price			
Common stock	08/01/2010		M	6,250 A (1)	9,640 (2)	I	In trust (3)
Common stock	08/01/2010		F	2,341 (4) D \$ 21.16	7,299	I	In trust (3)
Common stock	08/01/2010		M	6,510 A (5)	13,809	I	In trust (3)
Common stock	08/01/2010		F	3,039 (6) D \$ 21.16	10,770	I	In trust (3)
Common stock	08/03/2010		G	V 8,030 D \$ 0	0	D	

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Common stock	08/03/2010	G V	8,030	A	\$ 0	18,800	I	In trust <sup>(3)</sup>
Common stock						7,076 <sup>(7)</sup>	I	In 401(k)

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 Amount or Number of Shares
Restricted Stock Units	<sup>(1)</sup>	08/01/2010		M	6,250	<sup>(1)</sup> <sup>(1)</sup>	Common stock 6,250
Restricted Stock Units	<sup>(5)</sup>	08/01/2010		M	6,510	<sup>(5)</sup> <sup>(5)</sup>	Common stock 6,510
Stock option - right to buy	\$ 21.5	08/02/2010		A	55,905	<sup>(8)</sup> 08/02/2020	Common stock 55,905
Restricted Stock Units	<sup>(9)</sup>	08/02/2010		A	12,403	<sup>(10)</sup> <sup>(10)</sup>	Common stock 12,403

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

KAYE ALAN  
MATTEL, INC.  
333 CONTINENTAL BLVD.  
EL SEGUNDO,, CA 90245

Director 10% Owner Officer Other

Sr. VP - Human Resources

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Alan  
Kaye

08/03/2010

\_\_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, 2007 and filed on August 3, 2007, the reporting person received a grant of 12,500 Restricted Stock Units ("RSUs" or "Units") on August 1, 2007. 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, 2010, the final 50% of these RSUs vested, resulting in the issuance of 6,250 shares of Mattel common stock.

(2) Previously 3,390 shares were reported as directly, beneficial owned, but were contributed on January 14, 2009 to a revocable trust controlled jointly with Mr. Kaye's spouse.

(3) The Kaye Living Trust, dated March 31, 1992

(4) Pursuant to the terms of the August 1, 2007 RSU grant, 2,341 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(5) As reported on a Form 4 dated August 1, 2008 and filed on August 5, 2008, the reporting person received a grant of 13,021 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, 2010, the first 50% of these RSUs vested, resulting in the issuance of 6,510 shares of Mattel common stock.

(6) Pursuant to the terms of the August 1, 2008 RSU grant, 3,039 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(7) As of August 2, 2010 the reporting person had a balance of \$152,141 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

(8) The option was granted on August 2, 2010 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.

(9) The RSUs were granted on August 2, 2010 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.

(10) 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.

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