

MATTEL INC /DE/
Form 4
August 04, 2014

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 *
STOCKTON BRYAN

(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)
07/31/2014

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)

Chief Executive Officer

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/31/2014		M		56,883 A <u>(1)</u> 342,341	D	
Common Stock	07/31/2014		F		29,682 <u>(2)</u> D \$ 35.425 312,659	D	
Common Stock	08/01/2014		M		15,798 A <u>(3)</u> 328,457	D	
Common Stock	08/01/2014		F		8,244 <u>(4)</u> D \$ 35.25 320,213	D	
Common Stock	08/01/2014		M		26,371 A <u>(5)</u> 346,584	D	

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Common Stock	08/01/2014	F	13,761 <u>(6)</u>	D	\$ 35.25	332,823	D	
Common Stock						7,302 <u>(7)</u>	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)	Amount of Underlying Security
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am Nu Sha
Restricted Stock Units	<u>(1)</u>	07/31/2014		M		<u>(1)</u> <u>(1)</u>	Common Stock	50
Restricted Stock Units	<u>(3)</u>	08/01/2014		M		<u>(3)</u> <u>(3)</u>	Common Stock	15
Restricted Stock Units	<u>(5)</u>	08/01/2014		M		<u>(5)</u> <u>(5)</u>	Common Stock	20
Employee Stock Option - Right to Buy	\$ 35.25	08/01/2014		A	520,833	<u>(8)</u> 08/01/2024	Common Stock	52
Restricted Stock Units	<u>(9)</u>	08/01/2014		A	66,194	<u>(10)</u> <u>(10)</u>	Common Stock	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOCKTON BRYAN MATTEL, INC.	X		Chief Executive Officer	

333 CONTINENTAL BOULEVARD
EL SEGUNDO, CA 90245

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Bryan G.
Stockton

08/04/2014

__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 4, 2009, the reporting person received a grant of 56,883 Restricted Stock Units ("RSUs" or "Units") on July 31, 2009. The RSUs vest 100% on the fifth anniversary of the date of grant. On the vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel, Inc. common stock (or, at the election of Mattel, Inc., 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, 2014, 100% of the RSUs vested, resulting in the issuance of 56,883 shares of Mattel, Inc. common stock.

(2) Pursuant to the terms of the July 31, 2009 RSU grant, 29,682 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.

(3) As reported on a Form 4 dated July 31, 2011 and filed on August 2, 2011, the reporting person received a grant of 31,596 RSUs on August 1, 2011. 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, Inc. common stock (or, at the election of Mattel, Inc., 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, 2014, the remaining 50% of these RSUs vested, resulting in the issuance of 15,798 shares of Mattel, Inc. common stock.

(4) Pursuant to the terms of the August 1, 2011 RSU grant, 8,244 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.

(5) As reported on a Form 4 dated August 1, 2012 and filed on August 3, 2012, the reporting person received a grant of 52,743 RSUs on August 1, 2012. 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, Inc. common stock (or, at the election of Mattel, Inc. 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, 2014, the first 50% of these RSUs vested, resulting in the issuance of 26,371 shares of Mattel, Inc. common stock.

(6) Pursuant to the terms of the August 1, 2012 RSU grant, 13,761 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.

(7) As of August 1, 2014, the reporting person had a balance of \$257,330.69 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) 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 1, 2014 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 granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(9) The RSUs were granted on August 1, 2014 pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of Mattel, Inc. common stock (or, at the election of Mattel, Inc., 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, Inc. common stock (or, at the election of Mattel, Inc., 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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