

STOCKTON BRYAN
Form 4
July 06, 2011

FORM 4

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

OMB APPROVAL

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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 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)
07/01/2011

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)

Chief Operating 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	07/01/2011		M	24,649 (1) A \$ 20.04	110,852	D	
Common stock	07/01/2011		S	24,649 (2) D \$ 28	86,203	D	
Common stock	07/05/2011		M	351 (1) A \$ 20.04	86,554	D	
Common stock	07/05/2011		S	351 (2) D \$ 28.04	86,203	D	
Common stock					6,613 (3)	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
Employee Stock Option - Right to Buy	\$ 20.04	07/01/2011		M	24,649 ⁽¹⁾	05/22/2005	05/22/2012	Common stock	24,649
Employee Stock Option - Right to Buy	\$ 20.04	07/05/2011		M	351 ⁽¹⁾	05/22/2005	05/22/2012	Common stock	351

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOCKTON BRYAN MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245			Chief Operating Officer	

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Bryan G. Stockton

07/06/2011

__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) 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.
- (3) As of July 5, 2011, the reporting person had a balance of \$184,573 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.

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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