

FARR KEVIN M  
Form 4  
February 15, 2013

**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 \*  
FARR KEVIN M

(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)  
02/14/2013

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 Financial 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	02/14/2013		M		70,000	A	\$ 19.43 189,020
Common Stock	02/14/2013		S		70,000	D	\$ 41.0491 119,020 (1)
Common Stock	02/14/2013		M		125,000	A	\$ 16.96 244,020
Common Stock	02/14/2013		S		125,000	D	\$ 41.0491 119,020 (1)
	02/14/2013		M		62,500	A	\$ 18.71 181,520

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Common  
Stock

Common Stock	02/14/2013	S	62,500	D	\$ 41.0491 <u>(1)</u>	119,020	D	
Common Stock						13,831 <u>(2)</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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(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 Number Shares
Employee Stock Option - Right to Buy	\$ 19.43	02/14/2013		M	70,000	12/28/2005 07/31/2013	Common Stock 70,000
Employee Stock Option - Right to Buy	\$ 16.96	02/14/2013		M	125,000	12/28/2005 04/30/2014	Common Stock 125,000
Employee Stock Option - Right to Buy	\$ 18.71	02/14/2013		M	62,500	12/28/2005 08/01/2015	Common Stock 62,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARR KEVIN M  
MATTEL, INC.  
333 CONTINENTAL BOULEVARD  
EL SEGUNDO, CA 90245

Chief Financial Officer

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Kevin  
M. Farr

02/15/2013

\_\_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).

- This transaction was executed in multiple trades at prices ranging from \$40.80 to \$41.17. The price reported reflects the weighted average
- (1) purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transactions were effected.
  - (2) As of February 14, 2013 the reporting person had a balance of \$569,130.12 in the Mattel Stock Fund of Mattel's 401(k) 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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