

MATTEL INC /DE/  
Form 4  
May 12, 2008

**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 \*  
SULLIVAN G CRAIG

(Last) (First) (Middle)

MATTEL, INC.- MAIL STOP  
M1-1516, 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)  
05/11/2008

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common stock                    | 05/11/2008                           |  | M                              | A   | 1,000   | 2,059  | D                                 |
| Common stock                    |                                      |  |                                |   |   | 10,000   | I In trust <sup>(2)</sup>         |
| Common stock                    |                                      |  |                                |   |   | 10,000   | I In trust <sup>(3)</sup>         |
| Common stock                    |                                      |  |                                |   |   | 4,600  | I In trust <sup>(4)</sup>         |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | <u>(1)</u>   | 05/11/2008                           |  | M                              | 1,000   | <u>(1)</u> <u>(1)</u>                                    | Common stock  | 1,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SULLIVAN G CRAIG<br>MATTEL, INC.- MAIL STOP M1-1516<br>333 CONTINENTAL BLVD.<br>EL SEGUNDO,, CA 90245 | X             |           |         |       |

## Signatures

/s/ G. Craig Sullivan      05/11/2008

\_\_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).
- As reported on a Form 4 dated May 11, 2006, and filed May 15, 2006, the reporting person received a grant of 2,000 Restricted Stock Units ("RSUs") on May 11, 2006. On May 11, 2008, 50% of these RSUs vested, resulting in the issuance of 1,000 shares of Mattel common stock.
- (1) Units ("RSUs") on May 11, 2006. On May 11, 2008, 50% of these RSUs vested, resulting in the issuance of 1,000 shares of Mattel common stock.
  - (2) G. Craig Sullivan Living Trust dated September 3, 1991.
  - (3) Craig and Maureen Sullivan Living Trust, amended and restated May 26, 2007.

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(4) Maureen O'Brien Sullivan Living Trust dated May 14, 1993.

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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