

FARR KEVIN M
Form 4
February 27, 2012

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 *
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)
02/23/2012

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 | (D) | Price |
| Common Stock | 02/23/2012 | | M | | 15,000 | A | \$ 20.04 122,995 |
| Common Stock | 02/23/2012 | | S | | 15,000 | D | \$ 32.2909 107,995 (1) |
| Common Stock | 02/24/2012 | | M | | 25,000 | A | \$ 20.04 132,995 |
| Common Stock | 02/24/2012 | | S | | 25,000 | D | \$ 32.1984 107,995 (2) |
| | 02/27/2012 | | M | | 2,500 | A | \$ 20.04 110,495 |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-------------------|------------|---|-----------|
| Common Stock | | | | | | | | | |
| Common Stock | 02/27/2012 | | S | 2,500 | D | \$ 32.3913 (3) | 107,995 | D | |
| Common Stock | 02/27/2012 | | M | 35,000 | A | \$ 19.43 | 142,995 | D | |
| Common Stock | 02/27/2012 | | S | 35,000 | D | \$ 32.3913 (3) | 107,995 | D | |
| Common Stock | | | | | | | 13,517 (4) | 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 or Number of Shares |
| Employee Stock Option - Right to Buy | \$ 20.04 | 02/23/2012 | | M | 15,000 | 05/22/2005 | 05/22/2012 | Common Stock | 15,000 |
| Employee Stock Option - Right to Buy | \$ 20.04 | 02/24/2012 | | M | 25,000 | 05/22/2005 | 05/22/2012 | Common Stock | 25,000 |
| Employee Stock Option - Right to | \$ 20.04 | 02/27/2012 | | M | 2,500 | 05/22/2005 | 05/22/2012 | Common Stock | 2,500 |

Buy
 Employee
 Stock
 Option - \$ 19.43 02/27/2012 M 35,000 12/28/2005 07/31/2013 Common Stock 35,000
 Right to
 Buy

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
 02/27/2012

**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) This transaction was executed in multiple trades at prices ranging from \$32.265 to \$32.305. The price reported reflects the weighted average 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) This transaction was executed in multiple trades at prices ranging from \$32.12 to \$32.27. The price reported reflects the weighted average 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.
 - (3) This transaction was executed in multiple trades at prices ranging from \$32.25 to \$32.45. The price reported reflects the weighted average 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.
 - (4) As of February 23, 2012, the reporting person had a balance of \$436,741.94 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.