MATTEL INC /DE/ Form 4 August 04, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

OMB APPROVAL

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2005

1. Name and Address of Reporting Person * McKenzie Jean A.	2. Issuer Name and Ticker or Trading Symbol MATTEL INC /DE/ [MAT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(**************************************		
MATTEL, INC., 333 CONTINENTAL BOULEVARD	(Month/Day/Year) 07/31/2015	Director 10% Owner _X_ Officer (give title Other (specify below) EVP Fisher-Price & AG		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
EL SEGUNDO, CA 90245	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		ed of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Benefic Owned Indirect (I) Owners Following (Instr. 4) (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/01/2015		M	2,518	A	<u>(1)</u>	16,747	D	
Common Stock	08/01/2015		F	884 (2)	D	\$ 23.21	15,863	D	
Common Stock	08/01/2015		M	3,513	A	<u>(3)</u>	19,376	D	
Common Stock	08/01/2015		F	1,234 (4)	D	\$ 23.21	18,142	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Restricted Stock Units	<u>(1)</u>	08/01/2015		M		2,518	<u>(1)</u>	<u>(1)</u>	Common Stock	2,:
Restricted Stock Units	(3)	08/01/2015		M		3,513	(3)	(3)	Common Stock	3,:
Employee Stock Option - Right to Buy	\$ 23.21	07/31/2015		A	194,301		(5)	07/31/2025	Common Stock	194
Restricted Stock Units	<u>(6)</u>	07/31/2015		A	16,157		<u>(7)</u>	<u>(7)</u>	Common Stock	16,

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 5	Director	10% Owner	Officer	Other				
McKenzie Jean A. MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			EVP Fisher-Price & AG					
Signatures								

/s/ Julie Kwok, Attorney-in-Fact for Jean A. McKenzie

**Signature of Reporting Person

08/04/2015

Date

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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 3 dated January 1, 2013 and filed on January 3, 2013, the reporting person received a grant of 5,035 Restricted Stock Units ("RSUs" or "Units") 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, 2015, the remaining 50% of these RSUs vested, resulting in the issuance of 2,518 shares of Mattel, Inc. common stock.
- (2) Pursuant to the terms of the August 1, 2012 RSU grant, 884 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.

As reported on Form 4 dated August 1, 2013 and filed on August 5, 2013, the reporting person received a grant of 7,026 RSUs on August 1, 2013. 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

- (3) 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, 2015, the first 50% of the RSUs vested, resulting in the issuance of 3,513 shares of Mattel, Inc. common stock.
- (4) Pursuant to the terms of the August 1, 2013 RSU grant, 1,234 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.
- The option was granted on July 31, 2015 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "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.
- The RSUs were granted on July 31, 2015 pursuant to the Plan. Each Unit represents a contingent right to receive one share of Mattel, Inc. (6) 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.
 - The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) the remaining 34% of the Units on the third anniversary of the date of grant. On each vesting
- (7) 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. 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.