

MATTEL INC /DE/
Form 4
June 02, 2008

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 *
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)
05/29/2008

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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options	\$ 20.41	05/29/2008	A		4,500		(1)	05/29/2018	Common stock	4,500
Restricted Stock Units	(2)	05/29/2008	A		2,000		(3)	(3)	Common stock	2,000
Phantom stock	(4)	05/29/2008	A		3,920		(5)	(5)	Common stock	3,920

Reporting Owners

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

Signatures

/s/ G. Craig Sullivan 05/29/2008

**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).

(1) The option was granted on May 29, 2008, pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable as to (a) 33% of the shares on the earlier of (i) the day before the first annual meeting of Mattel's stockholders ("Annual Meeting") that occurs after the grant date or (ii) the first anniversary of the grant date; (b) an additional 33% of the shares on the earlier of (i) the day before the second Annual Meeting that occurs after the grant date or (ii) the second anniversary of the grant date; and (c) the remaining 34% of the shares on the earlier of (i) the day before the third Annual Meeting that occurs after the grant date or (ii) the third anniversary of the grant date.

(2) The Restricted Stock Units ("RSUs" or "Units") were granted on May 29, 2008, pursuant to the 2005 Plan. Each Unit represents a contingent right to receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share on the vesting date). The RSUs are accompanied by dividend equivalent rights.

(3)

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The RSUs vest as to (a) 50% of the Units on the earlier of (i) the day before the second Annual Meeting that occurs after the grant date or (ii) the second anniversary of the grant date; and (b) the remaining 50% of the Units on the earlier of (i) the day before the third Annual Meeting that occurs after the grant date or (ii) the third anniversary of the grant date. On each vesting date, for each vested Unit, the reporting person will receive one share of 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 vesting date).

- (4) Distributions from Mr. Sullivan's phantom stock account will be in the form of shares of Mattel, Inc. common stock equal in value to the value of the phantom stock account.
- (5) The phantom stock units will be settled in Mattel, Inc. common stock after Mr. Sullivan ceases to be a member of the Board of Directors of Mattel, Inc.

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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