MATTEL INC /DE/ Form 4 August 02, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Massingberd Geoff			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	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
MATTEL, INC., 333			07/31/2011	X Officer (give title Other (specify below)		
CONTINENTAL BLVD.				EVP International		
(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	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common stock	07/31/2011		M	8,532	A	<u>(1)</u>	52,365	D	
Common stock	07/31/2011		F	3,983 (2)	D	\$ 26.66	48,382	D	
Common stock	08/01/2011		M	6,511	A	<u>(3)</u>	54,893	D	
Common stock	08/01/2011		F	3,040 (4)	D	\$ 26.375	51,853	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 Derivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(1)	07/31/2011		M		8,532	<u>(1)</u>	<u>(1)</u>	Common stock	8,53
Restricted Stock Units	(3)	08/01/2011		M		6,511	(3)	(3)	Common stock	6,51
Stock option - right to buy	\$ 26.375	08/01/2011		A	62,571		<u>(5)</u>	08/01/2021	Common stock	62,57
Restricted Stock Units	<u>(6)</u>	08/01/2011		A	13,902		<u>(7)</u>	<u>(7)</u>	Common stock	13,90

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Massingberd Geoff							
MATTEL, INC.			EVP International				
333 CONTINENTAL BLVD.			EVP International				
EL SEGUNDO, CA 90245							

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Geoff
Massingberd 08/02/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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 4 dated August 1, 2009 and filed on August 3, 2009, the reporting person received a grant of 17,065 Restricted Stock Units ("RSUs" or "Units") on July 31, 2009. The RSUs vest as to 50% of the Units on the second anniversary of the date of grant
- (1) 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 common stock (or, at the election of Mattel, 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 July 31, 2011, the first 50% of these RSUs vested, resulting in the issuance of 8,532 shares of Mattel common stock.
- (2) Pursuant to the terms of the July 31, 2009 RSU grant, 3,983 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.
 - As reported on a Form 4 dated August 1, 2008 and filed on August 5, 2008, the reporting person received a grant of 13,021 RSUs on August 1, 2008. 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
- (3) 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 common stock (or, at the election of Mattel, 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, 2011, the final 50% of these RSUs vested, resulting in the issuance of 6,511 shares of Mattel common stock.
- (4) Pursuant to the terms of the August 1, 2008 RSU grant, 3,040 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.
- The option was granted on August 1, 2011 pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.
- The RSUs were granted on August 1, 2011 pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of

 (6) Mattel common stock (or, at the election of Mattel, 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 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 common stock (or, at the election of Mattel, 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.