

MATTEL INC /DE/  
Form 3  
January 03, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

McKenzie Jean A.

(Last) (First) (Middle)

MATTEL, INC., 333  
CONTINENTAL BOULEVARD

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/01/2013

3. Issuer Name and Ticker or Trading Symbol  
MATTEL INC /DE/ [MAT]

4. Relationship of Reporting  
Person(s) to Issuer

5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Executive Vice President

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 Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

No securities beneficially owned

0

D

^

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)  
Title

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: MATTEL INC /DE/ - Form 3

|  | Date<br>Exercisable | Expiration<br>Date |                 | Amount or<br>Number of<br>Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|--|---------------------|--------------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Employee Stock Option -<br>Right to Buy - Granted<br>10/3/2011 | Â (1)               | 10/03/2021         | Common<br>Stock | 13,476                           | \$ 25.07 | D                                | Â |
| Restricted Stock Units -<br>Granted 10/3/2011                  | Â (2)               | Â (2)              | Common<br>Stock | 2,992                            | \$ (3)   | D                                | Â |
| Restricted Stock Units -<br>Granted 08/01/2012                 | Â (2)               | Â (2)              | Common<br>Stock | 5,035                            | \$ (3)   | D                                | Â |
| Restricted Stock Units -<br>Granted 09/04/2012                 | Â (2)               | Â (2)              | Common<br>Stock | 4,289                            | \$ (3)   | D                                | Â |
| Employee Stock Option -<br>Right to Buy - Granted<br>8/1/2012  | Â (1)               | 08/01/2022         | Common<br>Stock | 23,649                           | \$ 34.76 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| McKenzie Jean A.<br>MATTEL, INC.<br>333 CONTINENTAL BOULEVARD<br>EL SEGUNDO, CA 90245 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Jean A.  
McKenzie

01/04/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 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 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.

(2) The Restricted Stock Units (the "RSUs" or the "Units") vest as to 50% of the Units granted on the second anniversary of the date of grant and as to the remaining 50% of the Units granted 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.

(3) The RSUs were granted pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share on the settlement date). The RSUs are accompanied by dividend equivalent rights.

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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