

Isaias Roberto J
Form 3
February 28, 2019

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Isaias Roberto J		(Month/Day/Year)	MATTEL INC /DE/ [MAT]	
(Last)	(First)	02/18/2019		
333 CONTINENTAL BLVD.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
EL SEGUNDO,Â CAÂ 90245			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP & Chief Supply Chain Offr	

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	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option - Right to Buy - Granted 08/01/2012	Â (1)	08/01/2022	Common Stock	13,514	\$ 34.76	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2013	Â (1)	08/01/2023	Common Stock	13,083	\$ 42.7	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2014	Â (1)	08/01/2024	Common Stock	33,482	\$ 35.25	D	Â
Employee Stock Option - Right to Buy - Granted 07/31/2015	Â (2)	07/31/2025	Common Stock	52,073	\$ 23.21	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2016	Â (2)	08/01/2026	Common Stock	36,585	\$ 32.72	D	Â
Restricted Stock Units - Granted 03/31/2016	Â (3)	Â (3)	Common Stock	1,012	\$ (4)	D	Â
Restricted Stock Units - Granted 08/01/2016	Â (3)	Â (3)	Common Stock	1,559	\$ (4)	D	Â
Restricted Stock Units - Granted 02/28/2017	Â (5)	Â (5)	Common Stock	1,458	\$ (4)	D	Â
Restricted Stock Units - Granted 08/01/2017	Â (3)	Â (3)	Common Stock	13,591	\$ (4)	D	Â
Restricted Stock Units - Granted 12/29/2017	Â (5)	Â (5)	Common Stock	13,004	\$ (4)	D	Â
Restricted Stock Units - Granted 08/01/2018	Â (3)	Â (3)	Common Stock	24,081	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Isaias Roberto J 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	Â	Â	Â EVP & Chief Supply Chain Offr	Â

Signatures

/s/ Tiffani Magri, Attorney-in-Fact for Roberto J.
Isaias

02/28/2019

__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 stock 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 stock option was granted pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, as amended (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.

(3) The Restricted Stock Units ("RSUs" or "Units") vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% 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, 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.

(4) The RSUs were granted pursuant to the Plan. Each Unit represents a contingent right to 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 such share).

(5) The RSUs vest as to 50% of the Units granted on the first anniversary of the date of grant and as to the remaining 50% of the Units granted on the second 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.

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Remarks:

Exhibit 24 - Power of Attorney

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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