

FARR KEVIN M
Form 4
March 04, 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 *
FARR KEVIN M

(Last) (First) (Middle)
MATTEL, INC., 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)
02/29/2008

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)
Chief Financial Officer

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) | Price | | |
| Common stock | 02/29/2008 | | S | 2,100 | D \$ 19.57 | 22,600 | D ⁽¹⁾ |
| Common stock | 02/29/2008 | | S | 200 | D \$ 19.58 | 22,400 | D |
| Common stock | 02/29/2008 | | S | 100 | D \$ 19.59 | 22,300 | D |
| Common stock | 02/29/2008 | | S | 400 | D \$ 19.6 | 21,900 | D |
| Common stock | 02/29/2008 | | S | 300 | D \$ 19.61 | 21,600 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|--------|
| Common stock | 02/29/2008 | S | 800 | D | \$ 19.62 | 20,800 | D | |
| Common stock | 02/29/2008 | S | 400 | D | \$ 19.63 | 20,400 | D | |
| Common stock | 02/29/2008 | S | 100 | D | \$ 19.64 | 20,300 | D | |
| Common stock | 02/29/2008 | S | 300 | D | \$ 19.68 | 20,000 | D | |
| Common stock | 02/29/2008 | S | 400 | D | \$ 19.69 | 19,600 | D | |
| Common stock | 02/29/2008 | S | 200 | D | \$ 19.7 | 19,400 | D | |
| Common stock | 02/29/2008 | S | 1,500 | D | \$ 19.71 | 17,900 | D | |
| Common stock | 02/29/2008 | S | 1,100 | D | \$ 19.72 | 16,800 | D | |
| Common stock | 02/29/2008 | S | 2,700 | D | \$ 19.73 | 14,100 | D | |
| Common stock | 02/29/2008 | S | 600 | D | \$ 19.74 | 13,500 | D | |
| Common stock | 02/29/2008 | S | 900 | D | \$ 19.75 | 12,600 | D | |
| Common stock | 02/29/2008 | S | 600 | D | \$ 19.76 | 12,000 | D | |
| Common stock | 02/29/2008 | S | 500 | D | \$ 19.77 | 11,500 | D | |
| Common stock | 02/29/2008 | S | 400 | D | \$ 19.78 | 11,100 | D | |
| Common stock | 02/29/2008 | S | 800 | D | \$ 19.79 | 10,300 | D | |
| Common stock | 02/29/2008 | S | 900 | D | \$ 19.8 | 9,400 | D | |
| Common stock | 02/29/2008 | S | 4,300 | D | \$ 19.81 | 5,100 | D | |
| Common stock | 02/29/2008 | S | 100 | D | \$ 19.82 | 5,000 | D | |
| Common stock | | | | | | 10,730 ⁽²⁾ | I | 401(k) |

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

Persons who respond to the collection of information contained in this form are not

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required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARR KEVIN M MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245 | | | Chief Financial Officer | |

Signatures

/s/ Kevin M. Farr 03/03/2008

**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) Note to electronic filing: This is part two of a two-part electronic filing. Because the electronic Form 4 filing can only accommodate 30 rows of Table I, and there are more than 30 rows to be reported, the previous rows in Table I appear in a separate Form 4 filing.
- (2) As of February 29, 2008, Mr. Farr had a balance of \$220,401 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The assets in the Mattel Stock Fund include cash amounts as well as shares of Mattel common stock. The number of shares has been calculated by the plan administrator for the PIP.

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.