

FARR KEVIN M  
Form 4  
July 21, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
07/17/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock	07/17/2009		M		5,000 (1) A \$ 11.875 20,075	D	
Common stock	07/17/2009		S		5,000 (2) D \$ 17.5 15,075	D	
Common stock	07/17/2009		M		24,700 (1) A \$ 11.875 39,775	D	
Common stock	07/17/2009		S		24,700 (3) D \$ 17.0931 15,075	D	
Common stock	07/20/2009		M		20,000 (1) A \$ 11.875 35,075	D	

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Common stock	07/20/2009	S	20,000 <u>(4)</u>	D	\$ 17.9744	15,075	D	
Common stock						12,236	I	In 401(k) <u>(5)</u>

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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 11.875	07/17/2009		M	5,000 <u>(1)</u>	03/15/2002 03/30/2010	Common stock	5,000	
Employee Stock Option - Right to Buy	\$ 11.875	07/17/2009		M	24,700 <u>(1)</u>	03/15/2002 03/30/2010	Common stock	24,700	
Employee Stock Option - Right to Buy	\$ 11.875	07/20/2009		M	20,000 <u>(1)</u>	03/15/2002 03/30/2010	Common stock	20,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARR KEVIN M MATTEL, INC.			Chief Financial Officer	

333 CONTINENTAL BLVD.  
EL SEGUNDO,, CA 90245

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Kevin  
M. Farr

07/21/2009

\_\_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 exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
- (2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.  
The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. This transaction was executed in multiple trades at prices ranging from \$16.90 to \$17.3225. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. This transaction was executed in multiple trades at prices ranging from \$17.61 to \$18.20. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (4) As of July 20, 2009, the reporting person had a balance of \$221,588 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.
- (5)

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.