MATTEL INC /DE/ Form 4 February 24, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SINCLAIR CHRISTOPHER A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

MATTEL INC /DE/ [MAT] 3. Date of Earliest Transaction

(Month/Day/Year)

02/22/2010

X\_ Director

below)

Officer (give title

10% Owner

Other (specify

MATTEL, INC.- MAIL STOP M1-1516, 333 CONTINENTAL BLVD.

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

EL SEGUNDO,, CA 90245

| (City)                               | (State)                              | (Zip) Tabl  | le I - Non-l                           | Derivative   | Secu   | rities Acqui  | red, Disposed of,  | or Beneficially  | y Owned   |
|--------------------------------------|--------------------------------------|---|--|--------------|--------|---------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) |              | sed of | ` ′           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common stock                         | 02/22/2010                           |   | M                                      | 5,000        | A      | \$<br>14.6875 | 14,982   | D  |   |
| Common stock                         | 02/22/2010                           |   | S                                      | 5,000<br>(1) | D      | \$ 21.65      | 9,982  | D  |   |

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |     |       | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|---|--------------------------------------|---|--|-----|-------|--|--------------------|---|--|
|   |   |                                      |   | Code V                                 | (A) | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Common<br>stock -<br>right to<br>buy                | \$ 14.6875  | 02/22/2010                           |   | M                                      |     | 5,000 | 06/07/2004   | 06/07/2010         | Common stock  | 5,000                                  |

## **Reporting Owners**

#### Relationships

SINCLAIR CHRISTOPHER A MATTEL, INC.- MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245



### **Signatures**

/s/ Andrew Paalborg, Attorney-in-Fact for Christopher A. Sinclair

02/24/2010

\*\*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).

This transaction was executed in multiple trades at prices ranging from \$21.65 to \$21.6505. 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.

#### Remarks:

**Exhibit List** 

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. 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.

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