

ECKERT ROBERT
Form 4
February 18, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ECKERT ROBERT

(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)
02/16/2010

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)

Chairman and CEO

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)
Common stock	02/16/2010		M	(A) or (D) Amount 293,411 (1)	\$ 11.25 374,786	D	
Common stock	02/16/2010		S	(A) or (D) Amount 293,411 (2)	\$ 21.2516 81,375	D	
Common stock	02/17/2010		M	(A) or (D) Amount 562,201 (1)	\$ 11.25 643,576	D	
Common stock	02/17/2010		S	(A) or (D) Amount 562,201 (3)	\$ 21.3107 81,375	D	
Common stock					5,000	I	In trust (4)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option - Right to Buy	\$ 11.25	02/16/2010		M		293,411	(1)	05/16/2003	05/16/2010	Common stock	293,411
Employee Stock Option - Right to Buy	\$ 11.25	02/17/2010		M		562,201	(1)	05/16/2003	05/16/2010	Common stock	562,201

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ECKERT ROBERT MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245	X Chairman and CEO

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Robert A. Eckert

02/18/2010

**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).

(1) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.

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(2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.275. 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. The transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.4925. 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) The Eckert Family Trust dated January 31, 2002, Robert A. Eckert and Kathleen M. Eckert, trustees.

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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