

SCARBOROUGH DEAN A

Form 4

May 13, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCARBOROUGH DEAN A

(Last) (First) (Middle)

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

(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)
05/11/2010

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)

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	05/11/2010		M		2,500	A	<u>11</u> 2,500	D
Common stock	05/11/2010		M		1,000	A	<u>2</u> 3,500	D

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

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(9-02)

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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 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	05/11/2010		M	2,500	(1) (1)	Common stock	2,500
Restricted Stock Units	(2)	05/11/2010		M	1,000	(2) (2)	Common stock	1,000
Restricted Stock Units	(3)	05/12/2010		A	4,320	(4) (4)	Common stock	4,320

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCARBOROUGH DEAN A MATTEL, INC. 333 CONTINENTAL BLVD. - M1-1516 EL SEGUNDO, CA 90245	X

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Dean A.
Scarborough

05/12/2010

**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).
- As reported on a Form 4 dated May 18, 2007 and filed on May 22, 2007, the reporting person received a grant of 2,500 Restricted Stock Units ("RSUs") on May 18, 2007. On May 11, 2010, 100% of these RSUs vested, resulting in the issuance of 2,500 shares of Mattel common stock.
- (1) As reported on a Form 4 dated May 29, 2008 and filed on June 2, 2008, the reporting person received a grant of 2,000 RSUs on May 29, 2008. On May 11, 2010, 50% of these RSUs vested, resulting in the issuance of 1,000 shares of Mattel common stock.
- (2) The RSUs were granted on May 12, 2010, pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan. Each RSU represents a contingent right to receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair

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market value of such share on the settlement date). The RSUs are accompanied by dividend equivalent rights.

- The RSUs will vest in four equal installments, as follows: (i) 25% on August 12, 2010, (ii) 25% on November 12, 2010, (iii) 25% on February 12, 2011 and (iv) 25% on the earlier of May 12, 2011 or the day before the first annual meeting of Mattel's stockholders that
- (4) occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of 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 settlement date).

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.

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