

DEBROWSKI THOMAS

Form 4

August 03, 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 \*  
**DEBROWSKI THOMAS**

(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)  
**08/01/2010**

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)

EVP, Worldwide Operations

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock                       | 08/01/2010                              |                                                             | M                                       | 8,500 A                                                                 | 24,033                                                                                                             | D                                                                    |                                                                   |
| Common<br>stock                       | 08/01/2010                              |                                                             | F                                       | 3,297<br>(2) D                                                          | \$<br>21.16                                                                                                        | 20,736                                                               | D                                                                 |
| Common<br>stock                       | 08/01/2010                              |                                                             | M                                       | 8,545 A                                                                 | 29,281                                                                                                             | D                                                                    |                                                                   |
| Common<br>stock                       | 08/01/2010                              |                                                             | F                                       | 3,989<br>(4) D                                                          | \$<br>21.16                                                                                                        | 25,292                                                               | D                                                                 |
| Common<br>stock                       |                                         |                                                             |                                         |                                                                         | 5,685 (5)                                                                                                          | I                                                                    | In 401(k)                                                         |

## Edgar Filing: DEBROWSKI THOMAS - Form 4

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 Security (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------|-------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)   | Date Exercisable                                            | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (1)                                                    | 08/01/2010                           |                                                    | M                              |                                                                                         |                                                          | 8,500 | (1)                                                         | (1)             | Common stock | 8,500                      |
| Restricted Stock Units                     | (3)                                                    | 08/01/2010                           |                                                    | M                              |                                                                                         |                                                          | 8,545 | (3)                                                         | (3)             | Common stock | 8,545                      |
| Stock option - right to buy                | \$ 21.5                                                | 08/02/2010                           |                                                    | A                              |                                                                                         | 83,857                                                   |       | (6)                                                         | 08/02/2020      | Common stock | 83,857                     |
| Restricted Stock Units                     | (7)                                                    | 08/02/2010                           |                                                    | A                              |                                                                                         | 18,605                                                   |       | (8)                                                         | (8)             | Common stock | 18,605                     |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                                 |       |
|------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                         | Other |
| DEBROWSKI THOMAS<br>MATTEL, INC.<br>333 CONTINENTAL BLVD.<br>EL SEGUNDO., CA 90245 |               |           | EVP,<br>Worldwide<br>Operations |       |

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Thomas A. Debrowski

08/03/2010

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) As reported on a Form 4 dated August 1, 2007 and filed on August 3, 2007, the reporting person received a grant of 17,000 Restricted Stock Units ("RSUs" or "Units") on August 1, 2007. The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding. On August 1, 2010, the final 50% of these RSUs vested, resulting in the issuance of 8,500 shares of Mattel common stock.

(2) Pursuant to the terms of the August 1, 2007 RSU grant, 3,297 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(3) As reported on a Form 4 dated August 1, 2008 and filed on August 5, 2008, the reporting person received a grant of 17,090 RSUs on August 1, 2008. The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding. On August 1, 2010, the first 50% of these RSUs vested, resulting in the issuance of 8,545 shares of Mattel common stock.

(4) Pursuant to the terms of the August 1, 2008 RSU grant, 3,989 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(5) As of August 2, 2010, the reporting person had a balance of \$122,221 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.

(6) The option was granted on August 2, 2010 pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

(7) The RSUs were granted on August 2, 2010 pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.

(8) The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding.

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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