

MATTEL INC /DE/  
Form PRE 14A  
March 18, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

(Amendment No.        )

Filed by the Registrant   
Check the appropriate box:  
 Preliminary Proxy Statement  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to  
§240.14a-12

Filed by a Party other than the Registrant   
 **Confidential, for Use of the  
Commission Only (as permitted by  
Rule 14a-6(e)(2))**

**Mattel, Inc.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING

AND

PROXY STATEMENT

Annual Meeting of Stockholders

Manhattan Beach Marriott

1400 Parkview Avenue

Manhattan Beach, California 90266

May 13, 2011

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**MATTEL, INC.**

**333 Continental Boulevard**

**El Segundo, California 90245-5012**

**NOTICE OF THE 2011 ANNUAL MEETING OF STOCKHOLDERS**

The 2011 Annual Meeting of Stockholders of Mattel, Inc. will be held on May 13, 2011 at 9:00 a.m. (Los Angeles time), at the Manhattan Beach Marriott, 1400 Parkview Avenue, Manhattan Beach, CA 90266. We will consider and act on the following items of business at the Annual Meeting:

1. Election of the eleven directors named in the Proxy Statement. The nominees for election to our Board of Directors are Michael J. Dolan, Robert A. Eckert, Dr. Frances D. Fergusson, Tully M. Friedman, Dominic Ng, Vasant M. Prabhu, Dr. Andrea L. Rich, Dean A. Scarborough, Christopher A. Sinclair, G. Craig Sullivan and Kathy Brittain White.
2. Advisory (non-binding) vote on executive compensation ( say-on-pay vote ).
3. Advisory (non-binding) vote on the frequency of future say-on-pay votes.
4. Approval of amendments to Mattel s Bylaws regarding special stockholder meetings.
5. Ratification of the selection of PricewaterhouseCoopers LLP as Mattel s independent registered public accounting firm for the year ending December 31, 2011.
6. Such other business as may properly come before the Annual Meeting.

The Proxy Statement accompanying this notice describes each of the items of business in more detail. The Board of Directors recommends a vote: FOR each of the eleven nominees for director named in the Proxy Statement, FOR the say-on-pay vote, for every 1 YEAR on the frequency of future say-on-pay votes, FOR the amendments to Mattel s Bylaws regarding special stockholder meetings and FOR the ratification of the selection of PriceWaterhouseCoopers LLP as Mattel s independent registered public accounting firm.

We are pleased to take advantage of Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to most of our stockholders a Notice of Internet Availability of Proxy Materials (the Notice ) instead of a paper copy of our proxy materials, including this Notice of Annual Meeting, the Proxy Statement, our 2010 Annual Report, a form proxy card or voting instruction form and the Admission Policy. The Notice contains instructions on how to access those documents over the Internet and how to cast your vote on the Internet. The Notice also contains instructions on how to request a paper copy of our proxy materials. All stockholders who do not receive a Notice will receive a paper copy of the proxy materials by mail. This process allows us to provide our stockholders with the information they need in a timelier manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials.

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If you were a holder of record of Mattel common stock at the close of business on March 18, 2011, you are entitled to notice of and to vote at the Annual Meeting. A list of record holders of Mattel common stock entitled to vote at the Annual Meeting will be available for examination by any stockholder, for any purpose germane to the Annual Meeting, at Mattel's offices at 333 Continental Boulevard, El Segundo, CA 90245-5012 during normal business hours for ten days prior to the Annual Meeting and at the Annual Meeting.

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The Manhattan Beach Marriott is accessible to those who require special assistance. If you require special assistance, please call the hotel at 310-546-7511.

By Order of the Board of Directors

Robert Normile

*Secretary*

El Segundo, California

March , 2011

**All stockholders are cordially invited to attend the Annual Meeting in person. If you plan to attend the Annual Meeting in person, please so indicate when you submit your proxy by mail, by telephone or via the Internet and bring with you the items that are required pursuant to Mattel's Admission Policy for the 2011 Annual Meeting. A description of the Admission Policy can be found in the Proxy Statement under the heading General Information Admission Policy for Annual Meeting. You may obtain directions to the Manhattan Beach Marriott by calling the hotel at (310) 546-7511 or going to its Internet site at [www.marriott.com](http://www.marriott.com).**

**Whether or not you expect to attend the Annual Meeting, please submit a proxy to vote as soon as possible in order that your stock will be represented at the Annual Meeting. You may vote in person or by proxy at the Annual Meeting or you may submit a proxy to vote by mail, by telephone or via the Internet. If you wish to vote by telephone or via the Internet, please follow the instructions in the Notice of Internet Availability of Proxy Materials or on the proxy card or voting instruction form with regard to telephone or Internet voting. If you received a paper copy of the proxy materials and wish to vote by mail, please complete, date, sign and return the proxy card in the postage-prepaid envelope as soon as possible. If you only received the Notice of Internet Availability of Proxy Materials, you may request a paper proxy card by following the instructions in the notice.**

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**MATTEL, INC.**

333 Continental Boulevard

El Segundo, California 90245-5012

**PROXY STATEMENT**

**2011 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held On May 13, 2011**

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**GENERAL INFORMATION**

Mattel's 2011 Annual Meeting of Stockholders will be held on May 13, 2011 at 9:00 a.m. (Los Angeles time), at the Manhattan Beach Marriott, 1400 Parkview Avenue, Manhattan Beach, CA 90266.

The Board of Directors of Mattel ( Board ) is soliciting proxies to be voted at the Annual Meeting. As permitted by the Securities and Exchange Commission ( SEC ), Mattel is providing most stockholders with access to our proxy materials over the Internet rather than in paper form. Accordingly, on or about March 30, 2011, we will mail to most stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access the proxy materials over the Internet and mail printed copies of the proxy materials to the rest of our stockholders. If you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the notice instructs you on how to access and review all of the important information contained in the Proxy Statement and the 2010 Annual Report. The notice also instructs you on how you may submit your proxy to vote by mail, by telephone or via Internet. If you received a notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the notice.

To assist us in saving money and to serve you more efficiently, we encourage you to have all your accounts registered in the same name and address by contacting Mattel's transfer agent, Computershare Trust Company, N.A., at 1-888-909-9922.

**Important Notice Regarding the Availability of Proxy Materials for the 2011 Stockholder Meeting to Be Held on May 13, 2011:**

**This Proxy Statement and our 2010 Annual Report are available on our website at <http://investor.shareholder.com/mattel/financials.cfm>.** This website address contains the following documents: the Notice of the Annual Meeting, this Proxy Statement and our 2010 Annual Report. You are encouraged to access and review all of the important information contained in the proxy materials before voting.

**Who Is Entitled to Vote**

The Board has fixed March 18, 2011 as the record date for the Annual Meeting. If you were a stockholder at the close of business on the record date, then you are entitled to receive notice of and to vote at the Annual Meeting.

As of the close of business on the record date, there were [347,906,268] outstanding shares of Mattel common stock held by approximately [35,239] holders of record. At the Annual Meeting, each share of common stock will be entitled to one vote.

**How to Vote if You Are the Record Holder of Your Stock**

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If you are the record holder of your stock, you may submit your proxy to vote by mail, by telephone or via Internet.

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### ***Internet and telephone voting***

To vote via Internet, follow the instructions on the Notice of Internet Availability of Proxy Materials or go to the Web address stated on your proxy card.

To vote by telephone, call the toll-free number on your proxy card. If you received only the Notice of Internet Availability of Proxy Materials, you may follow the procedures outlined in such notice to request a proxy card.

### ***Voting by mail***

As an alternative to voting by telephone or via the Internet, you may vote by mail.

If you received only the Notice of Internet Availability of Proxy Materials, you may follow the procedures outlined in such notice to request a paper proxy card to submit your vote by mail.

If you received a paper copy of the proxy materials and wish to vote by mail, simply mark your proxy card, date and sign it and return it in the postage-prepaid envelope. If you do not have the prepaid envelope, please mail your completed proxy card to the following address: Mattel, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, New York 11717.

### **How to Vote if a Bank, Broker or Other Nominee Is the Record Holder of Your Stock**

If a bank, broker or other nominee was the record holder of your stock on the record date, you will be able to vote by following the instructions on the voting instruction form or Notice of Internet Availability of Proxy Materials that you receive from your bank, broker or other nominee.

### **Broker Voting and Broker Non-Votes**

The term broker non-votes refers to shares held by a brokerage firm or other nominee (for the benefit of its client) that are represented at the meeting, but with respect to which such broker or nominee is not instructed to vote on a particular proposal and does not have discretionary authority to vote on that proposal. Brokers and nominees do not have discretionary voting authority on certain non-routine matters, including the election of directors, the say-on-pay vote and the advisory vote on the frequency of future say-on-pay votes, and accordingly may not vote on such matters absent instructions from the beneficial holder. Consequently, there likely will be broker non-votes on these proposals. Broker non-votes will not be counted in determining the number of votes cast on these non-routine matters. Brokers have authority to vote on the amendment of Mattel's bylaws and the ratification of Mattel's auditors and thus there likely will not be broker non-votes on these proposals. Broker non-votes will be counted for the purpose of determining the presence of a quorum (because the proxy includes the proposals to approve amendments to Mattel's Bylaws and to ratify the selection of Mattel's auditor, as to which brokers have discretionary voting authority). If you

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hold your shares in street name or through a broker, it is important that you give your broker your voting instructions.

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### **Quorum; How Votes Are Counted**

In order for there to be a vote on any matter at the Annual Meeting, there must be a quorum. In order to have a quorum, the holders of a majority of the shares of stock entitled to vote at the Annual Meeting must be present in person or by proxy. In determining whether we have a quorum at the Annual Meeting, we will count shares that are voted as well as abstentions and broker non-votes. If we fail to obtain a quorum at the Annual Meeting, the chair of the Annual Meeting or the holders of a majority of the shares of stock entitled to vote, present in person or by proxy, may adjourn the meeting to another place, date or time.

### **Votes Required to Elect Directors and Adopt Other Proposals**

Under Mattel's Bylaws, in any uncontested election of directors (i.e., an election where the number of nominees does not exceed the number of directors to be elected), as is the case in this election, each director will be elected by the vote of a majority of the votes cast, meaning that the number of votes cast for a director's election must exceed 50% of the total votes cast with respect to that director's election. Similarly, for the say-on-pay vote, the amendment of Mattel's Bylaws and the ratification of the selection of PricewaterhouseCoopers LLP as Mattel's independent registered public accounting firm, each requires the affirmative vote of the holders of a majority of the votes cast on such proposal, meaning that the number of votes for such proposal must exceed 50% of the total votes cast with respect to that proposal. Abstentions and broker non-votes will not be counted as votes cast for or against a director or for or against a proposal and consequently will have no effect on a director's election or the outcome of any of Mattel's other proposals.

The proposal regarding the advisory vote on the frequency of future say-on-pay votes also requires the affirmative vote of the holders of a majority of the votes cast on such proposal. If none of the frequency alternatives (one year, two years or three years) receive a majority of the votes cast, we will consider the highest number of votes cast by stockholders to be the frequency that has been selected by our stockholders. Consistent with current Securities Exchange Act of 1934, as amended ( Exchange Act ) rules, our proxies will have discretionary authority to vote in accordance with the Board's recommendation for proxy cards that are returned with no selection made relating to this proposal. Because the advisory vote on the frequency of future say-on-pay votes is advisory and not binding on Mattel or the Board in any way (as is also the case for the say-on-pay vote and the ratification of the selection of PricewaterhouseCoopers LLP), the Board may decide that it is in Mattel's and its stockholders' best interests to hold an advisory vote on future say-on-pay votes more or less frequently than the option approved by our stockholders.

In accordance with Mattel's Bylaws, any director nominee who fails to receive a majority of the votes cast for his or her election in an uncontested election will not be elected. Under Delaware law, however, each director holds office until his or her successor is duly elected and qualified. For this reason, any nominee currently serving on the Board who fails to receive a majority of the votes cast for his or her election in an uncontested election will not automatically cease to be a director, but instead will continue to serve on the Board as a holdover director until his or her successor is elected and qualified or until his or her earlier resignation or removal. To address this situation, Mattel's Bylaws provide that if any incumbent nominee is not elected at an annual meeting and no successor has been elected at the meeting, that director must tender his or her resignation to the Board promptly following

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the certification of the election results. The Governance and Social Responsibility Committee will make a recommendation to the Board as to whether or not to accept the tendered resignation. Taking into account the committee's recommendation, the Board will decide whether to accept the resignation and will publicly announce its decision within 90 days from the date the election results are certified. Any director who tenders his or her resignation will not participate in the recommendation of the committee or the decision of the Board with respect to his or her resignation. The committee, in making its recommendation, and the Board, in making its decision, may consider any factors or information that they consider appropriate and relevant. If the Board declines to accept a director's resignation, that director will continue to serve on the Board until his or her successor is elected and qualified, or until the director's earlier resignation or removal. If the Board accepts a director's resignation, then the Board may fill any resulting vacancy or decrease the size of the Board by majority vote of the remaining directors.

## **How Your Proxy Will Be Voted**

If you submit your proxy without instructions as to how it is to be voted, the proxy holders identified on the proxy will vote your shares as follows:

for the election as directors of the 11 nominees named in this Proxy Statement;

for proposal 2, the advisory say-on-pay vote;

every 1 year with regard to proposal 3, the advisory vote on the frequency of future say-on-pay votes;

for proposal 4, amendments to Mattel's Bylaws regarding special stockholder meetings; and

for proposal 5, ratification of Mattel's independent registered public accounting firm.

If you indicate voting instructions when you submit your proxy, the proxy holders will follow your instructions in casting votes.

The Board does not know of any matters that will come before the Annual Meeting other than those described in the Notice of Annual Meeting. If any other matters are properly presented for consideration at the Annual Meeting, then the proxy holders will have discretion to vote on such matters as they see fit. This includes, among other things, considering any motion to adjourn the Annual Meeting to another time and/or place, including for the purpose of soliciting additional proxies for or against a given proposal.

## **How to Change Your Vote or Revoke Your Proxy**

If you are the record holder of your stock, you may revoke your proxy at any time before it is voted by:

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delivering to the Secretary of Mattel, at or before the taking of the vote at the Annual Meeting, a written notice of revocation bearing a later date than your proxy;

signing a later-dated proxy relating to the same shares and delivering it to the Secretary of Mattel at or before the taking of the vote at the Annual Meeting;



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if you voted by telephone or via the Internet, calling the telephone voting number again or visiting the Internet voting site and changing your vote, up to 8:59 p.m. (Los Angeles time) or 11:59 p.m. (Eastern time) on May 12, 2011 (the business day before the Annual Meeting) or for holders of Mattel common stock in the Mattel, Inc. Personal Investment Plan, up to 8:59 p.m. (Los Angeles time) or 11:59 p.m. (Eastern time) on May 10, 2011 (three business days before the Annual Meeting); or

attending the Annual Meeting and voting in person, although attendance at the Annual Meeting will not, by itself, revoke a proxy.

If you are mailing a written notice of revocation or a later proxy, send it to: Secretary, Mail Stop M1-1516, Mattel, Inc., 333 Continental Boulevard, El Segundo, CA 90245-5012. You may also hand deliver a written notice of revocation or a later proxy to the Secretary of Mattel at the Annual Meeting, at or before the taking of the vote.

If you hold your shares through a broker and have instructed the broker as to how to vote your shares, you must follow directions received from the broker in order to change your vote or to vote at the Annual Meeting. You need to present a valid proxy from your broker authorizing you to vote your shares at the Annual Meeting.

## **Admission Policy for Annual Meeting**

Mattel restricts admission to the Annual Meeting to stockholders of Mattel, family members accompanying stockholders of Mattel, persons holding executed proxies from stockholders who held Mattel stock as of the close of business on March 18, 2011 and invited guests of Mattel.

You must bring certain documents with you in order to be admitted to the Annual Meeting and in order to bring family members with you. The purpose of this requirement is to help us verify that you are actually a stockholder of Mattel. Please read the following rules carefully, because they specify the documents that you must bring with you to the Annual Meeting in order to be admitted. The items that you must bring with you differ depending upon whether or not you were a record holder of Mattel stock as of the close of business on March 18, 2011. A record holder of stock is someone whose shares of stock are registered in his or her name in the records of Mattel's transfer agent. Many stockholders are not record holders because their shares of stock are registered in the name of their broker, bank or other nominee, and the broker, bank or other nominee is the record holder instead; this is sometimes referred to as holding shares in street name. If you are unsure as to whether you were a record holder of Mattel common stock as of the close of business on March 18, 2011, please call Mattel's transfer agent, Computershare Trust Company, N.A., at 1-888-909-9922.

*If you were a record holder of Mattel common stock as of the close of business on March 18, 2011*, then you must bring:

valid personal photo identification (such as a driver's license or passport).

At the Annual Meeting, we will check your name for verification purposes against our list of record holders as of the close of business on March 18, 2011.

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***If a broker, bank or other nominee was the record holder of your shares of Mattel common stock as of the close of business on March 18, 2011, then you must bring:***

valid personal photo identification (such as a driver's license or passport); and

proof that you owned shares of Mattel common stock as of the close of business on March 18, 2011.

Examples of proof of ownership include the following: (i) an original or a copy of the voting instruction form from your bank or broker with your name on it, (ii) a letter from your bank or broker stating that you owned Mattel common stock as of the close of business on March 18, 2011, or (iii) a brokerage account statement indicating that you owned Mattel common stock as of the close of business on March 18, 2011.

***If you acquired your shares of Mattel common stock at any time after the close of business on March 18, 2011, you do not have the right to vote at the Annual Meeting, but you may attend it if you bring:***

valid personal photo identification (such as a driver's license or passport); and

proof that you own shares of Mattel common stock.

Examples of proof of ownership include the following:

if a broker, bank or other nominee is the record holder of your shares of Mattel common stock: (i) a letter from your bank or broker stating that you acquired Mattel common stock after March 18, 2011, or (ii) a brokerage account statement as of a date after March 18, 2011 indicating that you own Mattel common stock; or

if you are the record holder of your shares of Mattel common stock, a copy of your stock certificate or a confirmation acceptable to Mattel that you bought the stock after March 18, 2011.

***If you are a proxy holder for a stockholder of Mattel who owned shares of Mattel common stock as of the close of business on March 18, 2011, then you must bring:***

the executed proxy naming you as the proxy holder, signed by a stockholder of Mattel who owned shares of Mattel common stock as of the close of business on March 18, 2011;

valid personal photo identification (such as a driver's license or passport); and

***If you are a proxy holder for a stockholder of Mattel who owned shares of Mattel common stock after the close of business on March 18, 2011, you do not have the right to vote at the Annual Meeting, but you may attend it if you bring:***

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The executed proxy naming you as the proxy holder, signed by a stockholder of Mattel who owned shares of Mattel common stock after the close of business on March 18, 2011, and

Valid personal photo identification (such as a driver's license or passport).

You may not use cameras, recording equipment or other electronic devices during the Annual Meeting. Shares may be voted in person at the Annual Meeting only by (a) the record holder as of the close of business on March 18, 2011 or (b) a person holding a valid proxy executed by such record holder.

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**Householding**

The SEC rules permit us to deliver a single set of Mattel's proxy materials to one address shared by two or more of our stockholders. This delivery method is referred to as "householding" and can result in significant cost savings to Mattel. To take advantage of this opportunity, we have delivered only one set of proxy materials to multiple stockholders who share an address, unless we received contrary instructions from the impacted stockholders prior to the mailing date. Each record stockholder that receives paper copies of the proxy materials will receive a separate proxy card or voting instruction form. Also, householding will not in any way affect dividend check mailings.

We agree to deliver promptly, upon written or oral request, a separate copy of Mattel's proxy materials, as requested, to any stockholder at the shared address to which a single copy of those documents was delivered, at no cost to you. If you prefer to receive separate copies of the proxy materials, contact Broadridge Financial Solutions, Inc. at 1-800-542-1061 or in writing at Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717.

If you are currently a stockholder sharing an address with another stockholder and wish to receive only one copy of future proxy materials for your household, please contact Broadridge at the above phone number or address.

**Table of Contents****PRINCIPAL STOCKHOLDERS**

As of March 18, 2011, the only persons known by Mattel to own beneficially, or to be deemed to own beneficially, 5% or more of Mattel's common stock were:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent Owned
BlackRock, Inc. 40 East 52 <sup>nd</sup> Street New York, New York 10022	24,751,235 <sup>(1)</sup>	6.90% <sup>(1)</sup>
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, Maryland 21202	22,982,027 <sup>(2)</sup>	6.40% <sup>(2)</sup>
Wellington Management Company, LLP 280 Congress Street Boston, Massachusetts 02210	18,047,014 <sup>(3)</sup>	5.03% <sup>(3)</sup>

- (1) As reported in a Schedule 13G/A dated as of January 21, 2011 and filed with the SEC on February 7, 2011 by BlackRock, Inc. The Schedule 13G/A states that BlackRock, Inc. has sole voting power and dispositive power as to all of such shares.
- (2) These securities are owned by various individual and institutional investors which T. Rowe Price Associates, Inc. (Price Associates) serves as an investment adviser with power to direct investments and/or sole power to vote the securities. For the purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.
- (3) As reported in a Schedule 13G/A filed with the SEC on February 14, 2011 by Wellington Management Company, LLP. The Schedule 13G/A states that Wellington Management Company, LLP, as investment advisor, has shared voting power as to 11,196,373 shares and shared dispositive power as to all 18,047,014 shares.

**Table of Contents****SECURITY OWNERSHIP OF MANAGEMENT**

The following table sets forth information regarding the beneficial ownership of Mattel common stock as of March 18, 2011, the record date, by (i) each director and nominee for director, (ii) the Chief Executive Officer, the Chief Financial Officer and each of the three other most highly compensated executive officers of Mattel for the fiscal year ending December 31, 2010 and (iii) all directors and executive officers of Mattel as a group.

<b>Name of Beneficial Owner</b>	<b>Position with Mattel</b>	<b>Amount and Nature of Beneficial Ownership<sup>(1)(2)</sup></b>
Thomas A. Debrowski	Executive Vice President, Worldwide Operations	658,121
Michael J. Dolan	Director	80,118
Robert A. Eckert	Chairman of the Board and Chief Executive Officer	2,895,842 <sup>(3)</sup>
Kevin M. Farr	Chief Financial Officer	784,662
Dr. Frances D. Fergusson	Director	23,000
Neil B. Friedman	President, Mattel Brands	1,480,842
Tully M. Friedman	Director	177,161 <sup>(4)</sup>
Dominic Ng	Director	32,000
Vasant M. Prabhu	Director	22,605
Dr. Andrea L. Rich	Director	74,106
Ronald L. Sargent	Director	84,676
Dean A. Scarborough	Director	16,500
Christopher A. Sinclair	Director	69,982
Bryan G. Stockton	Chief Operating Officer (formerly President, International)	685,705
G. Craig Sullivan	Director	89,718 <sup>(5)</sup>
Kathy Brittain White	Director	59,018
All Directors and Executive Officers, as a group (22 persons)		9,458,634 <sup>(6)</sup>

- (1) No director or executive officer named above owns or controls, or may be deemed to beneficially own or control, 1.0% or more of any class of Mattel capital stock. Except as otherwise noted, the directors and executive officers named above have sole voting power and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable. There were [347,906,268] shares of Mattel common stock outstanding as of March 18.

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- (2) Includes (i) shares which the individuals shown have the right to acquire upon vesting of restricted stock units ( RSUs ), or upon exercise of vested options, as of March 18, 2011 or within 60 days thereafter, and (ii) shares held through the Mattel stock fund of the Mattel, Inc. Personal Investment Plan, a 401(k) tax-qualified savings plan, as set forth in the table below.

<b>Name of Beneficial Owner</b>	<b>Stock Options</b>	<b>Restricted Stock Units</b>	<b>401(k) Shares</b>
Mr. Debrowski	569,221	0	5,905
Mr. Dolan	48,000	1,000	0
Mr. Eckert	2,508,217	0	0
Mr. Farr	674,804	0	13,135
Dr. Fergusson	16,500	1,000	0
Mr. Neil Friedman		0	3,926
Mr. Tully Friedman	67,000	1,000	