

MATTEL INC /DE/
Form 3
November 09, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â SADIGH MANDANA

(Last) (First) (Middle)

333 CONTINENTAL
BOULEVARD

(Street)

EL SEGUNDO,Â CAÂ 90245

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/01/2010

3. Issuer Name **and** Ticker or Trading Symbol
MATTEL INC /DE/ [MAT]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
SVP Treasurer

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common stock

12,276

D

Â

Common stock

2,213

I

In 401(k) ⁽¹⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock option - right to buy - Granted on 5/22/02	05/22/2005	05/22/2012	Common stock	30,000	\$ 20.04	D	Â
Stock option - right to buy - Granted on 7/31/03	12/28/2005	07/31/2013	Common stock	30,000	\$ 19.43	D	Â
Stock option - right to buy - Granted on 4/30/04	12/28/2005	04/30/2014	Common stock	25,000	\$ 16.96	D	Â
Stock option - right to buy - Granted on 8/1/05	12/28/2005	08/01/2015	Common stock	30,000	\$ 18.71	D	Â
Stock option - right to buy - Granted on 8/1/06	08/01/2009	08/01/2016	Common stock	7,500	\$ 17.94	D	Â
Stock option - right to buy - Granted on 8/1/07	08/01/2010	08/01/2017	Common stock	5,625	\$ 23.58	D	Â
Stock option - right to buy - Granted on 8/1/08	Â ⁽²⁾	08/01/2018	Common stock	9,763	\$ 20.48	D	Â
Restricted stock units - Granted on 8/1/08	Â ⁽³⁾	Â ⁽³⁾	Common stock	3,614	\$ ⁽⁴⁾	D	Â
Stock option - right to buy - Granted on 7/31/09	Â ⁽²⁾	07/31/2019	Common stock	9,214	\$ 17.58	D	Â
Restricted stock units - Granted on 7/31/09	Â ⁽³⁾	Â ⁽³⁾	Common stock	7,736	\$ ⁽⁴⁾	D	Â
Stock option - right to buy - Granted on 8/2/10	Â ⁽⁵⁾	08/02/2020	Common stock	7,338	\$ 21.5	D	Â
Restricted stock units - Granted on 8/2/10	Â ⁽³⁾	Â ⁽³⁾	Common stock	6,512	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SADIGH MANDANA 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	Â	Â	Â SVP Treasurer	Â

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Mandana
Sadigh

11/09/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 of November 5, 2010, the reporting person had a balance of \$52,987 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.

(2) The option was granted pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(3) The RSUs vest as to 50% of the Units granted on the second anniversary of the date of grant and as to the remaining 50% of the Units granted 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.

(4) The RSUs were granted pursuant to the 2005 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.

(5) The option was granted 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 granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(6) The RSUs were granted 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.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ 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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