

TOPHAM HERBERT SCOTT  
 Form 4  
 February 17, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TOPHAM HERBERT SCOTT**

(Last) (First) (Middle)

**MATTEL, INC., 333  
 CONTINENTAL BOULEVARD**

(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)  
**02/16/2012**

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)  
**SVP and Corporate Controller**

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	(D)	Price
Common Stock	02/16/2012		M		20,000	A	\$ 17.94
							20,000
Common Stock	02/16/2012		S		20,000	D	\$ 32.5357
							0
Common Stock	02/16/2012		M		17,625	A	\$ 23.58
							17,625
Common Stock	02/16/2012		S		17,625	D	\$ 32.5357
							0
	02/16/2012		M		39,578	A	\$ 20.48
							39,578

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Common Stock								
Common Stock	02/16/2012	S	39,578	D	\$ <u>32.5357</u> <sup>(1)</sup>	0		D
Common Stock	02/16/2012	M	24,146	A	\$ 17.58	24,146		D
Common Stock	02/16/2012	S	24,146	D	\$ <u>32.5357</u> <sup>(1)</sup>	0		D
Common Stock	02/16/2012	M	9,339	A	\$ 21.5	9,339		D
Common Stock	02/16/2012	S	9,339	D	\$ <u>32.5357</u> <sup>(1)</sup>	0		D
Common Stock						1,079 <sup>(2)</sup>	I	In 401(k)

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

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(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 or Number of Shares
Employee Stock Option - Right to Buy	\$ 17.94	02/16/2012		M	20,000	08/01/2009 08/01/2016	Common Stock	20,000	
Employee Stock Option - Right to	\$ 23.58	02/16/2012		M	17,625	08/01/2010 08/01/2017	Common Stock	17,625	

Buy										
Employee Stock Option - Right to Buy	\$ 20.48	02/16/2012	M	39,578	08/01/2011	08/01/2018	Common Stock	39,578		
Employee Stock Option - Right to Buy	\$ 17.58	02/16/2012	M	24,146	07/31/2011	07/31/2019	Common Stock	24,146		
Employee Stock Option - Right to Buy	\$ 21.5	02/16/2012	M	9,339	08/02/2011	08/02/2020	Common Stock	9,339		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOPHAM HERBERT SCOTT MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			SVP and Corporate Controller	

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for H. Scott Topham	02/17/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) This transaction was executed in multiple trades at prices ranging from \$32.50 to \$32.6025. The price reported reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transactions were effected.
  - (2) As of February 16, 2012, the reporting person had a balance of \$35,175.66 in the Mattel Stock Fund of Mattel's 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.