

MATTEL INC /DE/

Form 4

August 04, 2015

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 *
SADIGH MANDANA

(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)
07/31/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

SVP and Corporate 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 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)
Common Stock	08/01/2015		M	1,618 A	32,029	I	In trust ⁽²⁾
Common Stock	08/01/2015		F	609 ⁽³⁾ D	\$ 31,420 23.21	I	In trust ⁽²⁾
Common Stock	08/01/2015		M	1,376 A	32,796	I	In trust ⁽²⁾
Common Stock	08/01/2015		F	518 ⁽⁵⁾ D	\$ 32,278 23.21	I	In trust ⁽²⁾
Common Stock					2,709 ⁽⁶⁾	I	In 401(k)

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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
Restricted Stock Units	(1)	08/01/2015		M	1,618	(1) (1)	Common Stock 1,618
Restricted Stock Units	(4)	08/01/2015		M	1,376	(4) (4)	Common Stock 1,376
Employee Stock Option - Right to Buy	\$ 23.21	07/31/2015		A	34,974	(7) 07/31/2025	Common Stock 34,974
Restricted Stock Units	(8)	07/31/2015		A	2,908	(9) (9)	Common Stock 2,908

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SADIGH MANDANA MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	SVP and Corporate Treasurer

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Mandana Sadigh

08/04/2015

____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, 2012 and filed on August 3, 2012, the reporting person received a grant of 3,236 Restricted Stock Units ("RSUs" or "Units") on August 1, 2012. 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, Inc. 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 date of vesting), subject to tax withholding. On August 1, 2015, the remaining 50% of these RSUs vested, resulting in the issuance of 1,618 shares of Mattel, Inc. common stock.
- (2) The Ahmadi Family Trust, dated January 29, 1999.
- (3) Pursuant to the terms of the August 1, 2012 RSU grant, 609 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.
- (4) As reported on a Form 4 dated August 1, 2013 and filed on August 5, 2013, the reporting person received a grant of 2,752 RSUs on August 1, 2013. 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, Inc. 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 date of vesting), subject to tax withholding. On August 1, 2015, the first 50% of these RSUs vested, resulting in the issuance of 1,376 shares of Mattel, Inc. common stock.
- (5) Pursuant to the terms of the August 1, 2013 RSU grant, 518 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.
- (6) As of July 31, 2015, the reporting person had a balance of \$62,886.45 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.
- (7) The option was granted on July 31, 2015 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "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.
- (8) The RSUs were granted on July 31, 2015 pursuant to the Plan. Each Unit represents a contingent right to receive one share of Mattel, Inc. common stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.
- (9) The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) the remaining 34% 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, Inc. 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 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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