

MATTEL INC /DE/
Form 4
February 05, 2007

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

OMB
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(Print or Type Responses)

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

(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)
02/01/2007

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 below) ____ Other (specify below)

SVP & Corp. Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common stock | 02/01/2007 | | M | | 7,500 | A | \$ 18.92 | 12,000 | D | |
| Common stock | 02/01/2007 | | M | | 5,000 | A | \$ 17.9 | 17,000 | D | |
| Common stock | 02/01/2007 | | M | | 30,000 | A | \$ 18.71 | 47,000 | D | |
| Common stock | 02/01/2007 | | S | | 42,500 | D | \$ 24.9535 | 4,500 | D | |
| Common stock | 02/02/2007 | | M | | 20,000 | A | \$ 19.43 | 24,500 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--------------------|---|--------|
| Common stock | 02/02/2007 | M | 20,000 | A | \$ 20.04 | 44,500 | D | |
| Common stock | 02/02/2007 | S | 40,000 | D | \$ 24.8588 | 4,500 | D | |
| Common stock | | | | | | 848 ⁽¹⁾ | I | 401(k) |

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 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 | \$ 18.92 | 02/01/2007 | | M | 7,500 | 06/29/2004 06/29/2011 | Common stock 7,500 |
| Employee Stock Option - right to buy | \$ 17.9 | 02/01/2007 | | M | 5,000 | 12/28/2005 03/11/2014 | Common stock 5,000 |
| Employee Stock Option - right to buy | \$ 18.71 | 02/01/2007 | | M | 30,000 | 12/28/2005 08/01/2015 | Common stock 30,000 |
| Employee Stock Option - right to buy | \$ 19.43 | 02/02/2007 | | M | 20,000 | 12/28/2005 07/31/2013 | Common stock 20,000 |

Employee

Stock

Option - \$ 20.04 02/02/2007

M

20,000 05/22/2005 05/22/2012

Common
stock

20,000

right to

buy

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TOPHAM HERBERT SCOTT MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245 | | | SVP & Corp. Controller | |

Signatures

/s/ H. Scott

Topham

02/02/2007

__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).

As of February 1, 2007, Mr. Topham had a balance of \$21,841 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The assets in the Mattel Stock Fund include cash amounts as well as shares of Mattel common stock. 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.

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