

MATTEL INC /DE/
Form 4
February 29, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
FARR KEVIN M

(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)
02/27/2008

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)
Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	02/27/2008		M		3,300	A	\$ 10.375
Common stock	02/27/2008		S		1,800	D	\$ 21
Common stock	02/27/2008		S		1,300	D	\$ 21.01
Common stock	02/27/2008		S		200	D	\$ 21.02
Common stock	02/28/2008		M		46,700	A	\$ 10.375
							8,300
							6,500
							5,200
							5,000
							51,700

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Common stock	02/28/2008	S	700	D	\$ 20.17	51,000	D
Common stock	02/28/2008	S	500	D	\$ 20.18	50,500	D
Common stock	02/28/2008	S	1,300	D	\$ 20.19	49,200	D
Common stock	02/28/2008	S	3,300	D	\$ 20.2	45,900	D
Common stock	02/28/2008	S	900	D	\$ 20.21	45,000	D
Common stock	02/28/2008	S	900	D	\$ 20.22	44,100	D
Common stock	02/28/2008	S	1,100	D	\$ 20.23	43,000	D
Common stock	02/28/2008	S	400	D	\$ 20.24	42,600	D
Common stock	02/28/2008	S	4,600	D	\$ 20.25	38,000	D
Common stock	02/28/2008	S	5,600	D	\$ 20.26	32,400	D
Common stock	02/28/2008	S	5,700	D	\$ 20.27	26,700	D
Common stock	02/28/2008	S	3,700	D	\$ 20.28	23,000	D
Common stock	02/28/2008	S	2,600	D	\$ 20.29	20,400	D
Common stock	02/28/2008	S	7,700	D	\$ 20.3	12,700	D
Common stock	02/28/2008	S	1,800	D	\$ 20.31	10,900	D
Common stock	02/28/2008	S	2,000	D	\$ 20.32	8,900	D
Common stock	02/28/2008	S	1,500	D	\$ 20.33	7,400	D
Common stock	02/28/2008	S	1,300	D	\$ 20.34	6,100	D
Common stock	02/28/2008	S	300	D	\$ 20.35	5,800	D
Common stock	02/28/2008	S	400	D	\$ 20.36	5,400	D
	02/28/2008	S	400	D	\$ 20.37	5,000	D

Common
stock

Common
stock 10,755 ⁽¹⁾ I 401(k)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option - right to buy	\$ 10.375	02/27/2008		M	3,300	02/01/2003 02/01/2010	Common stock	3,300	
Employee Stock Option - right to buy	\$ 10.375	02/28/2008		M	46,700	02/01/2003 02/01/2010	Common stock	46,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARR KEVIN M MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245			Chief Financial Officer	

Signatures

/s/ Kevin M.
Farr

02/28/2008

__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 27, 2008, Mr. Farr had a balance of \$234,605 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment (1) Plan (the "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.

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