

MATTEL INC /DE/
Form 4
May 19, 2008

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 *
SULLIVAN G CRAIG

(Last) (First) (Middle)

**MATTEL, INC.- MAIL STOP
M1-1516, 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)
05/19/2008

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)

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)
Common stock	05/19/2008		M	1,059 A	3,118	D	
Common stock					10,000	I	In trust ⁽²⁾
Common stock					10,000	I	In trust ⁽³⁾
Common stock					4,600	I	In trust ⁽⁴⁾

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)	8. Price or Value 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)	05/19/2008		M		1,059		(1)	(1)	Common stock	1,059	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN G CRAIG MATTEL, INC.- MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245	X			

Signatures

/s/ G. Craig
Sullivan 05/19/2008

__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).

(1) As reported on a Form 4 dated and filed May 19, 2005, the reporting person received a grant of 2,000 Restricted Stock Units ("RSUs" or "Units") with dividend equivalent rights on May 19, 2005. As reported on a Form 4 dated May 19, 2007, and filed on May 22, 2007, 50% of these RSUs vested on May 19, 2007, along with 50% of the additional 118 Units that the reporting person had received pursuant to dividend equivalent rights. On May 19, 2008, the remaining 50% of these RSUs vested, along with the remaining 50% of the 118 Units that the reporting person had received pursuant to dividend equivalent rights, resulting in the issuance of 1,059 shares of Mattel common stock.

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- (2) G. Craig Sullivan Living Trust dated September 3, 1991.
- (3) Craig and Maureen Sullivan Living Trust, amended and restated May 26, 2007.
- (4) Maureen O'Brien Sullivan Living Trust dated May 14, 1993.

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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