

MATTEL INC /DE/
Form 4
July 18, 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 *

White Loyd Kathy

(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)
07/18/2012

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)

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 (A) or (D) Price		
Common Stock	07/18/2012		M		6,000 A \$ 18.81	13,059	D
Common Stock	07/18/2012		S		6,000 D \$ 34.2633 (1)	7,059	D
Common Stock	07/18/2012		M		6,000 A \$ 16.05	13,059	D
Common Stock	07/18/2012		S		6,000 D \$ 34.2633 (1)	7,059	D
	07/18/2012		M		4,500 A \$ 28.83	11,559	D

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Common Stock							
Common Stock	07/18/2012	S	4,500	D	\$ 34.2633 <u>(1)</u>	7,059	D
Common Stock	07/18/2012	M	4,500	A	\$ 20.41	11,559	D
Common Stock	07/18/2012	S	4,500	D	\$ 34.2633 <u>(1)</u>	7,059	D

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. Amount or Number of Shares
Stock Option - Right to Buy	\$ 18.81	07/18/2012		M	6,000	05/19/2008 05/19/2015	Common Stock	6,000
Stock Option - Right to Buy	\$ 16.05	07/18/2012		M	6,000	05/11/2009 05/11/2016	Common Stock	6,000
Stock Option - Right to Buy	\$ 28.83	07/18/2012		M	4,500	05/11/2010 05/18/2017	Common Stock	4,500
Stock Option - Right to Buy	\$ 20.41	07/18/2012		M	4,500	05/12/2011 05/29/2018	Common Stock	4,500

Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White Loyd Kathy MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	X			

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Kathy White
Loyd

07/18/2012

__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).

This transaction was executed in multiple trades at prices ranging from \$34.17 to \$34.30. The price reported reflects the weighted average (1) purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

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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