

FARR KEVIN M
Form 4
February 15, 2013

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 *
FARR KEVIN M

(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)
02/14/2013

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)

Chief Financial Officer

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	02/14/2013		M	70,000	A \$ 19.43 189,020	D	
Common Stock	02/14/2013		S	70,000	D \$ 41.0491 119,020 (1)	D	
Common Stock	02/14/2013		M	125,000	A \$ 16.96 244,020	D	
Common Stock	02/14/2013		S	125,000	D \$ 41.0491 119,020 (1)	D	
	02/14/2013		M	62,500	A \$ 18.71 181,520	D	

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Common
Stock

Common Stock	02/14/2013	S	62,500	D	\$ 41.0491 (1)	119,020	D	
Common Stock						13,831 (2)	I	In 401(k)

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 Number Shares
Employee Stock Option - Right to Buy	\$ 19.43	02/14/2013		M		70,000		12/28/2005	07/31/2013	Common Stock	70,000
Employee Stock Option - Right to Buy	\$ 16.96	02/14/2013		M		125,000		12/28/2005	04/30/2014	Common Stock	125,000
Employee Stock Option - Right to Buy	\$ 18.71	02/14/2013		M		62,500		12/28/2005	08/01/2015	Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FARR KEVIN M
MATTEL, INC.
333 CONTINENTAL BOULEVARD
EL SEGUNDO, CA 90245

Chief Financial Officer

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Kevin
M. Farr

02/15/2013

__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 \$40.80 to \$41.17. The price reported reflects the weighted average

(1) purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transactions were effected.

(2) As of February 14, 2013 the reporting person had a balance of \$569,130.12 in the Mattel Stock Fund of Mattel's 401(k) Personal Investment Plan ("PIP"). 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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