MATTEL INC /DE/ Form 4 January 16, 2015

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * SADIGH MANDANA

(First)

2. Issuer Name and Ticker or Trading Symbol

MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction

(Month/Day/Year) MATTEL, INC., 333 12/12/2014 CONTINENTAL BLVD.

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Issuer

Director

Applicable Line)

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP and Corporate Treasurer

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

EL SEGUNDO, CA 90245 (City) (State)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

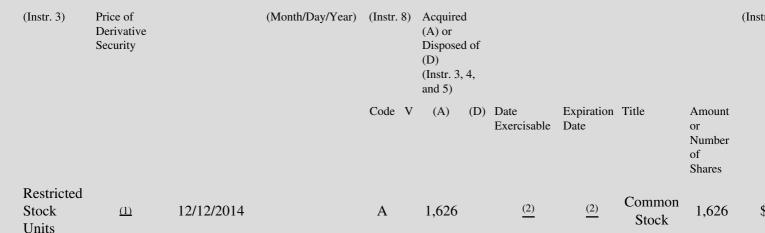
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Code Securities Security or Exercise any (Month/Day/Year) (Instr. 3 and 4) Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SADIGH MANDANA MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245

SVP and Corporate Treasurer

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Mandana Sadigh

01/16/2015

**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).
- The RSUs were granted on December 12, 2014 pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan. Each Unit (1) represents a contingent right to receive one share of Mattel, Inc. common stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.
- The RSUs vest as to 50% of the Units on the first anniversary of the date of grant and as to the remaining 50% of the Units on the second anniversary of the date of grant. On each vesting date, for each unit vesting on such date, the reporting person will receive one share of Mattel, Inc. common stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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