

MATTEL INC /DE/
Form 3
September 17, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Zalzman Jean Gabriel | | (Month/Day/Year) | MATTEL INC /DE/ [MAT] | |
| (Last) | (First) | (Middle) | 09/09/2015 | |
| 333 CONTINENTAL BOULEVARD | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| EL SEGUNDO, CA 90245 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Commercial-International | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| 1. Title of Security (Instr. 4) | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 46,562 | D | CA |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|---------------|----------------------------|---|
| Employee Stock Option - Right to Buy - Granted 08/01/2007 | Â <u>(1)</u> | 08/01/2017 | Common Stock | 4,500 | \$ 23.58 | D | Â |
| Employee Stock Option - Right to Buy - Granted 08/02/2010 | Â <u>(1)</u> | 08/02/2020 | Common Stock | 6,059 | \$ 21.5 | D | Â |
| Employee Stock Option - Right to Buy - Granted 08/01/2011 | Â <u>(1)</u> | 08/01/2021 | Common Stock | 19,198 | \$ 26.375 | D | Â |
| Employee Stock Option - Right to Buy - Granted 08/01/2012 | Â <u>(1)</u> | 08/01/2022 | Common Stock | 15,203 | \$ 34.76 | D | Â |
| Employee Stock Option - Right to Buy - Granted 08/01/2013 | Â <u>(1)</u> | 08/01/2023 | Common Stock | 14,505 | \$ 42.7 | D | Â |
| Employee Stock Option - Right to Buy - Granted 08/01/2014 | Â <u>(1)</u> | 08/01/2024 | Common Stock | 59,524 | \$ 35.25 | D | Â |
| Employee Stock Option - Right to Buy - Granted 07/31/2015 | Â <u>(2)</u> | 07/31/2025 | Common Stock | 181,347 | \$ 23.21 | D | Â |
| Restricted Stock Units - Granted 08/01/2013 | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 1,493 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units - Granted 08/01/2014 | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 7,565 | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units - Granted 06/30/2015 | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 3,893 | \$ <u>(6)</u> | D | Â |
| Restricted Stock Units - Granted 07/31/2015 | Â <u>(5)</u> | Â <u>(5)</u> | Common Stock | 15,080 | \$ <u>(6)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| Zalzman Jean Gabriel 333 CONTINENTAL BOULEVARD EL SEGUNDO,Â CAÂ 90245 | Â | Â | Â | EVP, Commercial-International Â |

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Jean Gabriel
Zalzman

09/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The option was granted pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(2) The option was granted pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(3) The Restricted Stock Units ("RSUs" or the "Units") vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units granted on the third 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.

(4) The RSUs were granted pursuant to the 2010 Plan. Each Unit 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 on the settlement date). The RSUs are accompanied by dividend equivalent rights.

(5) The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) the remaining 34% of the Units on the third 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.

(6) The RSUs were granted pursuant to the Plan. Each Unit 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.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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