

Dickson Richard  
Form 4  
August 03, 2017

**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 \*  
Dickson Richard

(Last) (First) (Middle)

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)  
08/01/2017

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 below) \_\_\_\_ Other (specify below)

Pres & Chief Operating 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	08/01/2017		M	5,674 A	59,654	D	
Common Stock	08/01/2017		F	2,961 (2) D	\$ 19.72 56,693	D	
Common Stock	08/01/2017		M	10,085 A	66,778	D	
Common Stock	08/01/2017		F	5,263 (4) D	\$ 19.72 61,515	D	
Common Stock					1,297 (5)	I	In 401(k)

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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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am Nu Sha
Restricted Stock Units	(1)	08/01/2017		M		(1) (1)	Common Stock	5
Restricted Stock Units	(3)	08/01/2017		M		(3) (3)	Common Stock	10
Employee Stock Option - Right to Buy	\$ 19.72	08/01/2017		A	544,959	(6) 08/01/2027	Common Stock	54

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dickson Richard 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	Pres & Chief Operating Officer

## Signatures

/s/ Julie Kwok, Attorney-in-Fact for Richard Dickson  
08/03/2017

\_\_\_\_\_  
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 August 1, 2014 and filed on August 4, 2014, the Reporting Person received a grant of 11,348 Restricted Stock Units ("RSUs" or "Units") on August 1, 2014. The RSUs vest as to 50% of the Units on the second anniversary of the date of grant

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and as to the remaining 50% 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. On August 1, 2017, the remaining 50% of these RSUs vested, resulting in the issuance of 5,674 shares of Mattel, Inc. Common Stock.

- (2) Pursuant to the terms of the August 1, 2014 RSU grant, 2,961 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

As reported on a Form 4 dated August 1, 2016 and filed on August 3, 2016, the Reporting Person received a grant of 30,562 RSUs on August 1, 2016. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third anniversary

- (3) 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. On August 1, 2017, the first 33% of these RSUs vested, resulting in the issuance of 10,085 shares of Mattel, Inc. Common Stock.

- (4) Pursuant to the terms of the August 1, 2016 RSU grant, 5,263 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

- (5) As of August 1, 2017, the Reporting Person had a balance of \$25,586.29 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

The option was granted on August 1, 2017 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term

- (6) Compensation 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.

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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