

NORMILE ROBERT

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NORMILE ROBERT

(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)

EVP Chief Legal Officer & Sec

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/01/2017		M		5,674	A 11	116,020 D
Common Stock	08/01/2017		F		2,133 (2)	D \$ 19.72	113,887 D
Common Stock	08/01/2017		M		3,530	A 13	117,417 D
Common Stock	08/01/2017		F		1,327 (4)	D \$ 19.72	116,090 D
Common Stock							15,197 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	08/01/2017		M			5,674	(1)	(1)	Common Stock	5,674
Restricted Stock Units	(3)	08/01/2017		M			3,530	(3)	(3)	Common Stock	3,530
Employee Stock Option - Right to Buy	\$ 19.72	08/01/2017		A			190,736	(6)	08/01/2027	Common Stock	190,736

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NORMILE ROBERT 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	EVP Chief Legal Officer & Sec

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Robert
Normile

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).

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- (1) As reported on a Form 4 dated July 31, 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 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, 2,133 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- (3) As reported on a Form 4 dated August 1, 2016 and filed on August 3, 2016, the Reporting Person received a grant of 10,697 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 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 3,530 shares of Mattel, Inc. Common Stock.
- (4) Pursuant to the terms of the August 1, 2016 RSU grant, 1,327 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 \$299,688.34 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.
- (6) The option was granted on August 1, 2017 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term 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. 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.