**NG DOMINIC** Form 4 July 01, 2008

# 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

obligations

may continue.

See Instruction

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

1(b).

(Last)

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \* NG DOMINIC

(First) (Middle)

MATTEL, INC., 333 CONTINENTAL BLVD. - M1-1516

(Street)

EL SEGUNDO, CA 90245

2. Issuer Name and Ticker or Trading

Symbol

MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Issuer

below)

X\_ Director

Officer (give title

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. Code

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) or

Code V Amount (D) Price

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned

(I) Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Indirect

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

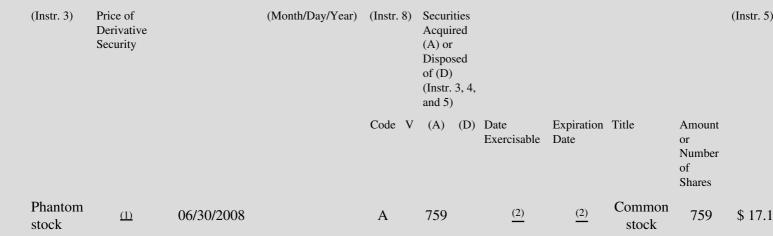
5. Number 6. Date Exercisable and Transactionof **Expiration Date** Code Derivative (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

1

Derivati

#### Edgar Filing: NG DOMINIC - Form 4



### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

NG DOMINIC
MATTEL, INC.
333 CONTINENTAL BLVD. - M1-1516
EL SEGUNDO, CA 90245

## **Signatures**

/s/ Dominic Ng 06/30/2008

\*\*Signature of Date
Reporting Person

### **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) Distributions from Mr. Ng's phantom stock account will be in the form of shares of Mattel, Inc. common stock equal in value to the value of the phantom stock account.
- (2) The phantom stock units will be settled in Mattel, Inc. common stock after Mr. Ng ceases to be a member of the Board of Directors of Mattel, Inc.

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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