

MATTEL INC /DE/
Form 4
August 05, 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
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 *
STOCKTON BRYAN

(Last) (First) (Middle)

**MATTEL, INC., 333
CONTINENTAL BLVD.**

(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)
08/01/2008

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)

President, International

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)
Common stock	08/01/2008		M	8,500 A	8,500	D	
Common stock	08/01/2008		F	3,889 (2) D	\$ 20.48 4,611	D	
Common stock					3,212	I	In trust (3)
Common stock					3,834 (4)	I	In 401(k)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Units	<u>(1)</u>	08/01/2008		M	8,500	<u>(1)</u> <u>(1)</u>	Common stock 8,500
Stock option - right to buy	\$ 20.48	08/01/2008		A	105,541	<u>(5)</u> 08/01/2018	Common stock 105,541
Restricted Stock Units	<u>(6)</u>	08/01/2008		A	19,531	<u>(7)</u> <u>(7)</u>	Common stock 19,531

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STOCKTON BRYAN MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	President, International

Signatures

/s/ Bryan G.
Stockton 08/01/2008

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, 2006 and filed on August 2, 2006, the reporting person received a grant of 17,000 Restricted Stock Units ("RSUs" or "Units") on August 1, 2006. On August 1, 2008, 50% of these RSUs vested.

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(2) Pursuant to the terms of the August 1, 2006 RSU grant, 3,889 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

(3) Mr. Stockton as trustee of the Bryan G. Stockton Living Trust.

As of July 31, 2008, Mr. Stockton had a balance of \$81,774 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The assets in the Mattel Stock Fund include cash amounts as well as shares of Mattel common stock. The number of shares has been calculated by the plan administrator for the PIP.

(5) The option was granted on August 1, 2008 pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

(6) The RSUs were granted on August 1, 2008 pursuant to the 2005 Plan. Each Unit represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.

(7) 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 common stock (or, at the election of Mattel, 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.

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