

SARGENT RONALD
Form 4
May 13, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SARGENT RONALD

(Last) (First) (Middle)

MATTEL, INC. - MAIL STOP
M1-1516, 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)
05/11/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	05/11/2010		M	1,000 A <u>(1)</u>	30,356	D	
Common stock	05/11/2010		M	1,000 A <u>(2)</u>	31,356	D	
Common stock ⁽³⁾	05/12/2010		A	4,319 A \$ 23.15	35,675	D	

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

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- (2) As reported on a Form 4 dated May 29, 2008 and filed on June 2, 2008, the reporting person received a grant of 2,000 RSUs on May 29, 2008. On May 11, 2010, 50% of these RSUs vested, resulting in the issuance of 1,000 shares of Mattel common stock.

This grant of shares of Common Stock was made pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan") in lieu of an amount of cash compensation that the reporting person otherwise would have received for service on the Mattel, Inc.

- (3) Board of Directors, payable on May 12, 2010. The reporting person elected in advance to receive such amount in shares of Common Stock in lieu of cash.

The RSUs were granted on May 12, 2010, pursuant to the 2010 Plan. Each RSU represents a contingent right to receive one share of

- (4) 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.

The RSUs will vest in four equal installments, as follows: (i) 25% on August 12, 2010, (ii) 25% on November 12, 2010, (iii) 25% on February 12, 2011 and (iv) 25% on the earlier of May 12, 2011 or the day before the first annual meeting of Mattel's stockholders that

- (5) occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of 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 settlement date).

Remarks:

Exhibit List

Exhibit 24 - Power of 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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