

MATTEL INC /DE/
Form 3
February 11, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

ALLMARK DAVID

(Last) (First) (Middle)

MATTEL, INC., 333
CONTINENTAL BLVD.

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/04/2011

3. Issuer Name and Ticker or Trading Symbol
MATTEL INC /DE/ [MAT]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
EVP Fisher-Price Brands

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common stock

31,159 ⁽¹⁾

D

^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock option - right to buy - Granted on 8/1/05	12/28/2005	08/01/2015	Common stock	20,000	\$ 18.71	D	Â
Stock option - right to buy - Granted on 8/1/06	08/01/2009	08/01/2016	Common stock	15,000	\$ 17.94	D	Â
Stock option - right to buy - Granted on 8/1/07	08/01/2010	08/01/2017	Common stock	13,125	\$ 23.58	D	Â
Stock option - right to buy - Granted on 8/1/08	Â ⁽²⁾	08/01/2018	Common stock	27,045	\$ 20.48	D	Â
Restricted stock units - Granted on 8/1/08	Â ⁽⁴⁾	Â ⁽⁴⁾	Common stock	2,503	\$ ⁽⁵⁾	D	Â
Stock option - right to buy - Granted on 7/31/09	Â ⁽²⁾	07/31/2019	Common stock	27,778	\$ 17.58	D	Â
Restricted stock units - Granted on 7/31/09	Â ⁽⁴⁾	Â ⁽⁴⁾	Common stock	5,830	\$ ⁽⁵⁾	D	Â
Stock option - right to buy - Granted on 8/2/10	Â ⁽³⁾	08/02/2020	Common stock	22,537	\$ 21.5	D	Â
Restricted stock units - Granted on 8/2/10	Â ⁽⁴⁾	Â ⁽⁴⁾	Common stock	5,000	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLMARK DAVID MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,Â CAÂ 90245	Â	Â	Â EVP Fisher-Price Brands	Â

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for David
Allmark

02/11/2011

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock units for 21,044 shares of Mattel common stock were earned on February 1, 2011, based on satisfaction of meeting certain performance criteria for the period January 1, 2008 through December 31, 2010, and will vest and settle in shares of Mattel common stock on a one-for-one basis, subject to tax withholding, if the reporting person continues to be employed through the vesting and settlement date, which shall be within 15 business days following February 1, 2011.
- (2) The option was granted 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 granted on the first anniversary of the date of grant, (b) an additional 33% of the shares

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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.

- (3) The option was granted pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 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.

- (4) The RSUs vest as to 50% of the Units granted on the second anniversary of the date of grant and as to the remaining 50% 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 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.

- (5) The RSUs were granted 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.

- (6) The RSUs were granted pursuant to the 2010 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.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ 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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