

MATTEL INC /DE/
Form 3
September 14, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Massingberd Geoff</p> <p>(Last) (First) (Middle)</p> <p>MATTEL CANADA,Â 6155 FREEMONT BOULEVARD</p> <p>(Street)</p> <p>MISSISSAUGA,Â A6Â L5R 3W2</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/07/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MATTEL INC /DE/ [MAT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Corporate Responsibility</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------	---------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
--------------------------------------------	------------------------------------------------------------------	-----------------------------------------------------------------------------	------------------------------------------------------------------

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
-------------------------------------------------------	------------------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------	-------------------------------------------------------------------------------------	------------------------------------------------------------------

(Instr. 5)

Employee stock option (right to buy) Granted on 2/5/1998	02/06/2002	02/05/2008	Common stock	10,000	\$ 42	D	Â
Employee stock option (right to buy) Granted on 1/14/1999	01/15/2003	01/14/2009	Common stock	20,000	\$ 22.5	D	Â
Employee stock option (right to buy) Granted on 05/22/2002	05/22/2005	05/22/2012	Common stock	30,000	\$ 20.04	D	Â
Employee stock option (right to buy) Granted on 07/31/2003	12/28/2005	07/31/2013	Common stock	32,000	\$ 19.43	D	Â
Employee stock option (right to buy) Granted on 04/30/2004	12/28/2005	04/30/2014	Common stock	34,000	\$ 16.96	D	Â
Employee stock option (right to buy) Granted on 05/19/2005	12/28/2005	05/19/2015	Common stock	15,000	\$ 18.81	D	Â
Employee stock option (right to buy) Granted on 08/01/2005	12/28/2005	08/01/2015	Common stock	34,000	\$ 18.71	D	Â
Employee stock option (right to buy) Granted on 08/01/2006	Â ⁽¹⁾	08/01/2016	Common stock	17,000	\$ 17.94	D	Â
Restricted Stock Units Granted on 8/1/2006	Â ⁽²⁾	Â ⁽²⁾	Common stock	6,000	\$ ⁽³⁾	D	Â
Employee stock option (right to buy) Granted on 08/01/2007	Â ⁽⁴⁾	08/01/2017	Common stock	13,875	\$ 23.58	D	Â
Restricted Stock Units Granted on 8/1/2007	Â ⁽²⁾	Â ⁽²⁾	Common stock	6,500	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Massingberd Geoff MATTEL CANADA 6155 FREEMONT BOULEVARD MISSISSAUGA, Â A6 Â L5R 3W2	Â	Â	Â SVP, Corporate Responsibility	Â

Signatures

/s/ Geoff
Massingberd

09/14/2007

**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) The option became exercisable as to 33% of the shares on 8/1/2007, will become exercisable as to an additional 33% of the shares on 8/1/2008 and will become fully exercisable on 8/1/2009.

The Restricted Stock Units (the "RSUs" or the "Units") will vest as to 50% of the Units on 8/1/2008 and as to the remaining 50% of the Units on 8/1/2009. On each vesting date, for each Unit vesting on such date, 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 such share on the date of vesting), subject to tax withholding.
 - (2) Each Unit represents a contingent right to receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.
 - (3) The option will become exercisable as to 33% of the shares on 8/1/2008 and as to an additional 33% of the shares on 8/1/2009, and the option will become fully exercisable on 8/1/2010.

The RSUs will vest as to 50% of the Units on 8/1/2009 and as to the remaining 50% of the Units on 8/1/2010. On each vesting date, for each Unit vesting on such date, 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 such share on the date of vesting), subject to tax withholding.
 - (5)

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.