MATTEL INC /DE/ Form 4

February 01, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * KAYE ALAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATTEL INC /DE/ [MAT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
MATTEL, INC., 333			01/30/2007	_X_ Officer (give title Other (specification) below)  Sr. VP - Human Resources			
CONTINENTAL BLVD.							
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
EL SEGUNI	OO,, CA 902	45		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficiall	y 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 on Disposed of (Instr. 3, 4)  Amount	f (D)	uired (A) or Price	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 Indirect Beneficial Ownership (Instr. 4)
Common stock	01/30/2007		M	150,000	A	\$ 10.375	150,000	D	
Common stock	01/30/2007		S	150,000	D	\$ 24.0043	0	D	
Common stock							2,419 (1)	I	401(k)

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

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### Edgar Filing: MATTEL INC /DE/ - Form 4

#### number.

#### 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. Transactic Code (Instr. 8)	nsactiorDerivative le Securities ttr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option - right to buy	\$ 10.375	01/30/2007		M		150,000	02/01/2003	02/01/2010	Common stock	150,0

### **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other 10% Owner Officer Director

KAYE ALAN MATTEL, INC. 333 CONTINENTAL BLVD.

Sr. VP - Human Resources

EL SEGUNDO,, CA 90245

# **Signatures**

/s/ Alan Kaye 01/30/2007 \*\*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).

As of January 30, 2007, Mr. Kaye had a balance of \$62,082 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment (1) Plan (the "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.

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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