SCARBOROUGH DEAN A

Form 4 May 14, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * SCARBOROUGH DEAN A

(First) (Middle)

MATTEL, INC., 333 CONTINENTAL BLVD. - M1-1516

(Street)

(Zip)

(State)

2. Issuer Name and Ticker or Trading

Symbol

MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction (Month/Day/Year)

05/13/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

EL SEGUNDO, CA 90245

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

3. Execution Date, if Code (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

4. Securities

(A)

Reported Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of 6. Ownership Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I)

Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

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

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Following

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

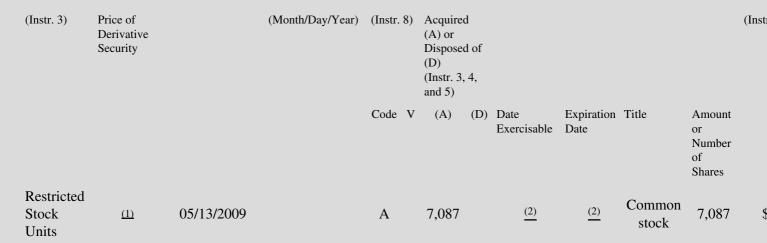
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCARBOROUGH DEAN A MATTEL, INC. 333 CONTINENTAL BLVD. - M1-1516 EL SEGUNDO, CA 90245

X

Signatures

Person

/s/ Dean A.

Scarborough 05/13/2009

**Signature of Reporting 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).
- The Restricted Stock Units ("RSUs") were granted on May 13, 2009, pursuant to the Mattel, Inc. 2005 Equity Compensation Plan. Each (1) RSU 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 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 13, 2009, (ii) 25% on November 13, 2009, (iii) 25% on February 13, 2010 and (iv) 25% on the earlier of May 13, 2010 or the day before the first annual meeting of Mattel's stockholders that occurs after the grant date. Pursuant to a deferral election filed by the reporting person in 2008 under the Mattel, Inc. Deferred
- (2) Compensation Plan for Non-Employee Directors ("Director DCP"), vested RSUs will be settled in accordance with the terms of the Director DCP following the reporting person's separation from service with Mattel, Inc. Upon settlement, for each vested RSU, the reporting person will receive one share of Common Stock.

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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