

ECKERT ROBERT
Form 4
February 18, 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 *
ECKERT ROBERT

(Last) (First) (Middle)
MATTEL, INC., 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)
02/16/2010

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common stock	02/16/2010		M		293,411 (1) A \$ 11.25	374,786	D
Common stock	02/16/2010		S		293,411 (2) D \$ 21.2516	81,375	D
Common stock	02/17/2010		M		562,201 (1) A \$ 11.25	643,576	D
Common stock	02/17/2010		S		562,201 (3) D \$ 21.3107	81,375	D
Common stock						5,000	I In trust (4)

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(2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.275. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.4925. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(4) The Eckert Family Trust dated January 31, 2002, Robert A. Eckert and Kathleen M. Eckert, trustees.

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.