

SARGENT RONALD  
Form 4  
May 16, 2011

**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 \*  
SARGENT RONALD

(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)  
05/12/2011

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	05/12/2011		M		1,000	A	① 36,676
Common stock	05/13/2011		M		7,087	A	② 43,763
Common stock	05/13/2011		M		4,320	A	③ 48,083

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/12/2011		M	1,000	<u>(1)</u>	<u>(1)</u>	Common stock	1,000
Restricted Stock Units	<u>(2)</u>	05/13/2011		M	7,087	<u>(2)</u>	<u>(2)</u>	Common stock	7,087
Restricted Stock Units	<u>(3)</u>	05/13/2011		M	4,320	<u>(3)</u>	<u>(3)</u>	Common stock	4,320

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SARGENT RONALD MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245		X		

## Signatures

/s/ Julie Kwok, Attorney-in-Fact for Ronald L.  
Sargent

05/16/2011

\_\_Signature of Reporting Person

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).

As reported on a Form 4 dated May 29, 2008 and filed on June 2, 2008, the reporting person received a grant of 2,000 Restricted Stock Units ("RSUs") on May 29, 2008. On May 12, 2011, 50% of these RSUs vested, resulting in the issuance of 1,000 shares of Mattel common stock.

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(2) As reported on a Form 4 dated May 13, 2009 and filed on May 14, 2009, the reporting person received a grant of 7,087 RSUs on May 13, 2009. Under the terms of his RSU grant agreement, these RSUs settled on the earlier of the third anniversary of the grant date or upon his Retirement, death or Disability. Mr. Sargent ceased to be a Director of Mattel on May 13, 2011 when he was "Retirement" eligible (i.e., he was at least 55 years old with at least five years of service with Mattel).

(3) As reported on a Form 4 dated May 11, 2010 and filed on May 13, 2010, the reporting person received a grant of 4,320 RSUs on May 11, 2010. Under the terms of his RSU grant agreement, these RSUs settled on the earlier of the third anniversary of the grant date or upon his Retirement, death or Disability. Mr. Sargent ceased to be a Director of Mattel on May 13, 2011 when he was "Retirement" eligible (i.e., he was at least 55 years old with at least five years of service with Mattel).

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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