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

Form 4	JE/								
April 02, 2007									PPROVAL
FORM 4	UNITED	STATES					E COMMISSIO	N OMB	3235-0287
Check this box Washington, D.C. 20549						Number:	January 31,		
if no longer subject to Section 16. SECURITIES SECURITIES							urs per		
(Print or Type Respo	onses)								
1. Name and Addres FRIEDMAN TU	2. Issuer Name and Ticker or Trading Symbol MATTEL INC /DE/ [MAT]				Issuer	nship of Reporting Person(s) to			
(Last) (First) (Middle) 3. Date of Earliest Transaction			1	(Check all applicable)					
MATTEL, INC MAIL STOP M1-1516, 333 CONTINENTAL BLVD.			03/31/2007			X_ Director Officer (giv below)		% Owner her (specify	
EL SEGUNDO,	Filed(Month/Day/Year) Applicable Line) _X_Form filed b			oint/Group Filing(Check One Reporting Person More than One Reporting					
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of. or Beneficia	llv Owned
	ansaction Date nth/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ies (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.		
					inforn requir	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)
	Tab					posed of, or convertible	Beneficially Owner securities)	1	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derive Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ities ired sed ) . 3, 4,	(Month/Day,	/Year)	(Instr. 3 and	4)	Security (Instr. 5)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom stock	<u>(1)</u>	03/31/2007		А	345		(2)	(2)	Common stock	345	\$ 27.5

## **Reporting Owners**

	Relationships					
<b>Reporting Owner Name / Address</b>	Director	10% Owner	Officer	Other		
FRIEDMAN TULLY M MATTEL, INC MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245	Х					
Signatures						
Tully M						

Tully M. Friedman	03/31/2007			
<u>**</u> 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).
- (1) Distributions from Mr. Friedman's phantom stock account will be in the form of shares of Mattel, Inc. common stock equal in value to the value of the phantom stock account.
- (2) The phantom stock units will be settled in Mattel, Inc. common stock after Mr. Friedman ceases to be a member of the Board of Directors of Mattel, Inc.

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.