STOCKTON BRYAN

Form 4

January 06, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

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).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * STOCKTON BRYAN

> (First) (Middle)

MATTEL, INC., 333

CONTINENTAL BLVD.

(Street)

(State)

(Month/Day/Year)

EL SEGUNDO,, CA 90245

2. Transaction Date 2A. Deemed

(Zip)

Execution Date, if

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

MATTEL INC /DE/ [MAT]

3. Date of Earliest Transaction (Month/Day/Year) 01/04/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities

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

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

any

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4)

De

Sec

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Operating Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Owned Following

Beneficially

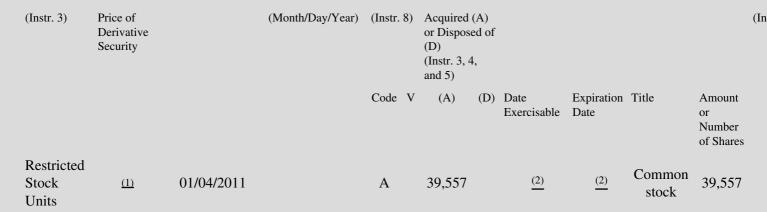
Director X_ Officer (give title

Applicable Line)

Estimated average

burden hours per

Edgar Filing: STOCKTON BRYAN - Form 4



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STOCKTON BRYAN MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245

Chief Operating Officer

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Bryan G. Stockton

01/06/2011

**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).
- The RSUs were granted on January 4, 2011 pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan. Each Unit (1) represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.
- The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, the reporting person will receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding.

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.

Reporting Owners 2