

MATTEL INC /DE/  
Form 4  
May 26, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EDWARDS TREVOR A

(Last) (First) (Middle)

MATTEL, INC., 333  
CONTINENTAL BOULEVARD

(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)  
05/21/2015

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secu

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 9)	(Instr. 10)	(Instr. 11)	(Instr. 12)	(Instr. 13)	(Instr. 14)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/21/2015	A		4,977		(2)	(2)	Common Stock	4,977
Phantom Stock	(3)	05/21/2015	A		766		(4)	(4)	Common Stock	766

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDWARDS TREVOR A MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			X	

## Signatures

/s/ Julie Kwok, as Attorney-in-Fact for Trevor A.  
Edwards

05/26/2015

\_\_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) The Restricted Stock Units ("RSUs") were granted on May 21, 2015, pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan. Each 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.

(2) The RSUs will vest in four equal installments, as follows: (i) 25% on August 21, 2015, (ii) 25% on November 21, 2015, (iii) 25% on February 21, 2016 and (iv) 25% on the earlier of May 21, 2016 or the day before the first annual meeting of Mattel, Inc.'s stockholders that occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of Common Stock on the settlement date).

(3) Distributions from the reporting person'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.

(4) The phantom stock units will be settled in shares of Mattel, Inc. common stock following the reporting person's separation from service with 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.

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