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

MATTEL I	NC /DE/									
Form 4 May 26, 20	15									
FORM	ЛЛ	~							PPROVAL	
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549									3235-0	287
Check this box if no longer subject to Section 16. Form 4 or							Estimated burden hou response	stimated average urden hours per		
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> DOLAN MICHAEL J			2. Issuer Name <b>and</b> Ticker or Trading Symbol MATTEL INC /DE/ [MAT]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)					(Check all applicable)				
MATTEL, INC., 333 CONTINENTAL BLVD.			(Month/Day/Year) 05/21/2015				X Director 10% Owner Officer (give title Other (specify below) below)			
		4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
EL SEGUN	NDO, CA 90245						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, -	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate lin	e for each cla	ass of sec	urities bene	-		-			
					inforr requi	nation cont red to resp	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

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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)					(In:	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	05/21/2015		А		4,977		(2)	(2)	Common Stock	4,977	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DOLAN MICHAEL J MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	Х							
Signatures								
/s/ Julie Kwok, Attorney-in-Fa Dolan	hael J.	0	5/26/2015					
<u>**Signature of Reporting</u>			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 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

(1) Doing Term compensation Final. Each Root represents a contingent right to receive one share of common order (i), at the electron of a 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.

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

(2) 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).

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.