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

MATTEL I Form 4	NC /DE/									
May 14, 20	09									
FORM	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A Ashington			E COMMISSIO	N OMB Number:	3235-028	7
Check t if no lor subject Section Form 4	nger <b>STATE</b> to 16.	MENT OF	F CHAI	NGES IN SECUI	Expires: Estimated burden hou response	urs per	5			
Form 5 obligations may continue.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 19401(b).										
(Print or Type	Responses)									
1. Name and FRIEDMA	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			MATTEL INC /DE/ [MAT] 3. Date of Earliest Transaction				(Check all applicable)			
(Last) (First) (Middle) MATTEL, INC., 333 CONTINENTAL BLVD M1-1516			(Month/Day/Year) 05/13/2009				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</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
EL SEGUI	NDO, CA 90245						Person		eporting	
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	e 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. Securi nAcquirec Disposec (Instr. 3,	l (A) or l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount		(Instr. 3 and 4)			
Reminder: Re	port on a separate lin	e for each cla	ass of sec	curities bene	•	•	•			
					infor requi	mation con 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. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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)			(Instr.			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom stock	<u>(1)</u>	05/13/2009	А	8,505		(2)	(2)	Common stock	8,505	\$ 14

## **Reporting Owners**

Reporting Owner Name / Address					
		Director	10% Owner	Officer	Other
FRIEDMAN TULLY MATTEL, INC. 333 CONTINENTA EL SEGUNDO, CA	Х				
Signatures					
/s/ Tully M. Friedman	05/13/2009				
<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 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.
- (2) 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. 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. or dispose of,

or the power to direct the vote or disposition of, any Common Stock of the Issuer held by any other person, including, without limitation, any other person who may be deemed to be a member of such group. Accordingly, the reporting person disclaims beneficial ownership of any securities of the Issuer held by any other person, including, without limitation, any other person who may be deemed to be a member of such group, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 under the Securities Exchange Act or otherwise.

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