

FARR KEVIN M  
Form 4  
February 27, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FARR KEVIN M

(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)  
02/23/2012

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)

Chief Financial Officer

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)
			Code	V	Amount	(D)	Price
Common Stock	02/23/2012		M		15,000	A	\$ 20.04
							122,995
Common Stock	02/23/2012		S		15,000	D	\$ 32.2909
							(1)
Common Stock	02/24/2012		M		25,000	A	\$ 20.04
							132,995
Common Stock	02/24/2012		S		25,000	D	\$ 32.1984
							(2)
	02/27/2012		M		2,500	A	\$ 20.04
							110,495

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Common Stock									
Common Stock	02/27/2012		S	2,500	D	\$ 32.3913 (3)	107,995	D	
Common Stock	02/27/2012		M	35,000	A	\$ 19.43	142,995	D	
Common Stock	02/27/2012		S	35,000	D	\$ 32.3913 (3)	107,995	D	
Common Stock							13,517 (4)	I	In 401(k)

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 20.04	02/23/2012		M	15,000	05/22/2005	05/22/2012	Common Stock	15,000
Employee Stock Option - Right to Buy	\$ 20.04	02/24/2012		M	25,000	05/22/2005	05/22/2012	Common Stock	25,000
Employee Stock Option - Right to	\$ 20.04	02/27/2012		M	2,500	05/22/2005	05/22/2012	Common Stock	2,500

Buy  
 Employee  
 Stock  
 Option - \$ 19.43 02/27/2012 M 35,000 12/28/2005 07/31/2013 Common Stock 35,000  
 Right to  
 Buy

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARR KEVIN M MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			Chief Financial Officer	

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Kevin M. Farr 02/27/2012

\_\_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) This transaction was executed in multiple trades at prices ranging from \$32.265 to \$32.305. The price reported reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transactions were effected.
  - (2) This transaction was executed in multiple trades at prices ranging from \$32.12 to \$32.27. The price reported reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transactions were effected.
  - (3) This transaction was executed in multiple trades at prices ranging from \$32.25 to \$32.45. The price reported reflects the weighted average purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares and prices at which the transactions were effected.
  - (4) As of February 23, 2012, the reporting person had a balance of \$436,741.94 in the Mattel Stock Fund of Mattel's 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

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.