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

MATTEL INCO

Form 4	DE/									
April 04, 2005	-									
FORM 4	UNITED	STATES	SECU	RITIES A	ND EXCHANGE	COMMISSION		PPROVAL		
Washington, D.C. 20549							Number:	3235-0287		
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instructio 1(b).	Expires: January 31, 2005 Estimated average burden hours per response 0.5 n									
(Print or Type Resp	onses)									
1. Name and Addre BEARD EUGE	Symbol	er Name and EL INC /D	Ticker or Trading DE/ [MAT]	5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (A	Middle)	3. Date of	of Earliest Tra	ansaction	(Check all applicable)				
MATTEL, INC M1-1516, 333 ( BLVD.	(Month/ 03/31/2	Day/Year) 2005		Officer (give title below)       10% Owner         Officer (give title below)       000000000000000000000000000000000000						
				endment, Dat onth/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 Person</li> </ul>				
(City)	(State)	(Zip)	Tal	de I - Non-D	erivative Securities A		of or Beneficia	lly Owned		
1.Title of 2. Tr	ransaction Date nth/Day/Year)	Execution any	ed Date, if	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Reminder: Report o	on a separate line	e for each cl	ass of sec	urities benefi	cially owned directly	or indirectly.				
					information cont required to resp	spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab				iired, Disposed of, or options, convertible		I			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/	any (Month/Day/Year)	Code (Instr. 8)	Sec Ac (A) Dis of ( (In	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code V	7 (A	x)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom stock	<u>(1)</u>	03/31/2005		А	86	57		(2)	(2)	Common stock	867	\$ 21.3

## **Reporting Owners**

\*\*Signature of

Reporting Person

	Relationships						
<b>Reporting Owner Name / Address</b>	Director	10% Owner	Officer	Other			
BEARD EUGENE P MATTEL, INC MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	Х						
Signatures							

Eugene P. Beard 03/31/2005

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).
- Distributions from Mr. Beard's phantom stock account will be in the form of shares of Mattel, Inc. common stock equal in value to the (1) value of the phantom stock account.
- The phantom stock units will be settled in Mattel, Inc. common stock after Mr. Beard ceases to be a member of the Board of Directors of (2) 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.