

MATTEL INC /DE/
Form 4
May 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
VOGELSTEIN JOHN

(Last) (First) (Middle)

MATTEL, INC.- MAIL STOP
M1-1516, 333 CONTINENTAL
BLVD.

(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)
05/03/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Common stock | 05/03/2007 | | M | | | 10,000 | 10,000 | D | |
| Common stock | 05/03/2007 | | S | | | \$ 29.1664 | 0 | D | |
| Common stock | 05/03/2007 | | M | | | \$ 26.25 | 10,000 | D | |
| Common stock | 05/03/2007 | | S | | | \$ 29.15 | 0 | D | |
| Common stock | 05/03/2007 | | M | | | \$ 14.6875 | 10,000 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|-------------------------|
| Common stock | 05/03/2007 | S | 10,000 | D | \$ 29.15 | 0 | D | |
| Common stock | 05/03/2007 | M | 10,000 | A | \$ 15.95 | 10,000 | D | |
| Common stock | 05/03/2007 | S | 10,000 | D | \$ 29.112 | 0 | D | |
| Common stock | 05/03/2007 | M | 10,000 | A | \$ 20.1 | 10,000 | D | |
| Common stock | 05/03/2007 | S | 10,000 | D | \$ 29.09 | 0 | D | |
| Common stock | 05/03/2007 | M | 2,000 | A | \$ 19.43 | 2,000 | D | |
| Common stock | 05/03/2007 | S | 2,000 | D | \$ 29.081 | 0 | D | |
| Common stock | 05/03/2007 | M | 9,000 | A | \$ 22.52 | 9,000 | D | |
| Common stock | 05/03/2007 | S | 9,000 | D | \$ 29.0702 | 0 | D | |
| Common stock | 05/03/2007 | M | 6,000 | A | \$ 17.24 | 6,000 | D | |
| Common stock | 05/03/2007 | S | 6,000 | D | \$ 29.081 | 0 | D | |
| Common stock | | | | | | 100,000 | I | In trust ⁽¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |

| | | | | | | | | |
|--------------------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|
| Stock Option - right to buy | \$ 28.375 | 05/03/2007 | M | 10,000 | 05/07/2001 | 05/07/2007 | Common stock | 10,000 |
| Stock Option - right to buy | \$ 26.25 | 05/03/2007 | M | 10,000 | 06/03/2003 | 06/03/2009 | Common stock | 10,000 |
| Stock Option - right to buy | \$ 14.6875 | 05/03/2007 | M | 10,000 | 06/07/2004 | 06/07/2010 | Common stock | 10,000 |
| Stock Option - right to buy | \$ 15.95 | 05/03/2007 | M | 10,000 | 05/09/2005 | 05/09/2011 | Common stock | 10,000 |
| Stock Option - right to buy | \$ 20.1 | 05/03/2007 | M | 10,000 | 05/23/2006 | 05/09/2012 | Common stock | 10,000 |
| Stock Option - right to buy | \$ 19.43 | 05/03/2007 | M | 2,000 | 08/30/2006 | 08/30/2012 | Common stock | 2,000 |
| Stock Option - right to buy | \$ 22.52 | 05/03/2007 | M | 9,000 | (2) | 05/14/2013 | Common stock | 9,000 |
| Stock Option - right to buy | \$ 17.24 | 05/03/2007 | M | 6,000 | (3) | 05/13/2014 | Common stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VOGELSTEIN JOHN MATTEL, INC.- MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245 | X | | | |

Signatures

/s/ John L.
Vogelstein

05/04/2007

__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) John L. Vogelstein 2007 CRUT.

(2) This option for 12,000 shares was granted on May 14, 2003 and vested as to 3,000 of the shares on each of May 14, 2004, May 14, 2005 and May 14, 2006. It will vest as to an additional 3,000 shares on May 14, 2007.

This option for 12,000 shares was granted on May 13, 2004 and vested as to 3,000 of the shares on each of May 13, 2005 and May 13, 2006. It will vest as to an additional 3,000 of the shares on May 13, 2007. Due to Mr. Vogelstein's retirement from the Mattel, Inc. Board of Directors effective as of the date of the 2007 Annual Meeting of Stockholders, the option will be forfeited as to the final 3,000 shares.

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.