

NORMILE ROBERT
Form 4
July 21, 2009

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 *
NORMILE ROBERT

(Last) (First) (Middle)
MATTEL, INC., 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)
07/17/2009

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)
SVP, General Counsel & Sec'y

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 (A) or (D) Price		
Common stock	07/17/2009		M		15,000 (1) A \$ 10.375 20,213	D	
Common stock	07/17/2009		S		15,000 (2) D \$ 17.0004 5,213	D	
Common stock	07/17/2009		M		10,000 (1) A \$ 10.375 15,213	D	
Common stock	07/17/2009		S		10,000 (3) D \$ 16.9545 5,213	D	
Common stock	07/20/2009		M		25,000 (1) A \$ 11.875 30,213	D	

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Common stock	07/20/2009	S	25,000 <u>(4)</u>	D	\$ 17.9694	5,213	D	
Common stock						10,781	I	In 401(k) <u>(5)</u>

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - Right to Buy	\$ 10.375	07/17/2009		M	15,000 <u>(1)</u>	02/01/2003 02/01/2010	Common stock	15,000	
Employee Stock Option - Right to Buy	\$ 10.375	07/17/2009		M	10,000 <u>(1)</u>	02/01/2003 02/01/2010	Common stock	10,000	
Employee Stock Option - Right to Buy	\$ 11.875	07/20/2009		M	25,000 <u>(1)</u>	03/15/2002 03/30/2010	Common stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORMILE ROBERT MATTEL, INC.			SVP, General Counsel & Sec'y	

333 CONTINENTAL BLVD.
EL SEGUNDO,, CA 90245

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Robert
Normile

07/21/2009

__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) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.
The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. This transaction was executed in multiple trades at prices ranging from \$16.99 to \$17.04. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (3) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. This transaction was executed in multiple trades at prices ranging from \$16.95 to \$16.9845. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (4) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. This transaction was executed in multiple trades at prices ranging from \$17.75 to \$18.20. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.
- (5) As of July 20, 2009, the reporting person had a balance of \$195,249 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.