

MATTEL INC /DE/  
Form 4  
October 03, 2016

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gros Richard R

(Last) (First) (Middle)

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)  
09/30/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP, Chief HR Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 (A) or (D)	Price	
Common Stock	09/30/2016		M		5,092	A 11	5,092 D
Common Stock	09/30/2016		F		1,914 (2)	D \$ 30.28	3,178 D
Common Stock	09/30/2016		M		3,134	A 31	6,312 D
Common Stock	09/30/2016		F		1,178 (4)	D \$ 30.28	5,134 D

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

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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	09/30/2016		M	5,092	(1)	(1)	Common Stock
Restricted Stock Units	(3)	09/30/2016		M	3,134	(3)	(3)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gros Richard R 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			EVP, Chief HR Officer	

## Signatures

/s/ Julie Kwok, Attorney-in-Fact for Richard R. Gros

10/03/2016

\*\*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) As reported on a Form 4 dated September 30, 2015 and filed on October 1, 2015, the reporting person received a grant of 15,432 Restricted Stock Units ("RSUs" or "Units") on September 30, 2015. The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) as to the remaining 34% of the Units on the third anniversary of the date of grant. On each vesting date, for each unit vesting on such date, the reporting person will receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one

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share of common stock on the date of vesting), subject to tax withholding. On September 30, 2016, the first 33% of these RSUs vested, resulting in the issuance of 5,092 shares of Mattel, Inc. Common Stock.

- (2) Pursuant to the terms of the September 30, 2015 RSU grant, 1,914 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

As reported on a Form 4 dated September 30, 2015 and filed on October 1, 2015, the reporting person received a grant of 9,497 RSUs on September 30, 2015. The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) as to the remaining 34% of the Units on the third anniversary of the date of

- (3) grant. On each vesting date, for each unit vesting on such date, the reporting person will receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding. On September 30, 2016, the first 33% of these RSUs vested, resulting in the issuance of 3,134 shares of Mattel, Inc. Common Stock.
- (4) Pursuant to the terms of the September 30, 2015 RSU grant, 1,178 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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