

MATTEL INC /DE/
Form 4
May 23, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walker Geoffrey H

(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)
05/20/2016

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 Strategic Tech Off

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)
Common Stock	05/20/2016		M	1,297 A	24,459	D	
Common Stock	05/20/2016		F	488 (2) D	\$ 23,971 30.55	D	
Common Stock					4,742 (3)	I	In 401(k)

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

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SEC 1474
(9-02)

number.

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. Pr Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/20/2016		M		1,297		(1)	(1)	Common Stock	1,297

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Walker Geoffrey H 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	EVP, Chief Strategic Tech Off

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Geoffrey H.
Walker

05/23/2016

**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).

- As reported on Form 4 dated May 20, 2014 and filed on May 22, 2014, the reporting person received a grant of 2,595 Restricted Stock Units (the "RSUs" or the "Units") on May 20, 2014. The RSUs vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% 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 the 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 May 20, 2016, the first 50% of the RSUs vested, resulting in the issuance of 1,297 shares of Mattel, Inc. common stock.
- (1) Pursuant to the terms of the May 20, 2014 RSU grant, 488 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.
- (3) As of May 20, 2016, the reporting person had a balance of \$144,868.90 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) plan, the 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.

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