

FARR KEVIN M
Form 4
March 04, 2008

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 *
FARR KEVIN M

(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)
02/29/2008

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 ____ Other (specify
below) below)

Chief Financial 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 Indirect Beneficial Ownership (Instr. 4)
Common stock	02/29/2008		M	50,000	A \$ 10.375	55,000	D ⁽¹⁾
Common stock	02/29/2008		S	100	D \$ 19.27	54,900	D
Common stock	02/29/2008		S	700	D \$ 19.28	54,200	D
Common stock	02/29/2008		S	2,200	D \$ 19.29	52,000	D
Common stock	02/29/2008		S	1,600	D \$ 19.3	50,400	D

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Common stock	02/29/2008	S	200	D	\$ 19.31	50,200	D
Common stock	02/29/2008	S	100	D	\$ 19.32	50,100	D
Common stock	02/29/2008	S	300	D	\$ 19.35	49,800	D
Common stock	02/29/2008	S	600	D	\$ 19.36	49,200	D
Common stock	02/29/2008	S	900	D	\$ 19.37	48,300	D
Common stock	02/29/2008	S	1,900	D	\$ 19.38	46,400	D
Common stock	02/29/2008	S	2,200	D	\$ 19.39	44,200	D
Common stock	02/29/2008	S	1,000	D	\$ 19.41	43,200	D
Common stock	02/29/2008	S	1,600	D	\$ 19.42	41,600	D
Common stock	02/29/2008	S	3,200	D	\$ 19.43	38,400	D
Common stock	02/29/2008	S	900	D	\$ 19.44	37,500	D
Common stock	02/29/2008	S	200	D	\$ 19.45	37,300	D
Common stock	02/29/2008	S	1,900	D	\$ 19.46	35,400	D
Common stock	02/29/2008	S	2,700	D	\$ 19.47	32,700	D
Common stock	02/29/2008	S	3,400	D	\$ 19.48	29,300	D
Common stock	02/29/2008	S	100	D	\$ 19.49	29,200	D
Common stock	02/29/2008	S	800	D	\$ 19.5	28,400	D
Common stock	02/29/2008	S	1,600	D	\$ 19.51	26,800	D
Common stock	02/29/2008	S	400	D	\$ 19.52	26,400	D
Common stock	02/29/2008	S	600	D	\$ 19.53	25,800	D
	02/29/2008	S	400	D	\$ 19.54	25,400	D

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Common
stock

Common stock	02/29/2008	S	400	D	\$ 19.55	25,000	D
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Common stock	02/29/2008	S	300	D	\$ 19.56	24,700	D
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option - right to buy	\$ 10.375	02/29/2008		M		50,000		02/01/2003	02/01/2010	Common stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
FARR KEVIN M MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245	Director 10% Owner Officer Other Chief Financial Officer

Signatures

/s/ Kevin M.
Farr 03/03/2008

**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) Note to electronic filing: This is part one of a two-part electronic filing. Because the electronic Form 4 filing can only accommodate 30 rows in Table I, and there are more than 30 rows to be reported, additional rows of Table I appear in a separate electronic Form 4 filing.

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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