

MATTEL INC /DE/  
Form 3  
February 11, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
ALLMARK DAVID		(Month/Day/Year)	MATTEL INC /DE/ [MAT]	
(Last)	(First)	(Middle)	02/04/2011	
MATTEL, INC., 333		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
CONTINENTAL BLVD.				
(Street)		(Check all applicable)		
EL SEGUNDO, CA 90245		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) EVP Fisher-Price Brands		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	31,159 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Stock option - right to buy - Granted on 8/1/05	12/28/2005	08/01/2015	Common stock 20,000 \$ 18.71	D Â
Stock option - right to buy - Granted on 8/1/06	08/01/2009	08/01/2016	Common stock 15,000 \$ 17.94	D Â
Stock option - right to buy - Granted on 8/1/07	08/01/2010	08/01/2017	Common stock 13,125 \$ 23.58	D Â
Stock option - right to buy - Granted on 8/1/08	Â (2)	08/01/2018	Common stock 27,045 \$ 20.48	D Â
Restricted stock units - Granted on 8/1/08	Â (4)	Â (4)	Common stock 2,503 \$ (5)	D Â
Stock option - right to buy - Granted on 7/31/09	Â (2)	07/31/2019	Common stock 27,778 \$ 17.58	D Â
Restricted stock units - Granted on 7/31/09	Â (4)	Â (4)	Common stock 5,830 \$ (5)	D Â
Stock option - right to buy - Granted on 8/2/10	Â (3)	08/02/2020	Common stock 22,537 \$ 21.5	D Â
Restricted stock units - Granted on 8/2/10	Â (4)	Â (4)	Common stock 5,000 \$ (6)	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLMARK DAVID MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	Â	Â	Â EVP Fisher-Price Brands	Â

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for David Allmark 02/11/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Restricted stock units for 21,044 shares of Mattel common stock were earned on February 1, 2011, based on satisfaction of meeting certain performance criteria for the period January 1, 2008 through December 31, 2010, and will vest and settle in shares of Mattel common stock on a one-for-one basis, subject to tax withholding, if the reporting person continues to be employed through the vesting and settlement date, which shall be within 15 business days following February 1, 2011.
- (2) The option was granted pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares

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granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

- (3) The option was granted pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

- (4) The RSUs vest as to 50% of the Units granted on the second anniversary of the date of grant and as to the remaining 50% of the Units granted 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 common stock (or, at the election of Mattel, a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding.

- (5) The RSUs were granted pursuant to the 2005 Plan. Each Unit represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.

- (6) The RSUs were granted pursuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.

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### Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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