

MATTEL INC /DE/  
Form 4  
August 05, 2013

# FORM 4

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

OMB APPROVAL

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## 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 \*  
TOPHAM HERBERT SCOTT

(Last) (First) (Middle)

MATTEL, INC., 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)  
08/01/2013

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 and Corporate Controller

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 Ownership (Instr. 4) |       |   |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |       |   |           |
| Common Stock                    | 08/01/2013                           |  | M                              | 2,559   | A   | 11   | 2,559                             | D     |   |           |
| Common Stock                    | 08/01/2013                           |  | F                              | 962   | (2)   | D  | \$ 42.7                           | 1,597 | D |           |
| Common Stock                    | 08/02/2013                           |  | M                              | 3,140   | A   | (3)  | 4,737                             | D     |   |           |
| Common Stock                    | 08/02/2013                           |  | F                              | 1,181   | (4)   | D  | \$ 42.84                          | 3,556 | D |           |
| Common Stock                    |                                      |  |                                |   |   |  | 1,134                             | (5)   | I | In 401(k) |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Employee Stock Option - Right to Buy       | \$ 42.7  | 08/01/2013                           |  | A                              | 15,358  | (6) 08/01/2023   | Common Stock  | 15,358                     |
| Restricted Stock Units                     | (7)  | 08/01/2013                           |  | A                              | 3,162   | (8) (8)  | Common Stock  | 3,162                      |
| Restricted Stock Units                     | (1)  | 08/01/2013                           |  | M                              | 2,559   | (1) (1)  | Common Stock  | 2,559                      |
| Restricted Stock Units                     | (3)  | 08/02/2013                           |  | M                              | 3,140   | (3) (3)  | Common Stock  | 3,140                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| TOPHAM HERBERT SCOTT<br>MATTEL, INC.<br>333 CONTINENTAL BOULEVARD<br>EL SEGUNDO, CA 90245 |               |           | SVP and Corporate Controller |       |

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for H. Scott Topham  
08/05/2013

\*\*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 July 31, 2011 and filed on August 2, 2011, the reporting person received a grant of 5,118 Restricted Stock Units ("RSUs" or "Units") on August 1, 2011. 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 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. On August 1, 2013, the first 50% of these RSUs vested, resulting in the issuance of 2,559 shares of Mattel common stock.
- (2) Pursuant to the terms of the August 1, 2011 RSU grant, 962 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.
- (3) As reported on a Form 4 dated August 1, 2010 and filed on August 3, 2010, the reporting person received a grant of 6,279 Restricted Stock Units ("RSUs" or "Units") on August 2, 2010. 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 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. On August 2, 2013, the remaining 50% of these RSUs vested, resulting in the issuance of 3,140 shares of Mattel common stock.
- (4) Pursuant to the terms of the August 2, 2010 RSU grant, 1,181 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.
- (5) As of August 2, 2013, the reporting person had a balance of \$48,569.41 in the Mattel Stock Fund of Mattel's 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.
- (6) The option was granted on August 1, 2013 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.
- (7) The Restricted Stock Units ("RSUs" or "Units") were granted on August 1, 2013 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.
- (8) 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 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.

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.