

SCARBOROUGH DEAN A

Form 4

May 16, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SCARBOROUGH DEAN A

(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)
 05/12/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock	05/12/2011		M		1,000	A	<u>11</u> 4,500

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)**

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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. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/12/2011		M	1,000	<u>(1)</u>	<u>(1)</u> Common stock	1,000
Restricted Stock Units	<u>(2)</u>	05/13/2011		A	3,766	<u>(3)</u>	<u>(3)</u> Common stock	3,766

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCARBOROUGH DEAN A MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	X

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Dean A.
Scarborough

05/16/2011

__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 a Form 4 dated May 29, 2008 and filed on June 2, 2008, the reporting person received a grant of 2,000 Restricted Stock

(1) Units ("RSUs") on May 29, 2008. On May 12, 2011, 50% of these RSUs vested, resulting in the issuance of 1,000 shares of Mattel common stock.

The RSUs were granted on May 13, 2011, pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan. Each RSU represents a contingent right to receive one share of Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share on the settlement date). The RSUs are accompanied by dividend equivalent rights.

The RSUs will vest in four equal installments, as follows: (i) 25% on August 13, 2011, (ii) 25% on November 13, 2011, (iii) 25% on February 13, 2012 and (iv) 25% on the earlier of May 13, 2012 or the day before the first annual meeting of Mattel's stockholders that occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of 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 settlement date).

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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