

MATTEL INC /DE/  
Form 4  
February 14, 2007

**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 \*  
VOGELSTEIN JOHN

(Last) (First) (Middle)

MATTEL, INC.- MAIL STOP  
M1-1516, 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)  
02/12/2007

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  | Price  |   |
| Common stock                    | 02/12/2007                           |  | S                              |   | 1,500   | \$ 25.97   | D 374,828 I In trust <sup>(1)</sup>                   |
| Common stock                    | 02/12/2007                           |  | S                              |   | 2,200   | \$ 25.98   | D 372,628 I In trust <sup>(1)</sup>                   |
| Common stock                    | 02/12/2007                           |  | S                              |   | 4,500   | \$ 25.99   | D 368,128 I In trust <sup>(1)</sup>                   |
| Common stock                    | 02/12/2007                           |  | S                              |   | 300   | \$ 26.01   | D 367,828 I In trust <sup>(1)</sup>                   |
| Common stock                    | 02/12/2007                           |  | S                              |   | 2,800   | \$ 26.02   | D 365,028 I In trust <sup>(1)</sup>                   |

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|              |            |  |   |         |   |          |         |   |                         |
|--------------|------------|--|---|---------|---|----------|---------|---|-------------------------|
| Common stock | 02/12/2007 |  | S | 2,000   | D | \$ 26.03 | 363,028 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 3,400   | D | \$ 26.04 | 359,628 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 1,100   | D | \$ 26.05 | 358,528 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 1,796   | D | \$ 26.06 | 356,732 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 3,500   | D | \$ 26.07 | 353,232 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 2,004   | D | \$ 26.08 | 351,228 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 11,100  | D | \$ 26.09 | 340,128 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 4,118   | D | \$ 26.1  | 336,010 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 22,280  | D | \$ 26.11 | 313,730 | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 232,678 | D | \$ 26.12 | 81,052  | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 37,401  | D | \$ 26.13 | 43,651  | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 31,951  | D | \$ 26.14 | 11,700  | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 10,000  | D | \$ 26.16 | 1,700   | I | In trust <sup>(1)</sup> |
| Common stock | 02/12/2007 |  | S | 1,700   | D | \$ 26.18 | 0       | I | In trust <sup>(1)</sup> |
| Common stock |            |  |   |         |   |          | 363,672 | I | In trust <sup>(2)</sup> |

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

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**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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

Derivative  
Security

Securities  
Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(Instr. 3 and 4)

Own  
Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |              |         |       |
|--|---------------|--------------|---------|-------|
|  | Director      | 10%<br>Owner | Officer | Other |
| VOGELSTEIN JOHN<br>MATTEL, INC.- MAIL STOP M1-1516<br>333 CONTINENTAL BLVD.<br>EL SEGUNDO,, CA 90245 | X             |              |         |       |

## Signatures

/s/ John L.  
Vogelstein                      02/12/2007  
 \*\*Signature of                      Date  
 Reporting Person

## 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) John L. Vogelstein 2007 CRUT.
- (2) John L. Vogelstein REV TRUST 2/8/1996.

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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