

FERGUSSON FRANCES D

Form 4

May 22, 2007

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

OMB APPROVAL

OMB
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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 *
FERGUSSON FRANCES D2. Issuer Name **and** Ticker or Trading
Symbol
MATTEL INC /DE/ [MAT]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

MATTEL, INC. - MAIL STOP
M1-1516, 333 CONTINENTAL
BLVD.3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2007☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

EL SEGUNDO, CA 90245

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - right to buy	\$ 28.83	05/18/2007	A		4,500		<u>(1)</u>	05/18/2007	Common stock	4,500
Restricted Stock Units	<u>(2)</u>	05/18/2007	A		2,000		<u>(3)</u>	<u>(3)</u>	Common stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON FRANCES D MATTEL, INC. - MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	X			

Signatures

/s/ Frances Daly
Ferguson 05/18/2007

____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) The option was granted on May 18, 2007, pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable as to (a) 33% of the shares on the earlier of (i) the day before the first annual meeting of Mattel's stockholders ("Annual Meeting") that occurs after the grant date or (ii) the first anniversary of the grant date; (b) an additional 33% of the shares on the earlier of (i) the day before the second Annual Meeting that occurs after the grant date or (ii) the second anniversary of the grant date; and (c) the remaining 34% of the shares on the earlier of (i) the day before the third Annual Meeting that occurs after the grant date or (ii) the third anniversary of the grant date.

(2) The Restricted Stock Units (the "RSUs" or the "Units") were granted pursuant to the 2005 Plan. Each Unit 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). The RSUs are accompanied by dividend equivalent rights.

(3) The RSUs vest as to (a) 50% of the Units on the earlier of (i) the day before the second Annual Meeting that occurs after the grant date or (ii) the second anniversary of the grant date; and (b) the remaining 50% of the Units on the earlier of (i) the day before the third Annual

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Meeting that occurs after the grant date or (ii) the third anniversary of the grant date. On each vesting date, for each Unit vesting on such date, 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 date of vesting).

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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