

MATTEL INC /DE/
Form 4
August 03, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gibbons Peter D

(Last) (First) (Middle)

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)
08/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP&Chief Supply Chain Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	08/01/2016		M	2,928 A	13,472	D	
Common Stock	08/01/2016		F	1,101 (2) D	\$ 12,371 32.72	D	
Common Stock	08/01/2016		M	4,728 A	17,099	D	
Common Stock	08/01/2016		F	1,777 (4) D	\$ 15,322 32.72	D	

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)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	08/01/2016		M			2,928	(1)	(1)	Common Stock	2,928
Restricted Stock Units	(3)	08/01/2016		M			4,728	(3)	(3)	Common Stock	4,728
Employee Stock Option - Right to Buy	\$ 32.72	08/01/2016		A		85,366		(5)	08/01/2026	Common Stock	85,366
Restricted Stock Units	(6)	08/01/2016		A		10,697		(7)	(7)	Common Stock	10,697

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Gibbons Peter D
333 CONTINENTAL BOULEVARD
EL SEGUNDO, CA 90245

EVP&Chief Supply Chain Officer

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Peter D.
Gibbons

08/03/2016

 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 August 1, 2013 and filed on August 5, 2013, the reporting person received a grant of 5,855 Restricted Stock Units ("RSUs" or "Units") on August 1, 2013. 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, Inc. 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), subject to tax withholding. On August 1, 2016, the remaining 50% of these RSUs vested, resulting in the issuance of 2,928 shares of Mattel, Inc. Common Stock.

(2) Pursuant to the terms of the August 1, 2013 RSU grant, 1,101 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

(3) As reported on a Form 4 dated August 1, 2014 and filed on August 4, 2014, the reporting person received a grant of 9,456 RSUs on August 1, 2014. 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, Inc. 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), subject to tax withholding. On August 1, 2016, the first 50% of these RSUs vested, resulting in the issuance of 4,728 shares of Mattel, Inc. Common Stock.

(4) Pursuant to the terms of the August 1, 2014 RSU grant, 1,777 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

(5) The option was granted on August 1, 2016 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "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.

(6) The RSUs were granted on August 1, 2016 pursuant to the Plan. Each Unit represents a contingent right to receive one share of Mattel, Inc. Common Stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of such share).

(7) The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) the remaining 34% 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, Inc. 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), 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.

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