

MATTEL INC /DE/

Form 4/A

March 26, 2007

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 *
TOPHAM HERBERT SCOTT

(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)
02/01/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/05/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

SVP & Corp. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common stock	02/01/2007		M		7,500	A \$ 18.92	11,200 ⁽¹⁾ D
Common stock	02/01/2007		M		5,000	A \$ 17.9	16,200 ⁽¹⁾ D
Common stock	02/01/2007		M		30,000	A \$ 18.71	46,200 ⁽¹⁾ D
Common stock	02/01/2007		S		42,500	D \$ 24.9535	3,700 ⁽¹⁾ D
Common stock	02/02/2007		M		20,000	A \$ 19.43	23,700 ⁽¹⁾ D

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Common stock	02/02/2007	M	20,000	A	\$ 20.04	43,700 ⁽¹⁾	D
Common stock	02/02/2007	S	40,000	D	\$ 24.8588	3,700 ⁽¹⁾	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOPHAM HERBERT SCOTT
MATTEL, INC.
333 CONTINENTAL BLVD.
EL SEGUNDO, CA 90245

SVP & Corp. Controller

Signatures

/s/ H. Scott

Topham

03/26/2007

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).

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- In the Form 4 filed on February 5, 2007, there were errors in the amounts reported in Column 5 of Table I (Amount of Securities Beneficially Owned Following Reported Transaction(s)) because of a record-keeping error by Mattel as to the running total of shares
- (1) beneficially owned directly by Mr. Topham prior to the transactions. Mattel's records incorrectly reflected a running total of 4,500 shares beneficially owned directly by Mr. Topham; the correct running total was 3,700. This amendment to the February 5, 2007 Form 4 corrects the resulting errors in Column 5 of Table I.

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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