

MATTEL INC /DE/

Form 4

August 04, 2015

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 *
KAYE ALAN

(Last) (First) (Middle)

**MATTEL, INC., 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)
07/31/2015

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) below)

EVP Chief HR Officer

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	08/01/2015		M		5,275	A <u>(1)</u>	28,519	I	In trust <u>(5)</u>
Common Stock	08/01/2015		F		1,983 <u>(2)</u>	D \$ 23.21	26,536	I	In trust <u>(5)</u>
Common Stock	08/01/2015		M		4,293	A <u>(3)</u>	30,829	I	In trust <u>(5)</u>
Common Stock	08/01/2015		F		1,614 <u>(4)</u>	D \$ 23.21	29,215	I	In trust <u>(5)</u>
Common Stock							8,650 <u>(6)</u>	I	In 401(k)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(1)	08/01/2015		M	5,275	(1) (1)	Common Stock 5,275
Restricted Stock Units	(3)	08/01/2015		M	4,293	(3) (3)	Common Stock 4,293
Employee Stock Option - Right to Buy	\$ 23.21	07/31/2015		A	194,301	(7) 07/31/2025	Common Stock 194,301
Restricted Stock Units	(8)	07/31/2015		A	16,157	(9) (9)	Common Stock 16,157

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KAYE ALAN MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	EVP Chief HR Officer

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Alan
Kaye

08/04/2015

**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 August 1, 2012 and filed on August 3, 2012, the reporting person received a grant of 10,549 Restricted Stock Units ("RSUs" or "Units") on August 1, 2012. 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, 2015, the remaining 50% of these RSUs vested, resulting in the issuance of 5,275 shares of Mattel, Inc. common stock.

(1) Pursuant to the terms of the August 1, 2012 RSU grant, 1,983 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.

As reported on a Form 4 dated August 1, 2013 and filed on August 5, 2013, the reporting person received a grant of 8,587 RSUs 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, 2015, the first 50% of these RSUs vested, resulting in the issuance of 4,293 shares of Mattel, Inc. common stock.

(2) Pursuant to the terms of the August 1, 2013 RSU grant, 1,614 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.

(3) The Kaye Living Trust, dated March 31, 1992.

(4) As of July 31, 2015, the reporting person had a balance of \$200,768.04 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

(5) The option was granted on July 31, 2015 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 July 31, 2015 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). The RSUs are accompanied by dividend equivalent rights.

(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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