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MATTEL INC /DE/  
Form FWP  
June 09, 2006

Filed pursuant to Rule 433

Registration Statement No. 333-134740

June 8, 2006

FREE WRITING PROSPECTUS DATED JUNE 8, 2006

Final Term Sheet for Floating Rate Notes due 2009

**Mattel, Inc.**

Issuer:	Mattel, Inc.
Principal Amount:	\$100,000,000
Maturity Date:	June 15, 2009
Interest Rate Basis:	3-month USD LIBOR
Spread:	Plus 40 basis points
Initial Base Rate:	3-month USD LIBOR, as determined on June 9, 2006
Interest Payment Dates:	Quarterly on March 15, June 15, September 15 and December 15, commencing on September 15, 2006 and ending on the Maturity Date
Interest Reset Dates:	Same as Interest Payment Dates, excluding the Maturity Date
Redemption Provision:	None
Price to Public:	100%
Net Proceeds to Issuer (before expenses):	\$99,600,000
Settlement Date:	June 13, 2006

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Banc of America Securities LLC and Citigroup Global Markets Inc. can arrange to send you the prospectus if you request it by calling or e-mailing Banc of America Securities LLC at 1-800-294-1322 or [dg.prospectus\\_distribution@bofasecurities.com](mailto:dg.prospectus_distribution@bofasecurities.com) or Citigroup Global Markets Inc. at 1-877-858-5407.**

Final Term Sheet for Notes due 2011**Mattel, Inc.**

Issuer:	Mattel, Inc.
Principal Amount:	\$200,000,000
Maturity Date:	June 15, 2011
Coupon (Interest Rate):	6.125%
Yield to Maturity:	6.130%
Spread to Benchmark Treasury:	Plus 120 basis points
Benchmark Treasury:	4.875% due May 31, 2011
Benchmark Treasury Price and Yield:	\$99-24 1/4, 4.930%
Interest Payment Dates:	Semi-annually on June 15, and December 15, commencing on December 15, 2006 and ending on the Maturity Date
Redemption Provision:	Callable at the greater of par or the make whole amount (T + 20 basis points)
Price to Public:	99.978%
Net Proceeds to Issuer (before expenses):	\$198,756,000
Settlement Date:	June 13, 2006

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