

MATTEL INC /DE/
Form 4
August 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
KILPIN TIMOTHY J.

(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)
08/01/2015

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)

President, Toy Box

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/01/2015		M	4,316 A (1)	83,371	D	
Common Stock	08/01/2015		F	1,622 (2) D \$ 23.21	81,749	D	
Common Stock	08/01/2015		M	4,293 A (3)	86,042	D	
Common Stock	08/01/2015		F	1,614 (4) D \$ 23.21	84,428	D	
Common Stock					3,449 (5)	I	In 401(k)

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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 4,316 shares of Mattel, Inc. common stock.

- (2) Pursuant to the terms of the August 1, 2012 RSU grant, 1,622 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.

- (4) 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.

- (5) As of July 31, 2015, the reporting person had a balance of \$80,052.60 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.

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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