

MATTEL INC /DE/  
Form 8-K  
March 04, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

February 28, 2011

**MATTEL, INC.**

(Exact name of registrant as specified in its charter)

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(State or other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS. Employer  
Identification No.)

333 Continental Boulevard, El Segundo, California  
(Address of Principal Executive Offices)

90245-5012  
(Zip Code)

Registrant's telephone number, including area code: (310) 252-2000

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On February 28, 2011, pursuant to the Mattel, Inc. ( Mattel ) Guidelines Concerning Rule 10b5-1(c) Individual Trading Plans (the Guidelines ), Thomas A. Debrowski, Executive Vice President, Worldwide Operations, entered into a Rule 10b5-1(c) trading plan (the Plan ) with a broker to sell up to 40,000 shares of Mattel stock acquired upon the vesting of performance-based restricted stock units under the 2008-2010 Long-Term Incentive Program.

In accordance with Mattel s Guidelines, the first sales under the Plan may not take place until March 30, 2011, which is the first business day that is at least 30 days after the date upon which Mr. Debrowski adopted the Plan. Mr. Debrowski may sell shares of Mattel stock under the Plan through the close of trading on February 27, 2012, at which time the Plan will terminate.

Transactions under the Plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission. The Plan was adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and with Mattel s Guidelines.

Rule 10b5-1 permits individuals who are not in possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock. Using these plans, individuals can gradually diversify their investment portfolios over an extended period of time.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTEL, INC.**

Date: March 4, 2011

By: /s/ ROBERT NORMILE  
Name: Robert Normile  
Title: Executive Vice President, Chief  
Legal Officer and Secretary