MATTEL INC /DE/
Form 3
February 08, 2016

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â TOTZKE STEVE
(Last) (First) (Middle)

333 CONTINENTAL BOULEVARD
(Street)

EL SEGUNDO,Â CAÂ 90245
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/01/2016

3. Issuer Name **and** Ticker or Trading Symbol
MATTEL INC /DE/ [MAT]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
EVP, Chief Comm Off-N America

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,418	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option - Right to Buy - Granted 08/01/2011	Â (1)	08/01/2021	Common Stock	1,422	$ 26.375	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2012	Â (1)	08/01/2022	Common Stock	11,514	$ 34.76	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2013	Â (1)	08/01/2023	Common Stock	12,799	$ 42.7	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2014	Â (1)	08/01/2024	Common Stock	26,228	$ 35.25	D	Â
Employee Stock Option - Right to Buy - Granted 07/31/2015	Â (2)	07/31/2025	Common Stock	64,767	$ 23.21	D	Â
Restricted Stock Units - Granted 08/01/2013	Â (3)	Â (3)	Common Stock	1,318	$ (4)	D	Â
Restricted Stock Units - Granted 08/01/2014	Â (3)	Â (3)	Common Stock	3,333	$ (4)	D	Â
Restricted Stock Units - Granted 12/12/2014	Â (5)	Â (5)	Common Stock	813	$ (4)	D	Â
Restricted Stock Units - Granted 05/29/2015	Â (6)	Â (6)	Common Stock	3,874	$ (7)	D	Â
Restricted Stock Units - Granted 07/31/2015	Â (6)	Â (6)	Common Stock	5,386	$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOTZKE STEVE 333 CONTINENTAL BOULEVARD EL SEGUNDO,Â CAÂ 90245	Â	Â	Â EVP, Chief Comm Off-N America	Â

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Steven B. Totzke — 02/08/2016

**Signature of Reporting Person — Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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).
(1)	The option was granted pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 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.
(2)	The option was granted pursuant to the Amended and Restated Mattel, Inc. 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.
(3)	The Restricted Stock Units (the "RSUs" or the "Units") vest as to 50% of the Units granted on the second anniversary of the date of grant and as to the remaining 50% of the Units granted 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.
(4)	The RSUs were granted pursuant to the 2010 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 on the settlement date). The RSUs are accompanied by dividend equivalent rights.
(5)	The RSUs vest as to 50% of the Units granted on the first anniversary of the date of grant and as to the remaining 50% of the Units granted on the second 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.
(6)	The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted 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.
(7)	The RSUs were granted 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 on the settlement date).

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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