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MATTEL INC /DE/

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FERGUSSON FRANCES D

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/14/12 for the Period Ending 05/10/12

Address	333 CONTINENTAL BLVD EL SEGUNDO, CA 90245
Telephone	3102522000
CIK	0000063276
Symbol	MAT
SIC Code	3942 - Dolls and Stuffed Toys
Industry	Recreational Products
Sector	Consumer Cyclical
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
FERGUSSON FRANCES D (Last) (First) (Middle)	**MATTEL INC /DE/ [MAT]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
MATTEL, INC., 333 CONTINENTAL BLVD. (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/10/2012**	
EL SEGUNDO, CA 90245 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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 Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**5/13/2012**		**M**		**7087**	**A**	**$32.47** (1)	**13587**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	**5/10/2012**		**A**		**3701**		(3)	(3)	**Common Stock**	**3701**	**$0**	**3701**	**D**	
Restricted Stock Units	(1)	**5/13/2012**		**M**			**7087**	(1)	(1)	**Common Stock**	**7087**	**$0**	**0**	**D**	

Explanation of Responses:

(1) As reported on a Form 4 dated May 13, 2009 and filed on May 14, 2009, the Restricted Stock Units ("RSUs") were granted on May 13, 2009 pursuant to the Mattel, Inc. 2005 Equity Compensation Plan. Each RSU represents a contingent right to receive one share of 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). Vested RSUs generally are settled on the third anniversary of the grant date, or May 13, 2012. On the settlement date, the reporting person received one share of Common Stock for each vested RSU held.

(2) The RSUs were granted on May 10, 2012, pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan. Each RSU represents a contingent right to receive one share of 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.

(3) The RSUs will vest in four equal installments, as follows: (i) 25% on August 10, 2012, (ii) 25% on November 10, 2012, (iii) 25% on February 10, 2013 and (iv) 25% on the earlier of May 10, 2013 or the day before the first annual meeting of Mattel's stockholders that occurs after the grant date. Vested RSUs generally will be settled on the third anniversary of the grant date. On the settlement date, for each vested RSU, the reporting person will receive one share of 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 settlement date).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSSON FRANCES D MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245	**X**			

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Frances D. Fergusson **5/14/2012**

** Signature of Reporting Person — Date

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

***** 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).

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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