FORM 4

k

[] 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 OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)							
1. Name and Address of Reporting Person *_	2. Issuer Name and Ticker or Trading Symbol		ing 5. Relations applicable)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
BEARD EUGENE P	MATTEL INC /DE/ [MAT]			XDirector 10% Owner Officer (give title below) Other (specify below)			
(Last) (First) (Middle)	3. Date of Earliest T (MM/DD/YYYY)	Fransaction					
	7/18/2003						
(Street)	4. If Amendment, D	ate Original Fil	ed 6. Individua	6. Individual or Joint/Group Filing (Check Applicable Line)			
(City) (State) (Zip)	(MM/DD/YYYY)			_X _Form filed by One Reporting Person Form filed by More than One Reporting Person			
1.Title of 2. Transaction Date 2 Security (MM/DD/YYYY) E (Instr. 3)	A. Deemed 3. 7 Execution Date, if Conny (In MM/DD/YYYY)	Fransaction 4 de (str. 8)	4. Securities Acquir (A) or Disposed of ((Instr. 3, 4 and 5)		6. Ownership lly Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate la Persons who respond to the coldisplays a currently valid OME Table II - Derivation	lection of information of information of information of information of the control of information of the control of information of informatio	on contained in	n this form are n			SEC 147 (9-0) es)	
Derivate or Exercise Date Ex Security Price of (MM/DD/YYYY) any	a. Deemed 4. Transaction ecution Date, if Code y (Instr. 8)	5. Number of Derivative Date Securities Acquired (A) or Disposed of (D)		Amount of Derivative de Securities Security B Underlying (Instr. 5) F	erivative Securities Form of eneficiallyOwned Deriva	ative Beneficial ity: Direct Ownership Indirect (Instr. 4)	
	Code V	(Instr. 3, 4 and 5) (A) (D) Date E		(Instr. 3 and 4) Title Amount or Number of Shares	(2) (4	,	
Phanto 0 (1) 7/18/2003 m Stoc	A		8/1988 8/8/1988 (2) (2)	Com 76 \$19.75 mon	12111	D	

stock

Reporting Owners

Reporting Owner Name / Address

Relationships
Director 10% Owner Officer

Other

BEARD EUGENE P,

X

Signatures

Eugene P. Beard

7/21/2003

** Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Distributions from Mr. Beard's phantom stock account will be in the form of shares of Mattel, Inc. common stock equal in value to the value of the phantom stock account.
- (2) The phantom stock units will be settled in Mattel, Inc. common stock after Mr. Beard ceases to be a member of the Board of Directors of Mattel, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

End of Filing

