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MATTEL INC /DE/

Reported by

ALLMARK DAVID

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/03/12 for the Period Ending 08/01/12

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)
ALLMARK DAVID (Last) (First) (Middle)	**MATTEL INC /DE/ [MAT]**	_____ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below) **EVP Global Brands Team - F-P**
MATTEL, INC., 333 CONTINENTAL BOULEVARD (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **8/1/2012**	
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	**8/2/2012**		**M**		**2500**	**A**	(4)	**17132**	**D**	
Common Stock	**8/2/2012**		**F**		**1064** (5)	**D**	**$34.56**	**16068**	**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				
Employee Stock Option - Right to Buy	**$34.76**	**8/1/2012**		**A**		**40541**		(1)	**8/1/2022**	**Common Stock**	**40541**	**$0**	**40541**	**D**	
Restricted Stock Units	(2)	**8/1/2012**		**A**		**8631**		(3)	(3)	**Common Stock**	**8631**	**$0**	**8631**	**D**	
Restricted Stock Units	(4)	**8/2/2012**		**M**			**2500**	(4)	(4)	**Common Stock**	**2500**	**$0**	**2500**	**D**	

Explanation of Responses:

(1) The option was granted on August 1, 2012 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 anniversay 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 Restricted Stock Units ("RSUs" or "Units") were granted on August 1, 2012 pusuant to the 2010 Plan. Each Unit represents a contingent right to receive one share of Mattel common stock (or, at the election of Mattel, a cash amount equal to the fair market value of such share). The RSUs are accompanied by dividend equivalent rights.

(3) 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 common stock (or, at the election of Mattel, 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) As reported on a Form 3 dated February 4, 2011 and filed on February 11, 2011, the reporting person received a grant of 5,000 RSUs on August 2, 2010. 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 common stock (or, at the election of Mattel, 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 2, 2012, the first 50% of these RSUs vested, resulting in the issuance of 2,500 shares of Mattel common stock.

(5) Pursuant to the terms of the August 2, 2010 RSU grant, 1,064 shares of Mattel common stock were automatically withheld at vesting to cover required tax withholding.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLMARK DAVID **MATTEL, INC.** **333 CONTINENTAL BOULEVARD** **EL SEGUNDO, CA 90245**			**EVP Global Brands Team - F-P**	

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for David Allmark — **8/3/2012**

** 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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