

MATTEL INC /DE/  
Form 4  
February 05, 2007

**FORM 4**

**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

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

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TOPHAM HERBERT SCOTT**

(Last) (First) (Middle)

**MATTEL, INC., 333  
CONTINENTAL BLVD.**

(Street)

**EL SEGUNDO, CA 90245**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/01/2007**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP & Corp. Controller**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 or Price			
Common stock	02/01/2007		M		7,500 A \$ 18.92	12,000	D	
Common stock	02/01/2007		M		5,000 A \$ 17.9	17,000	D	
Common stock	02/01/2007		M		30,000 A \$ 18.71	47,000	D	
Common stock	02/01/2007		S		42,500 D \$ 24.9535	4,500	D	
Common stock	02/02/2007		M		20,000 A \$ 19.43	24,500	D	

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Common stock	02/02/2007	M	20,000	A	\$ 20.04	44,500	D	
Common stock	02/02/2007	S	40,000	D	\$ 24.8588	4,500	D	
Common stock						848 <sup>(1)</sup>	I	401(k)

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option - right to buy	\$ 18.92	02/01/2007		M	7,500	06/29/2004 06/29/2011	Common stock 7,500
Employee Stock Option - right to buy	\$ 17.9	02/01/2007		M	5,000	12/28/2005 03/11/2014	Common stock 5,000
Employee Stock Option - right to buy	\$ 18.71	02/01/2007		M	30,000	12/28/2005 08/01/2015	Common stock 30,000
Employee Stock Option - right to buy	\$ 19.43	02/02/2007		M	20,000	12/28/2005 07/31/2013	Common stock 20,000

Employee  
Stock  
Option -  
right to  
buy

\$ 20.04

02/02/2007

M

20,000

05/22/2005

05/22/2012

Common  
stock

20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOPHAM HERBERT SCOTT MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO, CA 90245			SVP & Corp. Controller	

## Signatures

/s/ H. Scott  
Topham 02/02/2007

\*\*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).

As of February 1, 2007, Mr. Topham had a balance of \$21,841 in the Mattel Stock Fund of Mattel's 401(k) plan, the Personal Investment (1) Plan ("PIP"). The assets in the Mattel Stock Fund include cash amounts as well as shares of Mattel common stock. The number of shares has been calculated by the plan administrator for the PIP.

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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