

MATTEL INC /DE/  
Form 3  
September 17, 2008

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â DOUGLAS DIANNE		(Month/Day/Year)	MATTEL INC /DE/ [MAT]	
(Last)	(First)	(Middle)	09/08/2008	
333 CONTINENTAL BOULEVARD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
EL SEGUNDO,Â CAÂ 90245			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			SVP Investor Relations & Treas	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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	2,748	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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock option - right to buy	05/22/2005	05/22/2012	Common stock	27,500	\$ 20.04	D	Â
Stock option - right to buy	07/31/2006	07/31/2013	Common stock	27,500	\$ 19.43	D	Â
Stock option - right to buy	12/28/2005	04/30/2014	Common stock	30,000	\$ 16.96	D	Â
Stock option - right to buy	12/28/2005	08/01/2015	Common stock	55,000	\$ 18.71	D	Â
Restricted stock units	Â (1)	Â (1)	Common stock	7,000	\$ (2)	D	Â
Stock option - right to buy	Â (3)	08/01/2016	Common stock	20,000	\$ 17.94	D	Â
Restricted stock units	Â (1)	Â (1)	Common stock	7,000	\$ (4)	D	Â
Stock option - right to buy	Â (5)	08/01/2017	Common stock	15,000	\$ 23.58	D	Â
Restricted stock units	Â (1)	Â (1)	Common stock	6,104	\$ (6)	D	Â
Stock option - right to buy	Â (7)	08/01/2018	Common stock	32,982	\$ 20.48	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGLAS DIANNE 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	Â	Â	Â SVP Investor Relations &Treas	Â

## Signatures

/s/ Dianne Douglas 09/16/2008

\*\*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 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

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date of vesting), subject to tax withholding.

The RSUs were granted on August 1, 2006 pursuant to the 2005 Plan. Each Unit represents a contingent right to receive one share of

- (2) 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.

The option was granted on August 1, 2006 pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option

- (3) vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

The RSUs were granted on August 1, 2007 pursuant to the 2005 Plan. Each Unit represents a contingent right to receive one share of

- (4) 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.

The option was granted on August 1, 2007 pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option

- (5) vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

The RSUs were granted on August 1, 2008 pursuant to the 2005 Plan. Each Unit represents a contingent right to receive one share of

- (6) 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.

The option was granted on August 1, 2008 pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option

- (7) vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

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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