

ECKERT ROBERT
Form 4
February 18, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
ECKERT ROBERT

(Last) (First) (Middle)
MATEL, 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)
02/16/2010

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)
Chairman and CEO

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 | 02/16/2010 | | M | | 293,411 (1) | A | \$ 11.25 374,786 D |
| Common stock | 02/16/2010 | | S | | 293,411 (2) | D | \$ 21.2516 81,375 D |
| Common stock | 02/17/2010 | | M | | 562,201 (1) | A | \$ 11.25 643,576 D |
| Common stock | 02/17/2010 | | S | | 562,201 (3) | D | \$ 21.3107 81,375 D |
| Common stock | | | | | | | 5,000 I In trust (4) |

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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 Number Shares |
| Employee Stock Option - Right to Buy | \$ 11.25 | 02/16/2010 | | M | 293,411 (1) | 05/16/2003 | 05/16/2010 | Common stock | 293,4 |
| Employee Stock Option - Right to Buy | \$ 11.25 | 02/17/2010 | | M | 562,201 (1) | 05/16/2003 | 05/16/2010 | Common stock | 562,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ECKERT ROBERT MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245 | X | | Chairman and CEO | |

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Robert A. Eckert
02/18/2010

**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) The exercise occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1.

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(2) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.275. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) The sale occurred pursuant to a previously disclosed trading plan designed to comply with Rule 10b5-1. The transaction was executed in multiple trades at prices ranging from \$21.25 to \$21.4925. The price reported above reflects the weighted average purchase price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(4) The Eckert Family Trust dated January 31, 2002, Robert A. Eckert and Kathleen M. Eckert, trustees.

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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