

SARGENT RONALD
Form 4
May 16, 2011

FORM 4

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SARGENT RONALD

(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)
05/12/2011

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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common stock	05/12/2011		M	1,000	A	①	36,676	D
Common stock	05/13/2011		M	7,087	A	②	43,763	D
Common stock	05/13/2011		M	4,320	A	③	48,083	D

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

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(2) As reported on a Form 4 dated May 13, 2009 and filed on May 14, 2009, the reporting person received a grant of 7,087 RSUs on May 13, 2009. Under the terms of his RSU grant agreement, these RSUs settled on the earlier of the third anniversary of the grant date or upon his Retirement, death or Disability. Mr. Sargent ceased to be a Director of Mattel on May 13, 2011 when he was "Retirement" eligible (i.e., he was at least 55 years old with at least five years of service with Mattel).

(3) As reported on a Form 4 dated May 11, 2010 and filed on May 13, 2010, the reporting person received a grant of 4,320 RSUs on May 11, 2010. Under the terms of his RSU grant agreement, these RSUs settled on the earlier of the third anniversary of the grant date or upon his Retirement, death or Disability. Mr. Sargent ceased to be a Director of Mattel on May 13, 2011 when he was "Retirement" eligible (i.e., he was at least 55 years old with at least five years of service with Mattel).

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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