

MATTEL INC /DE/  
Form 8-K  
June 03, 2009

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

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported):

May 29, 2009

**MATTEL, INC.**

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-05647**  
(Commission File No.)

**95-1567322**  
(I.R.S. Employer  
Identification No.)

333 Continental Boulevard, El Segundo, California

90245-5012

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(310) 252-2000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-2 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## Section 8 Other Events

**Item 8.01. Other Events.**

On May 29, 2009, pursuant to the Mattel, Inc. ( Mattel or the Company ) Guidelines Concerning Rule 10b5-1(c) Individual Trading Plans (the Guidelines ), the following executives of Mattel each entered into separate individual Rule 10b5-1(c) trading plans (individually, a Plan , and collectively, the Plans ) with a broker to sell shares of Mattel stock to be acquired upon exercise of employee stock options (the Options ). The Options have a ten year term; some were granted in 1999, others in 2000, and all are nearing expiration. According to Mattel 's Guidelines, the first sales under the Plans may not take place until June 29, 2009, 30 days after the date each executive adopted his or her plan:

Name of Executive	Title of Executive	Number of Shares in Plan	Option Expiration Date	Date of Adoption of Plan	Plan Termination Date
Ellen Brothers		26,000	11/04/09	5/29/09	3/30/2010
	Executive Vice President, Mattel, Inc. and President, American Girl	62,500	3/30/2010		
Robert A. Eckert	Chairman of the Board and Chief Executive Officer	2,000,000	5/16/2010	5/29/09	5/14/2010
Kevin M. Farr	Chief Financial Officer	175,000	3/30/2010	5/29/09	3/30/2010
Neil B. Friedman	President, Mattel Brands	150,000	3/30/2010	5/29/09	3/30/2010
Alan Kaye	Senior Vice President, Human Resources	75,000	3/30/2010	5/29/09	3/30/2010
Robert Normile	Senior Vice President, General Counsel and Secretary	25,000	2/1/2010	5/29/09	3/30/2010
		75,000	3/30/2010		
Bryan G. Stockton	President, International	125,000	11/7/2010	5/29/09	1/29/2010

The transactions under each Plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission. Each Plan was adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and with Mattel 's Guidelines. Rule 10b5-1 permits individuals who are not in possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock. Using these plans, individuals can gradually diversify their investment portfolios over an extended period of time.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTEL, INC.**  
**Registrant**

By: /s/ Robert Normile  
**Robert Normile**  
**Senior Vice President, General Counsel and**  
**Secretary**

Dated: June 3, 2009