

FRIEDMAN NEIL
Form 4/A
August 04, 2009

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 *
FRIEDMAN NEIL

(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)
08/01/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
08/03/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Mattel Brands

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common stock	08/01/2009		F	9,999 (1) D \$ 17.58	57,180 (1)	D	
Common stock	08/01/2009		F	11,719 (2) D \$ 17.58	70,461 (2)	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN NEIL MATTEL, INC. 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245			President, Mattel Brands	

Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Neil B. Friedman 08/04/2009

__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).
- Due to an administrative error on the part of Mattel, Inc., the original Form 4 filed on August 3, 2009 reported that 9,219 of the 25,000 shares of Mattel common stock issuable to the reporting person upon the vesting of 25,000 Restricted Stock Units ("RSUs") granted to (1) him on August 1, 2006 were automatically withheld to cover required tax withholdings. The actual number of shares automatically withheld at vesting to cover required tax withholdings was 9,999 shares. Following this transaction, the reporting person directly held 57,180 shares of Mattel common stock.
- Due to an administrative error on the part of Mattel, Inc., the original Form 4 filed on August 3, 2009 reported that 9,219 of the 25,000 shares of Mattel common stock issuable to the reporting person upon the vesting of 25,000 RSUs granted to him on August 1, 2007 were (2) automatically withheld to cover required tax withholdings. The actual number of shares automatically withheld at vesting to cover required tax withholdings was 11,719 shares. Following this transaction, the reporting person directly held 70,461 shares of Mattel common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.