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MATTEL INC /DE/

MATTEL I	NC /DE/										
Form 4											
April 19, 20	013										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
	UNITEL	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check t										January 31, 2005	
	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP						ERSHIP OF	Estimated average			
Section	n 16. SECURITIES								burden hours per		
Form 4 Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							response	0.5	
obligati	Filed pt						-				
may co	nunue.			•	•	-	t of 1940	1935 or Section			
<i>See</i> Inst 1(b).	truction	50(11)	of the f	nvesunen	it Compa	Iy At	21 01 1940	'			
1(0).											
(Print or Type	e Responses)										
1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading 5. Relationship of						5. Relationship of l	Reporting Person(s) to				
SINCLAIR CHRISTOPHER A			Symbol				0	Issuer			
			MATTEL INC /DE/ [MAT]								
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
			(Month/Day/Year)				-	_X_ Director10% Owner			
MATTEL, INC., 333			04/18/2013				-1	Officer (give title Other (specify below)			
CONTINE	ENTAL BOULEV	ARD					L	below)	Delow)		
	(Street) 4			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)					Applicable Line)				
Form filed by M					One Reporting Person Iore than One Reporting						
	NDO, CA 90245						Ī	Person		porting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficial	y Owned	
1.Title of	2. Transaction Date			3.			quired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)		Date, if					Securities	Ownership	Indirect	
(1nstr. 5)	(Instr. 3) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)				5)	Beneficially Owned	Form: Direct (D)	Beneficial Ownership			
		X						Following	or Indirect	(Instr. 4)	
						(A)		Reported	(I) (Instr. 4)		
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Commen				Code V	Amount	(D)	Price	(
Common Stock	04/18/2013			М	12,000	А	\$ 17.24	32,069	D		
STOCK											
Common				~	10.000	-	\$	••••	-		
Stock	04/18/2013			S	12,000	D	43.7722	20,069	D		
							(1)				

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. Transactio Code (Instr. 8)	 5. Number of 5. Number of ctionDerivative Securities 3) 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 or Number of Shares
Stock Option - Right to Buy	\$ 17.24	04/18/2013		М		12,000	05/13/2008	05/13/2014	Common Stock	12,000

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
SINCLAIR CHRISTOPHER A MATTEL, INC. 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245	Х					
Signatures						
/s/ Andrew Paalborg Attorney-in-Fact	for Christ	onher Δ				

/s/ Andrew Paalborg, Attorney-in-Fact for Christopher A. Sinclair

**Signature of Reporting Person

04/19/2013 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).

This transaction was executed in multiple trades at prices ranging from \$43.75 to \$43.99. The price reported reflects the weighted average(1) 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.

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.