

MATTEL INC /DE/
Form 4
January 30, 2017

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 *
Dickson Richard

(Last) (First) (Middle)
333 CONTINENTAL BOULEVARD
(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)
01/29/2017

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)
Pres & Chief Operating Officer

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		
Common Stock	01/29/2017		M	9,200	A \$ 35,994	D	
Common Stock	01/29/2017		F	3,560	D \$ 26.49	D	
Common Stock						I	In 401(k)

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

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number.

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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	01/29/2017		M	9,200	(1) (1)	Common Stock	9,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickson Richard 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			Pres & Chief Operating Officer	

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Richard Dickson

01/30/2017

__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).

- As reported on a Form 4 dated January 29, 2015 and filed on February 2, 2015, the reporting person received a grant of 27,881 Restricted Stock Units ("RSUs" or "Units") on January 29, 2015. The RSUs vest as to 33% of the Units on the first anniversary of the date of grant, 33% of the Units on the second anniversary of the date of grant and as to the remaining 34% of the Units on the third anniversary of the date of grant. On the vesting date, for each Unit vesting, the reporting person will receive one share of Mattel, Inc. common stock (or, at the election of Mattel, Inc., a cash amount equal to the fair market value of one share of common stock on the date of vesting), subject to tax withholding. On January 29, 2017, the second 33% of these RSUs vested, resulting in the issuance of 9,200 shares of Mattel, Inc. common stock.
- (1) Pursuant to the terms of the January 29, 2015 RSU grant, 3,560 shares of Mattel, Inc. common stock were automatically withheld at vesting to cover required tax withholding.
- (3) As of January 29, 2017, the reporting person had a balance of \$23,516.24 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

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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