

FERGUSON FRANCES D  
Form 4  
November 14, 2012

**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 \*  
FERGUSON FRANCES D

2. Issuer Name and Ticker or Trading Symbol  
MATTEL INC /DE/ [MAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
MATTEL, INC., 333  
CONTINENTAL BLVD.

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/13/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
EL SEGUNDO, CA 90245

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

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	11/13/2012		M	7,500	A \$ 19.31	21,087	D
Common Stock	11/13/2012		S	7,500	D \$ 35.614 (1)	13,587	D
Common Stock	11/13/2012		M	4,500	A \$ 28.83	18,087	D
Common Stock	11/13/2012		S	4,500	D \$ 35.614 (1)	13,587	D
	11/13/2012		M	4,500	A \$ 20.41	18,087	D

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Common  
Stock

Common Stock	11/13/2012		\$					
		S	4,500	D	35.614	13,587	D	
					<u>(1)</u>			

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**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. Amount or Number of Shares
Stock Option - Right to Buy	\$ 19.31	11/13/2012		M	7,500	09/15/2006 09/15/2016	Common Stock	7,500
Stock Option - Right to Buy	\$ 28.83	11/13/2012		M	4,500	05/11/2010 05/18/2017	Common Stock	4,500
Stock Option - Right to Buy	\$ 20.41	11/13/2012		M	4,500	05/12/2011 05/29/2018	Common Stock	4,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSSON FRANCES D MATTEL, INC.	X			

333 CONTINENTAL BLVD.  
EL SEGUNDO, CA 90245

## Signatures

/s/ Andrew Paalborg, Attorney-in-Fact for Frances D.  
Fergusson

11/14/2012

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$35.57 to \$35.63. The price reported reflects the weighted average  
(1) purchase price. The reporting person hereby undertakes to provide to the SEC staff, the issuer or a security holder of the issuer, upon request, 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.  
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