

MATTEL INC /DE/
Form 3
September 17, 2015

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Zalzman Jean Gabriel

(Last) (First) (Middle)

333 CONTINENTAL
BOULEVARD

(Street)

EL SEGUNDO,Â CAÂ 90245

(City) (State) (Zip)

2. Date of Event
Requiring Statement
(Month/Day/Year)

09/09/2015

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, Commercial-International

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

46,562

D Â

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

SEC 1473 (7-02)

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

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option - Right to Buy - Granted 08/01/2007	Â <u>(1)</u>	08/01/2017	Common Stock	4,500	\$ 23.58	D	Â
Employee Stock Option - Right to Buy - Granted 08/02/2010	Â <u>(1)</u>	08/02/2020	Common Stock	6,059	\$ 21.5	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2011	Â <u>(1)</u>	08/01/2021	Common Stock	19,198	\$ 26.375	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2012	Â <u>(1)</u>	08/01/2022	Common Stock	15,203	\$ 34.76	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2013	Â <u>(1)</u>	08/01/2023	Common Stock	14,505	\$ 42.7	D	Â
Employee Stock Option - Right to Buy - Granted 08/01/2014	Â <u>(1)</u>	08/01/2024	Common Stock	59,524	\$ 35.25	D	Â
Employee Stock Option - Right to Buy - Granted 07/31/2015	Â <u>(2)</u>	07/31/2025	Common Stock	181,347	\$ 23.21	D	Â
Restricted Stock Units - Granted 08/01/2013	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,493	\$ <u>(4)</u>	D	Â
Restricted Stock Units - Granted 08/01/2014	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	7,565	\$ <u>(4)</u>	D	Â
Restricted Stock Units - Granted 06/30/2015	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	3,893	\$ <u>(6)</u>	D	Â
Restricted Stock Units - Granted 07/31/2015	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	15,080	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Zalzman Jean Gabriel 333 CONTINENTAL BOULEVARD EL SEGUNDO,Â CAÂ 90245	Â	Â	Â EVP, Commercial-International		Â

Signatures

/s/ Julie Kwok, Attorney-in-Fact for Jean Gabriel
Zalzman

09/17/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) The option was granted pursuant to the Mattel, Inc. 2010 Equity and Long-Term Compensation Plan (the "2010 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(2) The option was granted pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan (the "Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares granted on the first anniversary of the date of grant, (b) an additional 33% of the shares granted on the second anniversary of the date of grant, and (c) the remaining 34% of the shares granted on the third anniversary of the date of grant.

(3) The Restricted Stock Units ("RSUs" or the "Units") vest as to 50% of the Units on the second anniversary of the date of grant and as to the remaining 50% of the Units granted on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, 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.

(4) The RSUs were granted pursuant to the 2010 Plan. Each Unit represents a contingent right to 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 such share on the settlement date). The RSUs are accompanied by dividend equivalent rights.

(5) The RSUs vest as to (a) 33% of the Units on the first anniversary of the date of grant, (b) an additional 33% of the Units on the second anniversary of the date of grant, and (c) the remaining 34% of the Units on the third anniversary of the date of grant. On each vesting date, for each Unit vesting on such date, 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.

(6) The RSUs were granted pursuant to the Plan. Each Unit represents a contingent right to 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 such share). The RSUs are accompanied by dividend equivalent rights.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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