

Thompson Amanda J
 Form 4
 October 01, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Thompson Amanda J

(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)
 09/29/2018

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)
 EVP & Chief People 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)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/29/2018		M		12,790 A (1) 12,790	D	
Common Stock	09/29/2018		F		4,423 (2) D \$ 15.7 8,367	D	
Common Stock	09/29/2018		M		7,461 A (3) 15,828	D	
Common Stock	09/29/2018		F		2,581 (4) D \$ 15.7 13,247	D	
Common Stock	09/29/2018		M		7,461 A (3) 20,708	D	

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Common Stock 09/29/2018 F 2,581⁽⁴⁾ D \$ 15.7 18,127 D

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

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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
Restricted Stock Units	<u>(1)</u>	09/29/2018		M	12,790	<u>(1)</u> <u>(1)</u>	Common Stock	12,790
Restricted Stock Units	<u>(3)</u>	09/29/2018		M	7,461	<u>(3)</u> <u>(3)</u>	Common Stock	7,461
Restricted Stock Units	<u>(3)</u>	09/29/2018		M	7,461	<u>(3)</u> <u>(3)</u>	Common Stock	7,461

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Amanda J 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			EVP & Chief People Officer	

Signatures

/s/ Tiffani Magri, Attorney-in-Fact for Amanda J. Thompson

10/01/2018

**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 September 29, 2017 and filed on October 3, 2017, the Reporting Person received a grant of 38,760 Restricted Stock Units ("RSUs" or "Units") on September 29, 2017. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the

- (1) remaining 34% 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. On September 29, 2018, the first 33% of these RSUs vested, resulting in the issuance of 12,790 shares of Mattel, Inc. Common Stock.
- (2) Pursuant to the terms of the September 29, 2017 RSU grant, 4,423 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

As reported on a Form 4 dated September 29, 2017 and filed on October 3, 2017, the Reporting Person received a grant of 22,610 RSUs on September 29, 2017. The RSUs vest as to (a) 33% of the Units granted on the first anniversary of the date of grant, (b) an additional 33% of the Units granted on the second anniversary of the date of grant, and (c) the remaining 34% of the Units granted on the third

- (3) 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. On September 29, 2018, the first 33% of these RSUs vested, resulting in the issuance of 7,461 shares of Mattel, Inc. Common Stock.
- (4) Pursuant to the terms of the September 29, 2017 RSU grant, 2,581 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

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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