

MATTEL INC /DE/  
Form 8-K  
May 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 29, 2013**

**MATTEL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
  
of Incorporation)

**001-05647**  
(Commission  
  
File Number)

**95-1567322**  
(IRS. Employer  
  
Identification No.)

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**333 Continental Boulevard,**

**El Segundo, California**  
(Address of Principal Executive Offices)

**90245-5012**  
(Zip Code)

**Registrant's telephone number, including area code: (310) 252-2000**

N/A

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On May 29, 2013, pursuant to the Mattel, Inc. ( Mattel ) Guidelines Concerning Rule 10b5-1(c) Individual Trading Plans (the Guidelines ), the following executives of Mattel each entered into separate individual Rule 10b5-1(c) trading plans (individually, a Plan and collectively, the Plans ) with a broker to sell shares of Mattel stock to be acquired upon the exercise of employee stock options (the Options ). The Options have a 10-year term. The first sales under the Plans will not take place until July 1, 2013, which is at least 30 days after the date each executive adopted his Plan.

Name of Executive or Director	Title	Number of Shares in Plan	Option Expiration Date	Date of Adoption of Plan	Plan Termination Date
Bryan G. Stockton	Chairman of the Board and Chief Executive Officer	50,000	08/01/2015	05/29/2013	06/30/2014
		50,000	08/01/2016		
Kevin M. Farr	Chief Financial Officer	62,500	08/01/2016	05/29/2013	01/30/2014
Alan Kaye	Executive Vice President, Chief Human Resources Officer	28,125	08/01/2017	05/29/2013	06/30/2014
		70,360	08/01/2018		

The transactions under each Plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission. Each Plan was adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and with Mattel s Guidelines.

Rule 10b5-1 permits individuals who are not aware of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock. Using these plans, individuals can gradually diversify their investment portfolios over an extended period of time and better manage the exercise of stock options and the sale of shares.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MATTEL, INC.**

Date: May 31, 2013

By: /s/ ROBERT NORMILE

Name: Robert Normile

Title: Executive Vice President, Chief Legal Officer and Secretary