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MATTEL I	INC /DE/												
Form 4													
May 16, 20	06												
FOR		STATES	SECU	DITIES) EV	СПА	NCE	COMMERIO	NT	PPROVAL		
Washington, D.C. 20549									Number:	3235-0287			
Check this box if no longer									Expires:	January 31, 2005			
STATEMENT OF CHANGES IN BENEFICIAI Section 16. Form 4 or								AL OV	OWNERSHIP OF Estimated average burden hours per response 0				
Form 5 obligati	-								nge Act of 1934,				
may co See Inst 1(b).	ntinue. Section 17(Jtility Ho nvestmer	-	-	-	•	of 1935 or Secti 940	on			
(Print or Type	e Responses)												
				2. Issuer Name and Ticker or Trading Symbol MATTEL INC /DE/ [MAT]				ng	5. Relationship of Reporting Person(s) to Issuer				
(Lest)	(Einst)	Middle)				-			(Check all applicable)				
(M				3. Date of Earliest Transaction (Month/Day/Year) 05/11/2006					X_ Director 10% Owner Officer (give title Other (specify				
	333 CONTINENT		03/11/	2000					below)	below)			
	(Street)		4. If Am	. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
				X Form				Applicable Line) _X_ Form filed by	ine) ed by One Reporting Person ed by More than One Reporting				
EL SEGUI	NDO,, CA 90245								Person	whole than one R	eporting		
(City)	(State)	(Zip)	Tal	ble I - Non	-Deriv	vative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)(Instr. 3)any (Month/Day/Year)		Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5) (A))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code V	/ Am	ount	or (D)	Price	(Instr. 3 and 4)				
Reminder: Re	eport on a separate line	e for each cla	ass of sec	curities ben	eficial	lly ow	ned di	rectly o	or indirectly.				
					i r c	nforn œquir	nation red to iys a	n cont resp	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab								Beneficially Owner securities)	đ			
							_						

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivative	Expiration Date	Underlying Securities	Ε

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8))	Securities (Month/Day, Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		'Year)	(Instr. 3 and 4)		
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common stock - right to buy	\$ 16.05	05/11/2006		A		6,000		<u>(1)</u>	05/11/2016	Common stock	6,000
Restricted Stock Units	<u>(2)</u>	05/11/2006		А		2,000		(3)	(3)	Common stock	2,000

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
SINCLAIR CHRISTOPHER A MATTEL, INC MAIL STOP M1-1516 333 CONTINENTAL BLVD. EL SEGUNDO,, CA 90245	Х						
Signatures							

/s/ Christopher A. 05/11/2006 Sinclair <u>**</u>Signature of Reporting Date Person

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).

The option was granted pursuant to the Mattel, Inc. 2005 Equity Compensation Plan (the "2005 Plan"). The option vests and becomes exercisable with regard to (a) 33% of the shares on the first anniversary of the date of grant, (b) an additional 33% of the shares on the second anniversary of the date of grant, and (c) the remaining 34% of the shares on the third anniversary of the date of grant.

The Restricted Stock Units (the "RSUs" or the "Units") were granted pursuant to the 2005 Plan. Each Unit represents a contingent (2) right to receive one share of 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.

The RSUs vest as to 50% of the Units on the second anniverary of the date of grant and as to the remaining 50% 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 (3) receive one share of 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.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.