

MATTEL INC /DE/
Form 3
September 14, 2007

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Massingberd Geoff | | (Month/Day/Year) | MATTEL INC /DE/ [MAT] | |
| (Last) | (First) | (Middle) | 09/07/2007 | |
| MATTEL CANADA,Â 6155 FREEMONT BOULEVARD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MISSISSAUGA,Â A6Â L5R 3W2 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, Corporate Responsibility | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|------------------|------------------|-----------------|--------|-------------------|---|---|
| Employee stock option (right to buy) Granted on 2/5/1998 | 02/06/2002 | 02/05/2008 | Common stock | 10,000 | \$ 42 | D | Â |
| Employee stock option (right to buy) Granted on 1/14/1999 | 01/15/2003 | 01/14/2009 | Common stock | 20,000 | \$ 22.5 | D | Â |
| Employee stock option (right to buy) Granted on 05/22/2002 | 05/22/2005 | 05/22/2012 | Common stock | 30,000 | \$ 20.04 | D | Â |
| Employee stock option (right to buy) Granted on 07/31/2003 | 12/28/2005 | 07/31/2013 | Common stock | 32,000 | \$ 19.43 | D | Â |
| Employee stock option (right to buy) Granted on 04/30/2004 | 12/28/2005 | 04/30/2014 | Common stock | 34,000 | \$ 16.96 | D | Â |
| Employee stock option (right to buy) Granted on 05/19/2005 | 12/28/2005 | 05/19/2015 | Common stock | 15,000 | \$ 18.81 | D | Â |
| Employee stock option (right to buy) Granted on 08/01/2005 | 12/28/2005 | 08/01/2015 | Common stock | 34,000 | \$ 18.71 | D | Â |
| Employee stock option (right to buy) Granted on 08/01/2006 | Â ⁽¹⁾ | 08/01/2016 | Common stock | 17,000 | \$ 17.94 | D | Â |
| Restricted Stock Units Granted on 8/1/2006 | Â ⁽²⁾ | Â ⁽²⁾ | Common stock | 6,000 | \$ ⁽³⁾ | D | Â |
| Employee stock option (right to buy) Granted on 08/01/2007 | Â ⁽⁴⁾ | 08/01/2017 | Common stock | 13,875 | \$ 23.58 | D | Â |
| Restricted Stock Units Granted on 8/1/2007 | Â ⁽²⁾ | Â ⁽²⁾ | Common stock | 6,500 | \$ ⁽⁵⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Massingberd Geoff MATTEL CANADA 6155 FREEMONT BOULEVARD MISSISSAUGA,Â A6Â L5R 3W2 | Â | Â | Â SVP, Corporate Responsibility | Â |

Signatures

/s/ Geoff
Massingberd

09/14/2007

**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 became exercisable as to 33% of the shares on 8/1/2007, will become exercisable as to an additional 33% of the shares on 8/1/2008 and will become fully exercisable on 8/1/2009.

The Restricted Stock Units (the "RSUs" or the "Units") will vest as to 50% of the Units on 8/1/2008 and as to the remaining 50% of the Units on 8/1/2009. On each vesting date, for each Unit vesting on such date, the reporting person will 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 on the date of vesting), subject to tax withholding.
 - (2) Each Unit represents a contingent 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.
 - (3) The option will become exercisable as to 33% of the shares on 8/1/2008 and as to an additional 33% of the shares on 8/1/2009, and the option will become fully exercisable on 8/1/2010.

The RSUs will vest as to 50% of the Units on 8/1/2009 and as to the remaining 50% of the Units on 8/1/2010. On each vesting date, for each Unit vesting on such date, the reporting person will 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 on the date of vesting), subject to tax withholding.
 - (5)

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.