STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

FORM 4

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*  
   Anschell Jonathan  
   333 CONTINENTAL BOULEVARD  
   EL SEGUNDO CA 90245

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

3. Date of Earliest Transaction (Month/Day/Year)  
   08/02/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)  
   X

5. Relationship of Reporting Person(s) to Issuer  
   Director  
   X 10% Owner  
   EVP Chief Legal Officer & Sec

6. Individual or Joint/Group Filing (Check Applicable Line)  
   X 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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Acquired/Disposed</th>
<th>Security Acquired/Disposed Of (A) or (D)</th>
<th>Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock</td>
<td>08/02/2021</td>
<td>(A)</td>
<td>Common Stock</td>
<td>22,250</td>
<td>Director</td>
</tr>
<tr>
<td>Option - Right to</td>
<td>08/02/2021</td>
<td>(A)</td>
<td>Common Stock</td>
<td>17,287</td>
<td>EVP Chief Legal Officer &amp; Sec</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Executed</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable/Expiry</th>
<th>Title of Derivative Security</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>$21.91</td>
<td>08/02/2021</td>
<td>A</td>
<td>22,250</td>
<td>(2)</td>
<td>Common Stock</td>
<td>$0, 40,876</td>
</tr>
<tr>
<td>Employee Stock Option -</td>
<td></td>
<td></td>
<td>A</td>
<td>17,287</td>
<td>(3)</td>
<td>Common Stock</td>
<td>$0, 61,347</td>
</tr>
<tr>
<td>Right to Buy</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. The Restricted Stock Units ("RSUs" or "Units") were granted on August 2, 2021 pursuant to the Mattel, Inc. Amended and Restated 2010 Equity and Long-Term Compensation Plan, as amended (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).
2. 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 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.
3. The option was granted on August 2, 2021 pursuant to 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.

Remarks:

/s/ Tiffani Magri, Attorney-in-fact for Jonathon Anschell  
08/03/2021  
** Signature of Reporting Person  
Date

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.