

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* EUTENEUER JOSEPH J			2. Issuer Name and Ticker or Trading Symbol MATTEL INC /DE/ [MAT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) Chief Financial Officer Other (specify below) _____		
(Last) (First) (Middle) 333 CONTINENTAL BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2020					
(Street) EL SEGUNDO CA 90245			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
(City) (State) (Zip)								

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2020		M		51,902	A	(1)	159,724	D	
Common Stock	08/10/2020		F		25,736 ⁽²⁾	D	\$11.66	133,988	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	08/10/2020		M			16,538	(3)	(3)	Common Stock	16,538	\$0	0	D	
Restricted Stock Units	(3)	08/10/2020		M			16,538	(3)	(3)	Common Stock	16,538	\$0	0	D	
Restricted Stock Units	(3)	08/10/2020		M			18,375	(3)	(3)	Common Stock	18,375	\$0	0	D	
Restricted Stock Units	(4)	08/10/2020		M			285	(4)	(4)	Common Stock	285	\$0	0	D	
Restricted Stock Units	(5)	08/10/2020		M			166	(5)	(5)	Common Stock	166	\$0	0	D	

Explanation of Responses:

- Restricted stock units convert to common stock on a one-for-one basis.
- Represents shares withheld to satisfy required tax obligations.
- Upon vesting, restricted stock units convert to common stock on a one-for-one basis, and there is no expiration date. Represents a prorated portion of the shares that were scheduled to vest on September 29, 2020, but which became vested in connection with the reporting person's termination of employment on August 10, 2020.
- Upon vesting, restricted stock units convert to common stock on a one-for-one basis, and there is no expiration date. Represents a prorated portion of the shares that were scheduled to vest on August 1, 2021, but which became vested in connection with the reporting person's termination of employment on August 10, 2020.
- Upon vesting, restricted stock units convert to common stock on a one-for-one basis, and there is no expiration date. Represents a prorated portion of the shares that were scheduled to vest on August 1, 2021 and August 1, 2022, but which became vested in connection with the reporting person's termination of employment on August 10, 2020.

Remarks:

/s/ Tiffani Magri as Attorney-in-Fact for Joseph J. Euteneuer 08/12/2020

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.