

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>NORMILE ROBERT</u> (Last) (First) (Middle) <u>333 CONTINENTAL BOULEVARD</u> (Street) <u>EL SEGUNDO CA 90245</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MATTEL INC /DE/ [MAT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP Chief Legal Officer & Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	12/27/2019		M		8,128	A	(1)	142,962	D	
Common Stock	12/27/2019		F		2,811 ⁽²⁾	D	\$13.8	140,151	D	
Common Stock								14,893 ⁽³⁾	I	In 401(k)

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	(1)	12/27/2019		M		8,128		(1)	(1)	Common Stock	8,128	\$0	0	D	

Explanation of Responses:

- As reported on a Form 4 dated December 29, 2017 and filed on January 3, 2018, the Reporting Person received a grant of 16,255 Restricted Stock Units ("RSUs" or "Units") on December 29, 2017. The RSUs vest as to 50% of the Units granted on the first anniversary of the date of grant and as to the remaining 50% of the Units granted on the second 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, subject to tax withholding. On December 27, 2019, the remaining 50% of these RSUs vested, resulting in the issuance of 8,128 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the December 29, 2017 RSU grant, 2,811 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- As of December 29, 2019, the Reporting Person had a balance of \$205,452.58 in the Mattel Stock Fund of Mattel, Inc.'s 401(k) plan, the Personal Investment Plan ("PIP"). The number of shares has been calculated by the plan administrator for the PIP.

Remarks:

/s/ Robert Efthimos, Attorney-in-Fact for Robert Normile 12/30/2019

** 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.