

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Dickson Richard</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Pres & Chief Operating Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/01/2019</u>					
			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 <input type="checkbox"/> Form filed by More than One Reporting Person		

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	08/01/2019		M		10,392	A	(1)	132,062	D	
Common Stock	08/01/2019		F		5,153 ⁽²⁾	D	\$13.59	126,909	D	
Common Stock	08/01/2019		M		23,526	A	(3)	150,435	D	
Common Stock	08/01/2019		F		11,665 ⁽⁴⁾	D	\$13.59	138,770	D	
Common Stock								3,203 ⁽⁵⁾	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	Amount or Number of Shares				
Restricted Stock Units	(1)	08/01/2019		M		10,392		(1)	(1)	Common Stock	10,392	\$0	0	D	
Restricted Stock Units	(3)	08/01/2019		M		23,526		(3)	(3)	Common Stock	23,526	\$0	47,767	D	
Restricted Stock Units	(6)	08/01/2019		A		82,781		(7)	(7)	Common Stock	82,781	\$0	82,781	D	
Employee Stock Option - Right to Buy	\$13.59	08/01/2019		A		220,157		(8)	08/01/2029	Common Stock	220,157	\$0	220,157	D	

Explanation of Responses:

- As reported on a Form 4 dated August 1, 2016 and filed on August 3, 2016, the Reporting Person received a grant of 30,562 Restricted Stock Units ("RSUs" or "Units") on August 1, 2016. The RSUs vested 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 received one share of Mattel, Inc. Common Stock, subject to tax withholding. On August 1, 2019, the final 34% of these RSUs vested, resulting in the issuance of 10,392 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the August 1, 2016 RSU grant, 5,153 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- As reported on a Form 4 dated August 1, 2018 and filed on August 3, 2018, the Reporting Person received a grant of 71,293 RSUs on August 1, 2018. 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, subject to tax withholding. On August 1, 2019, the first 33% of these RSUs vested, resulting in the issuance of 23,526 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the August 1, 2018 RSU grant, 11,665 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- As of August 1, 2019, the Reporting Person had a balance of \$43,527.97 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.
- The RSUs were granted on August 1, 2019 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).
- 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.
- The option was granted on August 1, 2019 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 Richard Dickson 08/05/2019

** 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.

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