

**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>EUTENEUER JOSEPH J</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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2019</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	09/29/2019		M		21,318	A	(1)	83,666	D	
Common Stock	09/29/2019		F		10,570 <sup>(2)</sup>	D	\$11.255	73,096	D	
Common Stock	09/29/2019		M		19,186	A	(3)	92,282	D	
Common Stock	09/29/2019		F		9,513 <sup>(4)</sup>	D	\$11.255	82,769	D	
Common Stock	09/29/2019		M		19,186	A	(3)	101,955	D	
Common Stock	09/29/2019		F		9,513 <sup>(4)</sup>	D	\$11.255	92,442	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	(1)	09/29/2019		M			21,318	(1)	(1)	Common Stock	21,318	\$0	21,964	D	
Restricted Stock Units	(3)	09/29/2019		M			19,186	(3)	(3)	Common Stock	19,186	\$0	19,768	D	
Restricted Stock Units	(3)	09/29/2019		M			19,186	(3)	(3)	Common Stock	19,186	\$0	19,768	D	

**Explanation of Responses:**

- As reported on a Form 4 dated September 29, 2017 and filed on October 3, 2017, the Reporting Person received a grant of 64,599 Restricted Stock Units ("RSUs" or "Units") on September 29, 2017. 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 September 29, 2019, the second 33% of these RSUs vested, resulting in the issuance of 21,318 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the September 29, 2017 RSU grant, 10,570 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.
- As reported on a Form 4 dated September 29, 2017 and filed on October 3, 2017, the Reporting Person received a grant of 58,140 RSUs on September 29, 2017. 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 September 29, 2019, the second 33% of these RSUs vested, resulting in the issuance of 19,186 shares of Mattel, Inc. Common Stock.
- Pursuant to the terms of the September 29, 2017 RSU grant, 9,513 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

**Remarks:**

/s/ Robert Efthimos as  
Attorney-in-Fact for Joseph J. Euteneuer 09/30/2019  
Euteneuer  
 \*\* 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.

