

EUTENEUER JOSEPH J  
Form 4  
October 01, 2018

**FORM 4**

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

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EUTENEUER JOSEPH J

(Last) (First) (Middle)  
333 CONTINENTAL BOULEVARD  
(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/29/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/29/2018		M		21,317	A	① 21,317
Common Stock	09/29/2018		F		10,569	D	\$ 15.7 10,748
Common Stock	09/29/2018		M		19,186	A	③ 29,934
Common Stock	09/29/2018		F		6,635	D	\$ 15.7 23,299
Common Stock	09/29/2018		M		19,186	A	③ 42,485

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Common Stock      09/29/2018      F      7,254<sup>(5)</sup>      D      \$ 15.7      35,231      D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	09/29/2018		M	21,317	<u>(1)</u> <u>(1)</u>	Common Stock	21,317
Restricted Stock Units	<u>(3)</u>	09/29/2018		M	19,186	<u>(3)</u> <u>(3)</u>	Common Stock	19,186
Restricted Stock Units	<u>(3)</u>	09/29/2018		M	19,186	<u>(3)</u> <u>(3)</u>	Common Stock	19,186

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EUTENEUER JOSEPH J 333 CONTINENTAL BOULEVARD EL SEGUNDO, CA 90245			Chief Financial Officer	

## Signatures

/s/ Tiffani Magri as Attorney-in-Fact for Joseph J. Euteneuer      10/01/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

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

(1) 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. On September 29, 2018, the first 33% of these RSUs vested, resulting in the issuance of 21,317 shares of Mattel, Inc. Common Stock.

(2) Pursuant to the terms of the September 29, 2017 RSU grant, 10,569 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

(3) 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. On September 29, 2018, the first 33% of these RSUs vested, resulting in the issuance of 19,186 shares of Mattel, Inc. Common Stock.

(4) Pursuant to the terms of the September 29, 2017 RSU grant, 6,635 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

(5) Pursuant to the terms of the September 29, 2017 RSU grant, 7,254 shares of Mattel, Inc. Common Stock were automatically withheld at vesting to cover required tax withholding.

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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