

MATTEL INC /DE/  
Form FWP  
September 24, 2010  
Free Writing Prospectus

Filed Pursuant to Rule 433

(To Prospectus dated September 23, 2010)

Registration Statement No. 333-169539

September 23, 2010

**Form of Final Term Sheet for Notes due 2020 and Notes due 2040**

**Mattel, Inc.**

|                                     |   |   |
|-------------------------------------|---|---|
| Issuer:                             | Mattel, Inc.  |   |
| Bookrunners:                        | Banc of America Securities LLC  |   |
|                                     | RBS Securities Inc.   |   |
| Co-managers:                        | SG Americas Securities, LLC   |   |
|                                     | Citigroup Global Markets Inc.   |   |
|                                     | KeyBanc Capital Markets Inc.  |   |
|                                     | Mitsubishi UFJ Securities (USA), Inc.   |   |
|                                     | Mizuho Securities USA Inc.  |   |
|                                     | RBC Capital Markets   |   |
| Title:                              | <b><u>2020 Notes</u></b>  | <b><u>2040 Notes</u></b>  |
| Principal Amount:                   | \$250,000,000   | \$250,000,000   |
| Maturity Date:                      | October 1, 2020   | October 1, 2040   |
| Coupon (Interest Rate):             | 4.350%  | 6.200%  |
| Interest Payment Dates:             | Semi-annually on April 1 and October 1, commencing on April 1, 2011 and ending on the Maturity Date | Semi-annually on April 1 and October 1, commencing on April 1, 2011 and ending on the Maturity Date |
| Yield to Maturity:                  | 4.378%  | 6.243%  |
| Spread to Benchmark Treasury:       | 182 basis points  | 250 basis points  |
| Benchmark Treasury:                 | 2.625% due August 15, 2020  | 4.375% due May 15, 2040   |
| Benchmark Treasury Price and Yield: | 100.18; 2.558%  | 111.08; 3.743%  |
| Redemption Provision:               | Callable at the greater of par or the make whole (T + 25 basis points)                              | Callable at the greater of par or the make whole (T + 40 basis points)                              |
| Price to Public:                    | 99.775%   | 99.419%   |
| Settlement Date:                    | September 28, 2010  | September 28, 2010  |
| CUSIP:                              | 577081 AT9  | 577081 AU6  |

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Banc of America Securities LLC and RBS Securities Inc. can arrange to send you the prospectus if you request it by calling or e-mailing Banc of America Securities LLC at 1-800-294-1322 or [dg.prospectus\\_distribution@bofasecurities.com](mailto:dg.prospectus_distribution@bofasecurities.com) or calling RBS Securities Inc. at 1-866-884-2071.