

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549-4561

January 6, 2010

Bob Normile Senior Vice President and General Counsel Mattel, Inc. 333 Continental Boulevard El Segundo, CA 90245

Rec

Mattel, Inc.

Incoming letter dated December 15, 2009

Dear Mr. Normile:

This is in response to your letter dated December 15, 2009 concerning the shareholder proposal submitted to Mattel by Robert D. Morse. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Heather L. Maples Senior Special Counsel

Enclosures:

cc: Robert D. Morse

FISMA & OMS Memorandum M-07-16

No Action Letter Committee Of Annuity Insurers Securities

Liying Dong

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