## Edgar Filing: GOLDNER BRIAN - Form 4

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Form 4												
January 22, 2									OMB AF	PROVAL		
	UNITEI	) STATES		ITIES Al hington, 1			NGE CC	OMMISSION	OMB Number:	3235-0287		
Check this if no long subject to Section 16 Form 4 or	er <b>STATE</b> 5.									January 31, 2005 werage rs per 0.5		
Form 5 obligation may conti <i>See</i> Instru 1(b).	<sup>is</sup> nue. Section 17	7(a) of the		lity Hold	ing Com	pany	Act of 1	Act of 1934, 935 or Section	response			
(Print or Type R	esponses)											
GOLDNER BRIAN Symbol			Symbol	er Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of 1		ansaction			(Check all applicable)				
				(Month/Day/Year) 01/20/2009				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
PAWTUCK	ET, RI 02862						_	Form filed by Mo Form filed by Mo Person				
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Acqui	red, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A)	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Stock (Par Value \$.50/share)	01/20/2009			F <u>(1)</u>	6,760	D	\$ 26.375	128,634	D			

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

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 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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GOLDNER BRIAN C/O HASBRO INC 1027 NEWPORT AVENUE PAWTUCKET, RI 02862	Х		President and CEO				
Signatures							
Tarrant Sibley, p/o/a for Brian Goldner		01/22/20	009				

\*\*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).

This represents payment of tax withholding using share withholding in connection with a previously granted restricted stock award of
 20,000 shares (granted on January 20, 2006) which vested on January 20, 2009. The full 20,000 shares of restricted stock were previously reported as owned by Mr. Goldner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.