

HASBRO INC
Form 4
October 24, 2014

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 *
Thomas Deborah

(Last) (First) (Middle)
C/O HASBRO, INC., 1011
NEWPORT AVENUE
(Street)

PAWTUCKET, RI 02861

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HASBRO INC [HAS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2014

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)
EVP & 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock (Par Value \$0.50 per share)	10/22/2014		M		34,791	A	\$ 22.73
					89,548.4545	D	
Common Stock (Par Value \$0.50 per share)	10/22/2014		M		24,799	A	\$ 36.135
					114,347.4545	D	

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Common Stock (Par Value \$.50 per share)	10/22/2014	S	59,590	D	\$ 57.2893 <u>(1)</u>	54,757.4545	D
Common Stock (Par Value \$.50 per share)	10/23/2014	M	18,533	A	\$ 36.135	73,290.4545	D
Common Stock (Par Value \$.50 per share)	10/23/2014	M	37,098	A	\$ 45.66	110,388.4545	D
Common Stock (Par Value \$.50 per share)	10/23/2014	M	8,534	A	\$ 47.21	118,922.4545	D
Common Stock (Par Value \$.50 per share)	10/23/2014	S	59,590	D	\$ 57.5067 <u>(2)</u>	59,332.4545	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. Title
				Code V	(A) (D)			

						Date Exercisable	Expiration Date		Amount or Number of Shares
Option (Right to Buy) ⁽³⁾	\$ 22.73	10/22/2014	M	34,791	<u>(4)</u>	05/20/2016	Common Stock	34,791	
Option (Right to Buy) ⁽³⁾	\$ 36.135	10/22/2014	M	24,799	<u>(5)</u>	02/07/2019	Common Stock	24,799	
Option (Right to Buy)	\$ 36.135	10/23/2014	M	18,533	<u>(5)</u>	02/07/2019	Common Stock	18,533	
Option (Right to Buy) ⁽³⁾	\$ 45.66	10/23/2014	M	37,098	<u>(6)</u>	02/08/2018	Common Stock	37,098	
Option (Right to Buy) ⁽³⁾	\$ 47.21	10/23/2014	M	8,534	<u>(7)</u>	04/23/2020	Common Stock	8,534	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Deborah C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02861			EVP & Chief Financial Officer	

Signatures

Tarrant Sibley, P/O/A for Deborah Thomas
10/24/2014

__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).

(1) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from 56.87 to 57.76, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from 57.30 to 57.81, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).

(3) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.

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- (4) 33 1/3% of the options became exercisable on the first anniversary of the date of grant and an additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.
- (5) 33 1/3% of the option became exercisable on the first anniversary of the date of grant, which grant date is February 8, 2012. An additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.
- (6) 33 1/3% of the option became exercisable on the first anniversary of the date of grant, which grant date is February 9, 2011. An additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.
- (7) 33 1/3% of the option became exercisable on the first anniversary of the date of grant, which grant date is April 24, 2013. An additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.

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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