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HASBRO II	NC											
Form 4 October 24,	2014											
FORM	лл									OMB AF	PROVAL	_
	UNITED	STATES				AND EX , D.C. 20		NGE CO	OMMISSION	OMB Number:	3235-0	287
Check this box if no longer subject to Section 16. Form 4 or			(using ton, 2101 200 1)							Expires:	January	
			CHAN			BENEF RITIES	ERSHIP OF	Estimated a burden hour response	verage	2005 0.5		
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17((a) of the P	ublic U	Jtility I	Hol	ding Cor	npan	•	Act of 1934, 1935 or Section			
(Print or Type	Responses)											
HARGREAVES DAVID D R Symbol									5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction						(Check all applicable)			
(Mont				onth/Day/Year) 22/2014					Director 10% Owner Officer (give title Other (specify below) below) below) EVP & Chief Strategy Officer			
				(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PAWTUCH	KET, RI 02861							-	Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	ole I - No	on-]	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed th/Day/Year) Execution Date, if any (Month/Day/Year)				4. Securit our Dispose (Instr. 3, 4	ed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Natur Indirect Benefici Ownersl (Instr. 4)	al hip
Common				Code	v	Amount	(D)	Price	(Instr. 3 and 4)			
Stock (Par Value \$.50 per share)	10/22/2014			S		24,194	D	\$ 57.1591 (1)	200,000	D		
Common Stock (Par Value \$.50 per share)	10/23/2014			М		68,552	A	\$ 45.66	268,552	D		
Common Stock (Par	10/23/2014			S		68,552	D	\$ 57.6786	200,000	D		

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Value \$.50 per share) (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of 4 Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (3)	\$ 45.66	10/23/2014	М	68,522	(4)	02/08/2018	Common Stock	68,552

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARGREAVES DAVID D R 1011 NEWPORT AVENUE PAWTUCKET, RI 02861			EVP & Chief Strategy Officer				
Signatures							
Tarrant Sibley, P/O/A for David D. Hargreaves	R.	10/24/201	.4				
**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 \$57.075 to \$57.32, 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

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ranges set forth in this footnote (1).

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$57.475 to \$57.82, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the

- (2) The spring person undertakes to provide to massio, inc., any security noder of massio, inc. of the start of the start
- (3) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (4) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date is February 9, 2011 and an additional 33 1/3% of the options became 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. 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.