HASBRO INC Form 4

October 28, 2015 **FORM 4**

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

(Print or Type Responses)

1. Name and Add GOLDNER E	*	ing Person *	2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O HASBRO	O INC, 1027	1	10/26/2015	X Officer (give title Other (specify below)			
NEWPORT AVENUE				President, CEO & Chairman			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
PAWTUCKET, RI 02861				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	Derivative S	ed, 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)	Execution Date, if Transaction Code (4. Securities Acquired (A) or nDisposed of (D) (Instr. 3, 4 and 5) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (Par Value \$.50 per share)	10/26/2015		Code V M	Amount 200,000	(D)	Price \$ 38.395	282,805	D	
Common Stock (Par Value \$.50 per share)	10/26/2015		S	162,100	D	\$ 78.7463 (1)	120,705	D	

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Common Stock (Par Value \$.50 per share)	10/26/2015	S	12,900	D	\$ 79.3186 (2)	107,805	D	
Common Stock (Par Value \$.50 per share)	10/26/2015	G(3) V	25,000	D	\$ 0	82,805	D	
Common Stock (Par Value \$.50 per share)	10/26/2015	G(3) V	25,000	A	\$ 0	376,882.32	I (4)	By the Brian D. Goldner Trust
Common Stock (Par Value \$.50 per share)	07/02/2015	G(5) V	5,000	D	\$ 0	371,882.32	I (4)	By the Brian D. Goldner Trust
Common Stock (Par Value \$.50 per share)	07/02/2015	G(5) V	5,000	A	\$0	32,424.96	I (4)	By the Barbara S. Goldner Trust

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. Num orDerivat		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities		
Security	or Exercise		any	Code	Securit	ies	(Month/Day/	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquire	ed (A) or					
	Derivative				Disposed of (D) (Instr. 3, 4, and						
	Security										
					5)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o	

Shares

200,000

Option

(Right to \$ 38.395 10/26/2015 M 200,000 <u>(7)</u> 03/25/2017 Common Stock

Buy) (6)

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

GOLDNER BRIAN C/O HASBRO INC 1027 NEWPORT AVENUE PAWTUCKET, RI 02861

President, CEO & Chairman

Signatures

Tarrant Sibley, P/O/A for Brian Goldner

10/28/2015

Date

**Signature of Reporting Person

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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$78.25 to \$79.23, 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 \$79.25 to \$79.42, 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) This transaction involved a gift of securities by the Reporting Person to the Brian D. Goldner Trust.
- (4) Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (5) This transaction represented a gift of securities by the Brian D. Goldner Trust to the Barbara S. Goldner Trust.
- (6) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (7) The options vested and became exercisable in five cumulative equal installments on each of March 26, 2011, March 26, 2012, March 26, 2013, March, 26, 2014 and December 30, 2014.

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.

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