

HASBRO INC
Form 4
February 25, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
GOLDNER BRIAN

(Last) (First) (Middle)
C/O HASBRO INC, 1027
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)
02/23/2016

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)
President, CEO & Chairman

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock (Par Value \$0.50 per share)	02/23/2016		A ⁽¹⁾		89,543	A	\$ 0
							172,348
Common Stock (Par Value \$0.50 per share)	02/23/2016		F ⁽²⁾		40,965	D	\$ 74.415
							131,383
Common Stock (Par Value \$0.50 per share)	02/23/2016		M		150,000	A	\$ 38.395
							281,383

Value
\$.50 per
share)

Common
Stock (Par
Value 02/23/2016
\$.50 per
share)

\$
S 130,000 D 74.475 151,383 D
(3)

Common
Stock (Par
Value
\$.50 per
share)

371,882.32 I ⁽⁵⁾

By the
Brian G.
Goldner
Trust

Common
Stock (Par
Value
\$.50 per
share)

28,222.728 I ⁽⁵⁾
(4)

By the
Barbara
S.
Goldner
Trust

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.

SEC 1474
(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amou Nur Sha
Option (Right to Buy) ⁽⁶⁾	\$ 38.395	02/23/2016		M	150,000	⁽⁷⁾ 03/25/2017	Common Stock 15
Option (Right to Buy) ⁽⁶⁾	\$ 74.415	02/23/2016		A	157,243	⁽⁸⁾ 02/22/2023	Common Stock 15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

X

President, CEO & Chairman

Signatures

Tarrant Sibley, P/O/A for Brian D.
Goldner

02/25/2016

__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) Shares earned under a performance share award granted April 24, 2013 which was contingent upon Hasbro's achievement of certain stated financial goals over a three year performance period.
- (2) This represents payment of tax withholding using share withholding in connection with the above earned performance share award.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.85, 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 (3).
- (4) Share total has been updated to reflect shares acquired pursuant to dividend reinvestment plan.
- (5) Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (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.
- (8) 33 1/3% of the options become 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.

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.