

HASBRO INC
Form 4
November 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
VERRECCHIA ALFRED J

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

PAWTUCKET, RI 02862

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2012

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)
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 or Price		
Common Stock (Par Value \$.50 per share)	11/26/2012		M		250,000 A \$ 15.875	493,620	D
Common Stock (Par Value \$.50 per share)	11/26/2012		M		453,515 A \$ 18.815	947,135	D

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Common Stock (Par Value \$0.50 per share)	11/26/2012	F ⁽¹⁾	298,106	D	\$ 38.295	649,029	D	
Common Stock (Par Value \$0.50 per share)	11/26/2012	F ⁽²⁾	160,023	D	\$ 38.295	489,006	D	
Common Stock (Par Value \$0.50 per share)	11/27/2012	J ⁽³⁾	V 15,250	D	\$ 0	182,715 ⁽⁴⁾	I ⁽⁵⁾	By Mr. Verrecchia's GRAT
Common Stock (Par Value \$0.50 per share)	11/27/2012	J ⁽³⁾	V 15,250	A	\$ 0	519,791 ⁽⁴⁾	D	
Common Stock (Par Value \$0.50 per share)	11/27/2012	J ⁽⁶⁾	V 7,700	D	\$ 0	91,225 ⁽⁷⁾	I ⁽⁸⁾	By Mrs. Verrecchia's GRAT
Common Stock (Par Value \$0.50 per share)	11/27/2012	J ⁽⁶⁾	V 7,700	A	\$ 0	60,650 ⁽⁷⁾	I ⁽⁸⁾	By Mrs. Verrecchia

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁹⁾	\$ 15.875	11/26/2012	M		250,000	<u>(10)</u>	05/13/2013	Common Stock	250,000
Stock Option (Right to Buy) ⁽⁹⁾	\$ 18.815	11/26/2012	M		453,515	<u>(11)</u>	07/26/2013	Common Stock	453,515

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02862	X			Chairman

Signatures

Tarrant Sibley, P/O/A for Alfred J. Verrecchia
 Signature: _____ Date: 11/28/2012

**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) This represents delivery of already-owned stock in payment of the option exercise price.
- (2) This represents payment of tax withholding using share withholding in connection with the exercise of stock options.
- (3) On November 27, 2012, an annuity payment was made to Mr. Verrecchia from his grantor retained annuity trust resulting in the direct ownership of 15,250 of the shares previously reported as owned by his grantor retained annuity trust.
- (4) Total has been adjusted to reflect a prior annuity payment from Mr. Verrecchia's grantor retained annuity trust resulting in the direct ownership of 15,535 of the shares previously reported as owned by his grantor retained annuity trust.
- (5) Mr. Verrecchia disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (6) On November 27, 2012, an annuity payment was made to Mrs. Verrecchia from her grantor retained annuity trust resulting in her direct ownership of 7,700 of the shares previously reported as owned by her grantor retained annuity trust.
- (7) Total has been adjusted to reflect a prior annuity payment from Mrs. Verrecchia's grantor retained annuity trust resulting in her direct ownership of 7,775 of the shares previously reported as owned by her grantor retained annuity trust.
- (8) Mr. Verrecchia disclaims beneficial ownership of the shares held by his wife and the shares held by his wife's grantor retained annuity trust.

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- (9) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (10) 33 1/3% of these options became exercisable on each of May 14, 2004, May 14, 2005 and May 14, 2006.
- (11) 33 1/3% of these options became exercisable on each of July 27, 2007, July 27, 2008 and July 27, 2009.

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.