

HASBRO INC
Form 4
February 14, 2014

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 *
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)
02/12/2014

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)
President & CEO

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	(A) or (D)	Price
Common Stock (Par Value \$0.50 per share)	02/12/2014		M		164,609	A	\$ 27.095
Common Stock (Par Value \$0.50 per share)	02/12/2014		M		235,391	A	\$ 31.625
					222,414.0001	D	
					457,805.0001	D	

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Common Stock (Par Value \$.50 per share)	02/12/2014	S	390,000	D	\$ 52.0776 <u>(1)</u>	67,805.0001	D	
Common Stock (Par Value \$.50 per share)	02/12/2014	G ⁽²⁾	V 10,000	D	\$ 0	57,805.0001	D	
Common Stock (Par Value \$.50 per share)	02/12/2014	G ⁽²⁾	V 10,000	A	\$ 0	361,882.3209	I ⁽⁴⁾	By the Brian D. Goldner Trust
Common Stock (Par Value \$.50 per share)						16,935.511 ⁽³⁾	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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(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)
						Date Exercisable Expiration Date	Title
Restricted Stock Units	<u>(5)</u>	02/12/2014		A	119,318	<u>(5)</u> <u>(5)</u>	Common Stock
Option (Right to Buy) <u>(6)</u>	\$ 52.11	02/12/2014		A	302,200	<u>(7)</u> 02/11/2021	Common Stock

Option (Right to Buy) ⁽⁶⁾	\$ 27.095	02/12/2014	M	164,609	⁽⁸⁾	02/15/2015	Common Stock	1
Option (Right to Buy) ⁽⁶⁾	\$ 31.625	02/12/2014	M	235,391	⁽⁹⁾	02/03/2017	Common Stock	2

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	

Signatures

Tarrant Sibley, P/O/A for Brian Goldner 02/14/2014

**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 \$51.90 to \$52.35, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the ranges set forth in this footnote (1).
 - (2) This transaction involved a gift of securities by the Reporting Person to the Brian D. Goldner Trust.
 - (3) Share total has been updated to reflect shares acquired pursuant to dividend reinvestment plan.
 - (4) Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.

Each restricted stock unit represents a contingent right to earn one share of Hasbro common stock. The grant has two vesting components, each of which must be satisfied for Mr. Goldner to earn any shares under the award. The first vesting component is based on achievement of specified Hasbro common stock price thresholds (25% earned at \$45/share; 25% earned at \$52/share; 25% earned at \$56/share; 25% earned at \$60/share). To achieve the stock price thresholds the average closing sales price for Hasbro's common stock must trade at or above the threshold price for at least 30 consecutive trading days after April 24, 2013. To second vesting component requires that, subject to certain termination scenarios set forth in Mr. Goldner's Employment Agreement with the Company, Mr. Goldner remains continuously employed with the Company through December 31, 2017.
 - (5) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
 - (6) 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.
 - (7) 33 1/3% of the options became exercisable on February 13, 2009, February 13, 2010 and February 13, 2011.
 - (8) 33 1/3% of the options became exercisable on February 4, 2011, February 4, 2012 and February 4, 2013.

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.