

HASBRO INC

Form 4

February 13, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tinga Wiebe

(Last) (First) (Middle)

C/O HASBRO, INC., 1011
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)

02/11/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Commercial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock (Par Value \$.50 per share)	02/11/2015		A	4,600	A \$ 0	59,109	D
Common Stock (Par Value \$.50 per share)	02/12/2015		M	30,000	A \$ 36.135	84,509	D
Common Stock (Par Value \$.50 per share)	02/12/2015		S	30,000	D \$	59,109	D
					61.8371		

Value (3)
\$.50 per
share)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (Right to Buy) <u>(1)</u>	\$ 61.77	02/11/2015		A		9,199		<u>(2)</u>	02/10/2022	Common Stock	9,199
Option (Right to Buy) <u>(1)</u>	\$ 36.135	02/12/2015		M		30,000		<u>(4)</u>	02/07/2019	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tinga Wiebe C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02861	EVP & Chief Commercial Officer

Signatures

Tarrant Sibley, P/O/A for Wiebe
Tinga 02/13/2015

 **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)

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These options were granted pursuant to an employee stock option plan in accordance with Rule 16b-3 and have tandem tax withholding rights.

- (2) 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.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$61.77 to \$61.94, 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) 33 1/3 of the options became exercisable on each February 8, 2013, February 8, 2014 and February 8, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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