HASBRO INC Form 4 January 04, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

may continue.

See Instruction

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

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

HASBRO INC [HAS] 3. Date of Earliest Transaction

(Check all applicable)

C/O HASBRO INC, 1011

(Month/Day/Year) 12/30/2011

_X__ Director 10% Owner Other (specify X_ Officer (give title below) below)

NEWPORT AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Chairman

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PAWTUCKET, RI 02862

(City)	(State)	(Zip) Tab	le I - No	on-I	Derivative S	Securi	ties Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock (Par Value \$.50 per share)	09/13/2011		<u>J(1)</u>	V	44,750	A	\$0	198,210	D	
Common Stock (Par Value \$.50 per share)	09/13/2011		J(2)	V	22,500	A	\$0	24,375	I (3)	By Wife
Common Stock (Par Value \$.50 per share)	09/13/2011		<u>J(1)</u>	V	44,750	D	\$0	255,250	I (4)	By Mr. Verrecchia's GRAT

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Common By Mrs. Stock (Par 09/13/2011 I (3) Verrecchia's $J_{(2)}^{(2)}$ V 22,500 D \$0 127,500 Value \$.50 GRAT per share)

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (5)	\$ 0 (6)	12/30/2011		A	22	<u>(7)</u>	<u>(7)</u>	Common Stock	22	\$ 31.89

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	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 01/04/2012 **Signature of Reporting Person Date

2 Reporting Owners

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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).
- On October 2, 2009, Mr. Verrecchia contributed 300,000 shares of common stock to a grantor retained annuity trust and voluntarily reported the transaction as a transfer of direct to indirect ownership. On September 13, 2011, annuity payments were made to Mr.
- (1) Verrecchia from the grantor retained annuity trust resulting in the direct ownership of 44,750 of the shares previously reported as owned by the grantor retained annuity trust.
- On October 2, 2009, Mrs. Verrecchia contributed 150,000 shares of common stock to a grantor retained annuity trust and voluntarily reported the transaction as a transfer of shares held by Mrs. Verrecchia to shares held by Mrs. Verrecchia's grantor retained annuity trust. On September 13, 2011, annuity payments were made to Mrs. Verrecchia from the grantor retained annuity trust resulting in her direct ownership of 22,500 of the shares previously reported as owned by Mrs. Verrecchia's grantor retained annuity trust.
- (3) Mr. Verrecchia disclaims beneficial ownership of the shares held by his wife and the shares held by his wife's grantor retained annuity trust.
- (4) Mr. Verrecchia disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (5) All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in compliance with Rule 16b-3.
- (6) Units correspond 1 for 1 with common stock.
- (7) Units are settled only in cash and are payable after the reporting person ceases to be a director.

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.