**HASBRO INC** 

Form 4

(Par

Value \$.50 per share)

11/26/2012

November	28, 2012										
<b>FORI</b>	M 4			A NID TIME	~~~				APPROVAL		
. •	UNITED	STATES SE	CURITIES . Washingtor			NGE CO	OMMISSION	OMB Number:	3235-0287		
if no lo subject Section Form 4	or SIAIE	MENT OF C	HANGES IN			. OWN	ERSHIP OF	Expires: Estimated burden ho response	urs per		
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17		* *	lding Con	npany	Act of	1935 or Section	1			
(Print or Type	e Responses)										
	Address of Reporting CHIA ALFRED J	Syı	Issuer Name an		Trading	>	5. Relationship of Issuer	Reporting Pe	rson(s) to		
(I+)	(Einst)		ASBRO INC				(Check all applicable)				
			Date of Earliest 7 onth/Day/Year) /26/2012	Transaction			X Director 10% Owner Officer (give titleX Other (specify below) Chairman				
PAWTUC	(Street)		f Amendment, I ed(Month/Day/Ye	_			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting F	Person		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Securit	ies Acqu	ired, Disposed of,	or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	4. Securities nor Disposed (Instr. 3, 4)	of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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)	11/26/2012		Code V  M	Amount 250,000	(D)	Price \$ 15.875	(Instr. 3 and 4) 493,620	D			
Common Stock						ф					

M

453,515 A \$ 947,135

D

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Common Stock (Par Value \$.50 per share)	11/26/2012	F <u>(1)</u>		298,106	D	\$ 38.295	649,029	D	
Common Stock (Par Value \$.50 per share)	11/26/2012	F(2)		160,023	D	\$ 38.295	489,006	D	
Common Stock (Par Value \$.50 per share)	11/27/2012	J <u>(3)</u>	V	15,250	D	\$ 0	182,715 (4)	I (5)	By Mr. Verrecchia's GRAT
Common Stock (Par Value \$.50 per share)	11/27/2012	J <u>(3)</u>	V	15,250	A	\$ 0	519,791 <u>(4)</u>	D	
Common Stock (Par Value \$.50 per share)	11/27/2012	J <u>(6)</u>	V	7,700	D	\$ 0	91,225 (7)	I (8)	By Mrs. Verrecchia's GRAT
Common Stock (Par Value \$.50 per share)	11/27/2012	J <u>(6)</u>	V	7,700	A	\$ 0	60,650 (7)	I (8)	By Mrs. Verrecchia
Reminder: R	eport on a separate line for each class of se	curities b	oen	Perso inform requir	ns wi natior ed to ys a	no respon n containe respond	directly.  In the collect  In this form  In the condition of the condition  In the condition of the condition  In the condition of the condition of the condition  In the condition of the condit	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities

number.

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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	(10)	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							
Toporous o water tune, raun oss	Director	10% Owner	Officer	Other				
VERRECCHIA ALFRED J								
C/O HASBRO INC	X			Chairman				
1011 NEWPORT AVENUE	Λ			Chairman				
PAWTUCKET, RI 02862								

# **Signatures**

Tarrant Sibley, P/O/A for Alfred J. Verrecchia

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.
- 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.
- 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.
- 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.

Reporting Owners 3

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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.