

HASBRO INC
Form 4
November 12, 2013

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSENFELD ALAN G

(Last) (First) (Middle)

C/O HASSENFELD FAMILY INITIATIVES LLC, 101 DYER STREET, SUITE 401

(Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2013

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock (Par Value \$0.50 per share)	11/07/2013		M	67,843 A	\$ 18.575	89,385	D
Common Stock (Par Value \$0.50 per share)	11/07/2013		S	67,843 D	\$ 51.6799	21,542	D

share)								
Common Stock (Par Value \$18.575 per share)	11/11/2013	M	32,157	A	\$ 18.575	53,699	D	
Common Stock (Par Value \$18.575 per share)	11/11/2013	S	32,157	D	\$ 51.2575 <u>(2)</u>	21,542	D	
Common Stock (Par Value \$18.575 per share)						154,216 ⁽³⁾	I	As Trustee of the Sylvia Hassenfeld Trust
Common Stock (Par Value \$18.575 per share)						6,670,921 <u>(3)</u>	I	As Trustee of the Merrill H. Hassenfeld Trust
Common Stock (Par Value \$18.575 per share)						5,643,064 <u>(3)</u>	I	As Trustee of the Trusts of the benefit of himself

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)	8. D S (1)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) ⁽⁴⁾ \$ 18.575 11/07/2013	M				<u>(5)</u>	05/19/2014	Common Stock	67,843
Option (Right to Buy) ⁽⁴⁾ \$ 18.575 11/11/2013	M				<u>(5)</u>	05/19/2014	Common Stock	32,157

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSENFELD ALAN G C/O HASSENFELD FAMILY INITIATIVES LLC 101 DYER STREET, SUITE 401 PROVIDENCE, RI 02903	X	X		

Signatures

Tarrant Sibley, P/O/A for Alan G. Hassenfeld 11/12/2013
 __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 \$51.26 to \$52.10 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 range set forth in this footnote (1).

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.25 to \$51.30 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 range set forth in this footnote (2).

(3) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.

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

(5) 33 1/3% of the options became exercisable each on May 20, 2005, May 20, 2006 and May 20, 2007.

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.