

HASBRO INC
Form 4
August 28, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VERRECCHIA ALFRED J

(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)

08/26/2014

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)

Chairman

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)
Common Stock (Par Value \$.50 per share)	08/26/2014		M	250,000	A \$ 27.095	775,176	D
Common Stock (Par Value \$.50 per share)	08/26/2014		S	250,000	D \$ (1) 52.1229	525,176	D

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Common
Stock
(Par
Value
\$.50 per
share)

08/27/2014

M

243,827 A

\$ 27.095

769,003

D

Common
Stock
(Par
Value
\$.50 per
share)

08/27/2014

S

243,827 D

\$
52.2296
(2)

525,176

D

Common
Stock
(Par
Value
\$.50 per
share)

60,650

I (3)

By Wife

Common
Stock
(Par
Value
\$.50 per
share)

182,175

I (4)

By Mr.
Verrecchia's
GRAT

Common
Stock
(Par
Value
\$.50 per
share)

91,225

I (3)

By Mrs.
Verrecchia's
GRAT

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

									Shares
Stock									
Option (Right to Buy) ⁽⁵⁾	\$ 27.095	08/26/2014		M	250,000	⁽⁶⁾	02/12/2015	Common Stock	250,000
Stock									
Option (Right to Buy) ⁽⁵⁾	\$ 27.095	08/27/2014		M	243,827	⁽⁶⁾	02/12/2015	Common Stock	243,827

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02861		X		Chairman

Signatures

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

08/28/2014

 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 \$52.63, 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 (1).

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$52.00 to \$52.63, 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 (2).

(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) 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 these options became exercisable on each of February 13, 2009, February 13, 2010 and February 13, 2011.

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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