

HASBRO INC
Form 4
April 25, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
TRUEB MARTIN R

(Last) (First) (Middle)
200 NARRAGANSETT PARK
DRIVE
(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)
04/22/2016

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)
SVP and Treasurer

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock (Par Value \$.50 per share) | 04/22/2016 | | M | | 6,100 | A | \$ 36.135 |
| Common Stock (Par Value \$.50 per share) | 04/22/2016 | | M | | 7,798 | A | \$ 45.66 |
| Common Stock (Par Value \$.50 per share) | 04/22/2016 | | S | | 6,100 | D | \$ 87.1075 (1) |

Common Stock (Par Value \$.50 per share) 04/22/2016 S 7,798 D 87.0475 34,470 D \$ (2)

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

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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 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. I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| Option (Right to Buy) ⁽³⁾ | \$ 36.135 | 04/22/2016 | | M | 6,100 | ⁽⁴⁾ 02/07/2019 | Common Stock | 6,100 |
| Option (Right to Buy) ⁽³⁾ | \$ 45.66 | 04/22/2016 | | M | 7,798 | ⁽⁴⁾ 02/08/2018 | Common Stock | 7,798 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TRUEB MARTIN R 200 NARRAGANSETT PARK DRIVE PAWTUCKET, RI 02861 | | | SVP and Treasurer | |

Signatures

Tarrant Sibley, P/O/A Martin R. Trueb 04/25/2016

**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 price ranging from \$87.07 to \$87.12 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 the footnote (1).

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at price ranging from \$86.96 to \$87.10 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 ranges set forth in the footnote (2).

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

(4) 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.

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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