

HASSENFELD ALAN G

Form 4

March 03, 2009

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2009

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)
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Common  
Stock  
(Par  
value  
\$.50 per  
share)

02/27/2009

J(1)(2)(3)

1,000,188

(A)  
or  
(D) Price  
(1)  
(2)  
(3)

4,769

D

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

02/11/2009

G

V 25,000

D

\$ 0

229,892

I (4)

As Trustee  
of the  
Stephen  
Hassenfeld  
Charitable  
Lead Trust.

# Edgar Filing: HASSENFELD ALAN G - Form 4

Common Stock (Par value \$.50 per share)	154,216	I <u>(4)</u>	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	7,380,921	I <u>(4)</u>	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)	5,630,645	I <u>(4)</u>	As Trustee of a Trust for the benefit of himself.

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Variable Share Forward Transaction	<u>(1)</u> <u>(2)</u> <u>(3)</u>	02/27/2009		J <u>(1)(2)(3)</u>	1,000,188	02/27/2009	02/27/2009	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSENFELD ALAN G	X	X		

## Signatures

Tarrant Sibley, p/o/s for Alan G.  
Hassenfeld

03/03/2009

\_\_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) On February 27, 2009, Mr. Hassenfeld settled a variable share forward transaction (the "Transaction") with an unrelated third party (the "Buyer") that was entered into on February 20, 2008 relating to 1,000,188 shares of Common Stock. The Transaction specified a forward floor price of \$27.0913 per share and a forward cap price of \$32.5096 per share. The Transaction specified that on the settlement date, the reporting person would deliver to the Buyer (i) if the settlement price is less than or equal to the forward floor price, 1,000,188 shares,

(2) (ii) if the settlement price is greater than the forward floor price, but less than or equal to the forward cap price, a number of shares equal to the product of (A) 1,000,188 and (B) the forward floor price divided by the settlement price, and (iii) if the settlement price is greater than the forward cap price, a number of shares equal to the product of (A) 1,000,188 and (B) the quotient of (x) the forward floor price plus the excess of the settlement price over the forward cap price and (y) the settlement price.

(3) In lieu of delivering shares, Mr. Hassenfeld was eligible to elect to settle the Transaction on the Settlement Date for cash. On February 27, 2009, the settlement date, the settlement price was \$22.89. Accordingly, Mr. Hassenfeld transferred to the Buyer 1,000,188 shares of Common Stock. Upon entering into the Transaction, Mr. Hassenfeld received a net cash payment from the Buyer of \$473,799.95 and at the time pledged 1,000,188 shares of Common Stock to secure his obligations under the Transaction.

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

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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