

HASBRO INC
Form 4
November 12, 2013

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

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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 *
VERRECCHIA ALFRED J

(Last) (First) (Middle)
C/O HASBRO INC, 1011
NEWPORT AVENUE
(Street)

PAWTUCKET, RI 02862

(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)
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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (Par Value \$0.50 per share) | 11/07/2013 | | M | | 200,000 | A | \$ 18.575 |
| Common Stock (Par Value \$0.50 per share) | 11/07/2013 | | S | | 91,572 | D | \$ 50.7953 |

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| | | | | | | | | |
|---|------------|---|---------|---|-------------------|---------|-------|---------------------------|
| Common Stock (Par Value \$0.50 per share) | 11/07/2013 | S | 108,428 | D | \$ 51.7072 (2) | 522,565 | D | |
| Common Stock (Par Value \$0.50 per share) | 11/08/2013 | M | 368,664 | A | \$ 32.425 | 891,229 | D | |
| Common Stock (Par Value \$0.50 per share) | 11/08/2013 | S | 368,664 | D | \$ 50.4633 (3) | 522,565 | D | |
| Common Stock (Par Value \$0.50 per share) | | | | | | 60,650 | I (4) | By Wife |
| Common Stock (Par Value \$0.50 per share) | | | | | | 182,715 | I (5) | By Mr. Verrecchia's GRAT |
| Common Stock (Par Value \$0.50 per share) | | | | | | 91,225 | I (4) | 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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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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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) <u>(6)</u> | \$ 18.575 | 11/07/2013 | M | | 200,000 | | <u>(7)</u> | 05/19/2014 | Common Stock | 200,000 |
| Stock Option (Right to Buy) <u>(6)</u> | \$ 32.425 | 11/08/2013 | M | | 368,664 | | <u>(8)</u> | 05/23/2014 | Common Stock | 368,664 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------|
| | Director | 10% Owner | Officer | Other |
| VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02862 | X | | | Chairman |

Signatures

Tarrant Sibley, P/O/A for Alfred J. Verrecchia
 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 \$50.44 to \$51.43, 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 \$51.44 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 ranges set forth in this footnote (2).
 - (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$50.20 to \$50.86, 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 (3).
 - (4) Mr. Verrecchia disclaims beneficial ownership of the shares held by his wife and the shares held by his wife's grantor retained annuity trust.

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- (5) Mr. Verrecchia disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (6) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (7) 33 1/3% of these options became exercisable on each of May 20, 2005, May 20, 2006 and May 20, 2007.
- (8) 33 1/3% of these options became exercisable on each of May 24, 2008, May 24, 2009 and May 24, 2010.

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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