

HASBRO INC
Form 4/A
May 23, 2014

FORM 4

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

OMB APPROVAL

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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 *
CONNORS JOHN M JR

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 60TH FLOOR, 200 CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

4. If Amendment, Date Original Filed (Month/Day/Year)
08/26/2013

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)
Common Stock (Par Value \$0.50 per share)	08/26/2013		M	12,000 A	\$ 22.41 67,150 ⁽¹⁾	D	
Common Stock (Par Value \$0.50 per share)	08/26/2013		M	6,000 A	\$ 18.765 73,150 ⁽¹⁾	D	
	08/26/2013		S	34,000 D	39,150 ⁽¹⁾	D	

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Common Stock (Par Value \$.50 per share) \$ 46.5696 (2)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Securities Acquired or Disposed of, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, and 8. Amount or Number of Shares. Rows include Option (Right to Buy) with exercise prices of \$22.41 and \$18.765.

Reporting Owners

Table with columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for CONNORS JOHN M JR, Director.

Signatures

Tarrant Sibley, P/O/A for John M. Connors, Jr. 05/23/2014

**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) This Amendment is being filed to correct the Amount of Securities Beneficially owned following the Reported Transactions.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.50 to \$46.69, 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).

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

(4) 20% of the options became exercisable on each March 3, 3005, March 3, 2006, March 3, 2007, March 3, 2008 and March 3, 2009.

(5) 33 1/3% of the options became exercisable on each May 1, 2006, May 1, 2007 and May 1, 2008.

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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