

HASBRO INC  
Form 4  
April 24, 2015

**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 \*  
**GOLDNER BRIAN**

(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)  
**04/22/2015**

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)  
**President & CEO**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par Value \$0.50 per share)	04/22/2015		M		76,703	A	\$ 31.625
Common Stock (Par Value \$0.50 per share)	04/22/2015		M		87,000	A	\$ 38.395
Common Stock (Par Value \$0.50 per share)	04/22/2015		S		102,416	D	\$ 72.215

Value  
\$.50 per  
share)

Common  
Stock (Par  
Value 04/22/2015  
\$.50 per  
share)

S 36,287 D \$ 72.9721 82,805 D  
(2)

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

351,882.32 I (3)

By the  
Brian D.  
Goldner  
Trust

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

27,424.96 I (3)

By the  
Barbara  
S.  
Goldner  
Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Amount or Number of Shares
Option (Right to Buy) <u>(4)</u>	\$ 31.625	04/22/2015		M	76,703	<u>(5)</u> 02/03/2017	Common Stock	76,703
Option (Right to Buy) <u>(4)</u>	\$ 38.395	04/22/2015		M	87,000	<u>(6)</u> 03/25/2017	Common Stock	87,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDNER BRIAN C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02861	X		President & CEO	

# Signatures

Tarrant Sibley, P/O/A for Brian Goldner 04/24/2015

\*\*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 \$71.88 to \$72.68, 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 \$72.97 to \$73.00, 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. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
  - (4) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
  - (5) 33 1/3% of the options became exercisable on each of February 4, 2011, February 4, 2012 and February 4, 2013.
  - (6) The options vested and became exercisable in five cumulative equal installments on each of March 26, 2011, March 26, 2012, March 26, 2013, March 26, 2014 and December 30, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.