

HASBRO INC
Form 4
February 13, 2015

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 *
BIONDI FRANK

(Last) (First) (Middle)
110 N. ROCKINGHAM AVE

(Street)

LOS ANGELES, CA 90049

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2015

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)

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)
Common Stock (Par Value \$.50 per share)	02/11/2015		M	V Amount (A) or (D) Price 6,000 A \$ 18.765	39,022	D	
Common Stock (Par Value \$.50 per share)	02/11/2015		S	6,000 D \$ 61.54 (1)	33,022	D	
Common Stock (Par Value \$.50 per share)					15,020	I (2)	By The Biondi Family Trust

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

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(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. Derivative Securities (Instr. 3 and 4)
Option (Right to Buy) ⁽³⁾	\$ 18.765	02/11/2015		M	6,000	⁽⁴⁾ 04/30/2015	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIONDI FRANK 110 N. ROCKINGHAM AVE LOS ANGELES, CA 90049		X		

Signatures

Tarrant Sibley, P/O/A for Frank Biondi, Jr. 02/13/2015

__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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at price ranging from \$61.48 to \$61.61 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).
- (1) Mr. Biondi disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
 - (2) 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.

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(4) 33 1/3% of the options became exercisable on each of 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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