SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Addres Thomas Debo	ss of Reporting Person o <u>rah</u>	1*	2. Issuer Name and Ticker or Trading Symbol <u>HASBRO INC</u> [HAS]	(Check	tionship of Reporting Perso all applicable) Director	10% Owner		
			2 Data of Earliast Transaction (Manth/Day/Maar)	X	Officer (give title below)	Other (specify below)		
(Last) C/O HASBRO, I		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2016		EVP & Chief Financ	tial Officer		
1011 NEWPORT AVENUE								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applic Line)				
(Street)	RI	02001		X	Form filed by One Repo	rting Person		
PAWTUCKET	KI	02861			Form filed by More than Person	One Reporting		
(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	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock (Par Value \$.50 per share)	02/23/2016		A		3,822	Α	\$ <mark>0</mark>	63,279.4545	D	
Common Stock (Par Value \$.50 per share)	02/23/2016		A ⁽¹⁾		16,493	Α	\$0	79,772.4545	D	
Common Stock (Par Value \$.50 per share)	02/23/2016		F ⁽²⁾		6,016	D	\$74.415	73,756.4545	D	

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

1. Title Deriva Secur (Instr.	tive Conversion ty or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Optioi (Right Buy) ⁽³	to \$74.415	02/23/2016		А		20,601		(4)	02/22/2023	Common Stock	20,601	\$0	20,601	D	

Explanation of Responses:

1. Shares earned under a performance share award granted April 24, 2013 which was contingent upon Hasbro's achievement of certain stated financial goals over a three year performance period.

2. This represents payment of tax withholding using share withholding in connection with the above earned performance share award.

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

4. 33 1/3% of the options become exercisable on the first anniversary of the date of grant and an additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.

Tarrant Sibley, P/O/A for 02/25/2016 **Deborah Thomas** ** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Date