

HASBRO INC

Form 4

February 10, 2012

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSENFELD ALAN G

(Last) (First) (Middle)

C/O HASSENFELD FAMILY
INITIATIVES LLC, 101 DYER
STREET, SUITE 401

(Street)

PROVIDENCE, RI 02903

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HASBRO INC [HAS]

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

02/08/2012

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)	02/08/2012		M	50,000	A \$ 20.57	65,108	D
Common Stock (Par Value \$.50 per	02/08/2012		M	20,000	A \$ 20.355	85,108	D

share)

Common
Stock

(Par
Value

02/08/2012

S

70,000 D

\$

36.1974

15,108

D

(1)

\$.50 per
share)

Common
Stock

(Par
Value

154,216 (2)

I

\$.50 per
share)

As Trustee
of the
Sylvia
Hassenfeld
Trust

Common
Stock

(Par
Value

6,670,921

(2)

I

\$.50 per
share)

As Trustee
of the
Merrill
Hassenfeld
Trust

Common
Stock

(Par
Value

5,643,064

(2)

I

\$.50 per
share)

As Trustee
of the
Trusts for
the benefit
of himself

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

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information contained in this form are not
required to respond unless the form
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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 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	\$ 20.57	02/08/2012		M	50,000	(4) 05/18/2012	Common Stock	50,000

Buy) ⁽³⁾

Option									
(Right to	\$ 20.355	02/08/2012		M	20,000	⁽⁴⁾	06/14/2012	Common	20,000
Buy) ⁽³⁾								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HASSENFELD ALAN G C/O HASSENFELD FAMILY INITIATIVES LLC 101 DYER STREET, SUITE 401 PROVIDENCE, RI 02903	X	X		

Signatures

Tarrant Sibley, P/O/A for Alan G. Hassenfeld	02/10/2012
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__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 prices ranging from \$35.8575 to \$36.36 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 range set forth in this footnote (1).
- (1) Mr. Hassenfeld 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 an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
 - (3) 33 1/3% of the options became exercisable on December 25, 2005 and an additional 33 1/3% of the options became exercisable on May 19, 2007 and May 19, 2008.
 - (4)

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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