

Davis Stephen J
 Form 4
 February 21, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Davis Stephen J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O HASBRO STUDIOS LLC, 3333
 WEST EMPIRE BOULEVARD

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Content Officer

(Street)
 BURBANK, CA 91505

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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 Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (Par Value \$.50 per share) | 02/19/2019 | | A | | 4,559 | A | \$ 0 |
| Common Stock (Par Value \$.50 per share) | 02/20/2019 | | F(1) | | 466 | D | \$ 86.87 |

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

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SEC 1474 (9-02)

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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) ⁽²⁾ | \$ 86.66 | 02/19/2019 | | A | 22,793 | ⁽³⁾ 02/18/2026 | Common Stock | 22,793 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Stephen J C/O HASBRO STUDIOS LLC 3333 WEST EMPIRE BOULEVARD BURBANK, CA 91505 | | | EVP & Chief Content Officer | |

Signatures

Tarrant Sibley, P/O/A for Stephen J. Davis
02/21/2019

**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 represents payment of tax withholding using share withholding in connection with the vesting of the first tranche (33 1/3%) of a restricted stock unit award of 4,027 shares granted February 20, 2018.
- (2) These options were granted under an employee stock option plan in accordance with Rule 16b-3 and have tandem tax withholding rights.
- (3) 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.

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.