

HASBRO INC
Form 4
January 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
VERRECCHIA ALFRED J

(Last) (First) (Middle)
C/O HASBRO INC, 1011
NEWPORT AVENUE
(Street)

PAWTUCKET, RI 02862

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2011

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)
Chairman

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 \$.50 per share)	09/13/2011		J ⁽¹⁾	V	44,750	A	\$ 0	198,210	D
Common Stock (Par Value \$.50 per share)	09/13/2011		J ⁽²⁾	V	22,500	A	\$ 0	24,375	I ⁽³⁾ By Wife
Common Stock (Par Value \$.50 per share)	09/13/2011		J ⁽¹⁾	V	44,750	D	\$ 0	255,250	I ⁽⁴⁾ By Mr. Verrecchia's GRAT

Common Stock (Par Value \$.50 per share) 09/13/2011 J⁽²⁾ V 22,500 D \$ 0 127,500 I⁽³⁾ By Mrs. Verrecchia's GRAT

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. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Phantom Stock Units ⁽⁵⁾	\$ 0 ⁽⁶⁾	12/30/2011		A	22	⁽⁷⁾ ⁽⁷⁾	Common Stock	22	\$ 31.89

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02862	X		Chairman	

Signatures

Tarrant Sibley, P/O/A for Alfred J. Verrecchia

01/04/2012

**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).

- On October 2, 2009, Mr. Verrecchia contributed 300,000 shares of common stock to a grantor retained annuity trust and voluntarily reported the transaction as a transfer of direct to indirect ownership. On September 13, 2011, annuity payments were made to Mr. Verrecchia from the grantor retained annuity trust resulting in the direct ownership of 44,750 of the shares previously reported as owned by the grantor retained annuity trust.
- (1) On October 2, 2009, Mrs. Verrecchia contributed 150,000 shares of common stock to a grantor retained annuity trust and voluntarily reported the transaction as a transfer of shares held by Mrs. Verrecchia to shares held by Mrs. Verrecchia's grantor retained annuity trust. On September 13, 2011, annuity payments were made to Mrs. Verrecchia from the grantor retained annuity trust resulting in her direct ownership of 22,500 of the shares previously reported as owned by Mrs. Verrecchia's grantor retained annuity trust.
- (2) Mr. Verrecchia disclaims beneficial ownership of the shares held by his wife and the shares held by his wife's grantor retained annuity trust.
- (3) Mr. Verrecchia disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (4) All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in compliance with Rule 16b-3.
- (5) Units correspond 1 for 1 with common stock.
- (6) Units are settled only in cash and are payable after the reporting person ceases to be a director.
- (7)

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.