

Finigan Barbara
 Form 4
 April 29, 2013

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 *
 Finigan Barbara

(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)
 04/25/2013

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)
 SVP, CLO and Secretary

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 | (D) | Price |
| Common Stock (Par Value \$0.50 per share) | 04/25/2013 | | M | | 4,538 | A | \$ 22.73 19,155.289 |
| Common Stock (Par Value \$0.50 per share) | 04/25/2013 | | M | | 5,937 | A | \$ 31.625 25,092.289 |
| Common Stock (Par Value \$0.50 per share) | 04/25/2013 | | M | | 6,125 | A | \$ 36.135 31,217.289 |

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Value
\$.50 per
share)

Common
Stock (Par

| | | | | | | | | |
|---------------------|------------|---|--------|---|-----|---------|------------|---|
| Value | 04/25/2013 | S | 16,600 | D | \$ | 48.0594 | 14,617.289 | D |
| \$.50 per share) | | | | | (1) | | | |

Common
Stock (Par

| | | | | | | | | |
|---------------------|------------|---|--------|---|----|--------|------------|---|
| Value | 04/26/2013 | M | 13,875 | A | \$ | 36.135 | 28,492.289 | D |
| \$.50 per share) | | | | | | | | |

Common
Stock (Par

| | | | | | | | | |
|---------------------|------------|---|--------|---|-----|---------|------------|---|
| Value | 04/26/2013 | S | 13,875 | D | \$ | 47.6012 | 14,617.289 | D |
| \$.50 per share) | | | | | (2) | | | |

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.

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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) ⁽³⁾ | \$ 22.73 | 04/25/2013 | | M | 4,538 | ⁽⁴⁾ 05/20/2016 | Common Stock | 4,538 |
| Option (Right to Buy) ⁽³⁾ | \$ 31.625 | 04/25/2013 | | M | 5,937 | ⁽⁵⁾ 02/03/2017 | Common Stock | 5,937 |
| Option (Right to Buy) ⁽³⁾ | \$ 36.135 | 04/25/2013 | | M | 6,125 | ⁽⁶⁾ 02/07/2019 | Common Stock | 6,125 |

| | | | | | | | | |
|---|-----------|------------|---|--------|------------|------------|-----------------|--------|
| Option (Right to Buy) ⁽³⁾ | \$ 36.135 | 04/26/2013 | M | 13,875 | <u>(6)</u> | 02/07/2019 | Common Stock | 13,875 |
|---|-----------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Finigan Barbara C/O HASBRO, INC 1011 NEWPORT AVENUE PAWTUCKET, RI 02862 | | | SVP, CLO and Secretary | |

Signatures

| | |
|--|------------|
| Tarrant Sibley, P/O/A for Barbara Finigan | 04/29/2013 |
| <u> </u> **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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$48.00 to \$48.0598, 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 this footnote (1).
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.60 to \$47.63, 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 this footnote (2).
- (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) 4,538 of the options became exercisable on May 21, 2012.
- (5) 2,968 of the options became exercisable on February 4, 2012, and 2,969 of the options became exercisable on February 4, 2013.
- (6) 33 1/3% of the options became exercisable on February 8, 2013. An additional 33 1/3% of the options become exercisable on each of February 8, 2014 and February 8, 2015.

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.