

GOLDNER BRIAN
Form 4
April 26, 2013

FORM 4

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

OMB APPROVAL

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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 *
GOLDNER BRIAN

(Last) (First) (Middle)
C/O HASBRO INC, 1027
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)
04/24/2013

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)
President and CEO

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 \$0.50 per share)	04/24/2013		M		75,000	A	\$ 18.575
Common Stock (Par Value \$0.50 per share)	04/24/2013		M		122,888	A	\$ 32.425

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Common Stock (Par Value \$.50 per share)	04/24/2013	S	172,888	D	\$ 47.3046 <u>(1)</u>	82,805.0001	D	
Common Stock (Par Value \$.50 per share)	04/24/2013	G ⁽²⁾	V 25,000	D	\$ 0	57,805.0001	D	
Common Stock (Par Value \$.50 per share)	04/24/2013	G ⁽²⁾	V 25,000	A	\$ 0	266,882.3209	I ⁽³⁾	By the Brian D. Goldner Trust
Common Stock (Par Value \$.50 per share)						16,518.5213	I ⁽³⁾	By the Barbara S. Goldner Trust

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	<u>(4)</u>	04/24/2013		A	467,976	<u>(4)</u> <u>(4)</u>	Common Stock 4
Option (Right to Buy) <u>(5)</u>	\$ 47.21	04/24/2013		A	317,306	<u>(6)</u> 04/23/2020	Common Stock 3

Option (Right to Buy) ⁽⁵⁾	\$ 18.575	04/24/2013	M	75,000	⁽⁷⁾	05/19/2014	Common Stock
Option (Right to Buy) ⁽⁵⁾	\$ 32.425	04/24/2013	M	122,888	⁽⁸⁾	05/23/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDNER BRIAN C/O HASBRO INC 1027 NEWPORT AVENUE PAWTUCKET, RI 02862	X		President and CEO	

Signatures

Tarrant Sibley, P/O/A for Brian Goldner

04/26/2013

__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 \$46.92 to \$47.70, 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) This transaction involved a gift of securities by the Reporting Person to the Brian D. Goldner Trust.

(3) Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.

(4) Each restricted stock unit represents a contingent right to earn one share of Hasbro common stock. The grant has two vesting components, each of which must be satisfied for Mr. Goldner to earn any shares under the award. The first vesting component is based on achievement of specified Hasbro common stock price thresholds (25% earned at \$45/share; 25% earned at \$52/share; 25% earned at \$56/share; 25% earned at \$60/share). To achieve the stock price thresholds the average closing sales price for Hasbro's common stock must trade at or above the threshold price for at least 30 consecutive trading days. The second vesting component requires that, subject to certain termination scenarios set forth in Mr. Goldner's Employment Agreement with the Company, Mr. Goldner remains continuously employed with the Company through December 31, 2017.

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

(6) 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.

(7) 33 1/3% of the options became exercisable on each of May 20, 2005, May 20, 2006 and May 20, 2007.

(8) 33 1/3% of the options became exercisable on each of May 24, 2008, May 24, 2009 and May 24, 2010.

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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