HASBRO INC Form 4 August 01, 2016

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

Value \$.50

per share)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Billing Duncan			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HASBRO INC [HAS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O HASBRO NEWPORT A			(Month/Day/Year) 07/28/2016	Director 10% Owner _X Officer (give title Other (specify below) EVP Chief Glbl Ops New Bus Dvl			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PAWTUCKET, RI 02861			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securi		*	5. Amount of	6. Ownership Form: Direct	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)		Securities	Indirect			
(Instr. 3)		any	Code	e (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
		(A)				Reported			
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common									
Stock (Par	07/28/2016		F(1)	1,918	D	\$ 80.65	53,684.885	D	

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

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80.65

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or Exerc (Instr. 3) Price of Derivat		or Exercise Price of Derivative Security	se	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year)		Underly Securiti	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Billing Duncan C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02861

EVP Chief Glbl Ops New Bus Dvl

Signatures

Tarrant Sibley, P/O/A for Duncan 08/01/2016 Billing

> **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).

This represents payment of tax withholding using share withholding in connection with a previously granted restricted stock award of (1) 4,000 shares (granted on July 28, 2011) which vested on July 28, 2016. The full 4,000 shares of restricted stock were previously reported as owned by Mr. Billing.

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.

Reporting Owners 2