BATKIN ALAN R Form 4

October 04, 2011

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

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)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* BATKIN ALAN R

(First) (Middle)

C/O ETON PARK CAPITAL MANAGEMENT, LP. 399 PARK

AVENUE, 10TH FLOOR

(Street)

NEW YORK, NY 10022

2. Issuer Name and Ticker or Trading

Symbol

HASBRO INC [HAS] 3. Date of Earliest Transaction

(Month/Day/Year) 09/30/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X\_ Director

Applicable Line)

(State) (Zip) (City)

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if Code

(Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

Securities

(A)

or

Beneficially Owned Following Reported

5. Amount of

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Price Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Moi	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 (2)	09/30/2011		A	1,424		(3)(4)	(3)(4)	Common Stock	1,424	\$ 32

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BATKIN ALAN R C/O ETON PARK CAPITAL MANAGEMENT, LP 399 PARK AVENUE, 10TH FLOOR NEW YORK, NY 10022



# **Signatures**

Tarrant Sibley, P/O/A for Alan R.

Batkin 10/04/2011

\*\*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) 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.
- (2) Units correspond 1 for 1 with common stock.
- (3) Units are settled only in cash and are payable after the reporting person ceases to be a director.
  - Vesting of 43 units will occur on the earlier of 12/31/2011 (provided the reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. Vesting of 43 units will occur on the earlier of 12/31/2012 (provided the
- reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. The remainder of the units is immediately vested.
- (5) Does not include 3,055 units acquired by the reporting person pursuant to the Plan prior to August 15, 1996.

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.

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