HASBRO INC Form 4 July 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 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

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(b).

(Last)

1. Name and Address of Reporting Person * **CONNORS JOHN M JR**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(Middle)

3. Date of Earliest Transaction

HASBRO INC [HAS]

X_ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

JOHN HANCOCK TOWER, 60TH FLOOR, 200 CLARENDON **STREET**

(First)

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

06/29/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02116

(Instr. 3)

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

> Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Deriva Conversion

Edgar Filing: HASBRO INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	· ·	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)	06/29/2012		A	1,355		(3)(4)	(3)(4)	Common Stock	1,355	\$ 33

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ORS IOHN M IR

CONNORS JOHN M JR JOHN HANCOCK TOWER, 60TH FLOOR 200 CLARENDON STREET BOSTON, MA 02116



Signatures

Tarrant Sibley, P/O/A for John M. Connors, Jr.

07/03/2012

**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).
- (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 47 units will occur on the earlier of 12/31/2012 (provided 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 47 units will occur on the earlier of 12/31/2013 (provided
- 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.

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