HASBRO INC Form 4 October 02, 2012

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VERRECCHIA ALFRED J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

10% Owner __X__ Other (specify

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(First) (Last)

(Street)

(Middle)

HASBRO INC [HAS]

3. Date of Earliest Transaction (Month/Day/Year)

09/28/2012

(Check all applicable)

C/O HASBRO INC, 1011 **NEWPORT AVENUE**

4. If Amendment, Date Original

Filed(Month/Day/Year)

below) below) Chairman

Officer (give title

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

_X__ Director

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

Person

PAWTUCKET, RI 02862

| (City) | (State) | (Zip) Tab | 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) | Code | | 4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common | | | Code | V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | | |
| Stock (Par Value \$.50 per share) | 09/12/2012 | | J <u>(1)</u> | V | 41,750 | A | \$0 | 243,620 | D | | |
| Common Stock (Par Value \$.50 per share) | 09/12/2012 | | J(2) | V | 20,800 | A | \$ 0 | 45,175 | I (3) | By Wife | |
| Common Stock (Par Value \$.50 per share) | 09/12/2012 | | <u>J(1)</u> | V | 41,750 | D | \$0 | 213,500 | I (4) | By Mr. Verrecchia's GRAT | |

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Common Stock (Par Value \$.50

per share)

09/12/2012

V 20,800 D

\$0 106,700

By Mrs. I (3) Verrecchia's

GRAT

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.

SEC 1474 (9-02)

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)

Conversion or Exercise Price of

Derivative

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any (Month/Day/Year) TransactionNumber Code of (Instr. 8) Derivative Securities

5.

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of Underlying Securities (Instr. 3 and 4)

Derivative Security (Instr. 5)

Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Date

Exercisable

Expiration Title Date

Amount or Number

of

Shares

Phantom

Stock $$0^{(6)}$ Units (5)

09/28/2012

A

23

Code V (A) (D)

(7)

(7)

Common Stock

23

\$ 38.17

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner

Officer Other

VERRECCHIA ALFRED J C/O HASBRO INC 1011 NEWPORT AVENUE

X

Chairman

PAWTUCKET, RI 02862

Signatures Tarrant Sibley, P/O/A for Alfred J.

Verrecchia

10/02/2012

**Signature of Reporting Person

Date

Reporting Owners 2 Edgar Filing: HASBRO INC - Form 4

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).
- On October 2, 2009, Mr. Verrecchia contributed 300,000 shares of common stock to a grantor retained annuity trust and voluntarily reported the transaction as a transfer of direct to indirect ownership. On September 12, 2012, annuity payments were made to Mr.
- (1) Verrecchia from the grantor retained annuity trust resulting in the direct ownership of 41,750 of the shares previously reported as owned by the grantor retained annuity trust.
- On October 2, 2009, Mrs. Verrecchia contributed 150,000 shares of common stock to a grantor retained annuity trust and voluntarily reported the transaction as a transfer of shares held by Mrs. Verrecchia to shares held by Mrs. Verrecchia's grantor retained annuity trust. On September 12, 2012, annuity payments were made to Mrs. Verrecchia from the grantor retained annuity trust resulting in her direct ownership of 20,800 of the shares previously reported as owned by Mrs. Verrecchia's grantor retained annuity trust.
- (3) Mr. Verrecchia disclaims beneficial ownership of the shares held by his wife and the shares held by his wife's grantor retained annuity trust.
- (4) Mr. Verrecchia disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (5) 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.
- (6) Units correspond 1 for 1 with common stock.
- (7) Units are settled only in cash and are payable after the reporting person ceases to be a director.

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.