HASBRO INC Form 4 April 26, 2013

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.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HARGREAVES DAVID D R			2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1011 NEWPORT AVENUE			04/24/2013	X Officer (give title Other (specify below) EVP and Chief Strategy Offcr		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PAWTUCKET,	DI 02862		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
TAWIUCKEI,	KI 02802			Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficiall	y 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 oner Dispose (Instr. 3, 4) Amount	d of (I and 5) (A) or (D)	Price	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)
Value \$.50 per share)	04/24/2013		M	40,000	A	\$ 18.575	264,194	D	
Common Stock (Par Value \$.50 per share)	04/24/2013		M	80,645	A	\$ 32.425	344,839	D	
Common Stock (Par	04/24/2013		S	120,645	D	\$ 47.004	224,194	D	

Value \$.50 per share)

(1)

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

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(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)	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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		ansactionDerivative ode Securities nstr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	\$ \$ (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares													
Option (Right to Buy) (2)	\$ 18.575	04/24/2013		M		40,000	(3)	05/19/2014	Common Stock	40,000													
Option (Right to Buy) (2)	\$ 32.425	04/24/2013		M		80,645	<u>(4)</u>	05/23/2014	Common Stock	80,645													

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HARGREAVES DAVID D R 1011 NEWPORT AVENUE PAWTUCKET, RI 02862			EVP and Chief Strategy Offer				

Signatures

Tarrant Sibley, P/O/A for David D.R. 04/26/2013 Hargreaves

**Signature of Reporting Person

2 Reporting Owners

Date

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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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.72 to \$47.36, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the
- (1) 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).
- These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- (3) 33 1/3% of the options became exercisable on each of May 20, 2005, May 20, 2006 and May 20, 2007.
- (4) 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. 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.