HASBRO INC Form 4 April 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5

obligations

if no longer

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stoddart Richard S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First) (Middle) HASBRO INC [HAS] 3. Date of Earliest Transaction

X_ Director 10% Owner

Officer (give title

(Check all applicable)

LEO BURNETT, INC., 35 WEST

(Street)

WACKER DRIVE

4. If Amendment, Date Original

below) 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/31/2016

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

CHICAGO, IL 60601

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Other (specify

(A) or Code V Amount (D) Price Reported Transaction(s) (Instr. 3 and 4)

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

any

(Month/Day/Year)

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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 Conversion Security or Exercise

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

Code

Transactionof

Derivative

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

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Securities Derivative Acquired Security (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable **Expiration Date** Title Phantom Common $03/31/2016^{(3)(4)}$ $03/31/2016^{(3)(4)}$ Stock $\$ 0^{(2)}$ 441 03/31/2016 Stock

Ar or Nu of Sh

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Stoddart Richard S
LEO BURNETT, INC.
35 WEST WACKER DRIVE
CHICAGO, IL 60601

Signatures

Units (1)

Tarrant Sibley p/o/a for Richard 04/04/2016 Stoddart

**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 19 units will occur upon the earlier of 12/31/2016 (provided the reporting person is still a director as of such date) and the earlier death, disability or retirement (after age 72) of the reporting person. Vesting of 19 units will occur upon the earlier of 12/31/2017 (provided the reporting person is still a director as of such date) and the earlier death, disability or retirement (after age 72) of the

reporting person. The remainder of the units are 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.

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