

GOLDNER BRIAN
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
GOLDNER BRIAN

(Last) (First) (Middle)
**C/O HASBRO INC, 1027
NEWPORT AVENUE**

(Street)

PAWTUCKET, RI 02861

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HASBRO INC [HAS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (Par Value \$.50 per share)	12/31/2017		M ⁽¹⁾		467,976	A	\$ 0
					712,867		
Common Stock (Par Value \$.50 per share)	12/31/2017		M ⁽²⁾		119,318	A	\$ 0
					832,185		
Common Stock (Par Value \$.50 per share)	12/31/2017		F ⁽³⁾		281,549	D	\$ 90.84
					550,636		

Common Stock (Par Value \$.50 per share)	416,882.32	I ⁽⁵⁾	By the Brian D. Goldner Trust
Common Stock (Par Value \$.50 per share)	28,929.028	I ⁽⁵⁾	By the Barbara S. Goldner Trust

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 Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/31/2017		M ⁽¹⁾	V	(A) 467,976	(4)	(4)	Common Stock 467,976
Restricted Stock Units	\$ 0 ⁽⁴⁾	12/31/2017		M ⁽²⁾		(A) 119,318	(4)	(4)	Common Stock 119,318

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDNER BRIAN C/O HASBRO INC 1027 NEWPORT AVENUE PAWTUCKET, RI 02861	X		Chairman & CEO	

Signatures

Tarrant Sibley, P/O/A for Brian
Goldner

01/03/2018

__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) On 4/24/2013 Mr. Goldner was granted 467,976 restricted stock units. The vesting of those restricted stock units was subject to two conditions which are detailed in footnote 4. The grant of those restricted stock units was reported on a Form 4 dated April 26, 2013. The restricted stock units vested on December 31, 2017 upon satisfaction of both vesting conditions.

(2) On 2/12/2014 Mr. Goldner was granted 119,318 restricted stock units. The vesting of those restricted stock units was subject to two conditions which are detailed in footnote 4. The grant of those restricted stock units was reported on a Form 4 dated February 14, 2014. The restricted stock units vested on December 31, 2017 upon satisfaction of both vesting conditions.

(3) This represents payment of tax withholding on the vesting of the two restricted stock unit awards through the delivery to Hasbro of shares of common stock already owned by Mr. Goldner.

(4) Each restricted stock unit represented a contingent right to earn one share of Hasbro common stock. The restricted stock units had two vesting components. The first vesting component was based on the achievement of certain stock price thresholds for Hasbro's common stock which are detailed in the Forms 4 reporting the grants of the restricted stock units. The second vesting component was subject to Mr. Goldner remaining employed with Hasbro through December 31, 2017. Both vesting components were satisfied and the restricted stock units vested on December 31, 2017.

(5) Mr. Goldner disclaims beneficial ownership of all of the these shares except to the extent of his proportionate pecuniary interest therein.

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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