Billing Duncan Form 4 August 02, 2017

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

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 * Billing Duncan		ting Person *	Issuer Name <b>and</b> Ticker or Trading     Symbol     HASBRO INC [HAS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O HASBRO, INC. 1011			07/31/2017	X Officer (give title Other (specify below)		
NEWPORT AVENUE				EVP, Chief Strategy Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
PAWTUCKET, RI 02861				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	e Secu	rities Acquire	ed, Disposed of, o	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. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (Par Value \$.50 per share)	07/31/2017		Code V  M	Amount 6,833	(D)	Price \$ 52.11	(Instr. 3 and 4) 55,430.511	D	
Common Stock (Par Value \$.50 per share)	07/31/2017		M	1,947	A	\$ 61.77	57,377.511	D	
Common Stock (Par	07/31/2017		S	8,780	D	\$ 106	48,597.511	D	

of

Value \$.50 per share)							
Common Stock (Par Value \$.50 per share)	08/01/2017	M	4,495	A	\$ 61.77	53,092.511	D
Common Stock (Par Value \$.50 per share)	08/01/2017	M	5,371	A	\$ 74.42	58,463.511	D
Common Stock (Par Value \$.50 per share)	08/01/2017	S	9,866	D	\$ 106.08	48,597.511	D
Common Stock (Par Value \$.50 per share)	08/01/2017	S	21,174	D	\$ 106.4737	27,423.511	D

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

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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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (2)	\$ 52.11	07/31/2017		M	6,833	(3)	02/12/2021	Common Stock	6,833	

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Option (Right to Buy) (2)	\$ 61.77	07/31/2017	M	1,947	<u>(4)</u>	02/11/2022	Common Stock	1,947
Option (Right to Buy) (2)	\$ 61.77	08/01/2017	M	4,495	<u>(4)</u>	02/11/2022	Common Stock	4,495
Option (Right to Buy) (2)	\$ 74.42	08/01/2017	M	5,371	<u>(5)</u>	02/23/2023	Common Stock	5,371

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Billing Duncan C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02861

EVP, Chief Strategy Officer

### **Signatures**

Tarrant Sibley, P/O/A for Duncan Billing

08/02/2017

\*\*Signature of Reporting Person

ranges set forth in this footnote (1).

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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$106.29 to \$106.69 inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the
- These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding
- (3) 33 1/3% of the options became exercisable on each February 12, 2015, February 12, 2016 and February 12, 2017.
- (4) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date is February 11, 2015. An additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.
- (5) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date is February 23, 2016. An additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.

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.

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