

GOLDNER BRIAN

Form 4

February 26, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

**02/22/2018**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock (Par Value \$0.50 per share)	02/22/2018		M		43,329	A	\$ 36.135	101,134	D
Common Stock (Par Value \$0.50 per share)	02/22/2018		S		43,329	D	\$ <u>97.907</u> <sup>(1)</sup>	57,805	D
Common Stock (Par Value \$0.50 per share)	02/23/2018		M		264,835	A	\$ 36.135	322,640	D

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Value  
\$.50 per  
share)

Common  
Stock (Par

Value 02/23/2018

S

264,835 D

\$

96.8128

57,805

D

\$.50 per  
share)

Common  
Stock (Par

Value

\$.50 per

share)

909,713.32

I <sup>(4)</sup>

By the  
Brian D.  
Goldner  
Trust

Common  
Stock (Par

Value

\$.50 per

share)

29,588.233

<sup>(3)</sup>

I <sup>(4)</sup>

By the  
Barbara  
S.  
Goldner  
Trust

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)	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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) <sup>(5)</sup>	\$ 36.135	02/22/2018		M		43,329		<sup>(6)</sup>	02/07/2019	Common Stock	43,329
Option (Right to Buy) <sup>(5)</sup>	\$ 36.135	02/23/2018		M		264,835		<sup>(6)</sup>	02/07/2019	Common Stock	264,835

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

02/26/2018

\_\_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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$97.2081 to \$98.79, 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 ranges set forth in this footnote (1).
  - (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$96.50 to \$97.72, 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 ranges set forth in this footnote (2).
  - (3) Share total has been updated to reflect shares acquired pursuant to dividend reinvestment plan.
  - (4) Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
  - (5) These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
  - (6) 33 1/3% of the options became exercisable on each February 8, 2013, February 8, 2014 and February 8, 2015.

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.