

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO	
			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2014			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 \$.50 per share)	02/12/2014		M		164,609	A	\$27.095	222,414.0001	D	
Common Stock (Par Value \$.50 per share)	02/12/2014		M		235,391	A	\$31.625	457,805.0001	D	
Common Stock (Par Value \$.50 per share)	02/12/2014		S		390,000	D	\$52.0776 ⁽⁴⁾	67,805.0001	D	
Common Stock (Par Value \$.50 per share)	02/12/2014		G ⁽²⁾	V	10,000	D	\$0	57,805.0001	D	
Common Stock (Par Value \$.50 per share)	02/12/2014		G ⁽²⁾	V	10,000	A	\$0	361,882.3209	I ⁽⁴⁾	By the Brian D. Goldner Trust
Common Stock (Par Value \$.50 per share)								16,935.511 ⁽³⁾	I ⁽⁴⁾	By the Barbara S. Goldner Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	⁽⁵⁾	02/12/2014		A		119,318		⁽⁵⁾	⁽⁵⁾	Common Stock	119,318	\$0	119,318	D	
Option (Right to Buy) ⁽⁶⁾	\$52.11	02/12/2014		A		302,200		⁽⁷⁾	02/11/2021	Common Stock	302,200	\$0	302,200	D	
Option (Right to Buy) ⁽⁶⁾	\$27.095	02/12/2014		M		164,609		⁽⁸⁾	02/15/2015	Common Stock	164,609	\$0	0	D	
Option (Right to Buy) ⁽⁶⁾	\$31.625	02/12/2014		M		235,391		⁽⁹⁾	02/03/2017	Common Stock	235,391	\$0	76,703	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.90 to \$52.35, inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the ranges set forth in this footnote (1).
- This transaction involved a gift of securities by the Reporting Person to the Brian D. Goldner Trust.
- Share total has been updated to reflect shares acquired pursuant to dividend reinvestment plan.
- Mr. Goldner disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- Each restricted stock unit represents a contingent right to earn one share of Hasbro common stock. The grant has two vesting components, each of which must be satisfied for Mr. Goldner to earn any shares under the award. The first vesting component is based on achievement of specified Hasbro common stock price thresholds (25% earned at \$45/share; 25% earned at \$52/share; 25% earned at \$56/share; 25% earned at \$60/share). To achieve the stock price thresholds the average closing sales price for Hasbro's common stock must trade at or above the threshold price for at least 30 consecutive trading days after April 24, 2013. To second vesting component requires that, subject to certain termination scenarios set forth in Mr. Goldner's Employment Agreement with the Company, Mr. Goldner remains continuously employed with the Company through December 31, 2017.
- These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.
- 33 1/3% of the options become exercisable on the first anniversary of the date of grant and an additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.
- 33 1/3% of the options became exercisable on February 13, 2009, February 13, 2010 and February 13, 2011.
- 33 1/3% of the options became exercisable on February 4, 2011, February 4, 2012 and February 4, 2013.

Tarrant Sibley, P/O/A for Brian Goldner 02/14/2014

** Signature of Reporting Person Date

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

* 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).

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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