

HASBRO INC
Form 4
August 12, 2008

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 *
Billing Duncan

(Last) (First) (Middle)
C/O HASBRO, INC. 1011
NEWPORT AVENUE
(Street)

PAWTUCKET, RI 02862

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2008

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)
Global Development Officer

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 or Price | | |
| Common Stock, par value \$.50 per share | 08/11/2008 | | M | | 13,333 A \$ 20.57 | 21,449.091 | D |
| Common Stock | 08/11/2008 | | M | | 13,492 A \$ 18.815 | 34,941.091 | D |
| Common Stock | 08/11/2008 | | S | | 13,325 D \$ 41 | 21,616.091 | D |
| Common Stock | 08/11/2008 | | S | | 200 D \$ 41.005 | 21,416.091 | D |
| | 08/11/2008 | | S | | 8,200 D \$ 41.01 | 13,216.091 | D |

| | | | | | | | |
|--------------|------------|---|-------|---|-----------|------------|---|
| Common Stock | | | | | | | |
| Common Stock | 08/11/2008 | S | 1,100 | D | \$ 41.015 | 12,116.091 | D |
| Common Stock | 08/11/2008 | S | 3,800 | D | \$ 41.02 | 8,316.091 | D |
| Common Stock | 08/11/2008 | S | 100 | D | \$ 41.025 | 8,216.091 | D |
| Common Stock | 08/11/2008 | S | 100 | D | \$ 41.03 | 8,116.091 | D |

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Option (Right to Buy) ⁽¹⁾ | \$ 20.57 | 08/11/2008 | | M | 13,333 | 05/19/2006 ⁽²⁾ | 05/18/2012 | Common Stock | 13,333 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.815 | 08/11/2008 | | M | 13,492 | 07/27/2007 ⁽²⁾ | 07/26/2013 | Common Stock | 13,492 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Billing Duncan C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02862 | | | Global Development Officer | |

Signatures

/s/ Tarrant Sibley pursuant to power of
attorney

08/12/2008

__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) 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 upon the first anniversary of the dates of grant (which grant dates were 5/19/2005 and 7/27/2006 respectively for the two options being exercised) and 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.