HASBRO INC Form 4 April 02, 2008

## 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.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 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 * ANDERSON BASIL			2. Issuer Name <b>and</b> Ticker or Trading Symbol HASBRO INC [HAS]			Issuer	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (	(1	<ul> <li>3. Date of Earliest Transaction (Month/Day/Year) 03/31/2008</li> <li>4. If Amendment, Date Original Filed(Month/Day/Year)</li> </ul>			_X_ Director	• • • • • • • • • • • • • • • • • • • •	% Owner	
	(Street)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative	Securities	Acquired, Disposed	l of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Transaction Code	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D)	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)	

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		3. Transaction Date (Month/Day/Year)			6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	
,	or Exercise Price of	` '	any (Month/Day/Year)		(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)

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Derivative Acquired Security (A) or Disposed of (D) (Instr. 3, 4, and 5)

> Code V (A) (D) Date Expiration Title Amount or

Exercisable Date

> Number of Shares

> > 885

\$ 27.9

Phantom

Common (3)(4)(3)(4) $$0^{(2)}$ Stock 03/31/2008 A 885 Stock Units (1)

**Reporting Owners** 

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ANDERSON BASIL

X

### **Signatures**

Tarrant Sibley, p/o/a for Basil L. Anderson

04/02/2008

\*\*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).
- All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in accordance with Section 16b-3.
- (2) Units correspond 1-for-1 with common stock.
- (3) Units are settled only in cash and are payable after the reporting person ceases to be a director.

Vesting of 36 units will occur on the earlier of 12/31/08 (provided the reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. Vesting of 36 units will occur on the earlier of 12/31/09 (provided the reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. The remainder of the units are immediately vested.

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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