

HASBRO INC
Form 4
May 01, 2008

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
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2005
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(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)

04/29/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Global Development Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock (Par Value \$.50 per share)	04/29/2008		M	15,000	A \$ 32.1875	23,116.091	D
Common Stock (Par Value \$.50 per share)	04/29/2008		M	11,667	A \$ 18.575	34,783.091	D
Common Stock (Par Value \$.50 per share)	04/29/2008		M	13,334	A \$ 20.57	48,117.091	D

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Value
\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	M	13,492	A	\$ 18.815	61,609.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	5,391	D	\$ 35.28	56,218.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	700	D	\$ 35.285	55,518.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	200	D	\$ 35.288	55,318.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	3,332	D	\$ 35.29	51,986.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	2,500	D	\$ 35.295	49,486.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	300	D	\$ 35.298	49,186.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	300	D	\$ 35.3	48,886.091	D
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\$.50 per
share)

Common
Stock (Par
Value

04/29/2008	S	854	D	\$ 35.32	48,032.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	3,200	D	\$ 35.33	44,832.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	7,416	D	\$ 35.34	37,416.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	4,400	D	\$ 35.35	33,016.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	1,600	D	\$ 35.37	31,416.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	2,100	D	\$ 35.39	29,316.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	100	D	\$ 35.405	29,216.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	900	D	\$ 35.41	28,316.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	300	D	\$ 35.42	28,016.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	1,700	D	\$ 35.345	26,316.091	D
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\$.50 per

share)

Common
Stock (Par

Value	04/29/2008	S	2,300	D	\$ 35.355	24,016.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	800	D	\$ 35.36	23,216.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	100	D	\$ 35.365	23,116.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	1,435	D	\$ 35.9	21,681.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	1,000	D	\$ 35.91	20,681.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	200	D	\$ 35.918	20,481.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	100	D	\$ 35.915	20,381.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	600	D	\$ 35.92	19,781.091	D
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\$.50 per
share)

Common
Stock (Par

Value	04/29/2008	S	3,465	D	\$ 35.93	16,316.091	D
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\$.50 per
share)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to Buy) ⁽¹⁾	\$ 32.1875	04/29/2008		M	15,000	05/11/2000 ⁽²⁾ 05/10/2009	Common Stock 15,000
Option (Right to Buy) ⁽¹⁾	\$ 18.575	04/29/2008		M	11,667	05/20/2005 ⁽³⁾ 05/19/2014	Common Stock 11,667
Option (Right to Buy) ⁽¹⁾	\$ 20.57	04/29/2008		M	13,334	05/19/2006 ⁽³⁾ 05/18/2012	Common Stock 13,334
Option (Right to Buy) ⁽¹⁾	\$ 18.815	04/29/2008		M	13,492	07/27/2007 ⁽³⁾ 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

Tarrant Sibley, p/o/a for Duncan
Billing 04/30/2008

 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.
- (2) 20 % of the options become exercisable on the first anniversary of the date of grant and an additional 20 % of the options become exercisable on each anniversary of the date of grant thereafter.
- (3) 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.

Remarks:

This Form 4 filing is 1 of 2.

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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