

HASBRO INC
Form 4
April 28, 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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NAGLER BARRY

(Last) (First) (Middle)

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)

04/24/2008

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 _____ Other (specify
below) below)

Sr. VP, GC and Secretary

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)	04/24/2008		M	125,000	A \$ 20.4325	160,000	D
Common Stock (Par value \$.50 per share)	04/24/2008		S	125,000	D \$ 33.95	35,000	D
Common Stock	04/25/2008		M	35,000	A \$ 18.575	70,000	D

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(Par value
\$.50 per
share)

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 400 D \$ 34.77 69,600 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 1,600 D \$ 34.75 68,000 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 700 D \$ 34.76 67,300 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 200 D \$ 34.77 67,100 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 300 D \$ 34.78 66,800 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 3,200 D \$ 34.75 63,600 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 19,500 D \$ 34.75 44,100 D

Common
Stock

(Par value 04/25/2008
\$.50 per
share)

S 9,100 D \$ 34.75 35,000 D

Common
Stock
(Par value

12 I

As
custodian
for the

\$.50 per
share)

account of
Alyssa
Sage
Nagler

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

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Option (Right to Buy) ⁽¹⁾	\$ 20.4325	04/24/2008		M	125,000	05/20/2005 ⁽²⁾ 05/19/2011	Common Stock 125,000
Option (Right to Buy) ⁽¹⁾	\$ 18.575	04/25/2008		M	35,000	05/20/2005 ⁽²⁾ 05/19/2014	Common Stock 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NAGLER BARRY 1011 NEWPORT AVENUE PAWTUCKET, RI 02862	Sr. VP, GC and Secretary

Signatures

Tarrant Sibley, p/o/a for Barry
Nagler 04/28/2008

 **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)

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These options were granted pursuant to an employee stock option plan in compliance with Rule 16b-3 and have tandem tax withholding rights.

- (2) $33 \frac{1}{3}$ of the options become exercisable on the first anniversary of the date of grant and an additional $33 \frac{1}{3}$ 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.

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