

HASBRO INC
Form 4
May 13, 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 *
STERN PAULA

(Last) (First) (Middle)

C/O AVON PRODUCTS INC, 1345 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10105-0196

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock (Par Value \$0.50 per share)	05/09/2008		M	11,250 A \$ 17.0005	18,794	D	
Common Stock (Par Value \$0.50 per share)	05/09/2008		M	6,000 A \$ 15.875	24,794	D	
Common Stock (Par Value \$0.50 per share)	05/09/2008		M	6,000 A \$ 19.14	30,794	D	

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Value \$.50 per share)							
Common Stock (Par Value \$.50 per share)	05/09/2008	M	6,000	A	\$ 18.765	36,794	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	3,700	D	\$ 35.36	33,094	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	17,050	D	\$ 35.35	16,044	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	1,800	D	\$ 35.37	14,244	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	1,400	D	\$ 35.38	12,844	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	2,100	D	\$ 35.39	10,744	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	900	D	\$ 35.4	9,844	D
Common Stock (Par Value \$.50 per share)	05/09/2008	S	500	D	\$ 35.41	9,344	D
Common Stock (Par Value	05/09/2008	S	1,400	D	\$ 35.42	7,944	D

\$.50 per share)

Common Stock (Par

Value 05/09/2008 S 400 D \$ 35.43 7,544 D

\$.50 per share)

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (Right to Buy) ⁽¹⁾	\$ 17.0005	05/09/2008		M	11,250	02/06/2003 ⁽²⁾ 02/05/2012	Common Stock	11,250
Option (Right to Buy) ⁽¹⁾	\$ 15.875	05/09/2008		M	6,000	05/14/2004 ⁽³⁾ 05/13/2013	Common Stock	6,000
Option (Right to Buy) ⁽¹⁾	\$ 19.14	05/09/2008		M	6,000	05/01/2005 ⁽³⁾ 04/30/2014	Common Stock	6,000
Option (Right to Buy) ⁽¹⁾	\$ 18.765	05/09/2008		M	6,000	05/01/2006 ⁽³⁾ 04/30/2015	Common Stock	6,000
Phantom Stock Units ⁽⁴⁾	\$ 0 ⁽⁵⁾	03/31/2008		A	67	⁽⁶⁾ ⁽⁶⁾	Common Stock	67

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

STERN PAULA
C/O AVON PRODUCS INC
1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105-0196

X

Signatures

Tarrant Sibley, p/o/a for Paula
Stern

05/13/2008

__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 stock plans 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.
- (4) 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.
- (5) Units correspond 1-for-1 with common stock.
- (6) Units are settled only in cash and are payable after the reporting person ceases to be a director.

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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