HASBRO INC
Form 4
August 18, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Deborah

(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)
08/17/2010

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)
SVP & Chief Financial 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (Par Value $.50 per share)	08/17/2010		M		4,417	A	$ 18.575	26,885.3167	D	
Common Stock (Par Value $.50 per share)	08/17/2010		M		8,833	A	$ 20.57	35,718.3167	D	
Common Stock (Par Value $.50 per share)	08/17/2010		M		27,211	A	$ 18.815	62,929.3167	D	

Common Stock (Par Value $.50 per share)	08/17/2010		M	18,433	A	$ 32.425	81,362.3167	D
Common Stock (Par Value $.50 per share)	08/17/2010		S	55,738	D	$ 43.97 (1)	25,624.3167	D

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

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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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (2)	$ 18.575	08/17/2010		M			4,417	(3)	05/19/2014	Common Stock	4,417	
Option (Right to Buy) (2)	$ 20.57	08/17/2010		M			8,833	(4)	05/18/2012	Common Stock	8,833	
Option (Right to Buy) (2)	$ 18.815	08/17/2010		M			27,211	(5)	07/26/2013	Common Stock	27,211	
Option (Right to Buy) (2)	$ 32.425	08/17/2010		M			18,433	(6)	05/23/2014	Common Stock	18,433	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Thomas Deborah
C/O HASBRO, INC.
1011 NEWPORT AVENUE
PAWTUCKET, RI 02862

SVP & Chief Financial Officer

Signatures

Tarrant Sibley, p/o/a for Deborah Thomas — 08/18/2010

**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) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $43.86 to $44.01 inclusive. The reporting person undertakes to provide to Hasbro, Inc., any security holder of Hasbro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).

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

(3) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which was May 20, 2005, and an additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.

(4) 33 1/3% of the options became exercisable on December 25, 2005, and an additional 33 1/3% of the options became exercisable on each of May 19, 2007 and May 19, 2008.

(5) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which was July 27, 2007, and an additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.

(6) 33 1/3% of the options became exercisable on each of May 24, 2008, May 24, 2009 and May 24, 2010.

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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