

HASBRO INC
Form 4
July 28, 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 *
HARGREAVES DAVID D R

(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)
07/25/2008

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)
COO and CFO

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)	07/25/2008		M		50,000	A	\$ 16.335
					128,884		
Common Stock (Par Value \$0.50 per share)	07/25/2008		M		125,000	A	\$ 17.9685
					253,884		
Common Stock (Par Value \$0.50 per share)	07/25/2008		S		500	D	\$ 40.96
					253,384		

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Value \$.50 per share)							
Common Stock (Par Value \$.50 per share)	07/25/2008	S	900	D	\$ 40.92	252,484	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	200	D	\$ 40.93	252,284	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	200	D	\$ 40.94	252,084	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	200	D	\$ 40.95	251,884	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	10,900	D	\$ 40.8	240,984	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	2,000	D	\$ 40.81	238,984	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	200	D	\$ 40.82	238,784	D
Common Stock (Par Value \$.50 per share)	07/25/2008	S	500	D	\$ 40.83	238,284	D
Common Stock (Par Value	07/25/2008	S	100	D	\$ 40.84	238,184	D

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Common Stock (Par Value \$0.50 per share)	07/25/2008	S	500	D	\$ 40.85	237,684	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	2,200	D	\$ 40.86	235,484	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	1,000	D	\$ 40.87	234,484	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	2,800	D	\$ 40.88	231,684	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	3,100	D	\$ 40.89	228,584	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	5,100	D	\$ 40.9	223,484	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	500	D	\$ 40.91	222,984	D
Common Stock (Par Value \$0.50 per share)	07/25/2008	S	66,000	D	\$ 40.8	156,984	D
Common Stock (Par Value \$0.50 per	07/25/2008	S	900	D	\$ 40.65	156,084	D

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share)

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 400 D \$ 40.63 155,684 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 100 D \$ 40.64 155,584 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 1,300 D \$ 40.6 154,284 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 4,200 D \$ 40.61 150,084 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 1,200 D \$ 40.62 148,884 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 6,100 D \$ 40.6 142,784 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 2,800 D \$ 40.6 139,984 D

Common
Stock (Par
Value 07/25/2008
\$.50 per
share)

S 37,100 D \$ 40.6 102,884 D

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

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information contained in this form are not
required to respond unless the form
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number.

**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 Security (Instr. 3 and 4)
Option (Right to Buy) ⁽¹⁾	\$ 16.335	07/25/2008		M	50,000	04/25/2003 ⁽²⁾ 04/24/2012	Common Stock 50,000
Option (Right to Buy) ⁽¹⁾	\$ 17.9685	07/25/2008		M	125,000	04/25/2003 ⁽³⁾ 04/24/2012	Common Stock 125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARGREAVES DAVID D R 1011 NEWPORT AVENUE PAWTUCKET, RI 02862			COO and CFO	

Signatures

Tarrant Sibley, p/o/a for David D.R.
Hargreaves 07/28/2008
 **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) 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 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. Date of grant was April 25, 2002.
- (3) 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. Date of grant was April 25, 2002.

Remarks:

This document is one of two.

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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