HASSENFELD ALAN G

Form 4

August 26, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * HASSENFELD ALAN G			2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(3. Date of Earliest Transaction (Month/Day/Year) 08/22/2008			_	_X Director Officer (give to	_X_ 109		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			A, _2 —	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Year)			3. Transactic Code (Instr. 8)	orDisposed o (Instr. 3, 4	of (D)	` ´	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (Par value \$.50 per share)	08/22/2008			M	133,600	A	\$ 16.335	5,939,855	D	
Common Stock (Par value \$.50 per share)	08/22/2008			M	250,000	A	\$ 17.9685	6,189,855	D	

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Common Stock (Par value \$.50 per share)	08/22/2008	M	44,400	A	\$ 11.16	6,234,255	D	
Common Stock (Par value \$.50 per share)	08/22/2008	S	428,000	D	\$ 36.5898	5,806,255	D	
Common Stock (Par value \$.50 per share)						254,892	I (1)	As Trustee of the Stephen Hassenfeld Charitable Lead Trust.
Common Stock (Par value \$.50 per share)						154,216	I (1)	As Trustee of the Sylvia Hassenfeld Trust.
Common Stock (Par value \$.50 per share)						7,380,921	I (1)	As Trustee of the Merrill Hassenfeld Trust.
Common Stock (Par value \$.50 per share)						829,347	I (1)	As Trustee of a Trust for the benefit of himself.
Reminder: R	eport on a separate line for each class of se	curities be	Perso inforn requii	ns w natio red to	tho respond n contained respond t	irectly. d to the collect d in this form a	are not n	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Option (Right to Buy) (2)	\$ 16.335	08/22/2008		M		133,600	04/25/2003(3)	04/24/2012	Common Stock	133,6
Option (Right to Buy) (2)	\$ 17.9685	08/22/2008		M		250,000	04/25/2003(4)	04/24/2012	Common Stock	250,0
Option (Right to Buy) (2)	\$ 11.16	08/22/2008		M		44,400	04/25/2004(5)	12/29/2012	Common Stock	44,4

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
HASSENFELD ALAN G							
	X	X					

Signatures

Tarrant Sibley, p/o/a for Alan G.
Hassenfeld
08/26/2008

**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) Mr. Hassenfeld disclaims beneficial ownership of all of these shares except to the extent of his proportionate pecuniary interest therein.
- (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 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.
- (4) 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.
- (5) 33 1/3 of the options become exercisable on April 25, 2004, April 25, 2005 and April 25, 2006. Date of grant was December 30, 2002. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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