HASBRO INC Form 4 May 24, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Ad PHILIP EDW | ^ | orting Person * | 2. Issuer Name and Ticker or Trading Symbol HASBRO INC [HAS] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|------------------------------|---------|-----------------|---|--|--|--|--|
| (Last) (First) (Midd | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| C/O HASBR NEWPORT A | |)11 | (Month/Day/Year) 05/20/2010 | X Director 10% Owner Other (give title below) Other (specify below) | | | |
| (Street) PAWTUCKET, RI 02862 | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities A | Acquired, Disposed of, or Beneficially Owned | | | |

| | | Tuble 1 Tion Delivative Securities Required, Disposed 61, 61 Deliciteding 6 when | | | | | | | ny o wnea |
|-------------|---------------------|--|------------|----------------------------|------|-------|------------------|--------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | TransactionAcquired (A) or | | | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | | | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | Owned | Indirect (I) | Ownership | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | ~ | | or | | (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | , | | |
| Common | | | | | | | | | |
| Stock (Par | 0.5.10.0.10.0.10 | | | • • • • | | Φ.0 | 10.100 | _ | |
| Value \$.50 | 05/20/2010 | | A | 2,994 | A | \$ 0 | 18,190 | D | |
| | | | | | | | | | |
| per share) | | | | | | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: HASBRO INC - Form 4

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|---------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transacti Code (Instr. 8) | ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amou Under Securi (Instr. | rlying | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 8 | Director | 10% Owner | Officer | Other | | | |
| PHILIP EDWARD M C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02862 | X | | | | | | |

Signatures

Tarrant Sibley, P/O/A for Edward M.
Philip

**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).

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.

Reporting Owners 2