

HASBRO INC
Form 4
July 26, 2010

FORM 4

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

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).

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 *
NAGLER BARRY

(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)
07/22/2010

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)
SVP, Chief Legal Officer & Sec

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock (Par Value \$0.50 per share)	07/22/2010		M		53,100	A	\$ 32.425
					113,922		
Common Stock (Par value \$0.50 per share)	07/22/2010		S		53,100	D	\$ 40.2512
							(1)
Common Stock (Par value \$0.50 per share)	07/23/2010		M		1,624	A	\$ 32.425
					62,446		

per share)

Common Stock (Par value \$.50 per share) 07/23/2010 M 24,603 A \$ 22.73 87,049 D

Common Stock (Par value \$.50 per share) 07/23/2010 S 26,227 D \$ 40.5 60,822 D

Common Stock (Par value \$.50 per share) 12 I As custodian for the account of his daughter

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. Amount or Number of Shares
Option (Right to Buy) ⁽²⁾	\$ 32.425	07/22/2010		M	53,100	⁽³⁾ 05/23/2014	Common Stock	53,100
Option (Right to Buy) ⁽²⁾	\$ 32.425	07/23/2010		M	1,624	⁽³⁾ 05/23/2014	Common Stock	1,624
Option (Right to Buy) ⁽²⁾	\$ 22.73	07/23/2010		M	24,603	⁽⁴⁾ 05/20/2016	Common Stock	24,603

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGLER BARRY C/O HASBRO, INC. 1011 NEWPORT AVENUE PAWTUCKET, RI 02862			SVP,Chief Legal Officer & Sec	

Signatures

Tarrant Sibley, p/o/a for Barry Nagler	07/26/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 \$40.25 to \$40.29 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 each of May 24, 2008, May 24, 2009 and May 24, 2010.
 - (4) 33 1/3% of the options became exercisable on May 21, 2010 and 33 1/3% of the options will become exercisable on each of May 21, 2011 and May 21, 2012.

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.