BATKIN ALAN R Form 4

October 04, 2010

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

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * BATKIN ALAN R

(First) (Middle) (Last)

C/O ETON PARK CAPITAL MANAGEMENT, LP. 399 PARK

AVENUE, 10TH FLOOR

(Street)

Filed(Month/Day/Year)

Symbol

4. If Amendment, Date Original

HASBRO INC [HAS]

(Month/Day/Year)

09/30/2010

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Ownership

Form: Direct

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

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January 31,

2005

0.5

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Number:

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Officer (give title

(State) (City) 1. Title of

NEW YORK, NY 10022

Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

Beneficially Owned Following Reported Transaction(s)

5. Amount of

Securities

or (Instr. 3 and 4) Code V Amount (D) Price

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)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Conversion

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Derivati

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8) Se Ac (A Di of (In	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code	V (2	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 (2)	09/30/2010		A	88	87		(3)(4)	(3)(4)	Common Stock	887	\$ 44.5

Reporting Owners

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

BATKIN ALAN R C/O ETON PARK CAPITAL MANAGEMENT, LP 399 PARK AVENUE, 10TH FLOOR NEW YORK, NY 10022



Signatures

Tarrant Sibley, P/O/A for Alan R.

Batkin 10/04/2010

> **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).
- All of the phantom stock units were acquired pursuant to the Hasbro, Inc. Deferred Compensation Plan for Non-Employee Directors in compliance with Rule 16b-3.
- (2) Units correspond 1-for-1 with common stock.
- (3) Units are settled only in cash and are payable after the reporting person ceases to be a director.
- Vesting of 28 units will occur on the earlier of 12/31/2010 (provided reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. Vesting of 28 units will occur on the earlier of 12/31/2011 (provided the reporting person is still a director as of such date) and the death, disability or retirement (after age 72) of the reporting person. The
- remainder of the units are immediately vested.
- (5) Does not include 3,055 units acquired by the reporting person pursuant to the Plan prior to August 15, 1996.

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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