

Billing Duncan  
 Form 4  
 November 04, 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 \*  
**Billing Duncan**

(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)  
**11/02/2010**

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)  
 Global Chief Development Officer

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	(D)	Price
Common Stock (Par Value \$0.50 per share)	11/02/2010		M		9,140	A	\$ 32.425 37,577.789
Common Stock (Par Value \$0.50 per share)	11/02/2010		M		20,502	A	\$ 22.73 58,079.789
Common Stock (Par Value \$0.50 per share)	11/02/2010		S		29,642	D	\$ 47.3054 28,437.789



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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.27 to \$47.3601 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 range set forth in this footnote (1).
- (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 became exercisable on the first anniversary of the date of grant, which grant date was May 24, 2007. An additional 33 1/3% of the options became exercisable on each anniversary of the date of grant thereafter.
  - (3) 33 1/3% of the options became exercisable on the first anniversary of the date of grant, which grant date was May 21, 2009. An additional 33 1/3% of the options become exercisable on each anniversary of the date of grant thereafter.

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.