Billing Duncan Form 4 April 30, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

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

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Billing Duncan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

HASBRO INC [HAS]

(Check all applicable)

C/O HASBRO, INC. 1011

(Street)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify below)

04/26/2012

Global Chief Development Offcr

NEWPORT AVENUE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

PAWTUCKET, RI 02862

| (City) | (State) | (Zip) Tak | ole I - Non-l | Derivative S | Securiti | es Acqui | red, Disposed of, | or Beneficiall | y Owned |
|------------------------|--------------------------------------|-------------------------------|---------------|-----------------------|-----------|----------|-------------------------|---------------------------|-----------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. | 4. Securition Dispose | | ` ′ | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| (Instr. 3) | (Monui/Day/Tear) | any | Code | (Instr. 3, 4 | ` ' | , | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned Following | Direct (D) or Indirect | Ownership (Instr. 4) |
| | | | | | (4) | | Reported | (I) | |
| | | | | | (A) or | | Transaction(s) | (Instr. 4) | |
| | | | Code V | Amount | (D) | Drice | (Instr. 3 and 4) | | |

| | Code v | 7 milount | (1) | 1 1100 | | |
|--------------------------------------|--------|-----------|-----|--------|------------|---|
| Common | | | | | | |
| Stock (Par Value \$.50 04/26/2012 | M | 21 210 | ٨ | \$ | 70,412.275 | D |
| Value \$.50 04/20/2012 | 1V1 | 21,219 | A | 27.095 | 70,412.273 | D |
| per share) | | | | | | |

| Stock (Par Value \$.50 04/26/2012 | M | 20,502 A | \$ 22.73 90,914.275 | D |
|--------------------------------------|---|----------|---------------------|---|
| per share) | | | | |

Common

Common

Stock (Par \$ 36.5 S 04/26/2012 49,193.275 D Value \$.50

per share)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|-----|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) (2) | \$ 27.095 | 04/26/2012 | | M | | 21,219 | (3) | 02/12/2015 | Common Stock | 21,219 |
| Option (Right to Buy) (2) | \$ 22.73 | 04/26/2012 | | M | | 20,502 | <u>(4)</u> | 05/20/2016 | Common Stock | 20,502 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Billing Duncan

C/O HASBRO, INC. 1011 NEWPORT AVENUE

Global Chief Development Offcr

Signatures

PAWTUCKET, RI 02862

Tarrant Sibley, P/O/A for Duncan
Billing
04/30/2012

**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).

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.47 to \$36.51, 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)

Reporting Owners 2

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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 February 13, 2009, February 13, 2010 and February 13, 2011.
- (4) 33 1/3% of the options became exercisable on each of May 21, 2010 and May 21, 2011. An additional 33 1/3% will become exercisable on 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.