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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obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

Stock (Par

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Billing Duncan			2. Issuer Name <b>and</b> Ticker or Trading Symbol HASBRO INC [HAS]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O HASBRO NEWPORT AV			11/02/2010	_X_ Officer (give title Other (specify below)  Global Chief Development Offcr		
	(Street)		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		
PAWTUCKET, RI 02862				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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)
Common Stock (Par Value \$.50 per share)	11/02/2010		M	9,140	A	\$ 32.425	37,577.789	D	
Common Stock (Par Value \$.50 per share)	11/02/2010		M	20,502	A	\$ 22.73	58,079.789	D	
Common	11/02/2010		S	29,642	D	\$	28,437.789	D	

47.3054

Value \$.50 per share) (1)

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. Transactic Code (Instr. 8)	5. Number of tiorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy) (2)	\$ 32.425	11/02/2010		M		9,140	(3)	05/23/2014	Common Stock	9,140
Option (Right to Buy) (2)	\$ 22.73	11/02/2010		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

PAWTUCKET, RI 02862

Signatures

Tarrant Sibley, P/O/A for Duncan Billing

11/04/2010

\*\*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).

Reporting Owners 2

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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).
- (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 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.
- (4) 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.