

HASBRO INC
Form 4
April 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)

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)
04/24/2008

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)
Sr. VP, GC and Secretary

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 | (A) or (D) | Price |
| Common Stock (Par value \$0.50 per share) | 04/24/2008 | | M | | 125,000 | A | \$ 20.4325 |
| | | | | | 160,000 | | |
| Common Stock (Par value \$0.50 per share) | 04/24/2008 | | S | | 125,000 | D | \$ 33.95 |
| | | | | | 35,000 | | |
| Common Stock | 04/25/2008 | | M | | 35,000 | A | \$ 18.575 |
| | | | | | 70,000 | | |

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(Par value
\$.50 per
share)

Common
Stock

| | | | | | | | |
|------------|------------|---|-----|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 400 | D | \$ 34.77 | 69,600 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|-------|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 1,600 | D | \$ 34.75 | 68,000 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|-----|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 700 | D | \$ 34.76 | 67,300 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|-----|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 200 | D | \$ 34.77 | 67,100 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|-----|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 300 | D | \$ 34.78 | 66,800 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|-------|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 3,200 | D | \$ 34.75 | 63,600 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|--------|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 19,500 | D | \$ 34.75 | 44,100 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock

| | | | | | | | |
|------------|------------|---|-------|---|----------|--------|---|
| (Par value | 04/25/2008 | S | 9,100 | D | \$ 34.75 | 35,000 | D |
| \$.50 per | | | | | | | |
| share) | | | | | | | |

Common
Stock
(Par value

12

I

As
custodian
for the

\$.50 per share)

account of Alyssa Sage Nagler

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. 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) | Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Option (Right to Buy) ⁽¹⁾ | \$ 20.4325 | 04/24/2008 | | M | 125,000 | 05/20/2005 ⁽²⁾ 05/19/2011 | Common Stock | 125,000 |
| Option (Right to Buy) ⁽¹⁾ | \$ 18.575 | 04/25/2008 | | M | 35,000 | 05/20/2005 ⁽²⁾ 05/19/2014 | Common Stock | 35,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAGLER BARRY 1011 NEWPORT AVENUE PAWTUCKET, RI 02862 | | | Sr. VP, GC and Secretary | |

Signatures

Tarrant Sibley, p/o/a for Barry Nagler 04/28/2008

****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).

(1)

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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.

- (2) 33 1/3 of the options become exercisable on the first anniversary of the date of grant and 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.

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